CIRCULAR DATED 29 SEPTEMBER 2014

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action that you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your ordinary shares in the capital of Top Global Limited (the "**Company**"), please forward this Circular together with the Notice of Extraordinary General Meeting and the accompanying Proxy Form immediately to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or the transferee.

The Singapore Exchange Securities Trading Limited ("**SGX-ST**") assumes no responsibility for the accuracy of any of the statements made, reports contained or opinions expressed in this Circular. The approval in-principle of the SGX-ST for the listing and quotation of the Consideration Shares (as defined herein) shall not be taken as an indication of the merits of the Proposed Acquisition (as defined herein), the Consideration Shares, the Company and/or its subsidiaries.

TOP GLOBAL LIMITED

(Incorporated in the Republic of Singapore)
Company Registration Number: 198003719Z

CIRCULAR TO SHAREHOLDERS

in relation to

THE PROPOSED ACQUISITION OF 3,412,821,351 ORDINARY SHARES IN THE CAPITAL OF PT SURYAMAS DUTAMAKMUR, TBK. ("SURYAMAS"), REPRESENTING APPROXIMATELY 71.52% OF THE ISSUED SHARE CAPITAL OF SURYAMAS

Independent Financial Adviser to the Independent Directors

STIRLING COLEMAN
施霖高诚

STIRLING COLEMAN CAPITAL LIMITED

(Incorporated in the Republic of Singapore)
Company Registration Number: 200105040N

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form	:	12 October 2014 at 10.00 a.m. (Singapore time)
Date and time of Extraordinary General Meeting	:	14 October 2014 at 10.00 a.m. (Singapore time)
Place of Extraordinary General Meeting	:	Regent Hotel Nassim Room, Level 3 1 Cuscaden Road Singapore 249715

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CORPORATE INFORMATION

BOARD OF DIRECTORS	:	Oei Siu Hoa @ Sukmawati Widjaja (*Executive Chairman*) Hano Maeloa (*Executive Director and Chief Executive Officer*) Jennifer Chang Shyre Gwo (*Executive Director and Chief Operating Officer*) Yeo Chin Tuan Daniel (*Lead Independent Non-Executive Director*) Lam Lee G (*Independent Non-Executive Director*) Mimi Yuliana Maeloa (*Non-Executive Director*)
COMPANY SECRETARY	:	Lee Bee Fong
REGISTERED OFFICE	:	1 Scotts Road #20-03 Shaw Centre Singapore 228208
SHARE REGISTRAR	:	Tricor Barbinder Share Registration Services 80 Robinson Road #02-00 Singapore 068898
LEGAL ADVISER TO THE COMPANY AS TO SINGAPORE LAW	:	Allen & Gledhill LLP One Marina Boulevard #28-00 Singapore 018989
LEGAL ADVISER TO THE COMPANY AS TO INDONESIAN LAW	:	Lasut*Lay* & Pane Jl. Hang Tuah Raya No. 29 Kebayoran Baru Jakarta Selatan 12120 Indonesia
INDEPENDENT FINANCIAL ADVISER TO THE INDEPENDENT DIRECTORS	:	Stirling Coleman Capital Limited 4 Shenton Way, #07-03 SGX Centre 2 Singapore 068807
INDEPENDENT AND REPORTING AUDITOR OF THE COMPANY	:	Nexia TS Public Accounting Corporation Public Accountants and Chartered Accountants 100 Beach Road Shaw Tower #30-00 Singapore 189702 Director-in-charge: Chin Chee Choon
VALUER	:	Asia Valuation & Advisory Services Pte Ltd 138 Cecil Street #08-03 Cecil Court Singapore 069538

In this Circular, the following definitions apply throughout unless otherwise stated:

"**1Q2014**"	:	The three-month period ended 31 March 2014
"**2Q2014**"	:	The six-month period ended 30 June 2014
"**ABSD**"	:	Additional Buyer's Stamp Duty
"**Adjusted Suryamas 1Q2014 Results**"	:	The Suryamas 1Q2014 Results which have been converted and adjusted in accordance with IFRS
"**Amended Share Purchase Agreement**"	:	The Share Purchase Agreement, as amended by the Supplemental Agreements
"**Announcement**"	:	The announcement made by the Company on the Announcement Date in connection with the Proposed Acquisition
"**Announcement Date**" or the "**Agreement Date**"	:	10 December 2013, being the date of the Announcement and the Share Purchase Agreement
"**Audit Committee**"	:	The audit committee of the Company comprising Yeo Chin Tuan Daniel (Chairman), Lam Lee G and Mimi Yuliana Maeloa
"**Bartley Project**"	:	A 139-unit residential project of the Group named "*The Quinn*" which is currently under construction
"**Basic Agrarian Law**"	:	Law No. 5 of 1960 of Indonesia regulating the ownership of land in Indonesia
"**BCA**"	:	Building and Construction Authority of Singapore
"**BI**"	:	Bank Indonesia
"**BI Circular Letter No. 15/40/DKMP**"	:	Circular Letter No. 15/40/DKMP regarding provisions covering the granting of loans and financing by commercial and sharia banks for the purchase of property and motor vehicles on 30 September 2013
"**BPA**"	:	Building Plan Approval from the BCA
"**Braddell Project**"	:	A collection of two (2) projects of the Group, namely R Maison and E Maison, comprising in total of 175 units which are currently under construction
"**Bursa Paralel**"	:	The over-the-counter market as described in **Section 1.2.1** in **Appendix 4** to this Circular
"**C-Best**"	:	The Central Depository and Book Entry Settlement System introduced by KSEI in 2000
"**CDP**"	:	The Central Depository (Pte) Limited
"**Communal Right Title**"	:	An unregistered form of land title recognised under the Basic Agrarian Law which arises as a result of occupation or residence on land and payment of taxes and retributions with respect to the land, or by renouncement of right by the previous holder of land covered by the Communal Right Title

"**Companies Act**"	:	The Companies Act, Chapter 50 of Singapore
"**Company**", "**Top Global**" or "**TGL**"	:	Top Global Limited
"**Completion**"	:	The completion of the Proposed Acquisition in accordance with the terms and subject to the conditions of the Amended Share Purchase Agreement
"**Conditions**"	:	The conditions precedent to the Proposed Acquisition, as set out in **paragraph 3.3** of this Circular
"**Consideration Shares**"	:	The 19,000,000,000 new Shares to be allotted and issued to Madam Sukmawati as the Purchase Consideration on Completion, such new Shares to be credited as fully paid-up and to rank *pari passu* in all respects with the existing Shares upon issue
"**Debt Restructuring Agreements**"	:	The debt restructuring agreements entered into by Suryamas in 2005 and 2006 to restructure the PT Suryamas Dutamakmur I year 1997 bonds issued by Suryamas amounting to IDR300,000,000,000
"**Dependency Ceiling**"	:	The dependency ceiling as defined in **Section 2.1** in **Appendix 4** to this Circular
"**Directors**"	:	The directors of the Company as at the Latest Practicable Date
"**DLS**"	:	PT Dwikarya Langgengsukses, a subsidiary in the Suryamas Group
"**DRP**"	:	PT Dwigunatama Rintisprima, a subsidiary in the Suryamas Group
"**EC**"	:	Executive Condominium
"**EGM**"	:	The extraordinary general meeting of the Company to be held on 14 October 2014 (or any adjournment thereof), notice of which is given on pages N-1 and N-2 of this Circular
"**Employment of Foreign Manpower Act**"	:	The Employment of Foreign Manpower Act, Chapter 91A of Singapore
"**Enlarged Group**"	:	The enlarged Group with the Company owning the Target Shares as a result of the Proposed Acquisition
"**Entitled Party**"	:	A party who owns or otherwise controls the Land Procurement Objects
"**EPS**"	:	Earnings per share
"**First Supplemental Agreement**"	:	The supplemental agreement dated 10 June 2014 entered into between the Company, the Vendors and Madam Sukmawati to amend certain terms of the Share Purchase Agreement
"**First Supplemental Agreement Date**"	:	10 June 2014, being the date of the First Supplemental Agreement

"**FTV**"	:	Financing to value
"**FY**"	:	The financial year ending or ended, as the case may be, 31 December
"**Group**"	:	The Company and its subsidiaries
"**Group FY2013 Results**"	:	The audited consolidated financial statements of the Group for FY2013
"**Group 1Q2014 Results**"	:	The unaudited consolidated financial statements of the Group for 1Q2014 as announced by the Company on 28 April 2014
"**GR 11/2010**"	:	Government Regulation No. 11 of 2010 on the Administration and Utilization of Unused Land (*Penertiban dan Pendayagunaan Tanah Terlantar*) of Indonesia
"**GR on Land Registration**"	:	Government Regulation No. 24 of 1997 of Indonesia
"**HAKI**"	:	The Directorate General of *Hak Kekayaan Intelektual*
"**Hak Milik**"	:	Right of Ownership
"**Hak Pakai**"	:	Right to Use
"**Harvest City Construction Facility**"	:	The overdraft loan facility of up to IDR39.8 billion from PT Bank Tabungan Negara (Persero) Tbk, with an interest rate of 0.5% below the floating interest rate set by PT Bank Tabungan Negara (Persero) Tbk, obtained by DLS to finance the construction works for the Harvest City Project pursuant to the loan agreement dated 24 April 2009
"**Harvest City Credit Facility I**"	:	The credit facility of up to IDR35.2 billion from PT Bank Tabungan Negara (Persero) Tbk, with an interest rate of 0.5% below the floating interest rate set by PT Bank Tabungan Negara (Persero) Tbk, obtained by DRP for the construction of the Harvest City Project pursuant to a loan agreement dated 23 September 2011
"**Harvest City Credit Facility II**"	:	The new construction overdraft loan facility with maximum amount of IDR112.0 billion obtained by DRP from PT Bank Tabungan Negara (Persero) Tbk for the construction of the Harvest City Project on 20 December 2013
"**Harvest City Project**"	:	A township project of the Suryamas Group located in the Cibubur-Cileungsi area
"**HDL**"	:	The Housing Developer's Licence under the Housing Developers (Control and Licensing) Act
"**HGB Title**"	:	Right to Build
"**HGU Title**"	:	Right to Cultivate
"**Housing Developers (Control and Licensing) Act**"	:	The Housing Developers (Control and Licensing) Act, Chapter 130 of Singapore
"**IDX**"	:	Indonesian Stock Exchange

"**IFA Letter**"	:	The advice of the IFA to the Independent Directors, as set out in **Appendix 1** to this Circular
"**IFAS**"	:	Indonesian Financial Accounting Standards
"**IFRS**"	:	International Financial Reporting Standards
"**IMB**"	:	A construction permit (or *Izin Mendirikan Bangunan)*
"**IMBT**"	:	*Akad Ijarah Muntahiya Bittamlik*
"**Independent Directors**"	:	The independent directors of the Company as at the Latest Practicable Date, being Lam Lee G and Yeo Chin Tuan Daniel
"**Independent Financial Adviser**" or "**IFA**"	:	The independent financial adviser to the Independent Directors in relation to the Proposed Acquisition, being Stirling Coleman Capital Limited
"**Indonesia**"	:	The Republic of Indonesia
"**IPT Sale**"	:	The grant of an option on 1 September 2014 by Bartley Homes Pte. Ltd., a subsidiary of the Company, to an associate of a Director and Shareholder of the Company to purchase a unit in the development project known as The Quinn, as listed in **paragraph 8.2(c)** of this Circular
"**Issue Price**"	:	Issue price of S$0.008 per Consideration Share
"**JSX**"	:	Jakarta Stock Exchange
"**KSEI**"	:	Indonesian Central Securities Depository (or *PT Kustodian Sentral Efek Indonesia*)
"**KKBP**"	:	As defined in **Section 1.3.7(e)** of **Appendix 4** to this Circular
"**KKBP iB**"	:	As defined in **Section 1.3.7(e)** of **Appendix 4** to this Circular
"**KPR**"	:	As defined in **Section 1.3.7(a)** of **Appendix 4** to this Circular
"**KPR iB**"	:	As defined in **Section 1.3.7(a)** of **Appendix 4** to this Circular
"**KPRS**"	:	As defined in **Section 1.3.7(b)** of **Appendix 4** to this Circular
"**KPRS iB**"	:	As defined in **Section 1.3.7(b)** of **Appendix 4** to this Circular
"**KPRukan**"	:	As defined in **Section 1.3.7(c)** of **Appendix 4** to this Circular
"**KPRukan iB**"	:	As defined in **Section 1.3.7(c)** of **Appendix 4** to this Circular
"**KPRuko**"	:	As defined in **Section 1.3.7(d)** of **Appendix 4** to this Circular
"**KPRuko iB**"	:	As defined in **Section 1.3.7(d)** of **Appendix 4** to this Circular
"**KSEI Account Holder**"	:	Holder of a KSEI account for deposit, withdrawal or transfer of securities
"**KSEI Participant**"	:	A member broker, sub-broker or local custodian of KSEI

"**KSEI Securities Accounts**"	:	Securities accounts opened with KSEI
"**Land Office**"	:	District Land Regulation Office
"**Land Procurement Implementation Regulation**"	:	Presidential Regulation No. 71 of 2012 of Indonesia on Implementation of Land Procurement for Public Interest, which came into force on 7 August 2012 to implement the Land Procurement Law
"**Land Procurement Law**"	:	Law No. 2 of 2012 of Indonesia on Land Procurement for Public Interest, which was enacted and came into force on 14 January 2012
"**Land Procurement Objects**"	:	Land, space under and above the land, buildings, plants, any object related to the land or any other object which could be appraised
"**Latest Practicable Date**"	:	The latest practicable date prior to the printing of this Circular, being 16 September 2014
"**Law on Housing**"	:	Law No. 1 of 2011 of Indonesia on Housing and Settlement Areas
"**Law No. 20/2011**"	:	Law No. 20 of 2011 of Indonesia on Strata Title Housing, which was enacted on 10 November 2011
"**Listing Manual**"	:	The Listing Manual of the SGX-ST
"**Location Permit**"	:	A location permit which grants a company the exclusive right to buy, clear and develop a particular parcel of land pursuant to the Minister of Agrarian Affairs/Head of National Land Agency Regulation No. 2 of 1999 of Indonesia
"**LTV**"	:	Loan-to-Value
"**Madam Sukmawati**"	:	Oei Siu Hoa @ Sukmawati Widjaja
"**Mahogany Residence Project**"	:	A residential project of the Suryamas Group located at the entrance of the Cibubur alternative road
"**Market Day**"	:	A day on which the SGX-ST is open for trading in securities
"**MICE**"	:	Meetings, incentives, conferences and exhibitions
"**MMQ**"	:	*Akad Musyarakah Mutanaqisah*
"**MOLHR**"	:	Indonesian Ministry of Law and Human Rights
"**Moratorium Period**"	:	The period of six (6) months from the date of Completion
"**MTN**"	:	The Medium Term Note issued by Suryamas on 13 May 1997 with a maximum amount of US$40,000,000
"**MTN Restructuring Agreements**"	:	The restructuring agreements entered into by Suryamas in 2005 and 2006 to restructure a loan facility obtained through the issuance of the MTN
"**NTA**"	:	Net tangible assets

"**non-resident taxpayers**"	:	As defined in **Appendix 5** to this Circular
"**OJK**"	:	Financial Services Authority of Indonesia (or *Otoritas Jasa Keuangan*)
"**OJK Law**"	:	Law No. 21 of 2011 regarding the Financial Services Authority of Indonesia
"**PPE**"	:	Property, plant and equipment
"**Property Valuer**"	:	IHOT, Dollar & Raymond, a local registered asset appraiser in Indonesia engaged by the Valuer to conduct an independent valuation of real estate assets belonging to Suryamas as at 31 March 2014
"**Proposed Acquisition**"	:	The proposed acquisition of the Target Shares, on the terms and subject to the conditions of the Amended Share Purchase Agreement
"**Public Utility**"	:	Public infrastructure, facilities and utilities, including locations for governmental, social and economic services that the developers of residential properties in Indonesia are required to provide under the Law on Housing
"**Purchase Consideration**"	:	The consideration payable for the Proposed Acquisition of S$152,951,535, to be satisfied by the allotment and issue of the Consideration Shares
"**QC**"	:	The Qualifying Certificate under the Residential Property Act
"**Rancamaya Project**"	:	The Rancamaya Estate, R Hotel Rancamaya and the Rancamaya Golf & Country Club Resort owned by the Suryamas Group
"**Real Estate Development Business**"	:	The real estate development business of the Suryamas Group
"**Regulation IX.H.1**"	:	BAPEPAM-LK Regulation No. IX.H.1 on Take Over of Public Companies
"**Regulation No. IX.I.5**"	:	BAPEPAM-LK Regulation No. IX.I.5 regarding Formation and Implementation Guidance for Audit Committee
"**Reporting Auditor's Report**"	:	The independent and reporting auditor's report on examination of the unaudited pro forma consolidated financial statements of the Enlarged Group for FY2011, FY2012, FY2013 and 1Q2014, as set out in **Appendices 9** and **10** to this Circular
"**Residential Property Act**"	:	The Residential Property Act, Chapter 274 of Singapore
"**RevPAR**"	:	Revenue per available room
"**Royal Tajur Loan Facility**"	:	The overdraft loan of IDR20.0 billion and the revolving loan of IDR10.0 billion obtained by TSA from PT Bank Pan Indonesia Tbk to finance the construction and housing projects of the Royal Tajur Project for one (1) year with a floating interest rate of 10.0% pursuant to the loan agreement dated 1 August 2012

"**Royal Tajur Project**"	:	A residential project of the Suryamas Group located in the centre of Tajur, a commercial area in the city of Bogor, Indonesia
"**Second Supplemental Agreement**"	:	The supplemental agreement dated 4 September 2014 entered into between the Company, the Vendors and Madam Sukmawati to amend certain terms of the Share Purchase Agreement (as amended by the First Supplemental Agreement)
"**Securities and Futures Act**"	:	The Securities and Futures Act, Chapter 289 of Singapore
"**Securities Accounts**"	:	Securities accounts maintained by Depositors with CDP, but not including securities sub-accounts
"**SFRS**"	:	Singapore Financial Reporting Standards
"**SGX-ST**"	:	Singapore Exchange Securities Trading Limited
"**Share Issue**"	:	The allotment and issue of the Consideration Shares at the Issue Price to Madam Sukmawati
"**Share Purchase Agreement**"	:	The conditional sale and purchase agreement dated 10 December 2013 entered into between the Company, the Vendors and Madam Sukmawati, pursuant to which the Company has agreed to purchase and the Vendors have agreed to sell, the Target Shares on the terms and subject to the conditions contained therein
"**Shareholders**"	:	Registered holders of Shares, except that where the registered holder is CDP, the term "**Shareholders**" shall, where the context admits, mean the Depositors whose Securities Accounts are credited with Shares
"**Shares**"	:	Ordinary shares in the capital of the Company
"**SMLL**"	:	Sinar Mas Land Limited
"**SSX**"	:	Surabaya Stock Exchange
"**Substantial Shareholders**"	:	A person who, in accordance with the Securities and Futures Act, has an interest in not less than 5.0% of the issued voting Shares of the Company
"**Supplemental Agreements**"	:	The First Supplemental Agreement and the Second Supplemental Agreement
"**Suryamas**" or "**SMDM**"	:	PT Suryamas Dutamakmur, Tbk.
"**Suryamas 1Q2014 Results**"	:	The unaudited consolidated financial statements of the Suryamas Group for 1Q2014, as announced by Suryamas on 7 May 2014
"**Suryamas Directors**"	:	The directors of Suryamas as at the Latest Practicable Date
"**Suryamas Financial Results**"	:	The audited consolidated financial statements of the Suryamas Group for FY2011, FY2012 and FY2013 and the unaudited interim consolidated financial statements of the Suryamas Group for 1Q2014, as set out in **Appendices 7** and **8** to this Circular
"**Suryamas Group**"	:	Suryamas and its subsidiaries

"**Suryamas Shares**"	:	The issued ordinary shares in the capital of Suryamas
"**Target Shares**"	:	3,412,821,351 Suryamas Shares, representing approximately 71.52% of the issued share capital of Suryamas
"**tax treaty**"	:	As defined in **Appendix 5** to this Circular
"**TDSR**"	:	Total Debt Servicing Ratio
"**TGL Share Market Value**"	:	The market value of each Share of approximately S$0.008 based on the VWAP of the Shares transacted on the SGX-ST on 10 June 2014 (being the full Market Day on the First Supplemental Agreement Date on which the Shares were traded on the SGX-ST)
"**TOP**"	:	Temporary occupancy permit
"**Tourism GR**"	:	Government Regulation No. 67 Year 1996 dated 8 November 1996, on Tourism Implementation of Indonesia
"**Tourism Law**"	:	Law No. 10 Year 2009 dated 16 January 2009 on Tourism of Indonesia
"**TSA**"	:	PT Tajur Surya Abadi, a subsidiary in the Suryamas Group
"**URA**"	:	The Urban Redevelopment Authority of Singapore
"**Valuation Report**"	:	The valuation report on the Target Shares prepared by the Valuer dated 1 July 2014, a summary of which is set out in **Appendix 2** to this Circular
"**Valuer**"	:	Asia Valuation & Advisory Services Pte Ltd, being the valuer engaged by the Company to undertake an independent valuation of the Target Shares
"**VAT**"	:	Value-added tax
"**Vendors**"	:	Asia Capital Holding Limited, PT. Surya Pembangunan Utama, PT. Niaganusa Indomakmur and Alera Financial Corp.
"**Vendors' Warranties**"	:	The Vendors' warranties and representations given under the Amended Share Purchase Agreement, as set out in **Appendix 11** to this Circular
"**VWAP**"	:	Volume weighted average price
"**WICA**"	:	The Work Injury Compensation Act, Chapter 354 of Singapore
"**WP**"	:	Written permission from the URA
"**IDR**" or "**Rp**"	:	Indonesian Rupiah, the lawful currency for the time being of the Republic of Indonesia
"**S$**", "**$**", "**SGD**", "**Singapore Dollar**" and "**cents**"	:	Singapore dollars and cents, the lawful currency for the time being of the Republic of Singapore

"**US$**"	:	United States dollars, being the lawful currency of the United States of America
"**%**" or "**per cent.**"	:	Per centum or percentage

The terms "**Depositor**" and "**Depository Register**" shall have the meanings ascribed to them respectively in Section 130A of the Companies Act.

The term "**subsidiary**" shall have the meaning ascribed to it in Section 5 of the Companies Act.

The terms "**controlling shareholder**" and "**associate**" shall have the meanings ascribed to them respectively in the Listing Manual.

Words importing the singular shall, where applicable, include the plural and *vice versa* and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall include corporations.

Any reference in this Circular to any statute or enactment or the Listing Manual is a reference to that statute or enactment or the Listing Manual for the time being amended or re-enacted. Any word defined under the Companies Act, the Securities and Futures Act, the Listing Manual or any modification thereof and used in this Circular shall have the meaning assigned to it under the Companies Act, the Securities and Futures Act, the Listing Manual or any modification thereof, as the case may be, unless otherwise provided.

Any reference to a time of day and date in this Circular is a reference to Singapore time and date, respectively, unless otherwise stated.

Any discrepancies in the tables included herein between the listed amounts and totals thereof are due to rounding. Accordingly, figures shown as totals in certain tables of this Circular may not be an arithmetic aggregation of the figures that precede them.

The financial information of the Suryamas Group set out in this Circular should be read in conjunction with the audited consolidated financial statements of the Suryamas Group for FY2011, FY2012 and FY2013 and the unaudited interim consolidated financial statements of the Suryamas Group for 1Q2014, as set out in **Appendices 7** and **8** to this Circular (the "**Suryamas Financial Results**"). The Suryamas Financial Results were prepared in accordance with Indonesian Financial Accounting Standards ("**IFAS**"). The financial information relating to Suryamas set out in this Circular is based on the Suryamas Financial Results that have been converted and adjusted in accordance with the International Financial Reporting Standards ("**IFRS**"). There are certain differences which exist between IFRS and IFAS. In the preparation of certain financial information in this Circular, the material and/or relevant differences in relation to the financial information of the Suryamas Group (prepared in accordance with IFAS) have been adjusted in accordance with IFRS.

The exchange rates indicated herein are for reference only. No representation is made by the Company that any amount in IDR or S$ has been, could have been or could be converted at the indicated rates or at any other rates or at all.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this Circular, which are not statements of historical fact, constitute "**forward-looking statements**". Some of these statements can be identified by forward-looking terms such as "**expect**", "**believe**", "**plan**", "**intend**", "**estimate**", "**anticipate**", "**may**", "**will**", "**would**", "**could**" or similar words. However these words are not the exclusive means of identifying forward-looking statements. All statements regarding the Company's, the Group's, Suryamas', the Suryamas Group's and/or the Enlarged Group's expected financial position, business strategies, plans and prospects are forward-looking statements and accordingly involve known and unknown risks, uncertainties and other factors that may cause the Company's, the Group's, Suryamas', the Suryamas Group's and/or the Enlarged Group's actual results, performance and achievements to be materially different from any future results, performance or achievements expected, expressed or implied by such forward-looking statements. These risks, uncertainties and other factors include, among others:

(a) changes in general political, regulatory, social and economic conditions in Indonesia, Singapore and/or any other countries in which the Company, the Group, Suryamas, the Suryamas Group and the Enlarged Group will operate;

(b) changes in currency exchange and interest rates;

(c) demographic changes;

(d) changes in competitive conditions;

(e) changes in operating expenses; and

(f) other factors beyond the Company's, the Group's, Suryamas', the Suryamas Group's and/or the Enlarged Group's control.

Some of these factors are discussed in greater detail in this Circular, in particular, but not limited to, the discussion under the section entitled "**Risk Factors**" in **paragraph 5** of this Circular.

Given the risks and uncertainties which may cause the Company's, the Group's, Suryamas', the Suryamas Group's and/or the Enlarged Group's actual future results, performance or achievements to be materially different from those expected, expressed or implied by forward-looking statements in this Circular, undue reliance must not be placed on those statements. The Company does not represent or warrant that the Company's, the Group's, Suryamas', the Suryamas Group's and/or the Enlarged Group's actual future results, performance or achievements will be as discussed in those statements. Further, the Company disclaims any responsibility, and undertakes no obligation to update or revise any forward-looking statements contained in this Circular to reflect any change in the Company's, the Group's, Suryamas', the Suryamas Group's and/or the Enlarged Group's expectations with respect to such statements after the Latest Practicable Date or to reflect any change in events, conditions or circumstances on which the Company based any such statements subject to compliance with all applicable laws and regulations and/or the rules of the SGX-ST and/or any regulatory or supervisory body or agency.

This Circular may include market and industry data and information that have been obtained from, *inter alia*, internal studies, where appropriate, as well as publicly available information and industry publications. There can be no assurance as to the accuracy or completeness of such information. While the Company has taken reasonable steps to ensure that the information is extracted accurately, the Company has not independently verified any of the data from third-party sources or ascertained the underlying bases or assumptions relied upon therein.

TOP GLOBAL LIMITED

(Incorporated in the Republic of Singapore)
Company Registration Number: 198003719Z

Directors

Oei Siu Hoa @ Sukmawati Widjaja *(Executive Chairman)*
Hano Maeloa *(Executive Director & Chief Executive Officer)*
Jennifer Chang Shyre Gwo *(Executive Director & Chief Operating Officer)*
Yeo Chin Tuan Daniel *(Lead Independent Non-Executive Director)*
Lam Lee G *(Independent Non-Executive Director)*
Mimi Yuliana Maeloa *(Non-Executive Director)*

Registered Office

1 Scotts Road
#20-03 Shaw Centre
Singapore 228208

29 September 2014

To: The Shareholders of Top Global Limited

Dear Sir / Madam

THE PROPOSED ACQUISITION OF 3,412,821,351 ORDINARY SHARES IN THE CAPITAL OF PT SURYAMAS DUTAMAKMUR, TBK. ("SURYAMAS"), REPRESENTING APPROXIMATELY 71.52% OF THE ISSUED SHARE CAPITAL OF SURYAMAS

1. INTRODUCTION

1.1 Proposed Acquisition. On 10 December 2013 (the "**Announcement Date**" or the "**Agreement Date**"), the Company announced that it had entered into a conditional share purchase agreement ("**Share Purchase Agreement**") with Asia Capital Holding Limited, PT. Surya Pembangunan Utama, PT. Niaganusa Indomakmur and Alera Financial Corp. (collectively, the "**Vendors**") and the Executive Chairman of the Company, Oei Siu Hoa @ Sukmawati Widjaja ("**Madam Sukmawati**") to acquire 3,412,821,351 issued ordinary shares in the capital of Suryamas, representing approximately 71.52% of the issued share capital of Suryamas (the "**Target Shares**"), on the terms and subject to the conditions therein.

1.2 Rationale for the Proposed Acquisition

(a) **Additional sources of revenue and diversification of business and geographical risk**. It is in the interest of the Company to expand its businesses overseas to provide additional sources of revenue and diversify the Company's existing businesses and the geographical risk of the Group. Incorporated in 1989, Suryamas is an established and resilient entity with a strong foundation and it has withstood and survived the turmoil and various economic and political challenges in Indonesia over the last 25 years. More importantly, Suryamas also holds a large land bank that could provide the Group with growth certainty in the near future.

(b) **Financial effects of the Proposed Acquisition**. The Proposed Acquisition, which will result in Suryamas becoming a subsidiary of the Company, is expected to be earnings-accretive to the Group on a pro forma basis. The Proposed Acquisition would increase the earnings per Share of the Group for FY2013 from the loss of 0.0465 cents per Share to the profit of 0.0023 cents per Share on a pro forma basis. The Proposed Acquisition is also expected to improve the gearing, cash flows and working capital of the Group. Please refer to **paragraph 6** of this Circular for further information on the pro forma financial effects of the Proposed Acquisition.

(c) **Access to Indonesian property market**. Indonesia is one of the fastest growing countries in the region with a large population base. The Proposed Acquisition will allow the Company immediate access to the Indonesian property market and enhance its vision to be a leading property developer in the region, especially when the property market in Singapore is under pressure due to the cooling measures introduced by the Singapore government.

(d) **Good synergies and enhanced fund-raising capabilities with larger asset and equity base**. Generally, the Company specialises in the development of residential buildings while Suryamas focuses on hotel, golf and country club (comprising villas and conference venues), as well as landed residential projects. Following Completion, the Company and Suryamas will work towards consolidating and strengthening each of their existing businesses through leveraging on each other's core strengths, skill sets and expertise. The Enlarged Group will have a larger asset and equity base, which will enhance the Company's fund-raising capabilities, while the increased economies of scale are also likely to generate improvements in operational efficiency.

(e) **Facilitation of possible corporate exercise**. Further, the Directors note the recent changes introduced by the Monetary Authority of Singapore and SGX-ST in respect of the imposition of the minimum trading price of S$0.20 per share on the companies listed on the Mainboard of the SGX-ST. The Proposed Acquisition will increase the size and scale of the Group and therefore facilitate any share consolidation exercise that may be undertaken in the future by the Company to comply with such minimum trading price requirement.

1.3 Supplemental Agreements. As agreed between the Vendors, the Company and Madam Sukmawati, the purchase consideration for the Proposed Acquisition is S$152,951,535 ("**Purchase Consideration**"). Pursuant to the terms of the Share Purchase Agreement, the Purchase Consideration was originally to be satisfied by the allotment and issuance of 13,000,0000,000 Shares and 5,000,000,000 options to Madam Sukmawati. Subsequent to the Agreement Date, the Company had entered into the following supplemental agreements with the Vendors and Madam Sukmawati to amend certain terms of the Share Purchase Agreement, including, *inter alia*, the number of Shares to be issued to Madam Sukmawati pursuant to the Proposed Acquisition:

(a) a supplemental agreement dated 10 June 2014 (the "**First Supplemental Agreement**", and the date of such Supplemental Agreement, the "**First Supplemental Agreement Date**"); and

(b) a supplemental agreement dated 4 September 2014 (the "**Second Supplemental Agreement**" and together with the First Supplemental Agreement, the "**Supplemental Agreements**").

The Share Purchase Agreement, as amended by the Supplemental Agreements, shall hereinafter be referred to as the "**Amended Share Purchase Agreement**".

(i) **Terms of the Supplemental Agreements**: Pursuant to the terms of the First Supplemental Agreement, it was agreed, *inter alia*, that the Purchase Consideration will be satisfied by the allotment and issuance of 19,000,000,000 Shares[1] (the "**Consideration Shares**") and 5,000,000,000 options to Madam Sukmawati, instead of 13,000,000,000 Shares and 5,000,000,000 options as initially contemplated under the Share Purchase Agreement. Pursuant to the terms of the Second Supplemental Agreement, it was further agreed, *inter alia*, that the Purchase Consideration will be satisfied by the allotment and issuance of the Consideration Shares to Madam Sukmawati (the "**Share Issue**") only and the Company will not allot and issue any options to Madam Sukmawati pursuant to the Proposed Acquisition.

There is no change in the agreed Purchase Consideration. Pursuant to the Amended Share Purchase Agreement, the Consideration Shares will be issued at the issue price of S$0.008 (the "**Issue Price**")[2], which is comparable to the volume weighted average price ("**VWAP**") of the Shares of approximately S$0.0078 transacted on the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") on 9 December 2013 (being the full market day immediately preceding the Agreement Date on which Shares were traded on the SGX-ST), instead of the original issue price of S$0.0118 as contemplated under the Share Purchase Agreement,

1 19,000,000,000 Shares represent approximately 166.40% of the issued share capital of the Company as at the Latest Practicable Date.

2 The Issue Price is derived at by dividing the Purchase Consideration of S$152,951,535 by 19,000,000,000 Shares, and rounded to the nearest three decimal places.

which was equivalent to the net asset value per Share of approximately S$0.0118 based on the unaudited consolidated financial statements of the Company and its subsidiaries (the "**Group**") for the nine-month period ended 30 September 2013.

(ii) **Rationale for the Supplemental Agreements**: The Audit Committee (save for Mimi Yuliana Maeloa, who has abstained as she is an immediate family member of Madam Sukmawati) has approved the entry by the Company into the Supplemental Agreements, as it believes that the change in terms is necessary to facilitate Completion and that the entry of the Supplemental Agreements is in the interests of the Company and is not prejudicial to the interests of the minority shareholders, taking into consideration the rationale of the Proposed Acquisition set out in **paragraph 1.2** of this Circular and the following factors:

(1) there is no change in the Purchase Consideration pursuant to the Supplemental Agreements;

(2) the Company will acquire the controlling stake of Suryamas with the Purchase Consideration to be fully satisfied by way of Consideration Shares and there will be no cash outlay on the part of the Company to acquire the Target Shares;

(3) considering the reasonable trading liquidity of the Shares, the traded prices of the Shares would be a meaningful indicator of the market value of the Shares. The Company, the Vendors and Madam Sukmawati are also of the view that the Issue Price, which is comparable with the traded prices of the Shares, is a more representative reflection of the market value of the Shares under prevailing industry conditions and have therefore entered into the Supplemental Agreements to facilitate Completion;

(4) the Purchase Consideration remains below the independent valuation of the Target Shares as of 30 September 2013 and recently updated as of 31 March 2014, the summary of which is attached as **Appendix 2** to this Circular and further elaborated in **paragraph 2.6** below. In fact, the valuation of the Target Shares as at 31 March 2014 increased as compared with the initial valuation as at 30 September 2013 partly due to the increase of 19.8 hectares in the land bank held by Suryamas as a result of acquisitions by Suryamas during the period commencing from 1 October 2013 to 31 March 2014;

(5) the IFA has opined that the Proposed Acquisition pursuant to the terms of the Amended Share Purchase Agreement is on normal commercial terms and not prejudicial to the interests of the Company and its minority shareholders; and

(6) the rationale and benefit of the Proposed Acquisition set out in **paragraph 1.2** of this Circular will continue to apply notwithstanding the change of terms by the Supplemental Agreements.

1.4 Estimated Total Acquisition Cost. The estimated total cost of the Proposed Acquisition is approximately S$153,694,535, which comprises:

(a) the Purchase Consideration of S$152,951,535; and

(b) other professional fees estimated at approximately S$743,000.

The Target Shares have a market value of approximately S$64,740,888[3], an NTA value (excluding non-controlling interest) of approximately S$123,694,493[4] and a fair value of approximately S$306,000,000 (based on the Valuation Report)[5].

3 Please refer to **paragraph 2.5** of this Circular.

4 Please refer to **paragraph 2.4** of this Circular.

5 Please refer to **paragraph 2.6** of this Circular.

1.5 Completion. Completion is subject to and conditional upon various Conditions, including, *inter alia*, the approval of Shareholders for the Proposed Acquisition and the Share Issue at the EGM. After Completion, Madam Sukmawati will hold in aggregate 24,815,981,000 Shares, representing approximately 81.58% of the enlarged share capital of the Company.[6] Please refer to **paragraph 4.3** of this Circular for further information on the shareholding structure of the Enlarged Group.

Following Completion, the Company will own an approximate 71.52% interest in Suryamas and Suryamas will be a subsidiary of the Company and a member of the Enlarged Group.

1.6 IDX Listing of Suryamas. Suryamas is a company with a primary listing on the Development Board of IDX with:

(a) the market capitalisation of IDR854,212,744,423 as at 9 June 2014, being the date preceding the First Supplemental Agreement Date (equivalent to approximately S$90,526,230 based on the exchange rate of S$1: IDR9,436, being the spot rate on 9 June 2014); and

(b) the market capitalisation of IDR734,909,288,498 as at the Latest Practicable Date (equivalent to approximately S$77,826,157 based on the exchange rate of S$1: IDR9,443, being the spot rate on the Latest Practicable Date).

As at the Latest Practicable Date, the balance issued ordinary shares in the capital of Suryamas ("**Suryamas Shares**") (i.e., other than those held by the Vendors and, following Completion, the Company) are held by:

(i) Far East Holding Ltd. which holds an approximately 16.04% interest in Suryamas;

(ii) Martos Investment Inc, which holds an approximately 7.62% interest in Suryamas; and

(iii) the public shareholders who collectively hold in aggregate an approximately 4.82% interest in Suryamas.

Far East Holding Ltd. and Martos Investment Inc are not related to or associated with the Company or its controlling shareholders. Please refer to **Section 11** entitled **"Interests in Suryamas Shares"** in **Appendix 3** to this Circular for further information.

By virtue of Indonesian laws, in particular Bapepam-LK (now known as OJK/Financial Service Authority) Regulation No. Kep-264/BL/2011 dated 31 May 2011 concerning public company takeover, a takeover occurs in the event of change of control. As Madam Sukmawati controls Suryamas indirectly before (through the Vendors) and after (through the Company) the Proposed Acquisition, there is no change in control in Suryamas as a result of the Proposed Acquisition and accordingly, the Proposed Acquisition will not trigger an obligation on the part of the Company to make a tender offer for all the Suryamas Shares (other than the Target Shares). As it is the current intention of the Company to maintain the listing status of Suryamas on IDX, the Company has decided not to incur additional costs to make a takeover offer for Suryamas.

1.7 Interested Person Transaction and Very Substantial Acquisition. The Vendors are directly or indirectly controlled by Madam Sukmawati. As at the Latest Practicable Date, Madam Sukmawati owns approximately 50.93% of the issued share capital of the Company, and is a Director and controlling shareholder of the Company. The Vendors are therefore considered associates of Madam Sukmawati for the purposes of Chapter 9 of the Listing Manual and accordingly, the Proposed Acquisition is an interested person transaction under Chapter 9 of the Listing Manual.

6 Under the original arrangement pursuant to the Share Purchase Agreement where the Purchase Consideration was originally to be satisfied by the issue of 13,000,000,000 Shares and 5,000,0000,000 options to Madam Sukmawati, following Completion, Madam Sukmawati would hold in aggregate approximately 77.06% shareholding interest in the Company (before the exercise of the options).

The Proposed Acquisition is also a very substantial acquisition for the purposes of Chapter 10 of the Listing Manual. Further information on the requirements under Chapter 9 and Chapter 10 of the Listing Manual are set out in **paragraph 8** of this Circular.

1.8 **Circular**. The purpose of this Circular is to provide Shareholders with relevant information relating to the Proposed Acquisition, including the Share Issue, and to seek the approval of Shareholders for the Ordinary Resolution relating to the Proposed Acquisition as set out in the notice of EGM on pages N-1 and N-2 of this Circular.

2. INFORMATION ON SURYAMAS AND THE TARGET SHARES

2.1 **Summary Information on Suryamas**. Suryamas is a company incorporated in Indonesia on 21 September 1989 and listed on the Surabaya Stock Exchange ("**SSX**") on 12 October 1995. Following the merger between the SSX and the Jakarta Stock Exchange ("**JSX**") resulting in the formation of IDX, Suryamas is listed on the Development Board of IDX. Suryamas' businesses are primarily divided into two broad categories, namely real estate development and golf course and hospitality:

(a) **Real Estate Development Business**. Suryamas is primarily involved in developing real estate properties and sells land and houses in Indonesia. Its real estate development projects include the following projects:

(i) **Rancamaya Estate**: Rancamaya Estate is a prime residential estate which can be reached through the Jagorawi toll road, which is about one hour by car from Jakarta. The first phase of Rancamaya Estate was launched in June 1992 and its target market is medium to high-end landed housing. Rancamaya Estate offers three types of houses: small houses with land area of 45 to 72 square metres each, medium houses with land area of 84 to 160 square metres each and large houses with land area of 202 square metres each. Rancamaya Estate has generated revenue of approximately IDR97,168 million, IDR81,975 million, IDR107,450 million and IDR22,594 million for FY2011, FY2012, FY2013 and 1Q2014 respectively, which accounted for approximately 36.0%, 30.6%, 32.6% and 34.3% of the Suryamas Group's total revenue for such respective financial years or financial period (as the case may be);

(ii) **Mahogany Residence Project**: The Mahogany Residence Project is located in Cibubur and was launched in June 2004. All of its 325 units were fully sold by October 2008;

(iii) **Harvest City Project**: The Harvest City Project is located in the Cibubur-Cileungsi area and was launched in October 2008. It is a suburban development with the target market of small to medium housing clusters. The Harvest City Project offers three types of houses: small houses with land area of 22 to 36 square metres each, medium houses with land area of 45 to 65 square metres each and large houses with land area of 75 to 87 square metres each. The Harvest City Project has generated revenue of approximately IDR123,396 million, IDR134,978 million, IDR161,062 million and IDR23,339 million for FY2011, FY2012, FY2013 and 1Q2014 respectively, which accounted for approximately 45.7%, 50.4%, 48.9% and 35.4% of the Suryamas Group's total revenue for such respective financial years or financial period (as the case may be); and

(iv) **Royal Tajur Project**: The Royal Tajur Project is a prime development located in the city of Bogor. The first phase was launched in June 2012 and its target market is medium to high-end landed housing. The Royal Tajur Project offers three types of houses: small houses with land area of 45 to 51 square metres each, medium houses with land area of 72 to 80 square metres each and large houses with land area of

129 metres each. The Royal Tajur Project has generated the revenue of approximately IDR3,472 million and IDR6,063 million for FY2013 and 1Q2014 respectively, which accounted for approximately 1.1% and 9.2% of the Suryamas Group's total revenue for FY2013 and 1Q2014 respectively.

Based on the audited consolidated financial statements of Suryamas for FY2010, FY2011, FY2012 and FY2013 which have been adjusted and converted in accordance with IFRS, the average revenue growth rate of Suryamas in the sector of real estate development business for FY2010 to FY2013 is approximately 38.9%. Further information on the real estate business and projects of the Suryamas Group are set out in **Section 3.2.1** entitled "**Real Estate Development**" in **Appendix 3** to this Circular and further details on the revenue performance of these projects are set out in **Section 6.11.6** entitled "**Breakdown of Revenue by Business Segments**" in **Appendix 3** to this Circular.

(b) **Golf Course and Hospitality Businesses**. Suryamas also operates a golf course, country club and hotel in Indonesia. The projects undertaken by Suryamas in its golf course and hospitality businesses include:

(i) **Rancamaya Golf & Country Club Resort**: Launched in 1995, Rancamaya Golf & Country Club Resort comprises a golf course, 10 villas and conference venues. For FY2011, FY2012, FY2013 and 1Q2014, Rancamaya Golf & Country Club Resort generated revenue of approximately IDR40,513 million, IDR41,634 million, IDR45,228 million and IDR10,860 million respectively, which accounted for approximately 15.0%, 15.5%, 13.7% and 16.5% of the Suryamas Group's total revenue for such respective financial years or financial period (as the case may be). Such revenue includes, among others, revenue from the golf membership, villas and the food and beverage sold on the premises.

Specifically, in respect of the villas in the Rancamaya Golf & Country Club Resort for FY2011, FY2012, FY2013 and 1Q2014, the revenue generated was approximately IDR928 million, IDR1,184 million, IDR1,210 million and IDR288 million respectively, the occupancy rate was 78.9%, 83.8%. 80.1% and 74.7% respectively and the revenue per available room ("**RevPAR**") was IDR92.8 million, IDR118.4 million, IDR121.0 million and IDR28.8 million respectively; and

(ii) **R Hotel Rancamaya**: A four star hotel located within the Rancamaya Golf & Country Club Resort, R Hotel Rancamaya held its soft opening on 25 July 2014. Within a week from the date of its soft opening, R Hotel Rancamaya has generated revenue of approximately IDR214 million. The turnover of rooms was approximately 4.7 times with a total number of 282 rooms being occupied for the first week of the soft opening which accounted for the occupancy rate of approximately 67.1%. As at the Latest Practicable Date, only 50% out of the 140 rooms are in operation. It is expected that R Hotel Rancamaya will be fully open and all the 140 rooms will be in operation in October 2014.

Further information on the golf course and hospitality businesses of the Suryamas Group is set out in **Section 3.2.2** entitled "**Golf Course and Hospitality**" in **Appendix 3** to this Circular and further details on the revenue performance are set out in **Section 6.11.6** entitled "**Breakdown of Revenue by Business Segments**" in **Appendix 3** to this Circular.

(c) **Other Businesses**. Other ancillary businesses of the Suryamas Group include real estate management and educational services. Please refer to **Appendix 3** to this Circular for further information on Suryamas.

2.2 Summary Financial Information of Suryamas. The summary financial information of Suryamas set out below is based on the audited consolidated financial statements of the Suryamas Group for FY2011, FY2012 and FY2013 and the unaudited interim consolidated financial statements of the Suryamas Group for 1Q2014, all of which have been converted and adjusted in accordance with IFRS.

(a) **Summary Profit and Loss Statement**

	1Q2014		FY2013		FY2012		FY2011	
	IDR Million	SGD '000[1]	IDR Million	SGD '000[2]	IDR Million	SGD '000[3]	IDR Million	SGD '000[4]
Revenue	65,975	7,170	329,307	39,666	267,813	35,866	269,787	38,880
Gross Profit	27,010	2,935	124,099	14,948	89,573	11,997	105,202	15,161
Profit before income tax	3,553	386	38,292	4,612	53,629	7,183	42,670	6,150
Profit after tax and non-controlling interests	1,832	199	31,127	3,749	8,624	1,155	24,679	3,557

Notes:

(1) Based on the exchange rate of S$1: IDR9,202, being the average rate for 1Q2014.

(2) Based on the exchange rate of S$1: IDR8,302, being the average rate for FY2013.

(3) Based on the exchange rate of S$1: IDR7,467, being the average rate for FY2012.

(4) Based on the exchange rate of S$1: IDR6,939, being the average rate for FY2011.

(b) **Summary Balance Sheet**

	1Q2014		FY2013		FY2012		FY2011	
	IDR Million	SGD '000[1]	IDR Million	SGD '000[2]	IDR Million	SGD '000[3]	IDR Million	SGD '000[4]
Current assets	1,103,805	123,316	1,140,162	120,147	1,002,852	127,437	1,354,727	194,351
Non-current assets	1,801,785	201,295	1,760,346	185,499	1,589,066	201,931	1,058,561	151,862
Current liabilities	605,733	67,672	594,455	62,642	358,073	45,502	209,859	30,107
Non-current liabilities	204,565	22,854	211,674	22,305	165,221	20,995	185,862	26,664
Net assets attributable to equity holders	1,548,172	172,962	1,546,340	162,948	1,512,162	192,158	1,505,934	216,043
Working capital	498,072	55,644	545,707	57,505	644,779	81,935	1,144,868	164,244

Notes:

(1) Based on the exchange rate of S$1: IDR8,951, being the closing rate as at 31 March 2014.

(2) Based on the exchange rate of S$1: IDR9,490, being the closing rate as at 31 December 2013.

(3) Based on the exchange rate of S$1: IDR7,869, being the closing rate as at 31 December 2012.

(4) Based on the exchange rate of S$1: IDR6,971, being the closing rate as at 31 December 2011.

Based on the unaudited consolidated financial statements of the Suryamas Group for 1Q2014 as announced by Suryamas on 7 May 2014 ("**Suryamas 1Q2014 Results**") which have been converted and adjusted in accordance with IFRS ("**Adjusted Suryamas 1Q2014 Results**"), the total assets of the Suryamas Group as at 31 March 2014 amounted to IDR2,905,590,200,000 (equivalent to approximately S$324,612,131 based on the closing exchange rate of S$1: IDR8,951 as at 31 March 2014) comprising:

(i) current assets which are cash and cash equivalents, trade and other receivables, inventories, available-for-sale financial assets and development properties; and

(ii) non-current assets, which include development properties, property, plant and equipment and other assets.

Based on the Adjusted Suryamas 1Q2014 Results, the total liabilities of the Suryamas Group as at 31 March 2014 amounted to IDR810,297,555,000 (equivalent to approximately S$90,526,330 based on the closing exchange rate of S$1: IDR8,951 as at 31 March 2014) comprising:

(1) current liabilities which are borrowings, bonds and derivative financial instruments, trade and other payables, accrued expenses and advances received; and

(2) non-current liabilities which include borrowings, bonds and derivative financial instruments, warranty of golf membership, advances received and other liabilities.

(c) **Further Information**. Please refer to **Section 5** entitled "**Selected Financial Information**" and **Section 6** entitled "**Management's Discussion and Analysis of the Financial Condition and Results of Operations**" in **Appendix 3** to this Circular for further information on Suryamas' financial performance for FY2011, FY2012, FY2013 and 1Q2014. The corresponding consolidated financial statements of the Suryamas Group are also set out in **Appendices 7** and **8** to this Circular.

2.3 Net Profits Attributable to the Target Shares. Based on the Adjusted Suryamas 1Q2014 Results, the profit before income tax, non-controlling interests and extraordinary items attributable to the Target Shares for 1Q2014 is approximately IDR2,541,371,000 (equivalent to approximately S$276,188 based on the average exchange rate of S$1: IDR9,202 for 1Q2014).

2.4 Book Value and Asset Value of the Target Shares. Based on the Adjusted Suryamas 1Q2014 Results, the book and NTA value (excluding non-controlling interest) of the Target Shares as at 31 March 2014 is approximately IDR1,107,184,456,000 (equivalent to approximately S$123,694,493 based on the closing exchange rate of S$1: IDR8,951 as at 31 March 2014). The Purchase Consideration of S$152,951,535 represents an excess of approximately S$29,257,042 over such NTA value.

2.5 Market Value of the Target Shares. Based on the VWAP of the Target Shares transacted on the IDX on 9 June 2014 (being the full Market Day preceding the First Supplemental Agreement Date on which the Target Shares were traded on the IDX), the open market value of the Target Shares as at 9 June 2014 is approximately IDR610,895,021,829 (equivalent to approximately S$64,740,888 based on the exchange rate of S$1: IDR9,436, being the spot rate on 9 June 2014).

2.6 Valuation of the Target Shares. Based on the Valuation Report, the valuation of the Target Shares, being an approximately 71.52% interest in the issued share capital of Suryamas, on the basis of fair value is IDR2,737,000,000,000 (equivalent to approximately S$306,000,000 based on the closing exchange rate of S$1: IDR8,951 as at 31 March 2014). A summary of the Valuation Report is set out in **Appendix 2** to this Circular.

(a) **Valuer**. The Company has commissioned Asia Valuation & Advisory Services Pte Ltd (the "**Valuer**") on a fixed fee basis to undertake an independent valuation of the Target Shares. The Valuer has been fully paid by the Company.

The Valuer was incorporated in Singapore and it is currently based in Singapore and Hong Kong. The Valuer provides transaction-based advisory services, primarily focusing on independent valuation services. Their valuation expertise covers all classifications of tangible and intangible with the focus on four key competencies: financial valuation, intangible asset valuation, equipment valuation and real estate valuation. The Valuer has prior experience in providing valuation services to companies listed on the SGX-ST, which include, *inter alia*, Asia Power Corporation Ltd, CMZ Holdings Ltd, FDS Networks Ltd, Juken Technology Ltd, Oriental Food Holdings Ltd, OKH Global Ltd and SIIC Environment Holdings Ltd.

In assessing the Valuer's competence, the Company has taken into account the Valuer's profile, experience and the credentials of its key personnel. The Company appointed the Valuer after considering the proposals and quotes from other valuers.

(b) **Valuation Methodology**. As there are:

(i) identifiable and projected cash flows associated with the assets of Suryamas; and

(ii) publicly available valuation metrics of companies which are similar or comparable to Suryamas,

the assets and equity value of Suryamas were valued by the Valuer based on a combination of:

(1) income approach (which focuses on the income-producing capability of a business or asset); and

(2) market approach (which measures the value of a business or asset through an analysis of recent sales or offerings of comparable businesses or assets).

As Suryamas is a real estate property developer, the main item valued was its real estate assets, comprising commercial and residential properties for sale, properties under construction, land plots available for sale and land bank for development. No material factors were excluded by the Valuer in determining the valuation of the Target Shares.

(c) **Assumptions**. The key assumptions that were made in the valuation are:

(i) the quoted share price of Suryamas did not reflect its intrinsic value, given factors such as relatively low liquidity and equity float, as seen against its comparable companies listed in Indonesia. Suryamas is the smallest company, as measured by market capitalisation against the selected comparable companies. It has the second smallest equity float - only 0.071% of its equity float is traded daily, as compared to the range from 0.016% to 0.992% seen for its peers;

(ii) valuation is based on the market approach of benchmarking it against selected financial ratios of comparable companies, namely Price-to-Net Asset Value and Price-to Total Assets, thus requiring the Valuer to update the value of the two major assets on Suryamas' balance sheet, being (1) real estate assets and (2) property, plant and equipment. The Median Price-to-Net Asset Value and Price-to Total Assets ratio for selected comparable companies are 1.68 and 0.70 respectively, as calculated using data from Bloomberg. The Median Price-to-Net Asset Value and Price-to Total Assets ratio for selected comparable companies with a market capitalisation below IDR9 billion are 1.17 and 0.58 respectively, as calculated using data from Bloomberg. The Valuer's result is calculated by averaging the values derived from applying the Price-to-Net Asset Value of 1.17 and Price-to Total Assets of 0.58 to Suryamas' updated balance sheet;

(iii) as the assets are in Indonesia, the Valuer worked with a local registered asset appraiser, IHOT, Dollar & Raymond (the "**Property Valuer**"), to arrive at the market value of the real estate assets and property, plant and equipment, in accordance with guidelines set out by the relevant valuation bodies; and

(iv) the Property Valuer applied the income approach, using a "*discounted cash flow*" methodology, to arrive at the value of each of Suryamas' projects (residential and commercial projects, land, country club, golf club and hotel). The assumptions applied by the Property Valuer in the valuation include, among others, the weighted average cost of capital of 13%, the forecast period for projects with a range up to 20 years and the annual price inflation of 6% to 8%.

(d) **Income Approach and the Property Valuer**. In conducting the valuation of Suryamas under the income approach, after consultation with the Independent Directors and with the approval of the Independent Directors, the Valuer engaged the Property Valuer to provide an independent valuation of real estate assets belonging to Suryamas as at 31 March 2014.

The Property Valuer is a licensed and registered asset appraiser (Minister of Finance License No. 42/KM.1/2009, Public Valuer License No. P-1.09.00092 and STTD No. 37/BL/STTD-P/A/2008) and has experience with such engagements for private and public companies in Indonesia. The Property Valuer is also one of the licensed valuers recognised by IDX to perform property valuation on companies listed on the IDX. The Property Valuer has extensive valuation experience in the Indonesian property and hospitality industry and their clients in such industry include, *inter alia*, Agung Podomoro Group, Pakuwon Group, Rekso Group, Lippo Karawaci Tbk, Menara Satrio, Mulia Hotel, Gran Mahakam, Nirwana Resort, Duta Graha Indah Tbk, Dharmala Intiland Tbk, New Century Development Tbk and Hanson International Tbk.

Using the "*discounted cash flow*" methodology, the Property Valuer valued the real estate assets for their "highest and best" use and viewed each portfolio of assets as an operating entity. The principal focus is on the operating entity's ability to generate cash flow in the future, based on assumptions provided by Suryamas in relation to their sales and development plans for each portfolio of assets. The "highest and best use" is a general terminology used in assets valuation. The Property Valuer, in determining the market value of an asset, will consider the highest and best use of an asset. For example, a plot of land zoned for residential use will be sold for what can be practically built on it considering, among other factors, the various legal limitations and market demands. One will not build anything less to realise the value of the land, unless there is an existing approved development plan that cannot be altered. Accordingly, in the absence of documents that indicate otherwise (for instance, the development plan limiting the land use that must be complied with), the Valuer and the Property Valuer are of the view that it is reasonable to value the asset based on its "highest and best" use.

The projected free cash flows were discounted to present value at an appropriate rate of return. The sum of the discounted stream of future free cash flow reflects the market value of the subject asset or portfolio of assets.

Based on the aforesaid methodology adopted by the Property Valuer, 71.52% interest of all real estate assets belonging to Suryamas as at 31 March 2014 was valued at approximately IDR4,022,000,000,000 (equivalent to approximately S$449,000,000 based on the closing exchange rate of S$1: IDR8,951 as at 31 March 2014).

(e) **Market Approach**. With the valuation by the Property Valuer, the Valuer updated the balance sheet of Suryamas with the market value of its real estate assets. Thereafter, the Valuer calculated Suryamas' adjusted total assets and net asset value. By comparing it to data on selected comparable companies, several valuation metrics were chosen to derive the indicative values for the Target Shares.

(f) **Fair Value of the Target Shares**. Based on the combination of the income approach and market approach, the valuation of the Target Shares on the basis of fair value is IDR2,737,000,000,000 (equivalent to approximately S$306,000,000 based on the closing exchange rate of S$1: IDR8,951 as at 31 March 2014). This represents a premium of approximately 100.1% to the Purchase Consideration.

(g) **Comparing Valuation with Open Market Value of the Target Shares**. The valuation reflects the intrinsic value of Suryamas, which is significantly higher than the open market value of Suryamas Shares, mainly because the quantifiable present value of the real estate assets of Suryamas is not reflected in the share price of Suryamas Shares. A low equity float and liquidity of Suryamas Shares is also a contributing factor to the gap between the valuation of the Target Shares and the open market value of the Target Shares.

(h) **Comparing Valuation with Book Value of the Target Shares**. The significant difference between the valuation and the book value of the Target Shares arises because the book value of real estate assets of Suryamas is stated at historical cost in accordance with Statements of Financial Accounting Standards No. 44 Accounting for Real Estate Development Activities under IFAS. Such accounting treatment on the book value of real estate assets is similar to that under the IFRS 2 for Inventories. Suryamas was incorporated in 1989 and some of its real estate assets were acquired many years ago as early as 1990 at much lower cost and recorded in the accounts of Suryamas as book value. Suryamas has not revalued its real estate assets as revaluation is not specifically required under IFAS. The valuation of Suryamas on the basis of fair value reflects the current market value of the real estate assets of Suryamas as at 31 March 2014, some of which have appreciated significantly since their acquisition.

3. PRINCIPAL TERMS OF THE PROPOSED ACQUISITION

3.1 Proposed Acquisition. Pursuant to the terms of the Amended Share Purchase Agreement, the Vendors will sell, and the Company will purchase, the Target Shares free from any encumbrances and together with all rights and advantages attaching to them as at the Agreement Date (including the right to receive all dividends or distributions declared, made or paid on or after the Agreement Date).

The Vendors are directly or indirectly controlled by Madam Sukmawati and therefore considered associates of Madam Sukmawati for the purposes of Chapter 9 of the Listing Manual. The names of the Vendors and their respective Suryamas Shares and percentage equity interest in Suryamas being sold to the Company pursuant to the Proposed Acquisition are set out below:

Name of Vendor	Number of Suryamas Shares to be sold	Percentage equity interest in Suryamas (%)
Asia Capital Holding Limited	2,658,705,788	55.71
PT. Surya Pembangunan Utama	537,790,490	11.27
PT. Niaganusa Indomakmur	143,003,000	3.00
Alera Financial Corp.	73,322,073	1.54

3.2 Purchase Consideration. Pursuant to the terms of the Amended Share Purchase Agreement, the Purchase Consideration will be fully satisfied by the allotment and issuance of the Consideration Shares at the Issue Price to Madam Sukmawati. The Purchase Consideration is agreed to be S$152,951,535 comprising 19,000,000,000 Shares to be issued at the Issue Price of S$0.008[7] which is comparable to the VWAP of the Shares of approximately S$0.0078 transacted on the SGX-ST on 9 December 2013 (being the last full Market Day on which the Shares were traded on the SGX-ST prior to the date of the Share Purchase Agreement).

7 The Issue Price is derived at by dividing the Purchase Consideration of S$152,951,535 by 19,000,000,000 Shares, and rounded to the nearest three decimal places.

The Consideration Shares to be issued shall rank *pari passu* in all respects with the existing Shares as at the date of their issue.

The Purchase Consideration represents:

(a) a discount of 100.1% to the valuation of the Target Shares on the fair value basis of approximately S$306,000,000 based on the Valuation Report;

(b) a premium of 23.7% to the NTA value (excluding non-controlling interest) of the Target Shares of approximately S$123,694,493 based on the Adjusted Suryamas 1Q2014 Results; and

(c) a premium of 136.3% to the market value of the Target Shares of approximately S$64,740,888 as at 9 June 2014 (calculated based on the VWAP of the Target Shares as at 9 June 2014).

The Purchase Consideration was arrived at on a willing seller willing buyer basis after taking into account various factors such as the existing assets, financial position, indicative valuation and business prospects of Suryamas. The open market value of the Target Shares was also taken into account. However, considering the low trading liquidity of Suryamas Shares, the traded prices of Suryamas Shares may not be a meaningful indicator of Suryamas' market value. In arriving at the indicative valuation of Suryamas, industry market comparable data and the estimated market value of the assets of Suryamas were therefore also considered. In addition to the above factors, the market capitalisation of the Company was considered in determining the Consideration Shares to be issued by the Company to Madam Sukmawati in satisfaction of the Purchase Consideration.

The Issue Price:

(i) represents a premium of approximately 2.6% to the VWAP of the Shares of approximately S$0.0078 transacted on the SGX-ST on 9 December 2013 (being the last full Market Day on which the Shares were traded on the SGX-ST prior to the Announcement); and

(ii) is equivalent to the TGL Share Market Value.

The Issue Price represents a discount of approximately 31.0% to the net asset value represented by each Share of approximately S$0.0116 based on the Group 1Q2014 Results. For illustration purposes only, the value of the Consideration Shares if computed using the net asset value per Share of S$0.0116 (based on the Group 1Q2014 Results) would be S$220,400,000, and the fair value of the Target Shares of IDR2,737,000,000,000 (equivalent to approximately S$306,000,000 based on the closing exchange rate of S$1: IDR8,951 as at 31 March 2014) as indicated in the Valuation Report represents a premium of approximately 38.8% to such value of the Consideration Shares.

3.3 Conditions. Pursuant to the terms of the Amended Share Purchase Agreement, Completion is conditional upon the satisfaction or waiver (as the case may be) of, *inter alia*, the following Conditions prior to Completion, or their satisfaction subject only to Completion:

(a) the passing at a general meeting of the Company (or any adjournment thereof) of resolutions to approve:

  (i) the purchase of the Target Shares; and

  (ii) the giving of authority to the Directors to issue the Consideration Shares;

(b) the approval of the SGX-ST having been obtained for the listing, quotation and trading of the Consideration Shares on the Mainboard of the SGX-ST, and, where such approval is subject to any condition, such condition being complied with on or prior to Completion;

(c) no event which has or is likely to have a material adverse effect on the turnover, profitability, financial or trading position or prospects of Suryamas, not being an event affecting or likely to affect generally all companies carrying on similar businesses in countries in which they carry on business, has occurred prior to Completion;

(d) the completion of due diligence investigations of the Suryamas Group (which excludes for the avoidance of doubt the Vendors) by the Company and its respective professional advisers and consultants and the results thereof being satisfactory to the Company at its sole discretion;

(e) the approval of the SGX-ST having been obtained for the purchase of the Target Shares by the Company, being a very substantial acquisition under Chapter 10 of the Listing Manual, and, where such approval is subject to any condition, such condition being complied with on or prior to Completion;

(f) the Vendors' warranties and representations under the Amended Share Purchase Agreement (the "**Vendors' Warranties**") being true, accurate and not misleading at Completion;

(g) there being no law or regulation adopted or coming into force after the Agreement Date until Completion which makes unlawful or otherwise prohibits the sale or purchase of any of the Target Shares to the Company in accordance with the terms of the Amended Share Purchase Agreement; and

(h) where the terms of any contract entered into by a company in the Suryamas Group contain any right to terminate exercisable prior to or as a result of any matter contemplated by the Amended Share Purchase Agreement or where the consent of creditors of any company in the Suryamas Group is required, written confirmation in a form and on terms (if any) satisfactory to the Company by the relevant counterparties and creditors, of the waiver of any such right to terminate.

Further details on the Vendors' Warranties are set out in **Appendix 11** to this Circular.

If the Conditions set out in the Amended Share Purchase Agreement are not fulfilled, satisfied or waived on or before 31 December 2014 or such later date as may be agreed between the Company, Madam Sukmawati and the Vendors, each of the Company, Madam Sukmawati and the Vendors has the right to terminate the Amended Share Purchase Agreement in its sole discretion and no party shall claim any rights against the other parties, save for any claims arising from antecedent breaches of the Amended Share Purchase Agreement.

As at the Latest Practicable Date:

(i) in respect of **paragraph 3.3(b)** of this Circular, the SGX-ST has on 15 September 2014 granted its approval in-principle for the listing and quotation of the Consideration Shares, subject to the following conditions:

(1) compliance with the SGX-ST's listing requirements*;*

(2) independent shareholders' approval being obtained for the Proposed Acquisition and for all other necessary and relevant proposals to be put forth at the EGM;

(3) the Proposed Acquisition will not result in a change in control of the Company; and

(4) submission of the following:

(A) a written confirmation from the Company that the signed moratorium agreements with the relevant parties pursuant to Rule 227 of the Listing Manual (as described in **paragraph 7** of this Circular) are in accordance with the requirements of Rules 228 and 229 of the Listing Manual;

(B) a written confirmation from the Company that the Proposed Acquisition has complied with Rule 1015(2) of the Listing Manual; and

(C) a written undertaking from each of the Directors in the form as prescribed by the SGX-ST.

The SGX-ST's approval in-principle for the listing and quotation of the Consideration Shares is not to be taken as an indication of the merits of the Proposed Acquisition, the Consideration Shares, the Company and/or its subsidiaries;

(ii) in respect of **paragraph 3.3(d)** of this Circular, the Company has completed the due diligence investigations of the Suryamas Group and the results thereof are satisfactory to the Company; and

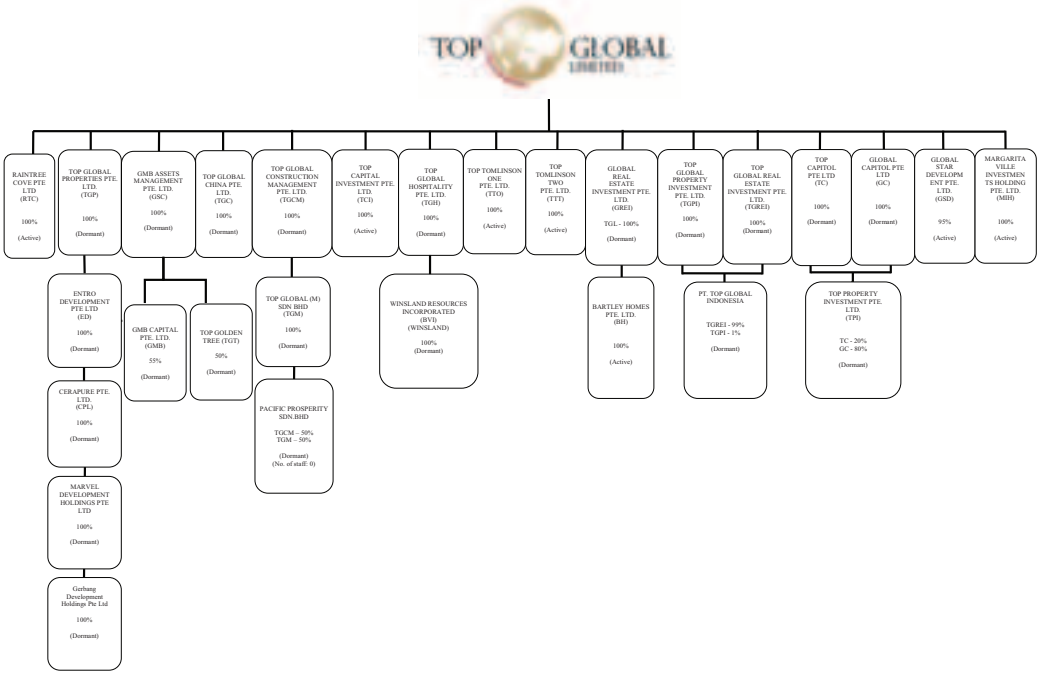
(iii) in respect of **paragraph 3.3(e)** of this Circular, the SGX-ST has on 15 September 2014 advised that it has no comments on the Circular.

4. INFORMATION ON THE ENLARGED GROUP

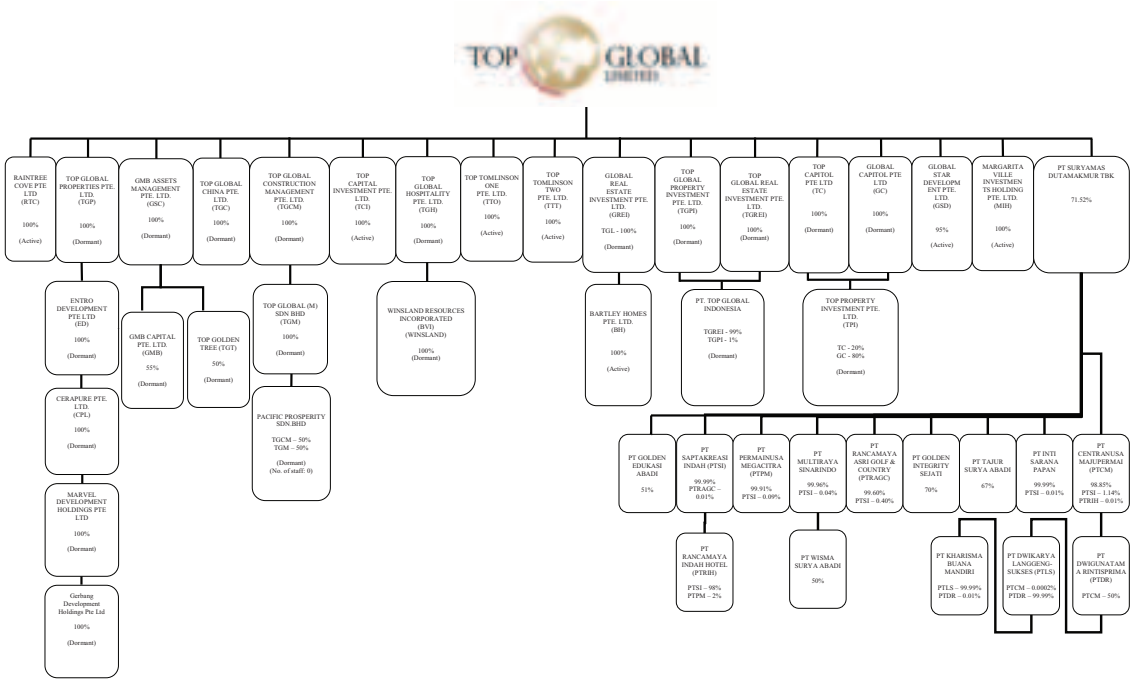
4.1 Principal Businesses of the Enlarged Group. The existing core businesses of the Group are in real estate development, property investment and facility management in Singapore. The Suryamas Group is currently engaged in the business of developing real estate properties as well as selling land and houses in Indonesia. The Suryamas Group also develops and operates a golf course, country club (comprising villas and conference venues) and hotel in Indonesia. Following Completion, the Enlarged Group will continue the existing operations of the Group and the Suryamas Group while exploring opportunities for the Enlarged Group to further grow its businesses.

4.2 Structure of the Enlarged Group. The following diagrams illustrate the current structure of the Group and that of the Enlarged Group immediately after the Proposed Acquisition.

Group Structure (<u>As at the Latest Practicable Date)</u>



Enlarged Group Structure (As at the Latest Practicable Date)

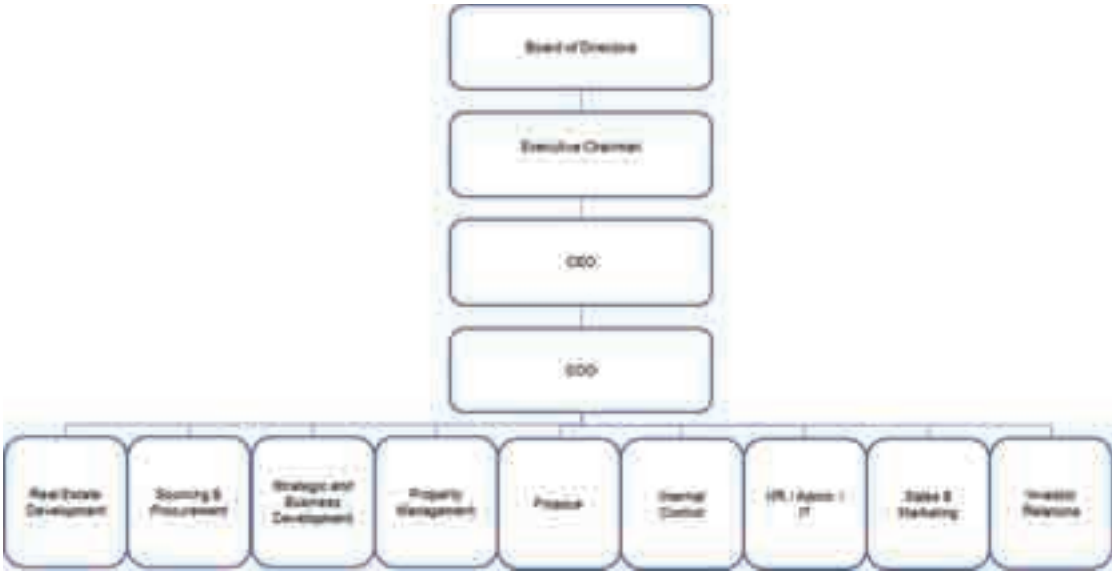


4.3 **Shareholding structure of the Enlarged Group**. The changes in the Company's shareholding structure after the Proposed Acquisition are set out below for illustrative purposes:

	Before the Proposed Acquisition		After the Proposed Acquisition	
	Number of Shares	%	Number of Shares	%
Madam Sukmawati	5,815,981,000	50.93	24,815,981,000	81.58
Hano Maeloa	360,000,000	3.15	360,000,000	1.18
Public Shareholders	5,242,572,240	45.92	5,242,572,240	17.24
Total	11,418,553,240	100.00	30,418,553,240	100.00

4.4 Directors and Management

(a) **Management Reporting Structure**. The management reporting structure of the Enlarged Group will not change following Completion. The existing management report structure of the Group is set out in the diagram below.



(b) **Board of Directors**. There will be no change to the Board of Directors of the Company following Completion.

(c) **Key Executive Officers**. There will be no change to the key executive officers of the Company following Completion.

(d) **Remuneration**. There will be no change to the remuneration of the Directors and the key executive officers of the Company as a result of the Proposed Acquisition.

(e) **Service Agreements**. There will be no proposed service contracts entered into or to be entered into by the Company or any of the subsidiaries in the Enlarged Group with any of the Directors or key executive officers of the Company which provide for compensation in the form of stock options, pension, retirement or other similar benefits upon the termination of employment following Completion.

(f) **Internal Controls**. The Board of Directors of the Company, after making reasonable enquiries, with the concurrence of the Audit Committee, is of the opinion that the internal controls in respect of the Enlarged Group will be adequate to address significant financial, operational and compliance risks.

4.5 Control over Suryamas Post-Completion

(a) **Management Control**. Upon Completion, the Company will evaluate and assess the situation to determine the need to either replace or nominate additional executive directors to the Board of Directors of Suryamas. The Company will form an executive committee that will, together with the existing management team of Suryamas, manage and operate Suryamas. In addition, the Company is currently conducting a review of the existing organisational structure of Suryamas with a view to optimise the organisational efficiencies of the Enlarged Group.

(b) **Shareholder Control**. As a shareholder with approximately 71.52% interest in Suryamas, the Company will also be able to approve most resolutions at shareholders' meetings of Suryamas, including resolutions to amend the Articles of Association of Suryamas. Under the Indonesian corporate laws, in general, shareholders' resolutions require the affirmative vote of more than 50.0% of the shares which are present, in person or by proxy, and voted at a shareholders' meeting in order to be adopted. For certain shareholders' resolutions, a higher percentage is required in order for the resolution to be adopted. Some examples are: (i) amendments to the Articles of Association can only be effected pursuant to a resolution at a general meeting of shareholders attended by shareholders or their proxies representing at least 66.67% or two-third of the total issued shares; (ii) any proposal to conduct a merger, consolidation, acquisition, or liquidation or dissolution, to extend the company's duration, or to undertake spin-off transactions, can only be effected pursuant to a resolution at a general meeting of shareholders attended by shareholders or their proxies representing at least 75.0% of the total issued shares; and (iii) any proposal to dispose of Suryamas' asset representing more than 50.0% of Suryamas' net assets or to provide security representing more than 50.0% of Suryamas' net assets can only be effected pursuant to a resolution at a general meeting of shareholders attended by shareholders or their proxies representing at least 75.0% of the total issued shares.

Further information on the company law of Indonesia is set out in **Appendix 4** to this Circular.

4.6 Competitive Strengths. The key competitive strengths of the Enlarged Group are as follows:

(a) **Synergies and certainty of land bank**. Generally, the Company specialises in the development of residential buildings while Suryamas focuses on hotel, golf and country club (comprising villas and conference venues), as well as landed residential projects. Following Completion, the Company and Suryamas will work towards consolidating and strengthening each of their existing businesses through leveraging on each other's core strengths, skill sets and expertise. The Enlarged Group will have a larger asset and equity base, which will enhance the Company's fund-raising capabilities, while the increased economies of scale are also likely to generate improvements in operational efficiency. The Proposed Acquisition would also provide the Enlarged Group with growth certainty owing to the certainty of the land bank held by Suryamas. The Enlarged Group will strive to maintain a diversified portfolio of investment properties, including retail shop units, commercial office units and apartments. With respect to the Enlarged Group's real estate development business, the Company expects to develop more medium-sized residential real estate projects while maintaining a diversified portfolio of investment properties, including retail shop units, commercial office units and apartments.

(b) **Access to the growing Indonesian property market**. The Suryamas Group has been in the property-related businesses for more than 20 years and has established itself as a reliable developer of residential properties in Indonesia over the years. To date, the Suryamas Group has developed three major residential property projects, namely the Rancamaya Estate, Harvest City Project and Royal Tajur Project. The Enlarged Group will continue to capitalise on the continuing demand for private residential properties in Indonesia and the expected growth of the Indonesian property market.

(c) **Diversified Risk**. By having operations in Singapore and Indonesia as well as potentially other parts of Asia, Europe and the United States of America, the geographical risk of the Enlarged Group will not be concentrated in a single country. In addition, in the event that the Enlarged Group expands its operations in the hospitality and recreational sectors of the real estate industry, the operational risk of the Enlarged Group will also be diversified away from an overconcentration in the residential property sector.

(d) **Greater access to sources of financing and more fund-raising opportunities with larger asset and equity base**. Based on the Adjusted Suryamas 1Q2014 Results and the Group 1Q2014 Results, the Enlarged Group will have a combined NTA (excluding non-controlling interests) of S$299,549,000 on a pro forma basis. The table below sets out the adjustments made in arriving at the combined NTA (excluding non-controlling interests) of the Enlarged Group for 1Q2014 on a pro forma basis:

	S$ (million)
Per consolidated statement of financial position of the Company	133
Per consolidated statement of financial position of Suryamas	234
Acquisition costs to be incurred for 1Q2014	(1)
Effects of acquisition	(63)
Profit or loss attributed to non-controlling interests	(4)
Combined NTA (excluding non-controlling interests) for 1Q2014 on a pro forma basis	299

Consequently, the increased size of the Enlarged Group should provide it with access to external bank borrowings on more favourable terms and any issuance of new securities by the Enlarged Group will also potentially be more attractive to investors.

(e) **Solid background of the Executive Chairman and extensive network of business relationships**. The Executive Chairman of the Company, Madam Sukmawati, who is also the Vice-Chairman of the family-controlled Sinar Mas group of companies, has built up a strong track record in sectors as diverse as property, banking and agriculture. She was instrumental in maintaining the Sinar Mas group's status as one of Indonesia's top conglomerates, with interests ranging from palm oil to food and property development. She also has extensive experience in investments and was actively involved in numerous high-profile mega projects, for instance, Plaza BII (a major office building in Indonesia). Over the years, she has developed pivotal businesses as well as personal connections worldwide. Madam Sukmawati was previously involved in the initial public offering of several Asian companies, such as the listing of China Tire Holdings Limited on the New York Stock Exchange in 1993 and the listing of PT Duta Pertiwi TBK on IDX in 1994. Her business connections and experience should prove invaluable as the Enlarged Group expands in Asia and other countries.

(f) **Dedicated and experienced management team**. The Executive Chairman of the Company, Madam Sukmawati, has more than 40 years of experience in numerous fields, including real estate development, banking, finance and manufacturing in Indonesia, China, Hong Kong, Singapore, other parts of Southeast Asia and the United States of America.

The Executive Chairman of the Company, Madam Sukmawati, is also the founder and controlling shareholder of Suryamas. In 1994, as founder and the then Chairman of Suryamas, Madam Sukmawati conceptualised and built Suryamas (including the development of the Rancamaya Project). Although Madam Sukmawati does not presently hold an executive position in Suryamas, she remains the controlling shareholder of Suryamas and she is consulted in the strategic planning of Suryamas' businesses.

The Chief Executive Officer and Executive Director of the Company, Hano Maeloa, who is the son of Madam Sukmawati, has valuable investment experience and has many excellent business contacts throughout the Asia-Pacific region. His business management experience spans a multitude of industries ranging from banking, securities and fund management to real estate and golf and country club as well as shipping and food and beverage.

The Enlarged Group will have a relatively simple and flat corporate structure. The management team will adopt a hands-on approach towards managing the businesses and will work very closely with the staff at all levels of the Enlarged Group. Hence, the Company believes that this will give it an advantage over its major competitors who operate on a larger scale as the Enlarged Group will be able to respond faster to changes in market conditions. The respective management teams of the Group and the Suryamas Group have, on average, more than 10 years of experience in property-related businesses and will remain in place to drive the future performance of the property business of the Enlarged Group.

4.7 Prospects and Future Plans

Certain information and statistics set out in this paragraph or elsewhere in this Circular relating to the real estate industry are derived, paraphrased or extracted from various official and independent third-party sources, including, among others, the information made public by governmental entities such as the Urban Redevelopment Authority of Singapore ("URA") and the articles or commentaries made by news commentators or analysts. Whilst the Company has taken reasonable care in compiling, extracting and reproducing the information extracted from these sources, the Company has not consulted with the sources in extracting such information and has not carried out independent verification on such information. Accordingly, the Company and the Directors make no representations that such information is true, accurate and complete, or if any fact has been omitted that would render such information false and misleading.

(a) **Prospects**. Suryamas is primarily involved in the business of real estate development. It develops cities, townships and residential projects and also sells land and houses in Indonesia. Suryamas is also involved in the golf course and hospitality businesses; it operates a golf course, country club and hotel. Other ancillary businesses of Suryamas include real estate management and educational services etc.

According to a report released by The Boston Consulting Group in 2013, the Indonesian middle class is expected to grow from 74 million to roughly 141 million people by 2020.(1) From 2013 to 2020, some 8 to 9 million Indonesians will enter the middle-class and affluent consumer socioeconomic category each year.(1) Already the fourth largest population in the world, more than 60% of Indonesia's population is of working-age, making the workforce nearly three times the size of the entire population of South Korea.(2) This sizeable working-age population has helped drive a strong domestic market.(2) Domestic demand accounts for more than half of Indonesia's gross domestic product, and over the next 20 years, the country is poised to become one of the fastest-growing economies in the world.(2)

The Proposed Acquisition therefore (i) presents the Company with access to the property market of Indonesia, one of the fastest growing countries in the region with a large population base(3) and an increasingly affluent middle income class(1), of which the real estate industry is expected to continue to grow although it may be at a slower pace, as more particularly described below and in **Section 3.1** entitled "**Industry Overview**" and **Section 7** entitled "**Trend Information**" in **Appendix 3** to this Circular and (ii) allows the Company to implement its strategy of expanding its real estate portfolio to diversify its revenue base, both geographically beyond Singapore and operationally beyond residential real estate into the recreational and hospitality real estate segments. Barring any unforeseen circumstances and subject to the risk factors highlighted in **paragraph 5** of this Circular, the Directors are optimistic on the business outlook of the Enlarged Group for the next 12 months.

Notes:

(1) Source: The Boston Consulting Group, BCG Perspectives, 5 March 2013, "Indonesia's Rising Middle-Class and Affluent Consumers - Asia's Next Big Opportunity", at https://www.bcgperspectives.com/content/articles/center_consumer_customer_insight_consumer_products_indonesias_rising_middle_class_affluent consumers/.

(2) Source: The Boston Consulting Group, BCG Perspectives, 5 March 2013, "Indonesia's Rising Middle-Class and Affluent Consumers - Asia's Next Big Opportunity", at https://www.bcgperspectives.com/content/articles/center_consumer_customer_insight_consumer_products_indonesias_rising_middle_class_affluent_consumers/?chapter=2.

(3) Source: World Property Channel, 4 April 2013, "Indonesia Attracting Institutional Investors", at http://www.worldpropertychannel.com/asia-pacific-commercial-news/indonesia-investors-funds-yishan-capital-partners-6691.php.

Set out below are the prospects for the Enlarged Group.

Singapore. Over the past few years, the Singapore government has, in light of the low interest rate environment and continued income growth in Singapore, introduced a series of cooling measures to moderate investment demand for residential properties so as to maintain a more stable and sustainable property market and to encourage financial prudence among purchasers of residential properties.

Such cooling measures include, among others, the following:

(i) an Additional Buyer's Stamp Duty ("**ABSD**") of between 5% and 15% in respect of purchases of residential property whereby non-Singaporeans are required to pay 15% ABSD in respect of any purchase of Singapore residential property, while Singapore permanent residents are required to pay 5% ABSD on their first purchase of a residential property and 10% ABSD on any second or subsequent purchases of residential property. In addition, Singaporeans who already own one residential property are required to pay 7% ABSD on their second purchase of a residential property and 10% ABSD on their third and subsequent purchases. The ABSD is payable over and above existing stamp duty payable by a purchaser. ABSD at 15% is also payable by corporate real estate developers which purchase land, unless a remission is applicable;

(ii) the tightening of the Loan-to-Value ("**LTV**") limits on housing loans for individuals who already have at least one (1) housing loan outstanding, as well as non-individuals such as companies. In addition, the minimum cash down payment for individuals applying for a second or subsequent housing loan was raised from 10% to 25%; and

(iii) the introduction of the Total Debt Servicing Ratio ("**TDSR**") to tighten the rules relating to the LTV limits. When assessing a property loan (new or refinancing), financial institutions are now required to take into account the borrower's monthly repayments of all outstanding debt obligations over monthly gross income so that the TDSR does not exceed 60%. For property loans, a higher notional market interest rate of 3.5% for housing loans (4.5% for non-residential loans) will be applied to determine the monthly loan repayment. Moreover, a 30% haircut of all variable incomes and rental incomes will be applied in assessing the TDSR threshold and will affect commission-based/bonus-based sales people, self-employed individuals and investors.

There is, at the end of 2Q2014, a significant supply of private housing and Executive Condominium ("**EC**") units in the pipeline. As at the end of 2Q2014, there was a total supply of 76,014 uncompleted private residential units in the pipeline, compared with 80,261 units in 1Q2014, of which 27,024 units remain unsold as at 2Q2014. There was an additional supply of 12,812 EC units in the pipeline and therefore, there were altogether 88,826 units in the pipeline supply as at the end of 2Q2014. A further 13,592 units will soon be added to the pipeline supply, increasing the total pipeline supply of private housing and EC units to approximately 102,400, arising from Government Land Sales sites which have been awarded to developers. Based on expected completion dates reported by property developers, 9,242 units (including ECs) will be completed in the second half of 2014 and another 24,893 units (including ECs) are expected to be completed in 2015 (in comparison, about 14,400 units (including ECs) were completed in 2013).(1)

Such supply of completed residential units (including ECs) may restrain property prices over the coming year and is likely to intensify competition for potential purchasers. Prices of private residential properties have decreased by 1.3% in 1Q2014[(1)], following the 0.9% decline in the fourth quarter of 2013, the first time that overall prices have fallen since the first quarter of 2012, largely due to the combined weight of the ABSD and TDSR regimes effectively slowing the pace of the private property market in terms of transaction volumes and rate of price increases.[(2)] The cooling measures, if not loosened or scaled back, are likely to continue to have a dampening effect on the residential property market in Singapore.

Notes:

(1) Source: URA press release dated 25 July 2014 entitled "Release of 2st Quarter 2014 Real Estate Statistics" at http://www.ura.gov.sg/uol/media-room/news/2014/jul/pr14-44.aspx#.

(2) Source: The Business Times, Friday, 7 February 2014, "Budget 2014 – Property sector hopes for the pain to end".

Indonesia. In Indonesia, the Jakarta property market in the past three (3) years has been strong given the continuing robust performance of the Indonesian economy and Jakarta's large and increasing affluent urban population underpinning the demand for all types of real estate.[(1)] Currently, foreign nationals not resident or not considered to benefit national development are unable to purchase property in Indonesia.

The Jakarta residential property market has been the primary driver behind price increases, with prime condominium prices increasing by over 10.8% in the first half of 2013.[(2)] This has prompted the Indonesian government to act to attempt to reign in price growth and deter speculation. In July 2013, the Indonesia Central Bank announced that it would tighten lending rules, increasing the minimum downpayment for a second home to 40% and 50% for a third home (up from 30%), and with effect from September 2013, the LTV ratio for the purchase of a second property was reduced to 60% and 50% for purchases of a third and subsequent properties.[(2)]

Although growth remains positive, there are signs of the beginning of a slowdown in the property market with the speed of price increases and absorption rates slowed from record levels seen over the past two years. The impact by sector is as follows:

(1) **Office**. The slowing economic growth along with the upcoming Indonesian parliamentary elections is likely to reduce the rate of rental growth and office space take-up. However, the scarcity of new supply and the ongoing process of businesses and companies upgrading their space will mean that the office market should remain in favour of landlords, particularly at the high-end of the market, with rents continuing to rise albeit at a slower pace.[(1)]

(2) **Retail**. The retail real estate sector remains solid with occupancy levels remaining at their highest with continuing demand from local and foreign retailers to enter and/or expand their presence in Indonesia, and the ongoing moratorium on new retail properties ensuring there will be no over-supply.[(1)]

(3) **Condominiums**. Although demand over the past three (3) years has been strong as Jakarta has taken to inner city living, the sector has been affected by interest rate increases and the dampening measures introduced by the Indonesian government in 2013. The steep price increases witnessed over the last three (3) years are likely to be reduced but in the long-term, with the high-rise living trend here to stay and prices still low as compared to the rest of Asia, there is still upside potential in the forthcoming years.[(1)]

(4) **Hotels**. With the international and domestic tourism growing, especially the tourism hubs of Bali and Lombok, the Indonesian hospitality property sector has been a net beneficiary of the depreciation in IDR with occupancy levels, room rates and resultant land and capital values rising on continuing strong demand.(1)

However, property developers are generally optimistic on the outlook of the property market in Indonesia. The performance of the Indonesian property market in 2013 and 1Q2014 also reinforced the Suryamas Directors' confidence in the Indonesian real estate market. Prices for prime real estate in Jakarta increased by 38% by the end of 2013 compared to the previous year.(3) A first-quarterly report from the property consultant firm, Cushman and Wakefield, also showed that most sectors including offices and residences, experienced strong demand during the first three (3) months of 2014, with the exception of industrial estates.(3)

Further discussions relating to the industry overview and trend information of the Indonesian real estate industry are set out in **Section 3.1** and **Section 7** entitled "**Industry Overview**" and "**Trend Information**" respectively in **Appendix 3** to this Circular.

Notes:

(1) Source: The Jakarta Post, 25 October 2013, "Analysis: Property market outlook still buoyant despite currency volatility" at http://www.thejakartapost.com/news/2013/10/25/analysis-property-market-outlook-still-buoyant-despite-currency-volatility.html.

(2) Source: Knight Frank, 18 November 2013, "Asia-Pacific: a regional snapshot of residential property markets…" at http://www.knightfrankblog.com/global-briefing/in-focus/asia-pacific-a-regional-snapshot-of-residential-property-markets/.

(3) Source: The Jakarta Post, 28 April 2014, "Investment in property sector remains lucrative option" at http://www.thejakartapost.com/news/2014/04/28/investment-property-sector-remains-lucrative-option.html.

(b) **Future Plans**. The business strategies and future plans of the Enlarged Group for the growth and expansion of its business are as follows:

(i) **Continue to acquire suitable land sites in Singapore and Indonesia for property development**. Given the continuing demand for properties in Singapore and Indonesia, the Company is of the view that the property sector may be one of the most profitable sectors in Singapore and Indonesia. Given the combined financial capabilities and resources of the Enlarged Group, the Enlarged Group will continue to tender for suitable land sites in Singapore and Indonesia for various types of property developments. The Company understands that, as at the Latest Practicable Date, Suryamas is currently in discussions with a potential joint venture partner to acquire a plot of land located in Balaraja, Tangerang, in Banten Province, West Java, with the intention to develop it into a multi-purpose commercial and warehouse complex consisting of appropriate sizes of warehouse and office spaces for sale.

(ii) **Intensify efforts for the development of the existing land bank and sale of the existing properties**. In order to capitalise on the continuing demand for properties in Indonesia and the expected growth of the Indonesian property market, the Enlarged Group will intensify efforts to develop its existing land bank in Indonesia as well as to market and sell its existing development properties at the Rancamaya Estate, the Harvest City Project and the Royal Tajur Project in Indonesia, and the Braddell Project and the Bartley Project in Singapore.

(iii) **Expansion of operations in the lifestyle sector of the real estate industry**. In order to differentiate the Enlarged Group from a highly competitive residential property sector in Singapore and Indonesia, the Enlarged Group is constantly exploring opportunities to expand into the lifestyle sector.

(iv) **Expansion of real estate business internationally**. The Company is currently undertaking preliminary studies to explore the feasibility and the possibility of expanding the property business of the Enlarged Group into other parts of Asia, as well as Europe and the United States of America, while maintaining its core focus on Southeast Asia. If suitable opportunities arise and the management of the Enlarged Group feels that the market conditions and the timing are right, the Enlarged Group may expand its property business into other parts of Asia, Europe and the United States of America. The Enlarged Group will also continue to look for strategic partnerships and joint ventures with overseas real estate companies which have the local knowledge and expertise so as to manage the risk profile of the Enlarged Group.

As a result of the future plans of the Enlarged Group, the Enlarged Group may be required to raise additional funding by way of external bank borrowings or the issuance of new securities by the Company, the terms of any such issuance to be determined and subject to various factors, including market conditions.

5. RISK FACTORS

Shareholders should evaluate carefully the information in this Circular, in particular the risk factors set out below, before deciding on the Proposed Acquisition and how to cast their votes at the EGM. The Enlarged Group could be affected by a number of risks that may relate to the industry and countries in which the Enlarged Group operates as well as those that may generally arise from, inter alia, economic, business, market and political factors, including the risks set out herein. The risks described below are not intended to be exhaustive.

The risk factors below are not the only risks which the Enlarged Group face. Some risks are not yet known to the Company, the Group, Suryamas, the Suryamas Group and/or the Enlarged Group, and there may be others which they currently believe are not material but may subsequently turn out to be so. Factors that affect the price of the Shares may change and the risk factors set out below should not be construed as a comprehensive listing of all the risk factors and the listing is not set out in any particular order. If any of the considerations, risks and uncertainties set out below develops into actual events, the financial position, results, cash flow, performance, business operations and prospects of the Enlarged Group could be, directly or indirectly, materially and adversely affected. In the event that any of the foregoing occurs, the trading price of the Shares could fluctuate and/or decline and Shareholders may lose all or part of their investment in such securities.

To the best of the Directors' knowledge and belief, all the risk factors that are material to the Shareholders in making an informed judgment on the Proposed Acquisition and the Enlarged Group's businesses are set out below.

5.1 Risk Factors relating to the Proposed Acquisition

(a) **Risk of non-completion of the Proposed Acquisition**

Completion is conditional upon satisfaction of the Conditions as set out in the Amended Share Purchase Agreement and detailed in this Circular, or their satisfaction subject only to Completion. There is no certainty that such Conditions will be fulfilled. In the event the Conditions are not fulfilled, satisfied or waived on or before 31 December 2014 or such later date as may be agreed between the Company, Madam Sukmawati and the Vendors, the Proposed Acquisition will not be completed.

(b) **Risk of an inability to cooperate between the Company and Suryamas**

If Completion takes place, potential differences in management style, culture, work practices and systems between the Group and the Suryamas Group may lead to difficulties and challenges to achieve integration of the Enlarged Group. An inability to achieve integration of the Enlarged Group may have an adverse impact on the Enlarged Group's operations in Singapore, Indonesia or elsewhere because of the negative impression this could convey to the stakeholders of the Enlarged Group, such as their customers, suppliers, lenders and the relevant local authorities.

(c) **The Enlarged Group is subject to the risk of foreign currency exposure**

The Suryamas Group's businesses and operations are located entirely in Indonesia and accordingly its financial performance and position is denominated in IDR. As a consequence, the Proposed Acquisition will expose the Enlarged Group to risks associated with exchange rate fluctuations between the Singapore Dollar and IDR (in relation to the value of its investment in the Suryamas Group and future distributions, if any, from the Suryamas Group) as well as changes in foreign exchange regulations. As the Group and the Suryamas Group maintain their respective books and accounts in their respective functional currencies, the Enlarged Group is subject to transaction and translation exposures resulting from exchange rate fluctuations between the Singapore Dollar and IDR. As a result, volatility between the Singapore Dollar and IDR can cause translation fluctuations in the results of operations of the Enlarged Group. In order to minimise the impact of such fluctuations, the Enlarged Group may enter into arrangements to hedge and/or minimise such foreign exchange risks.

(d) **The Suryamas Group is affected by the performance of the Indonesian real estate industry**

The business of the Suryamas Group is primarily real estate development and therefore it is significantly affected by the performance of the Indonesian real estate industry. The contribution (in percentage terms) of the revenue and profit of the real estate development business of the Suryamas Group ("**Real Estate Development Business**") to the total revenue and profit of the Suryamas Group for FY2011, FY2012, FY2013 and 1Q2014 (which have been converted and adjusted in accordance with IFRS) is as set out below:

	FY2011	FY2012	FY2013	1Q2014
Revenue contribution of the Real Estate Development Business to the total revenue of the Suryamas Group	81.8%	81.0%	82.6%	78.8%
Contribution of the profit before tax of the Real Estate Development Business to the total profit before tax of the Suryamas Group	93.5%	107.6%(1)	90.3%	112.3%(1)

Note:

(1) The contribution of the profit before tax of the Real Estate Development Business of the Suryamas Group exceeded the total profit before tax of the Suryamas Group as the other business segment, estate management and other income, was loss-making. Please refer to **Section 5.6** entitled "**Breakdown of Profit before Taxation by Business Segments**" in **Appendix 3** to this Circular for detailed information.

Despite the growth of the Indonesian real estate market in the past, there is no certainty that such growth will sustain at the same rate in the future. The prices of real estate in Indonesia are largely affected by supply and demand and this is in turn generally affected by local and global economic conditions, local market sentiment, governmental regulations, competition from other property developers, the extent of the supply of properties for sale and the availability of financing for the purchase of properties. Economic recession, negative market sentiment or uncertainty over the pace of recovery in global financial markets may affect the demand for the properties of the Suryamas Group and their pricing, which may have a

material adverse effect on the revenue and profitability of the Suryamas Group. Moreover, the property demand in Indonesia may also be affected by changes in government regulations and policies in relation to property. In 2013, the Indonesian government and policymakers introduced various dampening measures to deter speculation and stabilise price growth: (i) in July 2013, the lending rules were tightened; and (ii) in September 2013, the LTV ratio for the purchase of second, third and subsequent properties was reduced. For further information on such measures, please refer to **paragraph 4.7** of this Circular and **Section 7** entitled "**Trend Information**" in **Appendix 3** to this Circular.

If there is a downturn in the Indonesian real estate market causing the Suryamas Group to be unable to sell its properties, it may incur losses by retaining unsold properties or selling them at below cost. In the event that the Suryamas Group is unable to sell its properties, it may incur holding costs, including interest costs and maintenance costs. Therefore, a decline in the demand for the Suryamas Group's real estate development projects in the event that the Indonesian property market experiences a downturn may have a material adverse effect on the Suryamas Group's business, financial condition, results of operations and prospects.

(e) **The Suryamas Group is dependent on consumer preferences and consumer spending trends**

Sales of development properties by the Suryamas Group are dependent on consumer preferences, the popularity of its properties in terms of design, and consumer spending trends. Consumer preferences and consumer spending trends are influenced by external factors including, *inter alia*, the income level of consumers, the demographic profiles of consumers, and the exterior and interior design and layout of the properties. The designs of the properties which appeal to some customers may not appeal to others. It is therefore important that the Suryamas Group is able to produce designs with sufficient market appeal to attract customers with different preferences. In the event that the Suryamas Group's properties do not have sufficient market appeal to attract customers with different preferences and/or its competitors are able to introduce more innovative or more functional designs or properties that can better cater to customers' needs or that are better accepted by the market, the Suryamas Group may not be able to maintain its competitive edge and its business, financial condition, results of operations and prospects may be adversely affected.

(f) **Risks of developing new real estate developments, such as R Hotel Rancamaya**

New real estate developments are subject to a number of risks, many of which are outside Suryamas' control, including:

(i) the possibility of discovering previously undetected defects or problems at a site which may result in additional costs being incurred to rectify such defects or problems; and

(ii) the possibility of completion delays or cost overruns due to the longer periods required to obtain regulatory approvals, adverse weather, labour or material shortages, work stoppages and the unavailability of construction and/or long-term financing.

A period of two (2) to three (3) years normally elapses between the acquisition of a site and a project's completion. Between the acquisition of the site and the project's completion, economic, political or social conditions of the location or other conditions critical to the success of a real estate development may change, such that Suryamas may be unable to launch or complete the real estate development, repay its debt financing and/or achieve its projected returns. In such an event, its business, financial position and results of operations could be materially and adversely affected.

(g) **Risks of developing and operating R Hotel Rancamaya**

There is no certainty that Suryamas' new development of R Hotel Rancamaya will be successful or that consumers will respond positively to R Hotel Rancamaya. In the event that the plans for its development of R Hotel Rancamaya are not achieved satisfactorily or occupancy rates for R Hotel Rancamaya are significantly lower than projected, its business, financial performance and results of operations may be adversely affected.

Suryamas currently operates and manages the existing villas in Rancamaya Golf & Country Club Resort. As described in **paragraph 2.1(b)(i)** of this Circular, the villas in Rancamaya Golf & Country Club Resort have generated an aggregate revenue of approximately IDR3,322 million for the past three financial years. The occupancy rate of the villas ranged from approximately 78.9% to 83.8% for the past three financial years with RevPAR of approximately IDR92.8 million for FY2011, IDR118.4 million for FY2012 and IDR121.0 million for FY2013. Suryamas expects that R Hotel Rancamaya will have a projected occupancy rate of approximately 64% and a projected RevPAR of approximately IDR82.1 million during the period commencing from August 2014 to December 2014. R Hotel Rancamaya held its soft opening on 25 July 2014 and it has generated revenue of approximately IDR214 million in a week since the soft opening and attained the occupancy rate of approximately 67.1% during the same week.

Notwithstanding its existing experience in operating and managing the villas in Rancamaya Golf & Country Club Resort, Suryamas remains subject to the challenges associated with hotel operation and management of R Hotel Rancamaya, such as the lack of reputation and standing and the existence of more experienced or better capitalised competition in the hospitality industry. There can be no certainty that Suryamas will be able to successfully address these risks and challenges relating to hotel operation and management, which could have a material adverse effect on its business and operating results. There is also no certainty that the projected performance of R Hotel Rancamaya will be met.

(h) **Fluctuation in raw material prices may affect the earnings of the Suryamas Group**

Raw materials used by the Suryamas Group include ready mixed concrete, steel reinforcement bars, precast components, tiles, concreting sand, bagged cement, steel welded mesh, steel strands, mild steel, stainless steel, aluminium, glass, plywood and paint. Prices of these raw materials may fluctuate depending on the supply of and demand for these materials. Further, a typical development project spans a period of two to three years. If the prices of raw materials increase, the costs of a development project may increase beyond initial projections. Such increased costs may not be able to be passed on to the end customers. This may result in a reduction in profit margins or may cause the Suryamas Group to incur a loss.

(i) **Dependency on key personnel and skilled labour for continued success and growth**

The Suryamas Group's success to date is attributable to the contributions and expertise of its executive directors, executive officers and managers. Its continued success and growth will depend on its ability to retain the services of its executive directors, executive officers and managers. Any loss of services of its executive directors, executive officers and managers without suitable and timely replacements or the inability to attract and retain other qualified personnel would have an adverse effect on its operations and financial performance. The Suryamas Group's businesses are also highly dependent on skilled labour. Having a team of experienced and skilled labour is essential in maintaining the quality of its services. A high turnover of such skilled labour without suitable and timely replacements could have an adverse impact on its operations and competitiveness.

(j) **The Suryamas Group is subject to risks associated with counterparties**

The Suryamas Group undertakes some real estate development projects through joint ventures with third parties. These joint ventures may involve risks, including the inability to perform or non-performance by the joint venture partners of their obligations under the joint venture agreements, and disagreements and/or disputes with the joint venture partners leading to delays in the progress of the real estate development projects.

Political uncertainties, new governmental regulations (such as restrictions on ownership) or changes in economic, business and operating conditions may also result in a slowdown of the operational activities within the Suryamas Group, including these joint ventures. There is no assurance that the Suryamas Group will not encounter such risks in the future which may have a material adverse effect on the business, financial condition, results of operations and prospects of the Suryamas Group.

The Suryamas Group appoints third-party contractors to carry out the construction works for its real estate developments. Unsatisfactory performance of the contractors could lead to delays and compromises in the quality of the projects. This could have a negative impact on the reputation of the Suryamas Group or require the Suryamas Group to compensate its end-customers, which could have an adverse impact on the business and financial condition of the Suryamas Group.

(k) **The Suryamas Group may face claims from and disputes with purchasers, management corporations, contractors and/or suppliers**

The Suryamas Group may face claims from and disputes with purchasers and/or the management corporations in its development projects for reasons including delays in completion, alleged defective works and non-conformance with contract specifications.

The Suryamas Group may also have disputes with its contractors or suppliers over issues such as the quality of construction materials, the standard and skilfulness of their labourers and prices of the construction contracts. In the event that such disputes are not resolved amicably, these purchasers, management corporations, contractors and/or suppliers may make corresponding claims against the Suryamas Group. In the event that such claims are successfully made against the Suryamas Group, it may have to pay damages and/or be subject to legal proceedings, which may result in an adverse impact on its profitability, financial performance and corporate reputation. The Suryamas Group may be unable to claim from its contractors the amount of liquidated damages paid or to be paid to purchasers as a result of its contractors' delay or building defects. In such an event, the business, financial condition, results of operations and prospects of the Suryamas Group may be materially and adversely affected.

To the best of Suryamas' knowledge, there were no previous claims and disputes between the Suryamas Group with purchasers, management corporations, contractors and/or suppliers which may have a material adverse impact on the Suryamas Group's business.

(l) **Changes in government legislation, regulations or policies which affect property demand directly or indirectly will adversely affect the financial performance of the Suryamas Group**

The real estate industry in Indonesia is subject to governmental regulations. Real estate developers must comply with a number of requirements mandated by Indonesian laws and regulations, including policies and procedures established by regional authorities and designed to implement such laws and regulations. Additionally, in order to develop and complete a real estate project, developers must obtain various approvals, permits and licenses from the relevant administrative authorities at various stages of the project development. The Suryamas Group may encounter problems in obtaining the requisite approvals or licenses or delays in fulfilling the conditions precedent to any required approvals and the Suryamas Group may not be able to adapt itself to new laws, regulations or policies that may come into effect from time to time with respect to the real estate sector.

There may also be delays on the part of administrative bodies in reviewing applications and granting approvals. If the Suryamas Group experiences significant problems in obtaining, or fails to obtain, the requisite governmental approvals, the schedule of development and sale or letting of its projects could be substantially disrupted, which in turn could have a material adverse effect on its reputation, business, financial condition, results of operations and prospects. Although the Suryamas Group believes that its projects are in material compliance with applicable laws and regulations, property laws and regulations and their interpretations are still evolving in Indonesia and it is not possible to predict accurately the effect that changes in these laws and regulations, or their interpretations, may have upon its business and as a result may lead to it being subject to regulatory action in the future, including penalties, seizure of land and other civil or criminal proceedings.

In addition, property laws and regulations and their interpretations are still evolving in Indonesia. For instance, in January 2011, the Indonesian government issued Law Nr. 1/2011, which introduced the Preliminary S&P Requirement and the Land Sale Requirement. Law Nr. 1/2011 is effective immediately on its enactment date, but further implementing regulations are required for the enforcement of the law. There is uncertainty surrounding the interpretation of Law Nr. 1/2011 and how the minimum built-up thresholds are interpreted.

To the best of Suryamas' knowledge, the Suryamas Group has obtained all necessary licenses and approvals required for the operation of its businesses. However, there is no certainty that these licenses or approvals would not be affected by any change in governmental regulations or that the Suryamas Group would not face any difficulties in renewing such licenses or approvals or in obtaining any licenses or approvals as may be required in the future.

In addition, while property laws and regulations are not always enforced, regulators could decide to become more stringent and enforce them in a more rigorous manner. If laws and regulations, their interpretations, or their enforcement, become more stringent, the costs incurred to ensure compliance could increase. There can be no assurance that future regulatory changes affecting the property industry in Indonesia will not be introduced or unexpectedly repealed which might have a significant impact upon the business, financial condition, results of operations and prospects of the Suryamas Group.

(m) **Risks of compulsory acquisition by the Indonesian government**

The Indonesian real estate industry is regulated by the Indonesian government. The Indonesian government is authorised under the Bill on Land Procurement for Public Interest passed on 16 December 2011, which came into force on 14 January 2012 as Law No. 2 of 2012 on Land Procurement for Public Interest (the "**Land Procurement Law**"), to compulsorily acquire land for the public interest. Under the Land Procurement Law, the stipulated development projects for the public interest are as follows:

(i) national defence and security;

(ii) public roads, toll roads, tunnels, railways, train stations and train operating facilities;

(iii) water embankments, reservoirs, irrigation systems, drinking water channels, drainage and sanitation and other water resource management construction;

(iv) seaports, airports and terminals;

(v) oil, gas and geothermal infrastructure;

(vi) power plants, power transmission lines, switch yards, power network and distribution infrastructure;

(vii) government telecommunications and informatics network;

(viii) waste disposal and processing facilities;

(ix) hospitals owned by the Indonesian central government or regional government;

(x) public safety facilities;

(xi) cemeteries owned by the Indonesian central government or regional government;

(xii) social facilities, public facilities and public open green space;

(xiii) wildlife and culture preservation areas;

(xiv) office areas for the Indonesian central government, regional government or sub-districts/villages;

(xv) structuring of urban slums area and/or land consolidation, and rented residences for low-income communities;

(xvi) educational facilities or schools under the Indonesian central government or regional government;

(xvii) sports facilities owned by the Indonesian central government or regional government; and

(xviii) public markets and public car parks.

The compensation to be awarded pursuant to any compulsory acquisition would be fair and reasonable compensation based on consensus with the parties related to the Land Procurement Object or based on a legally-binding court decision in the event that no consensus can be reached or if there are any objections on the proposed development plan. If such compensation is awarded at the market value of the acquired property and during a market downturn period when there is a decline in the prices of real estate, the compensation paid in respect of the acquired property may be less than what Suryamas would otherwise be entitled to receive. In such an event, Suryamas' business, financial position and results of operations could be materially and adversely affected. If such compensation is awarded below market value, Suryamas' business, financial position and results of operations could also be materially and adversely affected.

Please refer to **Section 1.3** entitled **"Laws and Regulations affecting Businesses of the Suryamas Group"** in **Appendix 4** to this Circular for further information on compulsory acquisition by the Indonesian government.

As at the Latest Practicable Date, none of Suryamas' properties have been designated for compulsory acquisition. There can be no assurance that any such steps taken or policies imposed by the relevant authorities will not adversely affect Suryamas' business operations and financial performance.

(n) **The Suryamas Group is subject to risks related to political, social and economic instability**

In 2004, Indonesians directly elected the President, Vice-President and representatives in the Indonesian Parliament for the first time. Indonesians have also begun directly electing heads and representatives of local and regional governments. In 2009 and more recently in 2014, elections were held to elect the representatives in the Indonesian Parliament (including national, regional and local representatives) as well as to elect the President. Although the 2009 and 2014 elections were conducted in a peaceful manner, political campaigns in Indonesia may bring increased political activity in Indonesia as well as a degree of political and social uncertainty to Indonesia and therefore the Suryamas Group remains subject to the risks related to political conditions in Indonesia.

Changes in the Indonesian government and the policies of the Indonesian government may have a direct impact on the Suryamas Group's businesses. In addition, Indonesia has experienced frequent social unrest arising from economic issues which has, on occasion, escalated into riots and violence. In June 2001, demonstrations and strikes affected at least 19 cities after the Indonesian government mandated a 30% increase in fuel prices. Similar demonstrations occurred in January 2003 when the Indonesian government tried to increase fuel prices, as well as electricity and telephone charges. In both instances, the Indonesian government was forced to repeal, defer or substantially reduce such proposed increases. In March 2005, the Indonesian government implemented an approximately 29% increase in fuel prices. In October 2005, the Indonesian government decreased fuel subsidies to the public resulting in large public demonstrations. In May 2008, the Indonesian government further decreased fuel subsidies to the public, which has also led to large public demonstrations. Similar fuel subsidy cuts contributed to the political instability that led to the resignation of then-President Soeharto in 1998, which had adverse effects on businesses in Indonesia.

The Indonesian government has recently proposed an increase in the price of subsidised fuel prices. On 17 June 2013, the House of Representatives of Indonesia approved a government budget that assumes the price of a litre of fuel will increase by 44% to IDR6,500 (66 cents, or $2.50 a gallon) and a litre of diesel fuel by 22% to IDR5,500. There can be no assurance that the recent proposed increase in subsidised fuel prices, or cuts in fuel subsidies in the future, will not result in political and social instability. The Suryamas Group's businesses may be affected by similar government actions including, but not limited to, changes in crude oil or natural gas policy, responses to war and terrorist acts, renegotiation or nullification of existing concessions and contracts, changes in tax laws, treaties or policies, the imposition of foreign exchange restrictions and responses to international developments.

Following the election of Joko Widodo as the President of Indonesia in 2014, the IDR climbed to a two-month high and foreign investors are also optimistic about Indonesia's economic prospects. There is significant confidence among analysts and investors that the new President will be able to relieve investment insecurity and implement the necessary policy changes to boost economic growth. Optimism about the prospects of Joko Widodo's election success triggered a favorable reaction in the Indonesian markets even before the election result was announced, with the Jakarta Composite Index rising by 20% overall this year. Stocks increased by 1% on 23 July 2014 following the conclusion of the 2014 Presidential election – the biggest advance since the beginning of July 2014 – and the IDR also climbed by 1% to a two-month high, trading at IDR11,488 per US$1[8].

Social and political conditions in Indonesia would influence investment decisions, including investment in Indonesian property. Unstable social and political conditions, especially relating to security in Indonesia, will negatively influence local and foreign investor confidence. This would in turn have an adverse effect on the Suryamas Group's business, financial condition, results of operations and prospects.

(o) **The Suryamas Group is affected by the conditions of the global economy**

The overall macroeconomic conditions globally and domestically significantly impact the operations of the Suryamas Group. The economic crisis that affected Southeast Asia in 1998 was characterised in Indonesia by, *inter alia*, currency depreciation, significant decline in real gross domestic product, high interest rates, social unrest and extraordinary political developments. Indonesia entered a recessionary phase with relatively low levels of growth from 1999 to 2002. These conditions had a material adverse effect on Indonesian businesses, including the Suryamas Group's business and financial condition, which ultimately led to the restructuring of, *inter alia*, the operations and debt of the Suryamas Group from 1999 to 2005.

8 Source: ASEAN Briefing, 28 July 2014, "Indonesia's Election Results Boost Economic Optimism" at http://www.aseanbriefing.com/news/2014/07/28/indonesias-election-results-boost-economic-optimism.html.

The rate of growth of the Indonesian economy has increased in recent years from 4.5% in 2009 to 6.1% in 2010. Despite the ongoing global economic crisis, Indonesia's annual economic growth rates were 6.5% and 6.3% in 2011 and 2012 respectively while in the first nine months of 2013, Indonesian gross domestic product growth slowed to 5.62% year-on-year in the third quarter of 2013, the lowest growth rate in nearly four years. Increased spending by the Indonesian government was not enough to offset a slowdown in investment caused by higher borrowing costs as the central bank increased the interest rate since June 2013 to curb inflation and a slide in the IDR. If such a trend continues and Indonesia enters a recessionary phase, the Suryamas Group's business and financial condition may be adversely affected.[9]

(p) **Market and economic conditions, and regulations governing Indonesian securities markets may affect the market price and demand for the Target Shares, which may fluctuate widely**

Fluctuations or changes in domestic and international securities markets, economic conditions, foreign exchange rates and interest rates may affect the market price and demand for the Target Shares. The Target Shares and dividends declared by Suryamas, if any, are quoted and declared in IDR. Fluctuations in the exchange rate between the IDR and other currencies will affect, *inter alia*, the foreign currency value of the proceeds which the Company would receive upon any sale of the Target Shares and the foreign currency value of dividend distributions from Suryamas. The Company, as a shareholder of Suryamas, will be entitled to receive dividend payments by Suryamas (if any), which will be distributed by KSEI to the account of the securities company or custodian bank in which the Company holds an account where the Target Shares will be transferred to and held on Completion. Any such dividends will be subject to the applicable withholding tax, further information of which is set out in "**Indonesian Taxation**" in **Appendix 5** to this Circular. Please also see **paragraph 5.1(c)** of this Circular relating to risk of foreign currency exposure and "**Indonesian Exchange Control**" set out in **Appendix 6** to this Circular.

The Target Shares are listed on the IDX. The IDX is relatively small and may be less liquid and more volatile than stock exchanges in the United States of America and certain other countries. The relatively small market capitalisation of, and trading volume on, the IDX, compared to certain other global stock exchanges, may cause the market price of securities listed on the IDX, including the Target Shares, to fluctuate more than those listed on larger global stock exchanges. The market price of the Target Shares may be adversely affected by the lack of liquidity on the IDX. These market characteristics may limit the ability to sell the Target Shares and may also affect the market price of the Target Shares. The IDX has in the past experienced substantial fluctuations in the prices of its listed securities. The IDX has experienced various issues in the past which, were they to continue or recur, could affect the market price and liquidity of the securities of Indonesian companies, including the Target Shares. These issues include closures of the exchange, broker defaults and strikes and settlement delays. In addition, the governing bodies of Indonesian stock exchanges have from time to time imposed restrictions on trading in certain securities, limitations on price movements and margin requirements, and the levels of regulation and monitoring of the Indonesian securities markets and the activities of investors, brokers and other market participants may not be the same as in certain other countries. Furthermore, the ability to sell and settle trades on the IDX may be subject to delays. In light of the foregoing, there is no assurance that a holder of the Target Shares will be able to dispose of the Target Shares at the prices or times that would be available to such holder in a more liquid or less volatile market. There may also be less information publicly available about Indonesian companies than is regularly made available by public companies listed on other markets.

Any of the aforementioned factors could adversely affect the trading price of the Target Shares and the Target Shares may trade at prices significantly below the price at which they were acquired.

9 Source: Indonesia GDP Growth Rate 2005-2014 at http://www.tradingeconomics.com/indonesia/gdp-growth (Bank of Indonesia).

(q) **Effects from the outbreak of communicable diseases**

An outbreak of infectious diseases in Indonesia where the operations of the Suryamas Group are based may have an adverse impact on its operations and financial performance. Market sentiment and consumer confidence could be affected and may lead to a deterioration of economic conditions. Further, in the event that its employees, contractors or sub-contractors are infected or suspected of being infected with any communicable disease, the Suryamas Group may be required by health authorities to temporarily shut down the affected project sites and quarantine the affected workers to prevent the spread of the disease. This will result in project delays and have an adverse impact on its business and financial performance.

Social and political conditions in Indonesia will influence investment decisions, including investment in Indonesian property. Unstable social and political conditions, especially relating to security in Indonesia, will negatively influence local and foreign investor confidence. This may have an adverse effect on the Suryamas Group's performance.

(r) **Risks arising from terrorism**

Since 2002, several bombing incidents have taken place in Indonesia, most significantly in Bali in October 2002 and October 2005, and further terrorist acts may occur in the future. Terrorist acts could destabilise Indonesia and increase internal divisions within the Indonesian government as it evaluates responses to the instability and unrest. Violent acts arising from, and leading to, instability and unrest have in the past had, and may continue to have, a material adverse effect on investment and confidence in, and the performance of, the Indonesian and the global economy. This could have a material adverse effect on the Suryamas Group's business, financial condition, results of operations and prospects, as well as the price of the Target Shares.

(s) **Risks arising from fire and natural disasters**

As a property management company, Suryamas is subject to the risk of physical damage caused by fire, acts of God such as natural disasters or other causes. Physical damage to the properties managed by the Suryamas Group may lead to significant disruption to its business and operations. Further, the consequences of any armed conflicts or acts of war are unpredictable. Any material disruption may adversely affect the Suryamas Group's reputation and could have a material adverse effect on its business, financial condition, results of operations and prospects. Further, while Suryamas maintains insurance policies for the properties it manages, the insured limits are generally below the market value of the properties. In addition, certain types of losses such as acts of God are generally very costly to insure and it may not be cost-effective to obtain such insurance for the properties. Should there be a loss arising out of the damage to its properties which is not covered by its insurance policies or should such damage be in excess of the amount for which Suryamas is insured, it may be required to pay compensation, causing its profitability to be adversely affected.

5.2 Risk Factors relating to the Group

(a) **The Group's business is subject to the performance of the property industry in Singapore**

The Group's business is subject to the performance of the property industry in Singapore, which is cyclical in nature. Cyclical downturns may arise from changes in global and local economic conditions, periodic local oversupply of properties for sale or lease, competition from other developers, changes in wages, energy costs, construction and maintenance costs, governmental regulations or changes in interest rates, and the availability of financing for the Group's operating and/or capital requirements.

Despite the growth of the property market in Singapore in the past, there is no certainty that such growth will be sustained at the same rate in the future. Should the property market experience a downturn, demand for the Group's real estate development projects may slow down significantly. This will in turn affect the Group's revenue and financial performance adversely.

(b) **The Group may be affected by changes in governmental regulations and policies in Singapore**

The Group may be affected by changes in governmental regulations and policies in Singapore such as the introduction of new property-cooling measures, revisions to the terms of the Housing Developer's Licence ("**HDL**") under the Housing Developers (Control and Licensing) Act, Chapter 130 of Singapore (the "**Housing Developers (Control and Licensing) Act**"), zoning changes and new compulsory acquisition policies, and changes to the property tax regime.

Property-cooling measures

In particular, the Group may be affected by property-cooling measures introduced by the Singapore government from time to time. For example, with effect from 12 January 2013, the Singapore government has imposed the ABSD of between 5% and 15% in respect of purchases of residential property so as to moderate investment demand for residential property and promote a more stable and sustainable property market.

Non-Singaporeans and non-Singapore permanent residents are now required to pay 15% ABSD in respect of any purchase of residential property, while Singapore permanent residents are required to pay 5% ABSD on their first purchase, and 10% ABSD on any second or subsequent purchases, of residential property. In addition, Singaporeans who already own one residential property are required to pay 7% ABSD on their second purchase, and 10% ABSD on their third and subsequent purchases, of residential property. ABSD is imposed over and above existing stamp duty payable by a purchaser.

Further, the LTV limits on housing loans have been tightened for individuals who already have at least one outstanding housing loan, as well as for non-individuals such as companies. Besides tighter LTV limits, the minimum cash down payment for individuals applying for a second or subsequent housing loan has also been raised to 25%. The lower LTV limits and higher minimum cash down payment are subject to certain reliefs. Such property cooling measures may have an adverse impact on the real estate development business and financial performance of the Group.

Moreover, 15% ABSD is payable by corporate real estate developers that purchase residential land or property, unless remission applies. Should the Group be unable to comply with any conditions to ABSD remission, the ABSD payable may contribute towards an increase in the cost of developing residential units, and in turn, may affect the profits of the Group.

HDL

The Company or its relevant subsidiaries that engage in the real estate development business are subject to the Housing Developers (Control and Licensing) Act whereby it needs to obtain a HDL before undertaking the business of a housing development project comprising more than four units. The Company is also subject to the Residential Property Act, Chapter 274 of Singapore ("**Residential Property Act**") whereby it is required to obtain a Qualifying Certificate ("**QC**") in order to acquire any interest in residential properties in Singapore.

Compulsory acquisition/zoning changes

From time to time, the relevant authorities may carry out redevelopment plans or effect zoning changes to particular areas. The supply of land to real estate developers is also regulated by the Singapore government. The Singapore government is also authorised under the Land Acquisition Act, Chapter 152 of Singapore, to compulsorily acquire land for particular purposes. The Singapore government may continue to play a significant role in the regulation of the property market. There is no assurance that any such steps taken or policies imposed by the relevant authorities will not adversely affect the Group's business operations and its financial performance.

Changes to the property tax regime

On 25 February 2013, the Singapore government announced the Singapore Budget 2013, which includes changes to the property tax regime (including the property tax rates) with effect from 1 January 2014, with further revisions to the progressive property tax rates with effect from 1 January 2015.

For owner-occupied residential properties, more progressive property tax rates will be applicable on the annual value of such properties. With effect from 1 January 2014, new progressive property tax rates ranging from 7% to 15% will be added to the existing progressive property tax rates of 0% to 6%. With effect from 1 January 2015, such progressive property tax rates will be revised to rates of up to 16%.

For non-owner-occupied residential properties, the flat property tax rate on the annual value of such properties will be replaced with progressive property tax rates ranging from 10% to 19% with effect from 1 January 2014. With effect from 1 January 2015, such progressive property tax rates will be revised to rates of up to 20%. In addition, the current tax concession which provides tax refunds on vacant properties will be removed.

The Singapore government is likely to continue to regulate the property market. Should any new stringent measures be introduced to the property market, the Group's operations, profitability and financial performance may be adversely affected. In addition, property developers and/or building contractors are subject to laws and regulations relating to workplace health and safety, environmental pollution control and other areas that may concern the industry. There is no assurance that such regulatory standards will remain unchanged in the future. Should the relevant authorities implement additional and/or more stringent requirements, the Group may have to incur additional expenses and devote extra time or effort to comply with such changes. In the event of any non-compliance with such regulatory standards at project sites, the Group's project sites may be subject to temporary suspension or further examinations resulting in project delays. Should such situations arise, the Group's profitability and financial performance may be adversely affected.

(c) **The Group's revenue is largely dependent on its real estate development business**

Currently, a substantial proportion of the Group's revenue is derived from its real estate development business. The business segment of property development and investment contributed to approximately 68.7% and 75.7% of the total revenue of the Group for FY2013 and 1Q2014 respectively. Therefore, if the property market stagnates or suffers a downturn and the Group's real estate developments take a long time to be sold or cannot be fully sold, the Group's earnings and financial performance may accordingly be adversely affected.

(d) **The Group is a medium-sized developer operating in a highly competitive industry**

The real estate development industry in Singapore is highly competitive, with various small to medium-sized real estate developers and larger established players, who may have greater financial and non-financial resources, more established brand names and reputation, a more extensive network and exposure to potential business opportunities, larger land banks and more prime or attractive land sites as compared to the Group. These advantages

may allow the Group's competitors to afford higher bids for land sites, invest in bigger and/or more profitable real estate development projects, and better weather adverse economic conditions and adverse occurrences specific to the real estate development industry. Should the Group fail to compete effectively for attractive real estate development projects, its financial performance and profitability may be adversely affected. Furthermore, oversupply of properties may occur, resulting in significant decreases in property prices, which will adversely affect the Group's profitability and financial performance.

(e) **The Group's business is dependent on its ability to replenish its land bank**

To maintain the growth of the Group's real estate development business, it is required to constantly identify land sites for real estate development. The Group usually replenishes and sources for new plots of land by participating in property auctions, acquiring plots of land from private owners as well as sourcing for suitable development sites through government land sales programmes or external property agents. The Group competes with other real estate developers for new land sites and there is no assurance that suitable sites will always be available to it for the purposes of its business at costs acceptable to it. Thus, the Group may not be able to secure a sufficient number of desired new land sites to maintain its land bank as planned. In such a case, the Group may be forced to undertake fewer real estate development projects or projects with less desirable margins. As a result, the business and profitability of the Group may be adversely affected.

(f) **Limitation of the Group's ability to hold land banks and acquire land**

In respect of the Group's operations in Singapore, under the Residential Property Act, real estate developers who have foreign shareholders and directors are required to obtain a QC to purchase residential properties for development. The Group is required to obtain a QC as some of the Shares may be owned by foreigners or companies.

After obtaining a QC, the Group is only allowed up to seven years to market and sell all the units in the development, and is only allowed up to five years to complete construction. After obtaining the TOP, the Group is only given another two years to completely sell all the units and it is not allowed to rent out the unsold units.

The Group may incur hefty costs for the non-fulfilment of the QC requirements, which may have a material adverse effect on the Group's earnings and financial performance, as follows:

(i) forfeiture of banker's guarantee amounting to 10% of the purchase price of the land provided by the Group; or

(ii) levy of a pro-rated extension charge based on the proportion of unsold units as follows:

(1) extension for 1 year: 8% of the purchase price of the land for the unsold units, pro-rated; or

(2) extension for 2 years: 16% of the purchase price of the land for the unsold units, pro-rated; or

(3) extension for 3 years and subsequent years: 24% of the purchase price of the land for the unsold units, pro-rated.

(g) **The Group's business is dependent on its ability to meet consumer preferences and consumer spending trends**

The sales of the Group's real estate developments are dependent on consumer preferences, the popularity of its properties in terms of design and consumer spending trends. Consumer preferences and spending trends are influenced by external factors including, *inter alia*, the income level of consumers, the markets' demographic profiles, and the exterior and interior design and layout of the properties. The designs of the properties which appeal to some customers may not appeal to others. It is therefore important that the Group is able to produce designs with sufficient market appeal to attract customers with different preferences. In the event that the Group's properties do not have sufficient market appeal to attract customers with different preferences and/or the Group's competitors are able to introduce more innovative and/or more functional designs or properties that can better cater to potential customers' needs or that are better accepted by the market, the Group may not be able to maintain its competitive edge and its profitability and financial performance may be adversely affected.

(h) **The Group is subject to risks in relation to changes in commodity prices**

The Group faces risks in relation to changes in commodity prices, particularly as a result of the consumption of large quantities of building materials, including raw iron, steel and concrete, in its real estate development operations. As a real estate developer, in general, the Group enters into fixed or guaranteed maximum price construction contracts with independent construction companies, each of which concerns the development of a significant part of its overall development projects. These contracts typically cover both the supply of the building materials and the construction of the facilities, for a construction period of one (1) to three (3) years. In accordance with industry practice, the Group or its contractors may amend existing construction contracts, including fixed or maximum price terms, to take into account significant price movements of construction materials. Therefore, should the price of building materials increase significantly prior to the Group entering into a fixed or guaranteed maximum price construction contract, or should its existing contractors fail to perform under their contracts, the Group might be required to pay more to existing or prospective contractors, which could materially and adversely affect its results of operations and financial condition.

(i) **The Group is dependent on its key management personnel**

The growth and success of the Group's business in the past can be attributed to the contributions and expertise of our key management personnel including, in particular, its executive directors led by Madam Sukmawati. In the event that the Group is unable to have good succession planning, retain key management personnel and other employees to assist in the continued growth of the Group, or identify and recruit suitable new personnel to manage or service the Group with the same or higher level of commitment, contribution and/or expertise, its business operations may be adversely affected. As the Group is currently not insured against the loss of any of its key management personnel, there is no assurance that there will be no negative impact on its financial performance in the event of any such loss.

(j) **The Group is dependent on its contractors**

In the ordinary course of the Group's business, the Group relies on its contractors to provide various construction services for the completion of a real estate development project. While the Group adopts stringent measures in selecting its contractors and ensuring that their works are acceptable according to its specifications, there is no assurance that the services and products rendered by its contractors will always be satisfactory and compliant with its standards and requirements. Should the Group's contractors fail to rectify any unsatisfactory works and it is unable to find suitable alternative solutions in a timely manner, it may not be able to complete the project within the set budget and time schedule, resulting in cost

overruns and project delays. Moreover, should the Group's contractors fail to sustain their operations due to adverse changes in their financial conditions, and the Group is unable to secure suitable replacements in a timely manner, its projects will be subject to disruptions and delays. As a result, the Group's profitability and financial performance may be adversely affected.

(k) **The viability and profitability of the Group's real estate development projects are subject to adequate financing for the projects and interest rate fluctuations**

The Group intends to finance the development of properties by means of equity and debt financing. As a significant amount of funds is required in real estate development projects, in addition to internally generated funds, the Group anticipates that it will generally seek debt financing of up to 70% of the cost of development on a secured basis. As such, the Group's ability to undertake its real estate development projects is subject to the Group's ability to secure funding.

For the financing requirements of any real estate development project, the Group would be charged interest at rates which may fluctuate according to the rates charged by commercial banks. Consequently, in the event that the Group's interest expenses in the financing of its real estate development projects increase as a result of any fluctuations in interest rates, its profitability may be adversely affected. In the case of real estate development projects which usually have long construction periods, such projects will generally have negative cashflow in the early phase. Positive cashflow will usually be registered only after the completion of the project, when the ownership of the properties is transferred to the buyers and full payment is received from them. If the Group's property businesses do not generate sufficient cashflow to meet the financing costs of its property projects, the Group's profits would be adversely affected.

(l) **The Group may face risks arising from its indebtedness**

The Group, which had total assets of approximately S$287.3 million as at 31 March 2014, had aggregate borrowings of approximately S$133.9 million as at such date. While the Group has unutilised facilities and funds available for use, there can be no assurance that it will be able to refinance its borrowings as they become due on commercially reasonable terms, or at all. The Group may be required to meet its funding needs by procuring financing on terms which restrict it in certain ways, including by limiting its ability to pay dividends or requiring it to procure consents before it can pay dividends to its shareholders. Additionally, the Group's level of indebtedness means that a material portion of its expected cash flow may be required to be dedicated to the payment of interest on its indebtedness, thereby reducing the funds available to it for use in its general business operations. The Group's level of indebtedness may also restrict its ability to obtain additional financing for capital expenditure, acquisitions or general corporate purposes and may cause it to be particularly vulnerable in the event of a general economic downturn.

(m) **The Group's property assets are relatively illiquid**

Real estate assets, such as the residential properties developed and land sites acquired by the Group, are relatively illiquid. The illiquidity of the Group's real estate assets may limit its ability to convert these assets into cash at short notice or may result in a significant reduction in the price that it might otherwise seek for such assets in the event that it is required to effect an urgent sale. Should such an event occur, the Group's financial performance will be adversely affected.

(n) **Changes in business environment factors may affect the profitability of the Group's real estate development projects**

The period span of real estate development can last from three (3) to five (5) years, depending on the size of the development. Consequently, changes in the business environment during the length of the project may affect the revenue and cost of the development, which will directly depress the profit margin of any one project. Factors which affect the profitability of a project may include, but are not limited to, the following:

(i) delays encountered in procuring the necessary approvals for sale from the relevant government bodies;

(ii) fluctuations in the demand for residential properties; and

(iii) delays encountered in construction schedules due to poor weather conditions, labour disputes and any other unforeseen circumstances.

(o) **The Group's real estate development projects are subject to disruptions and project delays**

The time required to complete a real estate development project depends on various factors, including the size of the project, prevailing market conditions and the availability of resources. Delays may arise due to various factors, including adverse weather conditions, natural calamities, power failure, machinery and equipment breakdown, shortage of construction materials, shortage of labour, accidents, cessation of business of the Group's contractors, disputes with the Group's contractors and unexpected delays in obtaining the required approvals. Such delays may result in cost overruns and increased financing costs, and accordingly affect the Group's profitability. Further, any delay in project completion may also expose the Group to claims for liquidated damages from the purchasers of its real estate development projects. Although the Group may be reimbursed by the contractors responsible for the delays or compensated by way of insurance under certain circumstances, there is no assurance that such reimbursement or compensation would cover its losses entirely and it may nevertheless remain liable. The Group's profitability and financial performance may accordingly be adversely affected.

(p) **The Group faces various construction risks**

For the Group's real estate development projects, the time required from the date of completion of the acquisition of the land until the completion of each project depends on the size of the property being developed, prevailing market conditions and when the Group begins construction and sale. Delays can arise due to several factors, including adverse weather conditions, shortage of construction materials, equipment and/or labour, accidents, cessation of business of the Group's contractors, disputes with the Group's contractors and longer than expected times being taken for any necessary approvals. Such delays may result in cost overruns and increased financing costs, and accordingly affect the Group's profitability. Further, any delay in project completion may also expose the Group to claims for liquidated damages from the purchasers of its relevant properties. Although the Group usually ensures that it will be able to seek reimbursements for most of the consequent costs and damages from the contractors responsible for the delays in certain circumstances, the Group may nevertheless remain liable in the event that the contractors are unable to meet its demands or become insolvent. The Group's earnings and financial performance may accordingly be adversely affected.

(q) **The Group is subject to risks in relation to its pre-sold properties**

The Group pre-sells most of its properties prior to completion in line with industry practice. In the event of a failure or delays in the delivery of the Group's pre-sold properties to purchasers, it may be liable for potential losses that its purchasers may suffer as a result. Failure to complete a real estate development on time may be attributed to factors such as the time taken and the costs involved in completing construction, which are in turn adversely

affected by factors such as delays in obtaining requisite licenses, permits or approvals from government agencies or authorities, shortages of labour, adverse weather conditions, natural disasters, labour disputes, disputes with contractors, accidents and changes in government priorities and policies. If the delay in delivery extends beyond the contractually specified delivery date, the purchasers may also be entitled to terminate the pre-sale agreements and claim refunds of monies paid, damages and compensation for late delivery. There is no assurance that the Group will not experience significant delays in completion or delivery.

(r) **The Group may be subject to further risks in expanding its business operations locally and overseas**

The Group continuously explores opportunities to expand its business operations in Singapore and Asia. Its ability to expand successfully will depend on many factors, such as its ability to source for suitable land parcels and/or other properties to acquire, to obtain sufficient financing on competitive terms, to obtain the necessary licences and approvals from the relevant authorities, and to hire and retain sufficient and capable staff to service the Group. The Group is not able to ensure that all such relevant factors will develop in its favour or that its expansion plans will be successful. There is no certainty that consumers will respond positively to its properties. In the event that its expansion plans do not yield satisfactory results, the Group's financial performance may be adversely affected.

(s) **The Group may be involved from time to time in material disputes, legal and other proceedings arising out of its operations and may face significant liabilities as a result**

As at the Latest Practicable Date, the Board of Directors of the Company is not aware of any material disputes or legal proceedings that involve the Group. However, from time to time the Group may be involved in material disputes with various parties involved in the development and sale of its properties, including contractors, suppliers, construction workers, original residents, partners, banks and purchasers. These disputes may lead to protests, legal or other proceedings and may result in damage to the Group's reputation, substantial costs being incurred, and the diversion of resources and the management's attention. As most of the Group's projects comprise multiple phases, purchasers of its properties in earlier phases may commence legal actions against it if the subsequent planning and development of its projects are perceived to be inconsistent with its representations and warranties made to such earlier purchasers. In addition, the Group may have compliance issues with regulatory bodies in the course of its operations, which may subject it to administrative proceedings and unfavourable decrees that result in liabilities and cause delays to its development properties.

The Group may face claims from purchasers of units in its development projects for reasons such as delays in completion, alleged defects or variation from contract specifications. In the event of any major claims or disputes with such purchasers, the Group may have to pay damages and/or be subject to legal proceedings resulting in adverse impact on its profitability, financial performance and corporate reputation. Under certain circumstances, the Group's contractors may be required to reimburse it in the event of delays or building defects. However, there is no assurance that the amount reimbursed by contractors would be sufficient to cover the amount of liquidated damages paid or to be paid to purchasers. Should such event occur, the Group's business reputation, profitability and financial performance will be adversely affected.

Other than purchasers, the Group may also have disputes with the management corporations of properties managed by the Group, its contractors or suppliers over issues such as the quality of construction materials, the standard and skilfulness of their services or labourers and prices of the construction contracts. In the event such disputes are not resolved amicably, these management corporations, contractors or suppliers may make corresponding claims against the Group. In the event such claims are successfully made against the Group and it is required to compensate the claimants, the Group's business reputation and financial performance may be adversely affected.

(t) **The Group's revenue may be volatile**

The Group's revenue from the sale of development properties is recognised using the percentage of completion method while revenue from the sale of land and houses is recognised using the completion of construction method. The amount of revenue to be recognised in a financial year is dependent on the number, value and stage of completion of projects undertaken by the Group, which in turn depend on various factors, such as the availability of its resources, market sentiment, market competition and general economic conditions. Thus, there is no assurance that the amount of revenue from the sale of development properties will remain comparable every year. Should there be any reasons that cause the Group to undertake fewer or no new real estate development projects or should there be any delay in the progress of any of the projects in the Group's portfolio, its revenue recognised in a particular year will be adversely affected.

The Group's historical financial performance and position is therefore not indicative of its future performance. Moreover, the Group's accounting policy is in compliance with the current Singapore Financial Reporting Standards ("**SFRS**"), whereby revenue from the sale of development properties is recognised using the percentage of completion method while revenue from the sale of land and houses is recognised using the completion of construction method. Under the percentage of completion method, revenue is recognised by reference to the stage of completion as certified by the independent architects or quantity surveyors for the individual units sold. Under the completion of construction method, revenue is recognised when the development units are delivered to the purchasers. The Group has no intention of changing its accounting policy in the immediate future. However, if the SFRS is amended and the Group has to change its accounting policy in relation to revenue recognition from the percentage of completion method to the completion of construction method or vice versa, the Group's revenue on a year-to-year basis will be more volatile as a result of there being different numbers of completed projects in different financial years.

(u) **The Group's business is sensitive to the current global economic environment as well as changes in the social, economic or political conditions globally**

Recent global market and economic conditions have been unprecedented and challenging, with tight credit conditions and recession or stagnation in most major economies continuing into 2014. Continued concerns about the systemic impact of potential long-term and widespread recession, energy costs, rising oil prices, inflation, geopolitical issues, the cost of credit and the global housing and mortgage markets have contributed to increased market volatility, weakened business and consumer confidence and diminished expectations for economic growth around the world.

The outlook for the world economy and financial markets remains uncertain. Economic conditions in Singapore are sensitive to global economic conditions, and it is impossible to predict how the Singapore economy will develop in the future and whether it might slow down due to the global crisis or experience a financial crisis in a manner and scale similar to that experienced in 2008. As the real estate industry is sensitive to macroeconomic trends, real estate prices tend to fluctuate with the change of macroeconomic conditions.

These and other issues resulting from the global economic slowdown and financial market turmoil have adversely affected, and may continue to adversely affect, homeowners and potential property purchasers, which may lead to a decline in the general demand for the Group's products and an erosion of their sale prices. The value of the real estate development projects of the Group may be subject to market volatility and price corrections in the event of economic downturns, decrease in consumer confidence in the economy or other unpredictable supervening events. In addition, any further tightening of liquidity in the global financial markets may negatively affect the Group's liquidity. Therefore, if the global economic slowdown and turmoil in the financial markets crisis continue, the Group's business, financial condition and results of operations may be adversely affected.

The Group's business may also be materially and adversely affected by local and global developments in relation to inflation, prices of raw materials, bank interest rates, government policies and regulations, and other conditions which impact on social, economic and political stability. The Group has no control over such conditions and developments and there is no assurance that such conditions and developments will not occur and adversely affect its business operations.

(v) **The Group may be affected by uninsured losses to its real estate developments**

Whilst the Group intends to maintain insurance policies against floods, fire, lightning and third party physical damage so as to cover its real estate development projects in conformity with market practice and to minimise the costs of development, the insured limits are generally below the market value of the relevant residential real estate development projects. In addition, certain types of losses such as acts of God, acts of terrorism, war and civil disorder are generally very costly to insure, and it may not be cost-effective to obtain such insurance cover for the Group's real estate development projects in these respects.

Should there be loss arising out of the damage to the Group's properties which is not covered by its insurance policies or should such damage be in excess of the amount for which the Group is insured, the Group's profitability would be adversely affected.

(w) **The Group may be affected by an adverse impact from the outbreak of communicable diseases**

An outbreak of infectious diseases in Singapore where the Group's operations are based may have an adverse impact on its operations and financial performance. Market sentiment and consumer confidence could be affected and may lead to a deterioration of economic conditions. Further, in the event that the Group's employees, contractors or subcontractors are infected or suspected of being infected with any communicable disease, the Group may be required by health authorities to temporarily shut down the affected project sites and quarantine the relevant workers to prevent the spread of the disease. This will result in project delays and have an adverse impact on the Group's business and financial performance.

(x) **The Group's real estate development projects are subject to uncertainties**

The Group's performance is dependent on its ability to identify real estate development projects with good potential returns and complete such projects within a scheduled time frame to realise such returns. Such ability is based on the Group's understanding of the operational environment and/or its anticipation of the market conditions. Hence, the viability and profitability of the Group's real estate development projects may be affected by factors such as unexpected project delays, changes in interest rates, construction costs, land costs and market condition. Accordingly, there is no assurance that the Group will be consistently successful in identifying profitable real estate development projects, and completing and launching such projects under the best possible market conditions as planned. There is also no assurance that a project, which may be assessed by the Group to be profitable at the initial phases, will not turn out to be a loss-making asset or investment due to changes in circumstances not within the Group's control. Should the Group fail to identify profitable real estate development projects and complete them profitably, its profitability and financial performance will be adversely affected.

5.3 Risk Factors relating to the Shares

(a) **Future sale of the Shares could adversely affect the Share price**

Any future sale of the Shares can have a downward pressure on the Share price. The sale of a significant amount of the Shares in the public market, or the perception that such sales may occur, could adversely affect the market price of the Shares. Except as otherwise described in the section entitled **"Moratorium"** in **paragraph 7** of this Circular, there are no restrictions imposed on Shareholders to dispose of their shareholdings.

(b) **The Share price may fluctuate following the Proposed Acquisition**

The market price of the Shares may fluctuate significantly and rapidly in response to, *inter alia*, the following factors, some of which are beyond the Company's control:

(i) variations in the Company's operating results;

(ii) changes in securities analysts' recommendations, perceptions or estimates of the Company's financial performance;

(iii) changes in market valuations and share prices of companies with businesses similar to that of the Company that may be listed in Singapore;

(iv) announcements by the Company of significant acquisitions, strategic alliances or joint ventures;

(v) general fluctuations in stock market prices and volume;

(vi) the Company's involvement in material litigation;

(vii) additions or departures of key personnel of the Company;

(viii) success or failure of the Company's management in implementing business and growth strategies; and

(ix) changes in conditions affecting the real estate industry, the general economic conditions or stock market sentiments or other events or factors.

(c) **The Company may not be able to pay dividends in the future**

The ability of the Company to pay dividends to Shareholders is directly affected by, *inter alia*, its financial condition, capital needs, investment plans and the ability of the companies within the Group to pay the Company dividends. The ability of the various companies within the Group to pay the Company dividends would, in turn, depend on, *inter alia*, their respective earnings, cashflows and the applicable laws and regulations of the relevant jurisdictions in which these companies operate. There is no assurance that the Group will declare and pay dividends nor is there any indication of the levels of dividends that Shareholders can expect.

6. FINANCIAL EFFECTS

6.1 **Bases and Assumptions**. The pro forma combined financial effects of the Proposed Acquisition on the EPS, the NTA per Share and the share capital of the Company as set out below are computed based on the audited consolidated financial statements of the Group for FY2013 ("**Group FY2013 Results**") and the unaudited pro forma financial results of the Enlarged Group for FY2013 and **are theoretical in nature and are therefore not necessarily indicative of the future financial position and earnings of the Group or the Enlarged Group**. The financial effects have also been prepared based on, *inter alia*, the following assumptions:

(a) the Purchase Consideration for the Proposed Acquisition is to be satisfied by the allotment and issuance of 19,000,000,000 new Shares at the Issue Price of S$0.008, totalling S$152,951,535;

(b) the acquisition costs relating to the Proposed Acquisition are assumed to be approximately S$743,000;

(c) the effects of any changes to the depreciation and amortisation, and any other adjustments arising from fair value adjustments to the assets, liabilities and contingent liabilities arising from the Proposed Acquisition may differ from the actual cost as at the actual date of Completion upon the full completion of a purchase price allocation exercise;

(d) the financial statements of the Suryamas Group were prepared in accordance with IFAS and have been adjusted and converted to IFRS for the preparation of the independent and reporting auditor's report on examination of the unaudited pro forma consolidated financial statements of the Enlarged Group for FY2011, FY2012, FY2013 and 1Q2014 (the "**Reporting Auditor's Report**"). The Reporting Auditor's Report, upon which the financial effects in this **paragraph 6** are based, has been prepared based on:

(i) the relevant financial statements of the Group prepared in accordance with SFRS; and

(ii) the relevant financial statements of the Suryamas Group that have been adjusted and converted in accordance with IFRS;

(e) there are certain differences which exist between IFRS and IFAS. In the preparation of the Reporting Auditor's Report, the material and/or relevant differences in relation to the financial information of the Suryamas Group (prepared in accordance with IFAS) have been adjusted in accordance with IFRS; and

(f) the relevant financial statements of the Suryamas Group are reported in IDR, and accordingly the IDR amounts have been converted where necessary into Singapore Dollar amounts at the following exchange rates:

(i) for the translation of the balance sheet items for FY2013, the IDR amounts have been converted into Singapore Dollar amounts at the exchange rate of S$1: IDR9,490; and

(ii) for the translation of the profit and loss items for FY2013, the IDR amounts have been converted into Singapore Dollar amounts at the exchange rate of S$1: IDR8,302.

These pro forma combined financial effects should be read in conjunction with the relevant financial statements of the Group, as well as the relevant unaudited pro forma financial statements of the Enlarged Group set out in the Reporting Auditor's Report.

6.2 NTA (excluding non-controlling interests) – FY2013. For purely illustrative purposes only, assuming the Proposed Acquisition had been effected on 31 December 2013, being the end of FY2013, the effect of the Proposed Acquisition on the NTA per Share for FY2013, based on the Group FY2013 Results, would be as follows:

	Before the Proposed Acquisition[1]	After the Proposed Acquisition[2]
NTA (S$ million)	133.5	290.6[3]
NTA per Share (S$)	0.0117	0.0096

Notes:

(1) Calculated based on 11,405,253,240 issued Shares, being the number of Shares outstanding as at 31 December 2013.

(2) Calculated based on 30,405,253,240 Shares in issue, following the allotment and issuance of the Consideration Shares.

(3) This is derived at by aggregating the NTA (excluding non-controlling interest) of the Group based on the Group FY2013 Results with the NTA (excluding non-controlling interest) of the Suryamas Group based on its audited consolidated financial statements for FY2013 (which have been converted and adjusted in accordance with IFRS), after taking into account the adjustments for acquisition costs, effects of acquisition and other comprehensive income attributable to non-controlling interests.

6.3 EPS – FY2013. For purely illustrative purposes only, assuming the Proposed Acquisition had been effected on 1 January 2013, being the beginning of FY2013, the effect of the Proposed Acquisition on the EPS for FY2013, based on the Group FY2013 Results, would be as follows:

	Before the Proposed Acquisition[(1)]	After the Proposed Acquisition[(2)]
(Loss)/Profit after tax and excluding non-controlling interests (S$ million)	(5.3)	0.7
(Loss)/earnings per share (cents)	(0.0465)	0.0023

Notes:

(1) Calculated based on 11,405,253,240 issued Shares, being the number of Shares outstanding as at 31 December 2013.

(2) Calculated based on 30,405,253,240 Shares in issue, following the allotment and issuance of the Consideration Shares.

6.4 Gearing – FY2013. For illustrative purposes only and assuming the Proposed Acquisition had been completed on 31 December 2013, the pro forma financial effects on the net gearing of the Enlarged Group are as follows:

	Before the Proposed Acquisition	After the Proposed Acquisition
Total borrowings (S$ million)	140	160
Total trade and other payables (S$ million)	22	83
Total debt (S$ million)	162	243
Cash and cash equivalents (S$ million)	56	87
Net debt (S$ million)	106	156
Shareholders' funds (S$ million)	134	291
Gross gearing (times)	1.2	0.8
Net gearing (times)	0.8	0.5

6.5 Statement of Cash Flows – FY2013. For illustrative purposes only, a summarised pro forma statement of cash flows of the Enlarged Group for FY2013 has been set out below assuming the Proposed Acquisition had been completed on 1 January 2013:

	Before the Proposed Acquisition (S$ million)	After the Proposed Acquisition (S$ million)
Net cash used in operating activities	(5)	(1)
Net cash provided by investing activities	24	54
Net cash used in financing activities	(5)	(8)
Net increase in cash and cash equivalents	14	45

	Before the Proposed Acquisition (S$ million)	After the Proposed Acquisition (S$ million)
Effects on pro forma adjustments arising from the different basis of preparation of the pro forma consolidated statement of financial position and pro forma consolidated statement of comprehensive income	–	*
Cash and cash equivalents at beginning of year	42	42
Effects of translation on cash and cash equivalents	*	*
Cash and cash equivalents at end of year	56	87

** Less than S$1,000,000*

6.6 Working Capital – FY 2013. For illustrative purposes only, a summarised pro forma working capital (net current assets) statement of the Enlarged Group for FY2013 has been set out below assuming the Proposed Acquisition had been completed on 31 December 2013:

	Before the Proposed Acquisition (S$ million)	After the Proposed Acquisition (S$ million)
Current assets	277	397
Current liabilities	22	86
Net current assets	255	311

6.7 Share Capital. For purely illustrative purposes only and based on the number of Shares in issue as at 10 June 2014, the changes in the share capital of the Company upon Completion are illustrated below:

	Before the Proposed Acquisition	After the Proposed Acquisition
Share Capital (number of issued Shares)	11,418,553,240	30,418,553,240

7. MORATORIUM

In compliance with the Listing Manual, and to demonstrate their continuing commitment to the Enlarged Group:

(a) Madam Sukmawati has undertaken that she will not, and will procure that her associates will not; and

(b) Hano Maeloa, being an immediate family member of Madam Sukmawati, has undertaken that he will not,

for a period of six (6) months from the date of Completion (the "**Moratorium Period**"), without the prior written consent of the Company, directly or indirectly:

(i) offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option or right or warrant to purchase, lend, hypothecate or encumber or otherwise transfer or dispose of, directly or indirectly, any Shares or any securities convertible into or exercisable or exchangeable for or which carry rights to subscribe or purchase any Shares;

(ii) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of any Shares or any securities convertible into or exercisable or exchangeable for or which carry rights to subscribe or purchase Shares;

(iii) deposit any Shares or any securities convertible into or exchangeable for or which carry rights to subscribe or purchase Shares in any depository receipt facilities, whether any such transaction described above is to be settled by delivery of Shares or such other securities, in cash or otherwise; or

(iv) publicly disclose any intention to do any of the above.

A moratorium chart detailing the securities held by Madam Sukmawati and Hano Maeloa that are subject to the above-mentioned moratorium during the Moratorium Period is set forth below:

Shareholder	Shares[(1)]	Consideration Shares	Warrants[(1)(2)]	Options[(1)(3)]
Madam Sukmawati	5,815,981,000	19,000,000,000	3,661,985,936	168,270,000
Hano Maeloa	360,000,000	Not applicable	270,000,000	168,270,000

Notes:

(1) Based on the number of securities held by Madam Sukmawati and Hano Maeloa as at the Latest Practicable Date.

(2) One warrant is exercisable into one Share.

(3) The options are granted pursuant to Top Global Share Option Scheme 2011 and one option is exercisable into one Share.

If any additional Shares or securities convertible into Shares are, for whatsoever reason, issued to Madam Sukmawati and/or Hano Maeloa before the expiry of the Moratorium Period, such additional Shares or convertible securities will equally be subject to the moratorium as described in this **paragraph 7** during the Moratorium Period.

8. REQUIREMENTS UNDER THE LISTING MANUAL

8.1 Very Substantial Acquisition under Chapter 10 of the Listing Manual

(a) **Rule 1006 of the Listing Manual**. Chapter 10 of the Listing Manual provides that, *inter alia*, where an acquisition of assets is one where:

(i) the net profits attributable to the assets acquired, compared with the net profits of the listed company's group;

(ii) the aggregate value of the consideration given, compared with the listed company's market capitalisation based on the total number of issued shares excluding treasury shares; or

(iii) the number of equity securities issued by the listed company as consideration for an acquisition, compared with the number of equity securities previously in issue,

is 100% or more, or is one which would result in a change in control of the listed company, the transaction is classified as a "very substantial acquisition" or a "reverse takeover" respectively. Such a transaction must be announced immediately and must be made conditional upon approval of shareholders in general meeting and the approval of the SGX-ST.

The relative figures in relation to the Proposed Acquisition computed using the applicable bases of comparison pursuant to Rule 1006 of the Listing Manual are set forth below:

Rule 1006	Bases	Proposed Acquisition	Group	Relative Figures (%)
(a)	Not applicable as this is not a disposal of assets			
(b)	Net profit/(loss) of the Target Shares compared with the Group's net profit/ (loss)[(1)] (S$ million)	0.3	(0.7)	(40.1)
(c)	Consideration given for the Target Shares compared with the Company's market capitalisation[(2)] (S$ million)	220.4	82.2	268.1
(d)	Number of Consideration Shares compared with the number of Shares previously in issue	19,000,000,000	11,418,553,240	166.4
(e)	Not applicable as this is not a disposal of a mineral, oil or gas asset			

Notes:

(1) Net profit/(loss) is defined as profit/(loss) before income tax, non-controlling interests and extraordinary items. The figures are based on the Adjusted Suryamas 1Q2014 Results and the Group 1Q2014 Results at a conversion rate of S$1: IDR9,278, being the spot rate on 9 December 2013.

(2) For the purposes of illustration in this Circular only, the Consideration is deemed to be S$220.4 million which is based on the number of Consideration Shares at the Company's net asset value per Share of S$0.0116 as at 31 March 2014. The Company's market capitalisation is based upon 11,418,553,240 Shares in issue as at 9 June 2014 at a VWAP of S$0.0072 for each Share.

As the relative figures under Rules 1006(c) and (d) exceed 100% but there is no change in control of the Company, the Proposed Acquisition constitutes a very substantial acquisition for the Company for the purposes of Chapter 10 of the Listing Manual. Accordingly, the Proposed Acquisition is subject to the approval of Shareholders and the SGX-ST.

(b) **Rule 1015(2) of the Listing Manual**. Rule 1015(2) of the Listing Manual provides that for very substantial acquisitions, the target business to be acquired must be profitable and meet the requirements in Rule 210(4)(a) of the Listing Manual, that is, the target must be in a healthy financial position, having regard to whether it has a positive cash flow from operating activities.

Although Suryamas had a negative operating cash flow of IDR925 million as at the end of 1Q2014, the Directors are of the opinion that, to the best of their knowledge and belief, Suryamas is in a healthy financial position, taking into consideration the following factors:

(i) the negative operating cash flow of IDR925 million for 1Q2014 did not include the recurring interest income of IDR4,037 million. Under the IFAS-compliant accounting policy of Suryamas, Suryamas classifies such interest income as part of "*net cash (used in)/provided by investing activities*"[10], which is different from the IFRS-compliant accounting policy adopted by the Company which classifies the recurring interest income as part of the operating cash flow (instead of the cash under investing activities). The interest income of IDR4,037 million comprises, *inter alia*, interest income from current bank accounts or fixed deposits, and is cash available for use. If such interest income was to be classified under the category of "*net cash (used in)/ provided by operating activities*" consistent with the accounting policy of the Company, Suryamas would have a positive operating cash flow of IDR3,112 million;

10 Please refer to **Section 6.15** of **Appendix 3** to this Circular. The "*net cash (used in)/provided by investing activities*" as at the end of 1Q2014 was negative IDR11,496 million as such category also includes, among others, cash outflow for projects (such as cost for construction).

(ii) Suryamas had a positive working capital position of approximately IDR498,072 million as at the end of 1Q2014; and

(iii) the total cash advances received from customers (being cash deposits paid by the customers for housing properties under construction) as at the end of 1Q2014 amounted to IDR499,262 million, which accounted for approximately 82.4% of the total current liabilities of Suryamas. Under IFAS, such advances of IDR499,262 million received from customers are considered "current liabilities" as Suryamas would be required to refund such advances to the customers in the event that Suryamas fails to fulfil its obligations in delivering the housing properties to the customers. Notwithstanding such accounting classification, such cash advances of IDR499,262 million is cash available for use by Suryamas and if such cash advances are excluded from current liabilities, the working capital of Suryamas would increase by IDR499,262 million.

8.2 Interested Person Transaction under Chapter 9 of the Listing Manual.

(a) **Interested Person Transaction**. Chapter 9 of the Listing Manual governs transactions by an issuer (i.e., a company which is listed on the SGX-ST), as well as transactions by the issuer's subsidiaries and associated companies that are considered to be "at risk", with the issuer's interested persons (i.e., the issuer's directors, chief executive officer, controlling shareholders and their respective associates). In general, pursuant to Chapter 9 of the Listing Manual, when the value of a transaction with an interested person singly or, on aggregation with the values of other transactions entered into with the same interested person in the same financial year equals or exceeds 5% of the listed company's latest audited consolidated NTA, that transaction shall be subject to the approval of the shareholders of the listed company.

(b) **Requirement for Shareholders' Approval**. The Vendors are directly or indirectly controlled by Madam Sukmawati. As at the Latest Practicable Date, Madam Sukmawati owns approximately 50.93% of the Company, and is a Director and controlling shareholder of the Company. The Vendors are therefore considered associates of Madam Sukmawati for the purposes of Chapter 9 of the Listing Manual. Accordingly, the Proposed Acquisition (including the Share Issue) is an interested person transaction under Chapter 9 of the Listing Manual.

Based on the Group FY2013 Results, the audited consolidated NTA of the Group (excluding non-controlling interests) as at 31 December 2013 was approximately S$133,547,000. As the Purchase Consideration is approximately 114.5% of the latest audited consolidated NTA of the Group, the Proposed Acquisition (including the Share Issue) therefore has a value in excess of 5% of the latest audited consolidated NTA of the Group (excluding non-controlling interests) as at 31 December 2013, and is an interested person transaction which is subject to the approval of Shareholders at an EGM to be convened (or any adjournment thereof) pursuant to Rule 906(1)(a) of the Listing Manual.

(c) **Value of all Interested Person Transactions**. As at the Latest Practicable Date, the Group has entered into the following interested person transaction since the beginning of the current financial year:

As announced by the Company on 1 September 2014, Bartley Homes Pte. Ltd., a subsidiary of the Company, had on 1 September 2014 granted an option to purchase a unit in the development project known as The Quinn, to the following associate of Jennifer Chang Shyre Gwo, a Director and Shareholder (the "**IPT Sale**"). The details of the IPT Sale are as follows:

Name of Purchaser	Development	Unit No	Sale Price (S$)	Discount	Strata Area (Square Metre)	Sale Price as a percentage of NTA of the Group as at 31 December 2013 (%)
Lee Chin Yik	The Quinn	#01-27	694,260	Nil	52	0.52

The sale price under the IPT Sale is S$694,260, representing approximately 0.52% of the latest audited consolidated NTA of the Group (excluding non-controlling interests) as at 31 December 2013. The Audit Committee has reviewed the terms and conditions of the IPT Sale and has approved the IPT Sale. The Audit Committee and the Board of Directors of the Company are of the view that the terms of the IPT Sale are fair and reasonable and are not prejudicial to the interests of the Company and its minority shareholders.

Save as disclosed above, during the current financial year, as at the Latest Practicable Date:

(i) the Group has not entered into any interested person transactions (excluding transactions less than S$100,000 in value) with Madam Sukmawati, the Vendors and/or the respective associates of Madam Sukmawati and the Vendors in the current financial year;

(ii) the total value of all interested person transactions (excluding transactions less than S$100,000 in value) entered into by the Group with Madam Sukmawati is S$0; and

(iii) the total value of all interested person transactions (excluding transactions less than S$100,000 in value) entered into by the Group is S$0.

9. MATERIAL LITIGATION

9.1 **Group**. As at the Latest Practicable Date, the Directors are not aware of any litigation, claims or proceedings pending or threatened against the Company or any of its subsidiaries or any facts likely to give rise to any litigation, claims or proceedings which, in the opinion of the Directors, might materially and adversely affect the financial position of the Group.

9.2 **Suryamas**. As at the Latest Practicable Date, Suryamas is not aware of any litigation, claims or proceedings pending or threatened against it or any of its subsidiaries or any facts likely to give rise to any litigation, claims or proceedings which, in the opinion of the Suryamas Directors, might materially and adversely affect the financial position of the Suryamas Group.

10. INTERESTS OF THE DIRECTORS AND THE SUBSTANTIAL SHAREHOLDERS

Save as disclosed below and in **paragraphs 1.7, 3.1** and **8.2** of this Circular, none of the Directors or Substantial Shareholders has any interest, direct or indirect, in the Proposed Acquisition and the Share Issue.

10.1 **Directors**. The shareholdings registered in the name of the Directors or nominees as recorded in the Register of Directors' Shareholdings as at the Latest Practicable Date are set out below:

	Direct Interest		Deemed Interest			Number of Options under Top Global Share Option Scheme 2011
Director	**No. of Shares**	**%**	**No. of Shares**	**%**	**Number of Warrants**	
Madam Sukmawati	5,815,981,000	50.93	360,000,000	3.15	3,661,985,936	168,270,000
Hano Maeloa	360,000,000	3.15	–	–	270,000,000	168,270,000
Jennifer Chang Shyre Gwo	7,800,000	0.07	–	–	6,100,000	80,000,000

10.2 Substantial Shareholders. The shareholdings registered in the name of the Substantial Shareholders or nominees as recorded in the Register of Substantial Shareholders as at the Latest Practicable Date are set out below:

Substantial Shareholder	Direct Interest		Deemed Interest		Number of Warrants	Number of Options under Top Global Share Option Scheme 2011
	No. of Shares	%	No. of Shares	%		
Madam Sukmawati	5,815,981,000	50.93	360,000,000	3.15	3,661,985,936	168,270,000

10.3 Abstentions. As the Proposed Acquisition is an interested person transaction, Madam Sukmawati will abstain, and has undertaken to ensure that her associates will abstain, from voting on the ordinary resolution to approve the Proposed Acquisition at the EGM to be convened (or any adjournment thereof). In addition, each of Hano Maeloa and Mimi Yuliana Maeloa, being immediate family members of Madam Sukmawati will also abstain, and will ensure that their associates will abstain, from voting on the ordinary resolution to approve the Proposed Acquisition at the EGM to be convened (or any adjournment thereof). Further, Madam Sukmawati, Hano Maeloa and Mimi Yuliana Maeloa will not, and will ensure that their associates do not, accept any proxy nominations from Shareholders.

11. IFA OPINION, AUDIT COMMITTEE'S VIEW AND INDEPENDENT DIRECTORS' RECOMMENDATION

11.1 IFA Opinion. Stirling Coleman Capital Limited has been appointed as the IFA in relation to the Proposed Acquisition (including the Share Issue). Shareholders should consider carefully the recommendation of the Independent Directors and the opinion of the IFA to the Independent Directors. The advice of the IFA is set out in its letter to the Independent Directors dated 29 September 2014 (the "**IFA Letter**"), which is set out in **Appendix 1** to this Circular.

Based on the considerations set out in the IFA Letter, the IFA is of the opinion that the Proposed Acquisition (including the Share Issue) is on normal commercial terms and is not prejudicial to the interests of the Company and its minority Shareholders.

11.2 View of the Audit Committee. The Audit Committee (save for Mimi Yuliana Maeloa, who has abstained as she is an immediate family member of Madam Sukmawati) has considered the terms of the Proposed Acquisition (including the Share Issue) and the opinion of the IFA set out in the IFA Letter. The Audit Committee is of the view that the Proposed Acquisition (including the Share Issue) is on normal commercial terms and is not prejudicial to the interests of the Company and its minority Shareholders.

11.3 Independent Directors' Recommendation. Having considered, *inter alia*, the terms, financial effects and rationale of the Proposed Acquisition (including the Share Issue) and the opinion of the IFA set out in the IFA Letter that the Proposed Acquisition (including the Share Issue) is on normal commercial terms and is not prejudicial to the interests of the Company and its minority Shareholders, the Independent Directors are of the view that the Proposed Acquisition (including the Share Issue) is on normal commercial terms and is not prejudicial to the interests of the Company and its minority Shareholders.

Accordingly, they recommend that Shareholders VOTE IN FAVOUR of the Ordinary Resolution relating to the Proposed Acquisition (including the Share Issue) to be proposed at the EGM.

11.4 No Regard to Specific Objectives. In giving the above recommendation, the Independent Directors have not had regard to the general or specific investment objectives, financial situation, tax position, risk profiles or unique needs and constraints of any individual Shareholder. As each Shareholder would have a different investment portfolio, objectives and considerations, the Independent Directors recommend that any individual Shareholder who may require specific advice in relation to his investment portfolio should consult his stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

12. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages N-1 to N-2 to this Circular, will be held at Regent Hotel, Nassim Room, Level 3, 1 Cuscaden Road, Singapore 249715, on 14 October 2014 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without any modifications, the Ordinary Resolution as set out in the Notice of EGM.

A Depositor will not be regarded as a Shareholder entitled to attend the EGM and to speak and vote thereat unless he is shown to have Shares entered against his name in the Depository Register, as certified by CDP as at 48 hours before the EGM.

13. ACTION TO BE TAKEN BY SHAREHOLDERS

If a Shareholder is unable to attend the EGM and wishes to appoint a proxy to attend and vote on his behalf, he should complete, sign and return the attached Proxy Form in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the registered office of the Company at 1 Scotts Road, #20-03 Shaw Centre, Singapore 228208 not later than 10.00 a.m. on 12 October 2014. Completion and return of the Proxy Form by a Shareholder will not prevent him from attending and voting at the EGM if he so wishes.

14. RESPONSIBILITY STATEMENTS

14.1 **Directors**. The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Acquisition, the Share Issue, the Company, the Group and the Enlarged Group, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been supplied by Suryamas or the Suryamas Group, extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

14.2 **Suryamas Directors**. The Suryamas Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular in respect of the Proposed Acquisition, Suryamas and the Suryamas Group, and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Acquisition, Suryamas and the Suryamas Group, and the Suryamas Directors are not aware of any facts the omission of which would make any statement relating to such information misleading.

15. CONSENTS

15.1 **IFA**. Stirling Coleman Capital Limited has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of and references to its name and its report dated 29 September 2014 and attached to this Circular as **Appendix 1** in the form and context in which they appear in this Circular.

15.2 **Valuer**. Asia Valuation & Advisory Services Pte Ltd has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of and references to its name and its report dated 1 July 2014 and attached to this Circular as **Appendix 2** in the form and context in which they appear in this Circular.

15.3 **Auditors / Reporting Auditor**. Nexia TS Public Accounting Corporation has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of and references to its name and its reports dated 29 September 2014 and attached to this Circular as **Appendices 9** and **10** in the form and context in which they appear in this Circular.

15.4 **Property Valuer**. IHOT, Dollar & Raymond has given and has not withdrawn its written consent to the issue of this Circular with the inclusion herein of and references to its name in the form and context in which they appear in this Circular.

15.5 **Legal Adviser as to Singapore Law**. Allen & Gledhill LLP, the legal adviser to the Company as to Singapore law, has given and has not withdrawn its written consent to the issue of this Circular with the inclusion herein of and references to its name in the form and context in which they appear in this Circular.

15.6 **Legal Adviser as to Indonesian Law**. Lasut*Lay* & Pane, the legal adviser to the Company as to Indonesian law, has given and has not withdrawn its written consent to the issue of this Circular with the inclusion herein of and references to its name in the form and context in which they appear in this Circular.

16. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at 1 Scotts Road, #20-03 Shaw Centre, Singapore 228208, during normal business hours from the date of this Circular up to the date of the EGM:

(a) the Amended Share Purchase Agreement (including the Supplemental Agreements);

(b) the IFA Letter;

(c) the Valuation Report;

(d) the annual reports of the Company for FY2011, FY2012 and FY2013 and the Group 1Q2014 Results;

(e) the Suryamas Financial Results;

(f) the Reporting Auditor's Report;

(g) the Memorandum and Articles of Association of the Company; and

(h) the letters of consent referred to in **paragraph 15** of this Circular.

17. ADDITIONAL INFORMATION

Your attention is drawn to the further relevant information which is set out in the Appendices to this Circular.

Yours faithfully
For and on behalf of
the Board of Directors of
TOP GLOBAL LIMITED

Jennifer Chang Shyre Gwo
Executive Director and Chief Operating Officer

LETTER FROM STIRLING COLEMAN CAPITAL TO THE INDEPENDENT DIRECTORS OF TOP GLOBAL LIMITED

STIRLING COLEMAN CAPITAL LIMITED
(Company registration no.200105040N)
4 Shenton Way #07-03
SGX Centre 2
Singapore 068807

29 September 2014

To: The Independent Directors of
Top Global Limited
1 Scotts Road
#20-03 Shaw Centre
Singapore 228208

Dear Sirs

INDEPENDENT FINANCIAL ADVISER'S ADVICE IN RESPECT OF:

THE PROPOSED ACQUISITION OF 3,412,821,351 ORDINARY SHARES IN THE CAPITAL OF PT SURYAMAS DUTAMAKMUR, TBK. ("SURYAMAS"), REPRESENTING APPROXIMATELY 71.52% OF THE ISSUED SHARE CAPITAL OF SURYAMAS

*For the purpose of this letter, capitalised terms not otherwise defined shall have the meaning given to them in the circular dated 29 September 2014 to the shareholders of Top Global Limited ("**Circular**").*

1. INTRODUCTION

On 10 December 2013, the Company announced that it had entered into the Share Purchase Agreement with the Vendors and Madam Sukmawati to acquire 3,412,821,351 issued ordinary shares in the capital of Suryamas, representing approximately 71.52% of the issued share capital of Suryamas, on the terms and subject to the conditions therein.

As agreed between the Vendors, the Company and Madam Sukmawati, the Purchase Consideration for the Proposed Acquisition is S$152,951,535. Pursuant to the terms of the Share Purchase Agreement, the Purchase Consideration was originally to be satisfied by the allotment and issuance of 13,000,0000,000 Shares and 5,000,000,000 options to Madam Sukmawati. Subsequent to the Agreement Date, the Company had entered into the following supplemental agreements with the Vendor and Madam Sukmawati to amend certain terms of the Share Purchase Agreement, including *inter alia*, the number of Shares to be issued to Madam Sukmawati pursuant to the Proposed Acquisition:

(a) the First Supplemental Agreement dated 10 June 2014, and

(b) the Second Supplemental Agreement dated 4 September 2014.

Pursuant to the terms of the First Supplemental Agreement, it was agreed, *inter alia*, that the Purchase Consideration will be satisfied by the allotment and issuance of 19,000,000,000 Consideration Shares and 5,000,000,000 options to Madam Sukmawati, instead of 13,000,000,000 Shares and 5,000,000,000 options as initially contemplated under the Share Purchase Agreement. Pursuant to the terms of the Second Supplemental Agreement, it was further agreed, *inter alia*, that the Purchase Consideration will be satisfied by the allotment and issuance of the Consideration Shares to Madam Sukmawati only and the Company will not allot and issue any options to Madam Sukmawati pursuant to the Proposed Acquisition. There is no change in the agreed Purchase Consideration.

The Vendors are directly or indirectly controlled by Madam Sukmawati. As at the Latest Practicable Date, Madam Sukmawati owns approximately 50.93%. of the issued share capital of the Company, and is a Director and controlling shareholder of the Company. The Vendors are therefore considered associates of Madam Sukmawati for the purposes of Chapter 9 of the Listing Manual and accordingly, the Proposed Acquisition is an interested person transaction under Chapter 9 of the Listing Manual. The Proposed Acquisition is also a very substantial acquisition for the purposes of Chapter 10 of the Listing Manual.

As such, the Proposed Acquisition, which is both an interested person transaction and a very substantial acquisition, is subject to Shareholder's approval at the EGM.

Stirling Coleman Capital Limited ("**Stirling Coleman**") has been appointed as the independent financial adviser, to render a written opinion to the Independent Directors for the purpose of making the recommendation to Shareholders on whether the Proposed Acquisition is on normal commercial terms and is prejudicial to the interests of the Company and its minority Shareholders.

2. TERMS OF REFERENCE

Our opinion, by way of this letter, will be rendered for the use and benefit of the Independent Directors for their deliberations on whether the Proposed Acquisition is on normal commercial terms and is prejudicial to the interests of the Company and its minority Shareholders.

We have not been involved in any aspect of the negotiations concerning the Proposed Acquisition, nor have we been involved in the deliberations leading up to the decision by the Board to enter into the Proposed Acquisition. We do not, by this IFA Letter warrant the merits of the Proposed Acquisition other than to form an opinion for the purposes as stated above. Our terms of reference do not require us to evaluate or comment on the rationale for, strategic, legal, commercial or financial merits and/or risks of the Proposed Acquisition.

The scope of our appointment does not require us to conduct a comprehensive independent review of the business, operation or financial condition of the Group or Suryamas and we do not express, a view on the future growth prospects, value and earnings potential of the Group or Suryamas. It is also not within our terms of reference to address the relative merits of the Proposed Acquisition as compared to any alternative transaction (if any) previously considered by the Company (or its Shareholders) that might be otherwise available in the future.

In arriving at our opinion thereon, we have not relied upon any financial projections or forecasts in respect of the Company, the Group, or Suryamas. Our terms of reference do not require us to express and we do not express any view on the future growth prospects, financial position and earnings potential of the Group and Suryamas after the completion of the Proposed Acquisition. We therefore do not make any projection as to the future financial performance of the Group and Suryamas after the completion or expiry of the Proposed Acquisition or the prices at which the Shares may trade upon completion of the Proposed Acquisition.

In arriving at our opinion and recommendation, we have conducted discussions with the Directors and management of the Company and have relied to a considerable extent on the information set out in the Circular, other public information collated by us and the information, representations, opinions, facts and statements provided to us, whether written or verbal, by the Group and its other professional advisers. We have relied upon and assumed the accuracy without having independently verified such information provided or any representation or assurance made by them, whether written or verbal, and accordingly cannot and do not make any representation or warranty, expressly or impliedly, in respect of, and do not accept any responsibility for, the accuracy, completeness or adequacy of such information, representation or assurance. In particular, we have not conducted a comprehensive review of the business operations and financial condition of the Company or the Group, nor have we independently assessed whether or not such information represents a true and fair position of the financial, operating and business affairs of the Company or the Group at any time or as at the Latest Practicable Date, being 16 September 2014. However, we have made such enquiries and exercised our judgment, as we deemed necessary and have found no reason to doubt the reliability of such information and representations made to us. The information which we relied on were based upon market, economic, industry, monetary and other conditions prevailing as at the Latest Practicable Date and may change significantly over a relatively short period of time. We assume no responsibility to update, revise, or affirm our opinion in light of any subsequent development after the Latest Practicable Date that may affect our opinion contained herein. Accordingly, we do not express an opinion herein as to the prices at which the Shares of the Company may trade in the absence of the Proposed Acquisition or if the Proposed Acquisition does not go through.

We have also relied upon the responsibility statement that the Circular has been reviewed and approved by the Directors (including those who may have delegated detailed supervision of the Circular) who have taken all reasonable care to ensure that the facts stated and all opinions expressed in the Circular are fair and accurate and that no material facts have been omitted the omission of which would make any statement in the Circular misleading, and they jointly and severally accept responsibility accordingly.

We have been furnished with the Valuation Report dated 1 July 2014 for the 71.52% equity interest in Suryamas. With respect to such a valuation report, we are not experts and do not hold ourselves to be experts in the evaluation of the 71.52% equity interest in Suryamas and have relied upon the Valuation Report prepared by Asia Valuation & Advisory Services Pte Ltd, the independent valuer appointed by the Company to conduct an independent valuation on the 71.52% equity interest in Suryamas. The Valuation Report is set out in **Appendix 2** of the Circular.

We have not made an independent evaluation or appraisal of the assets and liabilities (including without limitation, property, plant and equipment) of Suryamas. As such, we will be relying on the disclosures and representations made by Suryamas on the value of the assets and liabilities of Suryamas as extracted from Suryamas' audited consolidated financial statements for FY2011, FY2012 and FY2013 and the unaudited consolidated accounts for the 3-month period ended 31 March 2014.

In rendering our services, we have not had regard to the specific investment objectives, financial situation, tax position, tax status, risk profiles or particular needs and constraints or circumstances of any individual Shareholder. As each Shareholder would have different investment objectives and profiles, we would advise you to recommend that any individual Shareholder who may require specific advice in the context of his specific investment objectives or portfolio should consult his stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

The Company has been separately advised by its own advisers in the preparation of the Circular. We have had no role or involvement and have not provided any advice, financial or otherwise, whatsoever in the preparation, review and verification of the Circular (other than this letter). Accordingly, we take no responsibility for and express no views, expressed or implied, on the contents of the Circular (other than this letter). A copy of this letter will be reproduced in the Circular

Our recommendation in respect of the Proposed Acquisition, as set out in Paragraph 11.1 of the Circular, should be considered in the context of the entirety of this letter and the Circular.

3. THE PROPOSED ACQUISITION

By virtue of a conditional share purchase agreement dated 10 December 2013 ("**Share Purchase Agreement**"), as amended by the First Supplemental Agreement dated 10 June 2014 and the Second Supplemental Agreement dated 4 September 2014 ("**Supplemental Agreements**", the Share Purchase Agreement as amended by the Supplemental Agreements, the "**Amended Share Purchase Agreement**"), entered into between Asia Capital Holding Limited, PT. Surya Pembangunan Utama, PT. Niaganusa Indomakmur and Alera Financial Corp. (collectively, the "**Vendors**"), the Company and the Executive Chairman of the Company, Oei Siu Hoa @ Sukmawati Widjaja ("**Madam Sukmawati**"), the Company agreed to acquire 3,412,821,351 issued ordinary shares in the capital of Suryamas (the "**Target Shares**"), representing approximately 71.52%. of the issued share capital of Suryamas (the "**Target Shares**"), on the terms and subject to the conditions therein (the "**Proposed Acquisition**").

As agreed between the Vendors, the Company and Madam Sukmawati, the purchase consideration for the Proposed Acquisition is S$152,951,535 ("**Purchase Consideration**"). Pursuant to the terms of the Amended Share Purchase Agreement, the Purchase Consideration is to be fully satisfied by the allotment and issuance of 19,000,000,000 Consideration Shares[1] at the issue price of S$0.008 (the "**Issue Price**")[2] per Consideration Share to Madam Sukmawati (the "**Share Issue**") only and the Company will not allot and issue any options to Madam Sukmawati pursuant to Proposed Acquisition.

The Vendors are directly or indirectly controlled by Madam Sukmawati and therefore considered associates of Madam Sukmawati for the purposes of Chapter 9 of the Listing Manual.

3.1 Information on Suryamas Group

Suryamas is a company incorporated in Indonesia and its business is primarily divided into two broad categories namely real estate development, and golf course and hospitality:

(a) **Real Estate Development Business.** Suryamas is primarily involved in developing real estate properties and sells land and houses in Indonesia. Its real estate development projects include the Rancamaya Estate, the Harvest City Project in Cileungsi, the Mahogany Residence Project in Cibubur and the Royal Tajur Project in Tajur, Bogor; and

(b) **Golf Course and Hospitality Businesses.** Suryamas also operates a golf course, country club and hotel in Indonesia. Its golf course and hospitality projects are Rancamaya Golf & Country Club Resort which comprises 10 villas and conference venues and R Hotel Rancamaya at Rancamaya, Bogor which held its soft opening on 25 July 2014.

Other ancillary businesses of the Suryamas Group include real estate management and educational services etc. Further information on the businesses and projects of the Suryamas Group are set out in **Section 3.2** entitled "**Business Overview**" in **Appendix 3** to the Circular and the revenue performance of the projects undertaken by the Suryamas Group is set out in **Section 6.11.6** entitled "**Breakdown of Revenue by Business Segments**" in **Appendix 3** to the Circular.

1 19,000,000,000 Consideration Shares represent approximately 166.4% of the issued share capital of the Company as at the Latest Practicable Date.

2 The Issue Price is derived at by dividing the Purchase Consideration of S$152,951,535 by 19,000,000,000 Shares, and rounded to the nearest three decimal places.

3.2 Purchase Consideration

Pursuant to the terms of the Amended Share Purchase Agreement, the Purchase Consideration will be fully satisfied by the allotment and issuance of the Consideration Shares at the Issue Price to Madam Sukmawati. The Purchase Consideration is agreed to be S$152,951,535, comprising 19,000,000,000 Shares to be issued at the issue price of S$0.008 which is comparable to the volume weighted average price ("**VWAP**") of the Shares of approximately S$0.0078 transacted on the SGX-ST on 9 December 2013 (being the last full Market Day on which the Shares were traded on the SGX-ST prior to the date of the Share Purchase Agreement).

The Consideration Shares to be issued shall rank *pari passu* in all respects with the existing Shares as at the date of their issue.

The Purchase Consideration was arrived at on a willing seller willing buyer basis after taking into account various factors such as the existing assets, financial position, indicative valuation and business prospects of Suryamas. The open market value of the Target Shares was also taken into account. However, considering the low trading liquidity of Suryamas Shares, the traded prices of Suryamas Shares may not be a meaningful indicator of Suryamas' market value.In arriving at the indicative valuation of Suryamas, industry market comparable data and the estimated market value of the assets of Suryamas were considered. In addition to the above factors, the market capitalisation of the Company was also considered in determining the Consideration Shares to be issued by the Company to Madam Sukmawati in satisfaction of the Purchase Consideration.

The Issue Price:

(i) represents a premium of approximately 2.6%. to the VWAP of the Shares of approximately S$0.0078 transacted on the SGX-ST on 9 December 2013 (being the last full Market Day on which the Shares were traded on the SGX-ST prior to the Announcement); and

(ii) is equivalent to the TGL Share Market Value.

3.3 Valuation of the Target Shares

The Company has commissioned Asia Valuation & Advisory Services Pte Ltd (the "**Valuer**") on a fixed fee basis to undertake an independent valuation of the Target Shares. The Valuer has been fully paid by the Company.

The Valuer was incorporated in Singapore and it is currently based in Singapore and Hong Kong. The Valuer provides transaction-based advisory services, primarily focusing on independent valuation services. Their valuation expertise covers all classifications of tangible and intangible with the focus on four key competencies: financial valuation, intangible asset valuation, equipment valuation and real estate valuation. The Valuer has prior experience in providing valuation services to companies listed on the SGX-ST, which include, *inter alia*, Asia Power Corporation Ltd, CMZ Holdings Ltd, FDS Networks Ltd, Juken Technology Ltd, Oriental Food Holdings Ltd, OKH Global Ltd and SIIC Environment Holdings Ltd.

In assessing the Valuer's competence, the Company has taken into account the Valuer's profile, experience and the credentials of its key personnel. After considering the proposals and quotes from other valuers, the Company appointed the Valuer**.**

Based on the Valuation Report dated 1 July 2014, the valuation of the Target Shares, being 71.52%. interest in the issued share capital of Suryamas represented by the Target Shares, on the basis of fair value is IDR2,737,000,000,000 (equivalent to approximately S$306,000,000 based on the closing exchange rate of S$1.00:IDR8,951 as at March 2014). Further information on the Valuation Report including the valuation methodology is set out in **Appendix 2** to the Circular.

3.4 Conditions

Pursuant to the terms of the Amended Share Purchase Agreement, Completion is conditional upon the satisfaction or waiver (as the case may be) of, inter alia, the following Conditions prior to Completion, or their satisfaction subject only to Completion:

(a) the passing at a general meeting of the Company (or any adjournment thereof) of resolutions to approve:

(i) the purchase of the Target Shares; and

(ii) the giving of authority to the Directors to issue the Consideration Shares;

(b) the approval of the SGX-ST having been obtained for the listing, quotation and trading of the Consideration Shares on the Mainboard of the SGX-ST, and, where such approval is subject to any condition, such condition being complied with on or prior to Completion;

(c) no event which has or is likely to have a material adverse effect on the turnover, profitability, financial or trading position or prospects of Suryamas, not being an event affecting or likely to affect generally all companies carrying on similar businesses in countries in which they carry on business, has occurred prior to Completion;

(d) the completion of due diligence investigations of the Suryamas Group (which excludes for the avoidance of doubt the Vendors) by the Company and its respective professional advisers and consultants and the results thereof being satisfactory to the Company at its sole discretion;

(e) the approval of the SGX-ST having been obtained for the purchase of the Target Shares by the Company, being a very substantial acquisition under Chapter 10 of the Listing Manual, and, where such approval is subject to any condition, such condition being complied with on or prior to Completion;

(f) the Vendors' warranties and representations under the Amended Share Purchase Agreement (the "**Vendors' Warranties**") being true, accurate and not misleading at Completion;

(g) there being no law or regulation adopted or coming into force after the Agreement Date until Completion which makes unlawful or otherwise prohibits the sale or purchase of any of the Target Shares to the Company in accordance with the terms of the Amended Share Purchase Agreement; and

(h) where the terms of any contract entered into by a company in the Suryamas Group contain any right to terminate exercisable prior to or as a result of any matter contemplated by the Amended Share Purchase Agreement or where the consent of creditors of any company in the Suryamas Group is required, written confirmation in a form and on terms (if any) satisfactory to the Company by the relevant counterparties and creditors, of the waiver of any such right to terminate.

Further details on the Vendors' Warranties are set out in **Appendix 11** to the Circular.

If the Conditions set out in the Amended Share Purchase Agreement are not fulfilled, satisfied or waived on or before 31 December 2014 or such later date as may be agreed between the Company, Madam Sukmawati and the Vendors, each of the Company, Madam Sukmawati and the Vendors has the right to terminate the Amended Share Purchase Agreement in its sole discretion and no party shall claim any rights against the other parties, save for any claims arising from antecedent breaches of the Amended Share Purchase Agreement.

As at the Latest Practicable Date:

(a) in respect of **paragraph 3.4(b)** of this letter, the SGX-ST has on 15 September 2014 granted its approval in-principle for the listing and quotation of the Consideration Shares, subject to the following conditions:

(i) compliance with the SGX-ST's listing requirements*;*

(ii) independent shareholders' approval being obtained for the Proposed Acquisition and for all other necessary and relevant proposals to be put forth at the forthcoming EGM;

(iii) the Proposed Acquisition will not result in a change in control of the Company; and

(iv) submission of the following:

1. a written confirmation from the Company that the signed moratorium agreements with the relevant parties pursuant to Rule 227 of the Listing Manual (as described in **Paragraph 7** of this Circular) are in accordance with the requirements of Rules 228 and 229 of the Listing Manual;

2. a written confirmation from the Company that the Acquisition has complied with Rule 1015(2) of the Listing Manual; and

3. a written undertaking from each of the directors of the Company in the form as prescribed by the SGX-ST.

The SGX-ST's approval in-principle for the listing and quotation of the Consideration Shares is not to be taken as an indication of the merits of the Proposed Acquisition, the Consideration Shares, the Company and/or its subsidiaries;

(b) in respect of **paragraph 3.4(d)** of this letter, the Company has completed the due diligence investigations of the Suryamas Group and the results thereof are satisfactory to the Company; and

(c) in respect of **paragraph 3.4(e)** of this letter, the SGX-ST has on 15 September 2014 advised that it has no comments on the Circular.

3.5 Further Information

Further information on the Suryamas Group, including the financial performance and position of the Suryamas Group, is set out in **Appendix 3** to the Circular.

Further details on the Proposed Acquisition are set out in the Circular. Shareholders are advised to read them carefully.

4. ASSESSMENT OF THE PROPOSED ACQUISITION

In assessing the terms of the Proposed Acquisition, we have performed, among other things, the following analysis which we consider to have a significant bearing on our assessment:

(i) Rationale for the Proposed Acquisition;

(ii) Principal Business of the Enlarged Group;

(iii) Competitive Strengths of the Enlarged Group;

(iv) Financial performance and position of the Group and Suryamas;

(v) Reasonableness of the Purchase Consideration based on the:

a. Fair Valuation of Suryamas

b. Net asset value ("**NAV**") and Net tangible asset ("**NTA**") of Suryamas;

c. Historical trading activity of Suryamas;

d. Comparable companies analysis of Suryamas;

e. Precedent transactions analysis on IPT acquisitions by companies listed on the Singapore Stock Exchange ("**SGX-ST**");

f. Precedent transactions analysis on acquisitions of real estate companies listed on the Indonesia Stock Exchange ("**IDX**")

(vi) Reasonableness of Issue Price based on the:

a. Historical Share Price Analysis of the Group;

b. Comparison of Issue Price against the volume weighted average price ("**VWAP**") of the Shares of the Group;

c. Precedent transactions analysis on IPT acquisitions with shares issuance on the SGX-ST

d. NAV/NTA per Share of the Group;

(vii) Financial effects of the Proposed Acquisition on the Group;

(viii) Other Relevant Considerations.

4.1 Rationale for the Proposed Acquisition

The following section on the rationale for the Proposed Acquisition is reproduced from **paragraph 1.2** of the Circular, and all terms and expressions used in the extract below shall bear the same meanings as attributed to them in the Circular unless otherwise stated:

*"**Additional Sources of revenue and diversification of business and geographical risk**. It is in the interest of the Company to expand its businesses overseas to provide additional sources of revenue and diversify the Company's existing businesses and the geographical risk of the Group. Incorporated in 1989, Suryamas is an established and resilient entity with a strong foundation and it has withstood and survived the turmoil and various economic and political challenges in Indonesia over the last 25 years. More importantly, Suryamas also holds a large land bank that could provide the Group with growth certainty in the near future.*

***Financial effects of the Proposed Acquisition**. The Proposed Acquisition, which will result in Suryamas becoming a subsidiary of the Company, is expected to be earnings-accretive to the Group on a pro forma basis. The Proposed Acquisition would increase the earnings per Share of the Group for FY2013 from the loss of 0.0465 cents per Share to the profit of 0.0023 cents per Share on a pro forma basis. The Proposed Acquisition is also expected to improve the gearing, cash flows and working capital of the Group. Please refer to **paragraph 6** of this Circular for further information on the pro forma financial effects of the Proposed Acquisition.*

***Access to Indonesian property market**. Indonesia is one of the fastest growing countries in the region with a large population base. The Proposed Acquisition will allow the Company immediate access to the Indonesian property market and enhance its vision to be a leading property developer in the region, especially when the property market in Singapore is under pressure due to the cooling measures introduced by the Singapore government.*

Good synergies and enhanced fund-raising capabilities with larger asset and equity base*. Generally, the Company specialises in the development of residential buildings while Suryamas focuses on hotel, golf and country club (comprising villas and conference venues), as well as landed residential projects. Following Completion, the Company and Suryamas will work towards consolidating and strengthening each of their existing businesses through leveraging on each other's core strengths, skill sets and expertise. The Enlarged Group will have a larger asset and equity base, which will enhance the Company's fund-raising capabilities, while the increased economies of scale are also likely to generate improvements in operational efficiency.*

Facilitation of possible corporate exercise*. Further, the Directors note the recent changes introduced by the Monetary Authority of Singapore and SGX-ST in respect of the imposition of the minimum trading price of S$0.20 per share on the companies listed on the Mainboard of the SGX-ST. The Proposed Acquisition will increase the size and scale of the Group and therefore facilitate any share consolidation exercise that may be undertaken in the future by the Company to comply with such minimum trading price requirement."*

4.2 Principal Business of the Enlarged Group

The existing core businesses of the Group is in real estate development, property investment and facility management in Singapore. The Suryamas Group is currently engaged in the business of developing real estate properties as well as selling land and houses in Indonesia. The Suryamas Group also develops and operates a golf course, country club (comprising villas and conference venues) and hotel in Indonesia. Following Completion, the Enlarged Group will continue the existing operations of the Group and the Suryamas Group while exploring opportunities for the Enlarged Group to further grow its businesses.

4.3 Competitive Strengths of the Enlarged Group

The following section on the key competitive strengths of the Enlarged Group is reproduced from **paragraph 4.6** of the Circular, and all terms and expressions used in the extract below shall bear the same meanings as attributed to them in the Circular unless otherwise stated:

"*The key competitive strengths of the Enlarged Group are set out as follows:*

(a) Synergies and certainty of land bank

Generally, the Company specialises in the development of residential buildings while Suryamas focuses on hotel, golf and country club (comprising villas and conference venues), as well as landed residential projects. Following Completion, the Company and Suryamas will work towards consolidating and strengthening each of their existing businesses through leveraging on each other's core strengths, skill sets and expertise. The Enlarged Group will have a larger asset and equity base, which will enhance the Company's fund-raising capabilities, while the increased economies of scale are also likely to generate improvements in operational efficiency. The Proposed Acquisition would also provide the Enlarged Group with growth certainty owing the to certainty of land bank held by Suryamas. The Enlarged Group will strive to maintain a diversified portfolio of investment properties, including retail shop units, commercial office units and apartments. With respect to the Enlarged Group's real estate development business, the Company expects to develop more medium-sized residential real estate projects while maintaining a diversified portfolio of investment properties, including retail shop units, commercial office units and apartments.

(b) Access to the growing Indonesia property market

The Suryamas Group has been in the property-related businesses for more than 20 years and has established itself as a reliable developer of residential properties in Indonesia over the years. To date, the Suryamas Group has developed three major residential property projects, namely the Rancamaya Estate, Harvest City Project and Royal Tajur Project. The Enlarged Group will continue to capitalise on the continuing demand for private residential properties in Indonesia and the expected growth of the Indonesian property market.

(c) Diversified Risk

By having operations in Singapore and Indonesia as well as potentially other parts of Asia, Europe and the United States of America, the geographical risk of the Enlarged Group will not be concentrated in a single country. In addition, in the event that the Enlarged Group expands its operations in the hospitality and recreational sectors of the real estate industry, the operational risk of the Enlarged Group will also be diversified away from an overconcentration in the residential property sector.

(d) Greater access to sources of financing and more fund-raising opportunities

Based on 1Q2014 Results and the Group 1Q2014 Results, the Enlarged Group will have a combined NTA (excluding non-controlling interests) of S$299,549,000 on a pro forma basis. The table below sets out the adjustments made in arriving at the combined NTA (excluding non-controlling interests) of the Enlarged Group for 1Q2014 on a pro forma basis:

	S$ (million)
Per consolidated statement of financial position of the Company	*133*
Per consolidated statement of financial position of Suryamas	*234*
Acquisition costs to be incurred 1Q 2014	*(1)*
Effects of acquisition	*(63)*
Profit or loss attributed to non-controlling interests	*(4)*
Combined NTA (excluding non-controlling interests) for 1Q2014 on a pro forma basis	*299*

Consequently, the increased size of the Enlarged Group should provide it with access to external bank borrowings on more favourable terms and any issuance of new securities by the Enlarged Group will also potentially be more attractive to investors.

(e) Solid background of the Executive Chairman and extensive network of business relationships

The Executive Chairman of the Company, Madam Sukmawati, who is also the Vice-Chairman of the family-controlled Sinar Mas group of companies, has built up a strong track record in sectors as diverse as property, banking and agriculture. She was instrumental in maintaining the Sinar Mas group's status as one of Indonesia's top conglomerates, with interests ranging from palm oil to food and property development. She also has extensive experience in investment and was actively involved in numerous high-profile mega projects, for instance, Plaza BII (a major office building in Indonesia). Over the years, she has developed pivotal businesses as well as personal connections worldwide. Madam Sukmawati was previously involved in the initial public offering of several Asian companies, such as the listing of China Tire Holdings Limited on the New York Stock Exchange in 1993 and the listing of PT Duta Pertiwi TBK on IDX in 1994. Her business connections and experience should prove invaluable as the Enlarged Group expands in Asia and other countries.

(f) Dedicated and experienced management team

The Executive Chairman of the Company, Madam Sukmawati, has more than 40 years of experience in numerous fields, including real estate development, banking, finance and manufacturing in Indonesia, China, Hong Kong, Singapore, other parts of Southeast Asia and the United States of America.

The Executive Chairman of the Company, Madam Sukmawati, is also the founder and controlling shareholder of Suryamas. In 1994, as founder and the then Chairman of Suryamas, Madam Sukmawati conceptualised and built Suryamas (including the development of the Rancamaya Project). Although Madam Sukmawati does not presently hold an executive position in Suryamas, she remains the controlling shareholder of Suryamas and she is consulted in the strategic planning of Suryamas' businesses.

The Chief Executive Officer and Executive Director of the Company, Hano Maeloa, who is the son of Madam Sukmawati, has valuable investment experience and has many excellent business contacts throughout the Asia-Pacific region. His business management experience spans a multitude of industries ranging from banking, securities and fund management to real estate and golf and country club as well as shipping and food and beverage.

The Enlarged Group will have a relatively simple and flat corporate structure. The management team will adopt a hands-on approach towards managing the businesses and will work very closely with the staff at all levels of the Enlarged Group. Hence, the Company believes that this will give it an advantage over its major competitors who operate on a larger scale as the Enlarged Group will be able to respond faster to changes in market conditions. The respective management teams of the Group and the Suryamas Group have, on average, more than 10 years of experience in property-related businesses and will remain in place to drive the future performance of the property business of the Enlarged Group."

4.4 Financial performance and position of the Group and Suryamas

4.4.1 Financial performance and position of the Group

A summary of the audited consolidated results of the Group for FY2012 and FY2013, and the unaudited interim results for the 3 months ended 1 March 2014 ("**1Q2014**") and 1 March 2013 ("**1Q2013**") as extracted from the unaudited financial statements of the Group for 1Q2014, and the FY2013 annual report are set out below:

Table 1: The Group's Income Statement

S$'000	1Q2014 Unaudited	1Q2013 Unaudited	FY2013 Audited	FY2012 Audited
Revenue	4,685	1,300	14,039	5,541
Gross profit	1,193	730	4,334	3,914
Gross profit margin	25.5%	56.2%	30.9%	70.6%
(Loss) / Profit before tax	(683)	(1,952)	(5,411)	15,443[(1)]
(Loss) / Profit attributable to equity holders of the Company	(677)	(1,917)	(5,336)	15,599
Basic (loss) / earnings per share (EPS) (Singapore cents)	(0.006)	(0.017)	(0.05)	0.140

Note:

(1) The FY2012 profit before tax includes a gain on disposal of S$21.2 million arising from the completion of sale of the Group's 30% interest in each of the Capitol Companies on 28 May 2012 accounted for under "Other income"

Table 2: The Group's Balance Sheet			
S$'000	**1Q2014 Unaudited**	**FY2013 Audited**	**FY2012 Audited**
Current assets	267,731	277,009	278,116
Current liabilities	20,133	22,488	20,125
Working Capital	247,598	254,521	257,991
Non-current assets	19,606	19,367	16,628
Non-current liabilities	134,465	140,480	137,434
Total Assets	287,337	296,376	294,744
Total Liabilities	154,598	162,968	157,559
Equity attributable to owners	132,884	133,547	137,294

We note the following:

(i) Revenue increased approximately 153.4% from S$5.54 million in FY2012 to S$14.04 million in FY2013, and increased approximately 260.8% from S$1.30 million in 1Q2013 to S$4.69 million in 1Q2014. The increase in revenue is mainly due to revenue from the sale of developmental properties from the Braddell and Bartley projects;

(ii) Profit attributable to equity holders decreased from S$15.60 million in FY2012 to a net loss of S$5.41 million in FY2013. The profit attributable to equity holders in FY2012 comprised largely of a one-time S$21.2 gain from the completion of sale of the Group's 30% interest in each of the Capitol Companies on 28 May 2012. Quarter to quarter, profit attributable to equity holders improved from a net loss of S$1.92 million in 1Q2013 to a net loss of S$0.68 million in 1Q2014 mainly due to the higher contribution from sale of development properties from the Braddell and Bartley projects in 2014;

(iii) Total assets as at 1Q2014 is S$287.34 million, which is S$9.04 million lower than the total asset as at FY2013, mainly attributable to the outflow of cash as a result of the repayment of bank borrowings and payments to the main contractor for Braddell and Bartley Projects;

(iv) Total liabilities as at 1Q2014 is S$154.60 million which is S$8.37 million lower than the total liabilities as at FY2013, mainly due to repayment of bank borrowings and recognition of revenue from advance received;

(v) We also note that the management had highlighted the following outlook of the Southeast Asia property market in their unaudited financial statement for 1Q2014, as reproduced below:

The Company believes that the operating environment for FY2014 is likely to remain challenging for real estate segment in Singapore.

According to the URA, 480 new units - excluding executive condominiums - were sold last month, a 35% drop from February's 739 units, after a recovery from January's 572 units. New private home sales fell 35% in March from February and year-on-year, the number of transactions in March fell 82.8%.

Private-home prices, according to the URA's initial estimates released this month, fell 1.3% in the first quarter compared with the last three months of 2013. This followed a 0.8% on-quarter decline in the October-December period, which snapped a six-quarter run of rising prices [Source – Channel Newsasia, Friday, 15 April 2014 "New private home sales fall 35% in March"].

Market outlook remains bleak as we expect continuing price declines by other developers. The Group will remain vigilant and continue to pursue what we set to do while seeking expansion opportunities to enhance the shareholders' value. The Group will place more focus in the neighboring countries in South East Asia, whereby the growth in the real estate sector looks more promising."

4.4.2 Financial performance and position of Suryamas

A summary of the audited consolidated results of Suryamas for FY2012 and FY2013, and unaudited interim results for 1Q2013 and 1Q2014 as extracted from **Appendix 3** (adjusted and converted to the International Financial Reporting Standards) of the Circular are set out below:

Table 3: Suryamas' Income Statement

IDR' billion	1Q2014 Unaudited	1Q2013 Unaudited	FY2013 Audited	FY2012 Audited
Revenue	66.0	71.0	329.3	267.8
Cost of sales	39.0	41.7	205.2	178.2
Gross profit	27.0	29.3	124.1	89.6
Gross profit margin	40.9%	41.3%	37.7%	33.5%
Profit before tax	3.6	12.1	38.3	53.6
Profit attributable to equity holders of the Company	1.8	9.6	31.1	8.6

Table 4: Suryamas' Balance Sheet

IDR' billion	1Q2014 Unaudited	FY2013 Audited	FY2012 Audited
Current assets	1,103.8	1,140.2	1,002.9
Current liabilities	605.7	594.5	358.1
Working Capital	498.1	545.7	644.8
Non-current assets	1,801.8	1,760.3	1,589.1
Non-current liabilities	204.6	211.7	165.2
Total Assets	2,905.6	2,900.5	2,591.9
Total Liabilities	810.3	806.1	523.3
Equity attributable to owners	1,548.2	1,546.3	1,512.2

We note the following:

(i) Revenue increased by approximately 23.0% to IDR329.3 billion in FY2013 compared to IDR267.8 million in FY2012. The increase in revenue reflected an increase in average sales prices for houses.

The property development segment accounted for 82.6% of Suryamas' total net sales in FY2013, as compared to 81.0% in FY2012. Revenue from this segment increased by 25.4% to IDR272.0 billion in FY2013, as compared to IDR217.0 billion in FY2012. The increase is mainly due to the following reasons:

(a) the launch of premium land within Rancamaya; and

(b) an approximately 41.0% increase in the average sales price of houses located in the Rancamaya Estate.

(ii) Revenue decreased by approximately 7.1% to IDR66.0 billion in 1Q2014 compared to IDR71.0 billion in 1Q2013.

The decrease in revenue is mainly from the property development segment. Revenue from this segment decreased by 6.3% to IDR52.0 billion in 1Q2014, as compared to IDR55.5 billion in 1Q2013. This is mainly due to a slowdown in handover of units in Harvest City in 1Q2014.

(iii) Profit attributable to equity holders increased by approximately 261.6% from IDR8.6 billion in FY2012 to IDR31.1 billion in FY2013 as a result of higher selling price and launch of new projects.

Profit attributable to equity holders decreased by approximately 81.3% from IDR9.6 billion in 1Q2013 to IDR1.8 billion in 1Q2014. This is due mainly to an increase in administrative expenses as a result of increased headcount, an increase in average regulatory minimum wages effective from January 2014, and higher costs as a result of sourcing materials overseas and interior design research for the construction of R Hotel Rancamaya.

(iv) Net asset value less minority interest (also referred to as equity attributable to owners) increased marginally by approximately 0.12% from IDR1,546.3 million as at FY2013 to IDR1,548.2 million as at 1Q2014.

4.5 Reasonableness of the Purchase Consideration

4.5.1 Fair valuation of Suryamas

For the purpose of the Proposed Acquisition, the Company has appointed AVA to undertake an independent valuation of the 71.52% equity interest in Suryamas. For more details of the independent valuation conducted by AVA, please refer to the Valuation Report which is set out in **Appendix 2** of the Circular.

The valuation of the 71.52% equity interest in Suryamas as determined by AVA has been undertaken on a fair value basis as at 31 March 2014 ("**Fair Value**"). Fair Value is defined as "the estimated price for the transfer of an asset or liability between identified knowledgeable and willing parties that reflects the respective interest of those parties".

The following has been extracted from the Valuation Report reproduced below. Unless otherwise defined, all terms and expressions used in the extract below shall have the same meaning as those defined in the Valuation Report, unless otherwise stated:

"Valuation Approach

To arrive at the intrinsic value, represented as Fair Value, of the equity interest in SMDM, we applied a combination of the market and income approaches.

The Target Company is listed on the JSE and there are sufficient comparable companies on the same stock exchange for us to perform an analysis of their valuation metrics. These metrics are useful in helping us determine the Fair Value of the Target Company by relative comparison, under the market approach.

As real estate assets form the bulk of the Target Company's assets, we engaged a registered and licensed public valuer in Indonesia, "IHOT, Dollar & Raymond" ("IHOT"), to assist in our work.

IHOT is a licensed and registered asset appraiser (Minister of Finance License No. 42/KM.1/2009, Public Valuer License No. P-1.09.00092 and STTD No. 37/BL/STTD-P/A/2008) and has experience with such engagements for private and public companies in Indonesia. IHOT completed their work and opined that the market value of the real estate assets belonging to the Target Company is IDR5,623,000,000,000 (SGD628,000,000) as at the Valuation Date.

The real estate properties comprise of houses, shophouses, hotel, country club, golf course and vacant land. Our basis for selecting the income approach to value these assets was the availability of relevant data, specifically the development plans, financial projections and representations provided. This allows us to analyze the highest and best use of these assets, in accordance with the relevant guidelines, and utilize a discounted cash flow methodology to estimate its value.

A combination of the 2 approaches allowed us to estimate the Fair Value of the equity interest in the Target Company, operating under a scenario that reflects the interests of TGL and the Sellers. This assumption formed the basis for us to estimate the intrinsic value of the company as a business, operating on its tangible and intangible assets.

Estimate of Value

Based on the information provided and the analysis conducted, and subject to the attached Statement of General Assumptions and Limiting Conditions, we estimate that as at Valuation Date, ***the Fair Value, as defined by IVSC, of a 71.52% equity interest in the Target Company is in the order of: IDR2,737,000,000,000/SGD306,000,000.****"*

We note that the estimated fair value represents a premium of approximately 100% over the Purchase Consideration of S$152,951,535.

4.5.2 Net asset value and Net tangible asset of Suryamas

For analysis purposes, we have evaluated the NAV and NTA against the Purchase Consideration as at the Latest Practicable Date. The table below sets out the evaluation of the Purchase Consideration against the NAV and NTA per Share of Suryamas:

Table 5: NAV and NTA of Suryamas

Valuation of Target as implied by consideration (IDR'mil)	Unaudited NAV as at 1Q2014 (IDR'mil)	Premium/ (Discount) to the NAV (%)	Unaudited NTA as at 1Q2014 (IDR'mil)	Premium/ (Discount) to the NTA (%)
1,968,047	1,548,172 (1),(2)	27.1	1,548,172 (1),(2)	27.1

Notes:

(1) Net asset value less non-controlling interest adjusted and converted to the International Financial Reporting Standards as shown in Appendix 3 of the Circular

(2) Based on the exchange rate of S$1.00: IDR9,202, being the average rate for 1Q2014.

We note that the Purchase Consideration represents a premium of approximately 27.1% to the unaudited IFRS adjusted 1Q2014 NAV and NTA of Suryamas;

The main assets of Suryamas are its development properties, accounting for approximately 80.7% of total assets as at 1Q2014, which are stated in the balance sheet at the lower of cost or net realisable value. As such, the book value of Suryamas' assets may not necessary be representative of the value that they can be realised in the open market.

Shareholders should note that the above computation is solely for illustration purposes only as the NAV and NTA of Suryamas are not necessarily its realisable values given that the market value of the assets may vary depending on, amongst others, the prevailing market and economic conditions.

4.5.3 Historical Trading Activity of Suryamas

Historical Share Price Performance relative to the performance of the Jakarta Composite Index

In assessing the market price performance of Suryamas' shares vis-à-vis the general performance of the Indonesia equity market, we have compared the normalized market price movements of Suryamas' shares against the Jakarta Composite Index ("**JCI**"), which is the main index used for tracking the performance of listed companies on the Indonesian Stock Exchange, for the 12-month period preceding the Announcement Date up to and including the Latest Practicable Date (10 December 2012 to 16 September 2014) as set out below:

Chart 1: Target's Share price vs JCI for 12 month period prior to the Announcement Date up to and including the Latest Practicable Date

Source: Bloomberg

Based on the above chart, the Target's Shares have generally performed in line with the JCI for the 12-month period preceding the Announcement Date up to 4 February 2014. From 4 February 2014 to the Latest Practicable Date, the Target's Shares have underperformed the JCI Index. The decline in the share price of Suryamas may be due to the conversion of medium term notes which resulted in the issuance of 765,354,406 new shares. These new shares were listed on IDX on 4 December 2013.

Benchmarking the Liquidity of the Shares with Companies listed on the Indonesia Stock Exchange

In analysing the reasonableness of the Purchase Consideration, we have taken into account the liquidity of Suryamas' shares as compared with ten largest companies by market capitalisation, that for the 12 months, 6 months, and 3 months period preceding the Announcement Date.

Table 6: Market Liquidity of the Top 10 IDX Companies

Company	Market Capitalisation 1 Day Prior to Announcement Date (S$ million)	Average Daily Trading Volume 12 months prior to Announcement Date (million)	% of Free Float Shares	Average Daily Trading Volume 6 months prior to Announcement Date (million)	% of Free Float Shares	Average Daily Trading Volume 3 months prior to Announcement Date (million)	% of Free Float Shares
HM Sampoerna	265,390,650	0.010	0.01	0.01	0.01	0.007	0.01
Astra International	255,046,395	32.17	0.16	29.93	0.15	29.17	0.14
Bank Central Asia	231,757,092	12.51	0.10	13.21	0.11	11.67	0.09
Telekomunikasi Indonesia	204,120,000	48.54	0.10	75.26	0.15	109.90	0.22
Unilever Indonesia	200,287,500	2.59	0.23	2.17	0.19	2.23	0.20
Bank Rakyat Indonesia	180,084,883	34.96	0.33	40.61	0.38	34.14	0.32
Bank Mandiri	178,500,005	31.08	0.33	38.15	0.41	35.17	0.38
Perusahaan Gas Negara	116,965,275	25.70	0.25	26.61	0.26	25.90	0.25
Semen Indonesia Persero	75,923,456	9.09	0.31	10.45	0.36	9.23	0.32
Gudang Garam	75,039,432	1.61	0.35	1.63	0.36	1.93	0.43
Maximum			**0.35**		**0.41**		**0.43**
Minimum			**0.01**		**0.01**		**0.01**
Average			**0.22**		**0.24**		**0.24**
Median			**0.24**		**0.22**		**0.24**
Suryamas			**0.11**		**0.04**		**0.02**

The average daily trading volume as a percentage of free float for the 12 month, 6 month, and 3 month periods preceding the Announcement Date for the Top 10 IDX Companies ranged between 0.01% to 0.35%, 0.01% to 0.41%, and 0.01% to 0.43% for the respective periods.

The mean "average daily trading volume as a percentage of free float" for the 12 month, 6 month, and 3 month periods preceding the Announcement Date are 0.22%, 0.24%, and 0.24% respectively, whilst the median "average daily trading volume as a percentage of free float" are 0.24%, 0.22%, and 0.24% respectively for the Top 10 IDX Companies.

We note that the "average daily trading volume as a percentage of free float" prior to the Announcement Date for Suryamas' shares at 0.11%, 0.04%, and 0.02% respectively for the 12 month, 6 month, and 3 month periods respectively, are lower than the mean and median percentage of free float for the benchmark companies.

Considering the low trading liquidity of Suryamas' shares and in the absence of evidence to the contrary, we are of the view that they may not be a reasonable amount of trading liquidity and information efficiency in Suryamas' shares, suggesting that the historically traded prices of the Shares may not be a meaningful indicator of its market value.

4.5.4 Comparable Companies Analysis

For the purposes of our analysis, we have compared the valuation ratios implied by the Purchase Consideration against the valuation ratios of listed companies on the IDX which are primarily engaged in the business of property development, and similar to Suryamas in terms of size of revenue (below IDR500 billion) and net profit (below IDR100 million) ("**Comparable Companies**").

Based on our discussions with the Directors and the management of the Group, we recognise that there is no particular company listed on the IDX that we may consider being directly comparable to Suryamas in terms of the composition of business activities, market capitalisation, risk profile, geographical spread, and such other relevant criteria. In addition, we wish to highlight that the list of Comparable Companies is by no means exhaustive.

The following is the list of Comparable Companies, together with a brief description of their respective principal activities.

Table 7: List of Comparable Companies to Suryamas
PT Cowell Development Tbk is a commercial and residential real estate development company.
PT Gowa Makassar Tourism Development Tbk develops tourist attractions, apartments, commercial buildings, housing, recreational facilities, hotels, golf courses, country clubs, and art centers.
PT Nirvana Development TbK is a property development company with assets strategically placed in various Indonesian cities.
PT Megapolitan Developments Tbk develops, manages, and invests in properties.
PT Lamicitra Nusantara Tbk develops and manages properties. Through its subsidiary, the Company also operates in leasing, property and hotel activities as well as provides warehousing services for shipping containers.
PT Gading Development Tbk is a real estate development company. The Company develops residential housing, hotels, apartment complexes, shops and town homes.

Source: Bloomberg

In our assessment of the Purchase Consideration, we have considered the following valuation statistics:

- Trailing twelve months Price to Earnings ratio ("**PER**") is computed based upon the trailing twelve month period ending on the most recent quarter for which financial results have been published. The PER is the ratio of market capitalisation relative to its profit after tax attributable to shareholders of the company.

- Trailing twelve months Price to Net Asset Value ratio ("**P/NAV**") refers to ratio of a company's market capitalisation divided by its consolidated shareholder's equity, which is the total assets of the company less its total liabilities and minority interest.

- Trailing twelve months Price to Net Tangible Asset value ratio ("**P/NTA**") refers to ratio of a company's market capitalisation divided by its consolidated net tangible assets, which is the total assets of the company less its intangible assets (such as goodwill, patents and trademarks) and total liabilities.

The valuation statistics of the Comparable Companies set out below are based on their closing prices on the Latest Practicable Date while those of Suryamas are as implied by the Purchase Consideration. The comparison of valuation ratios as set out below are affected by differences in the accounting policies of each of the respective companies and our analysis has not been adjusted for such differences.

Table 8: Comparison of Valuation Ratios of Comparable Companies1								
Company	**Market Capitalisation[2] (IDR'mil)**	**Revenue (IDR'mil)**	**Net Income (IDR'mil)**	**Shareholder's Equity (IDR'mil)**	**NTA (IDR'mil)**	**P/E (x)**	**P/NAV (x)**	**P/NTA (x)**
Cowell Development	2,776,592	323,281	34,495	1,195,605	(185,168)	80.5	2.3	n.m.[3]
Gowa Makassar Tourism Development	863,073	322,277	109,573	379,880	379,880	7.9	2.3	2.3
Nirvana Development	4,471,389	296,382	(24,058)	1,837,586	1,837,586	n.m	2.4	2.4
Megapolitan Development	448,900	310,206	50,810	568,531	566,421	8.8	0.8	0.8
Lamicitra Nusantara	327,299	136,361	44,389	314,520	314,520	7.4	1.0	1.0
Gading Development	530,584	164,203	27,278	1,057,427	1,057,427	19.5	0.5	0.5
High						**80.5**	**2.4**	**2.4**
Low						**7.4**	**0.5**	**0.5**
Mean						**24.8**	**1.6**	**1.4**
Median						**8.8**	**1.7**	**1.0**
Suryamas (As implied by the Purchase Consideration)[1,4]	**1,968,047**					**44.2**	**1.2**	**1.2**

Notes:

(1) For comparison purposes, P/E, P/NAV, and P/NTA have been computed based on the valuation of the Target Company as implied by the purchase consideration and the trailing twelve months financial figures on the Indonesia Stock Exchange as announced by the Target Company on the Indonesia Stock Exchange as at the Latest Practicable Date.

(2) The multiples for the comparable companies are computed based on their market capitalisation and the trailing twelve months financial figures as at the Latest Practicable Date.

(3) Not Meaningful

(4) Based on the Purchase Consideration of S$152,951,535 for 71.52% of Suryamas converted based on the exchange rate of S$1.00: IDR9,202, being the average rate for 1Q2014 and 4,772,138,237 shares in Suryamas in issue as at the Latest Practicable Date

We note the following:

(i) the P/E ratio of Suryamas as implied by the Purchase Consideration at 44.2 times as implied by the Purchase Consideration is within the range, but higher than the mean and median P/E ratios of the Comparable Companies.

(ii) the P/NAV ratio of Suryamas at 1.2 times as implied by the Purchase Consideration is within the range, and lower than the mean and median P/NAV of the Comparable Companies;

(iii) the P/NTA ratio of Suryamas at 1.2 times as implied by the Purchase Consideration is within the range, lower than the mean, and higher than the median P/NTA of the Comparable Companies;

We wish to highlight to the Directors that there is no company listed on the IDX which may be considered closely similar to Suryamas in terms of, *inter alia*, market capitalisation, size of operations, composition of business activities, asset base, geographical spread, track record, operating and financial performance, future prospects, operating and financial leverage, liquidity, risk profile and such other relevant criteria. **As such, any comparison made herein is necessarily limited and serves only as an illustrative guide**.

4.5.5 Precedent Transactions Analysis for IPT Acquisitions on SGX-ST

In reviewing the reasonableness of the Purchase Consideration, we have compared the details of other similar completed acquisitions of equity stake (excluding very substantial acquisitions and/or reverse takeovers) from interested parties undertaken by companies listed on the SGX-ST, announced between 1 January 2011 and the Latest Practicable Date ("**Selected IPT Acquisitions**"), to provide, *inter alia*, a general comparison of the premium over or discount to NAV and NTA, without having regard to specific industry characteristics or other relevant considerations. We wish to highlight that the list of Selected IPT Acquisitions is not exhaustive.

Each Selected IPT Acquisitions must be judged on its own commercial and financial merits. The premium that any offeror is prepared to pay in any of the Selected IPT Acquisitions depends on various factors including but not limited to the prevailing market conditions, the attractiveness and profile of the underlying business and assets, the size of the consideration, the existing level of control in the acquisition target, the level of control desired and general economic and business risks. **Accordingly, any comparison made with respect to the Selected IPT Acquisitions is intended to serve as an illustrative guide only.**

Table 9: Selected IPT Acquisitions

Company	Acquisition Target	Announcement date	% of equity interest acquired	Total consideration paid (S$ mil)	Consideration / NAV of Acquisition Target	Consideration / NTA of Acquisition Target	Profitability of Acquisition Target
Lion Teck Chiang Limited	Kairong Development (S) Pte Ltd	23-Feb-11	40%	13.50	n.m.[1]	0.83	Profitable
Marco Polo Marine Ltd.	Pt Pelayaran Nasional Bina Buana Raya	6-Mar-11	49%	15.60	1.0	1.0	Profitable
MDR Limited	Distribution Management Solutions	5-Apr-11	7.69%	1.66	1.4	1.7	Profitable
Adventus Holdings Limited	Apphia Advanced Materials Pte.Ltd.	3-Oct-11	100.00%	3.56	n.a.[2]	1.0	Profitable
Asia Water Technology Ltd	S.I. United Water Holdings (BVI) Ltd	27-Oct-11	75.50%	120.30	1.9	n.m.	Profitable
Latitude Tree International Group Ltd	Grob Holz Co. Ltd	31-Oct-11	85.00%	6.21	1.0	1.0	Loss-making
China Auto Corporation Ltd	Neftech Pte Ltd	10-Feb-12	25.00%	47.77	n.m.	n.m.	Loss-making
Global Premium Hotels Limited	Fragrance Heritage Pte Ltd	25-May-12	100.00%	25.13	n.a.	0.6	Loss-making
Cougar Logistics Corporation Ltd	Grace Shine Pte Ltd	28-Sep-12	20.00%	24.00	0.9	n.a.	Profitable
Ossia Internation Limited	Vgo Corporation Limited	8-Oct-12	100.00%	18.66	1.0	n.a.	Profitable
Oriental Group Limited	Xinghua Rongcheng Precision Manufacturing	26-Dec-12	100.00%	11.00	n.a.	1.0	Profitable

Table 9: Selected IPT Acquisitions							
Company	**Acquisition Target**	**Announcement date**	**% of equity interest acquired**	**Total consideration paid (S$ mil)**	**Consideration / NAV of Acquisition Target**	**Consideration / NTA of Acquisition Target**	**Profitability of Acquisition Target**
Sapphire Corporation Limited	Sichuan Longwei Metal Product Co. Ltd	13-Aug-12	100.00%	30.88	1.0	n.m.[1]	Loss-making
Yoma Strategic Holdings Ltd	Meeyahta International Hotel Limited	19-Nov-12	80.00%	99.16	1.0	n.a.[2]	n.a.
Far East Group	Eden Refrigeration Manufacturing (Jiangsu) Co Ltd	11-Apr-13	84.25%	11.68	1.0	1.2	Loss-making
Advance Systems Automation	Emerald Precision Engineering	18-Oct-13	100.00%	4.73	n.a.	2.0	Profitable
Halycon Agri Corporation	JFL Agro Pte Ltd	9-Sep-13	100.00%	55.97	0.96	0.96	Loss-making
				High	**1.9**	**2.0**	
				Low	**0.9**	**0.6**	
				Mean	**1.1**	**1.1**	
				Median	**1.0**	**1.0**	
Suryamas (As implied by the Purchase Consideration) [3]					**1.2**	**1.2**[4]	

Notes:

(1) Not meaningful

(2) Not available

(3) Based the valuation of the Target Shares as implied by the purchase consideration and the net asset value of Suryamas adjusted and converted to the International Financial Reporting Standards as shown in Appendix 3 of the Circular as at 1Q2014.

(4) Net asset value less minority interest. Suryamas has no intangible assets, its NTA is equivalent to its NAV.

We note the following:

(i) the P/NAV ratio of Suryamas of 1.2 times as implied by the Purchase Consideration is within the range, and higher than the mean and median P/NAV of the Selected IPT Acquisitions;

(ii) the P/NTA ratio of Suryamas of 1.2 times as implied by the Purchase Consideration is within the range, and higher than the mean and median P/NTA of the Selected IPT Acquisitions.

4.5.6 Precedent transactions analysis on acquisitions of real estate companies listed on the Indonesia Stock Exchange

In reviewing the reasonableness of the Purchase Consideration, we have compared the details of other similar completed acquisitions of equity stake (excluding buyouts and tender offers) of real estate companies listed on IDX, announced between 1 January 2011 to the Latest Practicable Date ("**Selected Acquisitions of IDX-listed real estate companies**"), to provide, *inter alia*, a general comparison of the premium over or discount to market capitalisation, NAV, and NTA, without having regard to specific company and transaction characteristics or other relevant considerations. We wish to highlight that the list of Selected Acquisitions of IDX-listed real estate companies is not exhaustive.

Each Selected Acquisitions of IDX-listed real estate companies must be judged on its own commercial and financial merits. The premium that any offeror is prepared to pay in any of the Selected Acquisitions of IDX-listed real estate companies depends on various factors including but not limited to the prevailing market conditions, the attractiveness and profile of the underlying business and assets, the size of the consideration, the existing level of control in the acquisition target, the level of control desired and general economic and business risks. Accordingly, any comparison made with respect to the Selected Acquisitions of IDX-listed real estate companies is intended to serve as an illustrative guide only.

Table 10: Description of the Selected Acquisitions of IDX-listed real estate companies
Bumi Serpong Damai PT a property unit of Sinar Mas Land acquired an additional 25.99% equity stake in Plaza Indonesia Realty Tbk PT, an IDX-listed property company that manages the Plaza Indonesia shopping centre, the adjoining office tower, The Plaza, and the Grand Hyatt Hotel in Central Jakarta from Paraga Artamida, a property subsidiary of Sinar Mas Land. The acquisition lifted Bumi Serpong Damai's stake in Plaza Indonesia from 8.23% to 34.22%
Indonesian property developer, the Pikko Group acquired a 68.01% equity stake in Royal Oak Development Asia (subsequently renamed "PT Pikko Land Development"), an IDX-listed property development company.

Table 11: Selected Acquisitions of IDX-listed real estate companies

Target	**Announcement Date**	**% of equity interest sought**	**Payment terms**	**P/E[1] (x)**	**P/NAV[1] (x)**	**P/NTA[1] (x)**
Plaza Indonesia Realty	23-Apr-14	25.99%	Cash	192.6	3.7	3.7
Royal Oak Development	9-Sep-11	68.01%	Cash	21.1	2.1	2.1
			High	**192.6**	**3.7**	**3.7**
			Low	**21.1**	**2.1**	**2.1**
			Mean	**106.9**	**2.9**	**2.9**
			Median	**106.9**	**2.9**	**2.9**
Suryamas (As implied by the Purchase Consideration)[2]				**44.2**	**1.2**	**1.2**

Notes:

(1) The valuation as implied by the purchase consideration is applied in the computation of P/E, P/NAV, and P/NTA ratios

(2) Based the valuation of the Target Shares as implied by the purchase consideration and the net income and net asset value of Suryamas adjusted and converted to the International Financial Reporting Standards as shown in Appendix 3 of the Circular as at 1Q2014.

We note the following:

(i) the P/E ratio of Suryamas at 44.2 times as implied by the Purchase Consideration is within the range, and lower than the mean and median P/E ratio of the Selected Acquisitions of IDX-listed real estate companies;

(ii) the P/NAV of Suryamas at 1.2 times as implied by the Purchase Consideration is below the range of P/NAV ratios of the Selected Acquisitions of IDX-listed real estate companies;

(iii) the P/NTA of Suryamas at 1.2 times as implied by the Purchase Consideration is below the range of P/NTA ratios of the Selected Acquisitions of IDX-listed real estate companies;

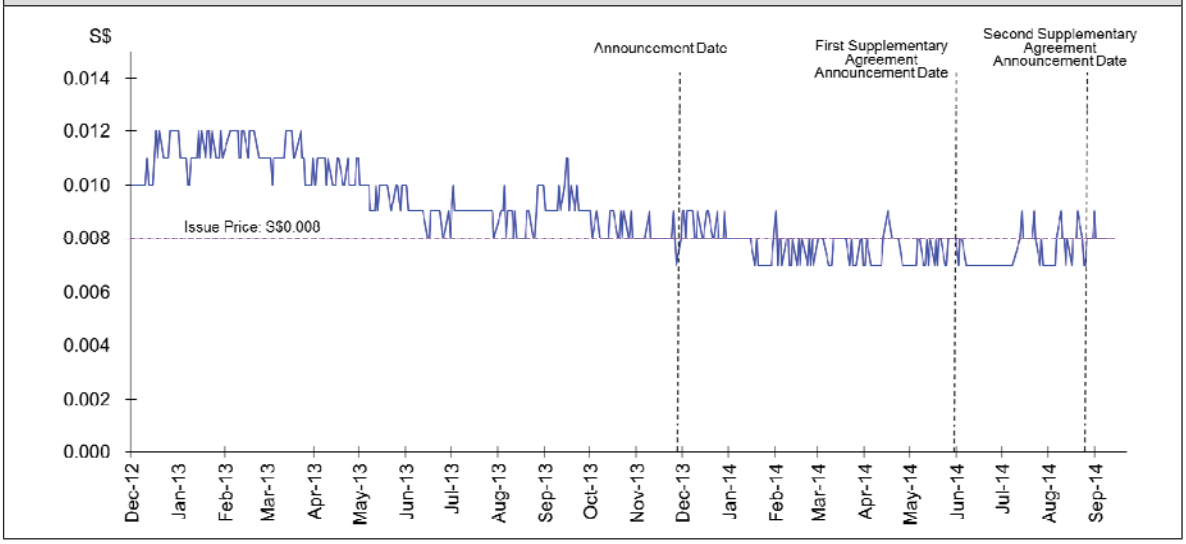
4.6 Reasonableness of Issue Price

4.6.1 Historical Share Price Analysis of the Group

Historical share price performance of the Group

The daily price movement of the Shares for the 12 month period prior to Announcement Date up to and including the Latest Practicable Date (10 December 2012 to 16 September 2014) is set out below:

Chart 2: Top Global Limited's share price for the 12 month period prior to the Announcement Date up to and including the Latest Practicable Date



Source: Bloomberg

We note that the Issue Price is equivalent to the closing price of the Shares on 9 December 2013, being the last trading day prior to Announcement Date, and at a discount of 11.1% to the closing price of the Shares on 11 December 2013, being the Market Day immediately following the Announcement Date.

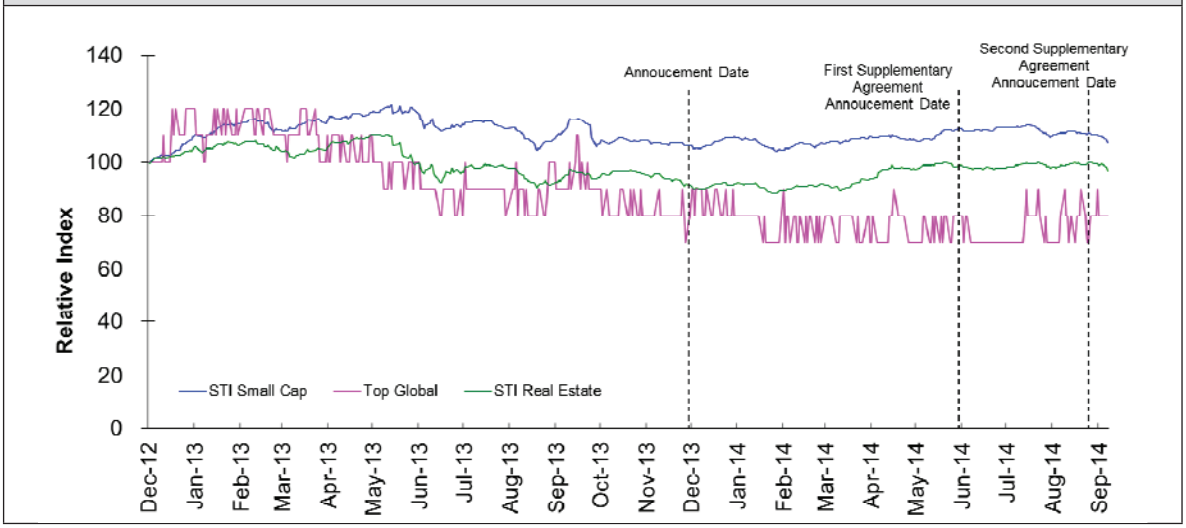
The Issue Price is equivalent to the closing price of the Shares on 9 June 2014, being the last trading day prior to the First Supplementary Announcement Date, and at a premium of 14.3% to the closing price of the Shares on 11 June 2014, being the Market Day immediately following the First Supplementary Announcement Date.

The Issue Price is at a premium of 14.3% to the closing price of the Shares on 3 September 2014, being the last trading day prior to the Second Supplementary Announcement Date, and equivalent to the closing price of the Shares on 5 September 2014, being the Market Day immediately following the Second Supplementary Announcement Date.

Share Price Performance relative to the performance of the STI Small Cap Index

In assessing the market price performance of the Shares vis-à-vis the general performance of the Singapore equity market, we have compared the normalized market price movements of the Shares against the STI Small Cap Index and the STI Real Estate Index for the 12 -month period preceding the Announcement Date up to and including the Latest Practicable Date (10 December 2012 to 16 September 2014) as set out below:

Chart 3: Share price vs STI Small Cap Index vs STI Real Estate Index for the 12 month period prior to the Announcement Date up to and including the Latest Practicable Date



Source: Bloomberg

Based on the above chart, for the 12-month period preceding the Announcement Date up to and including the Latest Practicable Date, we observed that from April 2013 onwards, the Shares have generally underperformed both the STI Small Cap Index and STI Real Estate Index.

Benchmarking the Liquidity of the Shares with SGX-ST Listed Small Capitalisation Companies

Share prices transacted in the equity capital market can be affected by relative liquidity and free float at any given point in time. In analysing the liquidity of the Shares, we have given consideration to the liquidity of the Shares as compared with the ten largest companies by market capitalisation of the FTSE ST Small Cap Index ("**Top 10 STI Small Cap Companies**") for the 12 months, 6 months, and 3 months period preceding the Announcement Date.

Table 12: Market Liquidity of the Top 10 STI Small Cap Companies							
Company	**Market Capitalisation 1 Day Prior to Announcement Date (S$ million)**	**Average Daily Trading Volume 12 months prior to Announcement Date (million)**	**% of Free Float Shares**	**Average Daily Trading Volume 6 months prior to Announcement Date (million)**	**% of Free Float Shares**	**Average Daily Trading Volume 3 months prior to Announcement Date (million)**	**% of Free Float Shares**
Hyflux	964	0.95	0.19	0.66	0.13	0.70	0.14
Vard Holdings	938	6.48	1.24	5.63	1.07	3.91	0.75
Boustead Singapore	888	0.49	0.21	0.51	0.22	0.56	0.24
Yoma Strategic	874	13.36	2.00	10.05	1.51	6.45	0.97
Keppel Telecom & Transport	856	0.15	0.14	0.12	0.11	0.13	0.12
Ying Li International	824	4.89	0.55	2.15	0.24	1.93	0.22
Sheng Siong	823	2.13	0.54	1.20	0.30	1.12	0.29
Sim Lian Group	805	0.18	0.08	0.12	0.05	0.09	0.04
Del Monte Pacific	804	0.55	0.20	0.48	0.18	0.58	0.21
China Fishery	778	1.31	0.22	0.67	0.11	0.75	0.12
Maximum			**2.00**		**1.51**		**0.97**
Minimum			**0.08**		**0.05**		**0.04**
Average			**0.54**		**0.39**		**0.31**
Median			**0.21**		**0.20**		**0.21**
Top Global Limited			**0.30**		**0.29**		**0.41**

Source: Bloomberg

The average daily trading volume as a percentage of free float for the 12 month, 6 month, and 3 month periods preceding the Announcement Date for the Top 10 STI Small Cap Companies ranged between 0.08% to 2.00%, 0.05% to 1.51%, and 0.04% to 0.97% for the respective periods.

The mean "average daily trading volume as a percentage of free float" for the 12 month, 6 month, and 3 month periods preceding the Announcement Date are 0.54%, 0.39%, and 0.31% respectively, whilst the median "average daily trading volume as a percentage of free float" are 0.21%, 0.20%, and 0.21% respectively for the Top 10 STI Small Cap Companies.

We note that the "average daily trading volume as a percentage of free float" prior to the Announcement Date for the Shares at 0.30% and 0.29% respectively for the 12 month and 6 month periods respectively, are within the range, lower than the mean, and higher than the median percentage of free float for the benchmark companies. For the 3 month period prior to the Announcement Date, the average daily trading volume as a percentage of free float of the Shares at 0.41% is higher than the mean and median of the benchmark companies.

Considering the reasonable trading liquidity of the Shares and in the absence of evidence to the contrary, we are of the view that there is a reasonable amount of trading liquidity and information efficiency in the Shares, suggesting that the historically transacted prices of the Shares may be a meaningful indicator of its market value.

4.6.2 Comparison of Issue Price against historical VWAP of the Shares

The Issue Price against the volume weighted average prices ("**VWAP**") of the Shares is set out below:

Table 13: Analysis of Issue Price against the VWAP of the Shares

	VWAP[2] (S$)	Premium / (Discount) of Issue Price to the VWAP per Share (%)	Highest Share Price (S$)	Lowest Share Price (S$)
Prior to the First Supplementary Agreement Announcement Date				
6-month	0.0082	(2.95)	0.010	0.007
3-month	0.0083	(3.40)	0.010	0.007
1-month	0.0071	13.47	0.008	0.007
Last Trading Day[1]	0.0072	11.11	0.008	0.007
After First Supplementary Agreement Announcement Date				
Market Day immediately after the First Supplementary Agreement Announcement Date[3]	0.0078	2.56	0.008	0.007
Market Day immediately after the Second Supplementary Agreement Announcement Date[4]	0.0080	0.00	0.009	0.008
From the Market Day immediately after the First Supplementary Agreement Announcement Date up to and including the Latest Practicable Date	0.0079	1.52	0.009	0.007
Latest Practicable Date[4]	0.0080	0.00	0.009	0.007

Source: Bloomberg

Notes:

(1) The Last Trading Day prior to the First Supplementary Announcement Date was 9 June 2014

(2) VWAP for each period is calculated based on and including the Last Trading Day prior to the First Supplementary Announcement Date

(3) The Market Day immediately after the First Supplementary Agreement Announcement is 11 June 2014

(4) The Market Day immediately after the Second Supplementary Agreement Announcement is 5 September 2014

(5) Latest Practicable Date is 16 September 2014

We note that the Issue Price of S$0.008 per Share:

(1) represents a discount of approximately 2.95% and 3.40% to the VWAP of the Shares for the 6-month and 3-month periods preceding the First Supplementary Announcement Date;

(2) represents a premium of approximately 13.47% and 11.11% to the VWAP of the Shares for the 1-month period and Last Trading Day (9 June 2014) preceding the First Supplementary Agreement Announcement Date;

(3) represents a discount of 20.00% and a premium of 14.29% to the highest and lowest price of the Shares respectively for the 6-month period preceding the First Supplementary Agreement Announcement Date;

(4) represents a premium of approximately 2.56% to the VWAP of the Shares on 11 June 2014 (being the Market Day immediately after the First Supplementary Agreement Announcement Date);

(5) is equivalent to the VWAP of the Shares on 5 September 2014 (being the Market Day immediately after the Second Supplementary Agreement Announcement Date);

(6) represents a premium of approximately 1.52% to the VWAP of the Shares from 11 June 2014 (being the Market Day immediately after the First Supplementary Agreement Announcement Date) to the Latest Practicable Date; and

(7) is equivalent to both the VWAP and closing price of S$0.008 of the Shares as at the Latest Practicable Date.

Shareholders should note that the past trading performance of the Shares is not an indication of its future trading performance.

4.6.3 Precedent Transactions Analysis of IPT acquisitions with shares issuance on the SGX-ST

In reviewing the reasonableness of the Issue Price, we have compared the details of other similar acquisitions of equity stake (excluding very substantial acquisitions and/or reverse takeovers) from interested parties undertaken by companies listed on the SGX-ST where the consideration is fully or partially satisfied by the issuance of shares ("**Selected IPT Acquisitions with shares issuance**"), to provide, *inter alia*, a general comparison of the premium over or discount to the volume weighted average price, without having regard to specific industry characteristics or other relevant considerations. We wish to highlight that the list of Selected IPT Acquisitions with shares issuance is not exhaustive.

Each Selected IPT Acquisitions with shares issuance must be judged on its own commercial and financial merits. The premium that any offeror is prepared to pay in any of the Selected IPT Acquisitions depends on various factors including but not limited to the prevailing market conditions, the attractiveness and profile of the underlying business and assets, the size of the consideration, the existing level of control in the acquisition target, the level of control desired and general economic and business risks. Accordingly, any comparison made with respect to the Selected IPT Acquisitions with shares issuance is intended to serve as an illustrative guide only.

Table 14: Selected IPT Acquisitions with shares issuance						
Company	**Acquisition Target**	**Announcement date**	**% Premium / (Discount) of Issue Price to**			
			LTP[1]	**1 month VWAP[1]**	**3 months VWAP[1]**	**6 months VWAP[1]**
MDR Limited	Distribution Management Solutions	5-Apr-11	(49.0)	2.0	0.0	0.0
Adventus Holdings Limited	Apphia Advanced Materials Pte.Ltd.	3-Oct-11	0.0	(11.9)	(28.6)	(37.5)
Asia Water Technology Ltd	S.I. United Water Holdings (BVI) Ltd	27-Oct-11	20.8	20.8	3.2	(11.1)
China Auto Corporation Ltd	Neftech Pte Ltd	10-Feb-12	0.0	5.4	11.4	18.2
Cougar Logistics Corporation Ltd	Grace Shine Pte Ltd	28-Sep-12	7.1	8.6	1.4	3.2
Advance Systems Automation	Emerald Precision Engineering	18-Oct-13	0.0	(16.7)	(14.1)	(13.6)
Halycon Agri Corporation	JFL Agro Pte Ltd	9-Sep-13	(8.3)	(0.5)	(4.7)	(3.7)
		High	20.8	20.8	11.4	18.2
		Low	(49.0)	(16.7)	(28.6)	(37.5)
		Mean	(4.2)	1.1	(4.5)	(6.4)
		Median	0.0	2.0	0.0	(3.7)
Top Global	**Suryamas**		**0.0[2]**	**13.5**	**(3.4)**	**(3.0)**

Notes:

(1) Last Transacted Price and VWAP prior to the Announcement Date of each transaction

(2) The Last Trading Day prior to the First Supplementary Agreement Announcement Date was 9 June 2014

We note that the Issue Price of S$0.008 per Share

(i) is equivalent to the last transacted share price prior to the First Supplementary Agreement Announcement Date. This is within the range, higher than the mean, and equivalent to the median premium/discount to the LTP of the Selected IPT Acquisitions with shares issuance;

(ii) represents a premium of 13.5% to the VWAP of the Share for the 1-month period preceding the First Supplementary Agreement Announcement Date. This is within the range, and higher than the mean and median premium/discount to 1-month VWAP of the Selected IPT Acquisitions with shares issuance;

(iii) represents a discount of 3.4% to the VWAP of the Share for the 3-month period preceding the First Supplementary Agreement Announcement Date. This is within the range, and higher than the mean and lower than the median premium/discount to 3-month VWAP of the Selected IPT Acquisitions with shares issuance;

(iv) represents a discount of 3.0% to the VWAP of the Share for the 6-month period preceding the First Supplementary Agreement Announcement Date. This is within the range, and higher than the mean and median premium/discount to 6-month VWAP of the Selected IPT Acquisitions with shares issuance;

4.6.4 Net asset value and net tangible asset per Share ("NAV/NTA per Share") of the Group

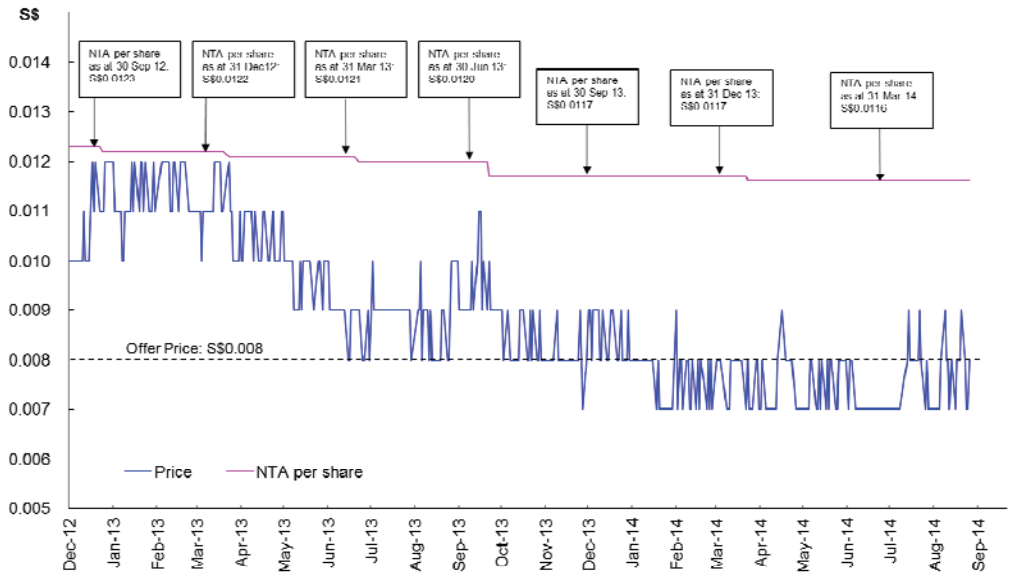
Table 15: NAV/NTA per Share of the Group

	Price (S$)	Unaudited NAV/NTA per Share as at 31 March 2014 (S$)	Premium / (Discount) to NAV/NTA per Share (%)
Issue Price	0.008	0.0116	(31.03)

Source: Three months ended financial statement announcement for period ended 31 March 2014, Bloomberg

We note that the Issue Price is at a discount of 31.03% to the unaudited NAV/NTA per Share of S$0.0116 of the Group as at 31 March 2014.

Chart 4: Historical trailing NAV/NTA per Share of Group relative to the Issue Price and historical market price of the Shares



We have compared the historical market Share price of the Company and Issue Price against the trailing NAV/NTA per Share of the Group as announced in their interim and annual financial results over the 12 month period prior to the Announcement Date up to the Second Supplementary Agreement Announcement Date (10 December 2012 to 4 September 2014)

Based on the above, we note the Share price has traded at a discount of between 0.83% and 40.17% to the trailing NAV/NTA per Share over the 12 month period prior to the Announcement Date up to the Second Supplementary Agreement Announcement Date. The discount of the Issue Price to the unaudited NAV/NTA per Share of the Group as at 31 March 2014 of 31.03% is within the range of this discount of Share price to NAV/NTA per Share.

We have enquired with the Directors and the management of the Company on whether there are any assets that may be valued at an amount that would be materially different from the amount recorded in the unaudited balance sheet of the Group as at 31 March 2014, including any provision for trade receivables and write down of inventories. The Directors have confirmed to us that, to the best of their knowledge and belief, they are of the opinion that there is no material change in the value of the Group's assets as recorded in the unaudited balance sheet of the Group as at 31 March 2014.

The Directors have confirmed that there are no acquisitions and disposals of assets by the Group between 31 March 2014 and the Latest Practicable Date which could have a material impact on the unaudited NAV and NTA of the Group as at 31 March 2014.

The Directors have also confirmed that as at the Latest Practicable Date, there were no material contingent liabilities or bad or doubtful debts, which could have a material impact on the unaudited NAV and NTA of the Group as at 31 March 2014.

Shareholders should note that the computation above is solely for illustration purposes only as the NAV and NTA of the Group is not necessarily a realisable value given that the market value of the assets and properties may vary depending on, amongst others, the prevailing market and economic conditions.

4.7 Financial Effects of the Proposed Acquisition

4.7.1 Bases and Assumptions.

The pro forma combined financial effects of the Proposed Acquisition on the EPS, the NTA per Share and the share capital of the Company as set out below are computed based on the audited consolidated financial statements of the Group for FY2013 ("Group FY2013 Results") and the unaudited pro forma financial results of the Enlarged Group for FY2013 and are theoretical in nature and are therefore not necessarily indicative of the future financial position and earnings of the Group or the Enlarged Group. The financial effects have also been prepared based on, *inter alia*, the following assumptions:

(i) the Purchase Consideration for the Proposed Acquisition is to be satisfied by the allotment and issuance of 19,000,000,000 Shares at the Issue Price of S$0.008, totalling S$152,951,535;

(ii) the acquisition costs relating to the Proposed Acquisition are assumed to be approximately S$743,000;

(iii) the effects of any changes to the depreciation and amortisation, and any other adjustments arising from fair value adjustments to the assets, liabilities and contingent liabilities arising from the Proposed Acquisition may differ from the actual cost as at the actual date of Completion upon the full completion of a purchase price allocation exercise;

(iv) the financial statements of the Suryamas Group were prepared in accordance with IFAS and have been adjusted and converted to IFRS for the preparation of the independent and reporting auditor's report on examination of the unaudited pro forma consolidated financial statements of the Enlarged Group for FY2011, FY2012, FY2013 and 1Q2014 (the "**Reporting Auditor's Report**"). The Reporting Auditor's Report, upon which the financial effects in this **paragraph 6** are based, has been prepared based on:

  (a) the relevant financial statements of the Group prepared in accordance with SFRS; and

  (b) the relevant financial statements of the Suryamas Group that have been adjusted and converted in accordance with IFRS.

(v) there are certain differences which exist between IFRS and IFAS. In the preparation of the Reporting Auditor's Report, the material and/or relevant differences in relation to the financial information of the Suryamas Group (prepared in accordance with IFAS) have been adjusted in accordance with IFRS;

(vi) the relevant financial statements of the Suryamas Group are reported in IDR, and accordingly the IDR amounts have been converted where necessary into Singapore Dollar amounts at the following exchange rates:

(a) for the translation of the balance sheet items for FY2013, the IDR amounts have been converted into Singapore Dollar amounts at the exchange rate of S$1:IDR 9,490;

(b) for the translation of the profit and loss items for FY2013, the IDR amounts have been converted into Singapore Dollar amounts at the exchange rate of S$1:IDR8,302;

These pro forma combined financial effects should be read in conjunction with the relevant financial statements of the Group, as well as the relevant unaudited pro forma financial statements of the Enlarged Group set out in the Reporting Auditor's Report.

4.7.2 NTA (excluding non-controlling interests) – FY2013

For purely illustrative purposes only, assuming the Proposed Acquisition had been effected on 31 December 2013, being the end of FY2013, the effect of the Proposed Acquisition on the NTA per Share for FY2013, based on the Group FY2013 Results, would be as follows:

	Before the Proposed Acquisition[1]	After the Proposed[2]
NTA (S$ million)	133.5	290.6[3]
NTA per Share (S$)	0.0117	0.0096

Notes:

(1) Calculated based on 11,405,253,240 issued Shares, being the number of Shares outstanding as at 31 December 2013.

(2) Calculated based on 30,405,253,240 Shares in issue, following the allotment and issuance of the Consideration Shares.

(3) This is derived at by aggregating the NTA (excluding non-controlling interest) of the Group based on the Group FY2013 Results with the NTA (excluding non-controlling interest) of the Suryamas Group based on its audited consolidated financial statements for FY2013 (which have been converted and adjusted in accordance with IFRS), after taking into account the adjustments for acquisition costs, effects of acquisition and other comprehensive income attributable to non-controlling interests.

We note the following:

(i) the NTA of the Group as at FY2013 will increase from S$133.5 million to S$290.6 million following the completion of the Proposed Acquisition;

(ii) the NTA per share of the Group as at FY2013 will decrease from S$0.0117 to S$0.0096 following the completion of the Proposed Acquisition.

4.7.3 EPS – FY2013.

For purely illustrative purposes only, assuming the Proposed Acquisition had been effected on 1 January 2013, being the beginning of FY2013, the effect of the Proposed Acquisition on the EPS for FY2013, based on the Group FY2013 Results, would be as follows:

	Before the Proposed Acquisition[1]	After the Proposed Acquisition[2]
(Loss)/Profit after tax and non-controlling interests (S$ million)	(5.3)	0.7
(Loss)/Earnings per share (cents)	(0.0465)	0.0023

Notes:

(1) Calculated based on 11,405,253,240 issued Shares, being the number of Shares outstanding as at 31 December 2013.

(2) Calculated based on 30,405,253,240 Shares in issue, following the allotment and issuance of the Consideration Shares.

We note the following:

(i) the PATMI of the Group as at FY2013 will increase from S$(5.3) million to S$0.7 million following the completion of the Proposed Acquisition;

(ii) the EPS of the Group as at FY2013 will increase from S$(0.0465) to S$0.0023 following the completion of the Proposed Acquisition.

4.7.4 Share Capital.

For purely illustrative purposes only and based on the number of Shares in issue as at 10 June 2014, the changes in the share capital of the Company upon Completion are illustrated below:

	Before the Proposed Acquisition	After the Proposed Acquisition
Share Capital (number of issued Shares)	11,418,553,240	30,418,553,240

4.8 Other Relevant Considerations

4.8.1 Prospects and Future Plans of the Enlarged Group

The following section on the prospects and future plans of the Enlarged Group is reproduced from **paragraph 4.7** of the Circular, and all terms and expressions used in the extract below shall bear the same meanings as attributed to them in the Circular unless otherwise stated:

"Prospects

"Suryamas is primarily involved in the business of real estate development. It develops cities, townships and residential projects and also sells land and houses in Indonesia. Suryamas is also involved in the golf course hospitality businesses; it operates a golf course, country club and hotel. Other ancillary businesses of Suryamas include real estate management and educational services etc.

According to a report released by The Boston Consulting Group in 2013 the Indonesian middle class is expected to grow from 74 million to roughly 141 million people by 2020.(1) From 2013 to 2020, some 8 to 9 million Indonesians will enter the middle-class and affluent consumer socioeconomic category each year.(1) Already the fourth largest population in the world, more than 60%. of Indonesia's population is of working-age, making the workforce nearly three times the size of the entire population of South Korea.(2) This sizeable working-age population has helped drive a strong domestic market. (2) Domestic demand accounts for more than half of Indonesia's gross domestic product and over the next 20 years, the country is poised to become one of the fastest-growing economies in the world.(2)

The Proposed Acquisition therefore (i) presents the Company with access to the property market of Indonesia(3), one of the fastest growing countries in the region with a large population base(3) and an increasingly affluent middle income class(1), of which the real estate industry is expected to continue to grow although it may be at a slower pace, as more particularly described below and in ***Section 3.1*** *entitled "****Industry Overview****" and* ***Section 7*** *entitled "****Trend Information****" in* ***Appendix 3*** *to this Circular and (ii) allows the Company to implement its strategy of expanding its real estate portfolio to diversify its revenue base, both geographically beyond Singapore*

and operationally beyond residential real estate into the recreational and hospitality real estate segments. Barring any unforeseen circumstances and subject to the risk factors highlighted in ***paragraph 5*** *of this Circular, the Directors are optimistic on the business outlook of the Enlarged Group for the next 12 months."*

Notes:

(1) Source: The Boston Consulting Group, BCG Perspectives, 5 March 2013, "Indonesia's Rising Middle-Class and Affluent Consumers - Asia's Next Big Opportunity", at https://www.bcgperspectives.com/content/articles/center_consumer_customer_insight_consumer_products_indonesias_rising_middle_class_affluent_consumers/.

(2) Source: The Boston Consulting Group, BCG Perspectives, 5 March 2013, "Indonesia's Rising Middle-Class and Affluent Consumers - Asia's Next Big Opportunity", at https://www.bcgperspectives.com/content/articles/center_consumer_customer_insight_consumer_products_indonesias_rising_middle_class_affluent_consumers/?chapter=2.

(3) Source: World Property Channel, 4 April 2013, "Indonesia Attracting Institutional Investors", at http://www.worldpropertychannel.com/asia-pacific-commercial-news/indonesia-investors-funds-yishan-capital-partners-6691.php.

Singapore

Over the past few years, the Singapore Government has, in light of the low interest rate environment and continued income growth in Singapore, introduced a series of cooling measures to moderate investment demand for residential properties so as to maintain a more stable and sustainable property market and to encourage financial prudence among purchasers of residential properties.

Such cooling measures include:

(i) an Additional Buyer's Stamp Duty ("ABSD") of between 5% and 15% in respect of purchases of residential property whereby non-Singaporeans are required to pay 15% ABSD in respect of any purchase of Singapore residential property, while Singapore permanent residents are required to pay 5% ABSD on their first purchase of a residential property and 10% ABSD on any second or subsequent purchases of residential property. In addition, Singaporeans who already own one residential property are required to pay 7% ABSD on their second purchase of a residential property and 10% ABSD on their third and subsequent purchases. The ABSD is payable over and above existing stamp duty payable by a purchaser. ABSD at 15% is also payable by corporate real estate developers which purchase land, unless a remission is applicable;

(ii) the tightening of the Loan-to-Value ("LTV") limits on housing loans for individuals who already have at least one(1) housing loan outstanding, as well as non-individuals such as companies. In addition, the minimum cash down payment for individuals applying for a second or subsequent housing loan was raised from 10% to 25%; and

(iii) the introduction of the Total Debt Servicing Ratio ("TDSR") to tighten the rules relating to the LTV limits. When assessing a property loan (new or refinancing), financial institutions are now required to take into account the borrower's monthly repayments of all outstanding debt obligations over monthly gross income so that the TDSR does not exceed 60%. For property loans, a higher notional market interest rate of 3.5% for housing loans (4.5% for non-residential loans) will be applied to determine the monthly loan repayment. Moreover, a 30% haircut of all variable incomes and rental incomes will be applied in assessing the TDSR threshold and will affect commission-based/bonus-based sales people, self-employed individuals and investors.

*There is, at the end of 2Q2014 a significant supply of private housing and Executive Condominium ("**EC**") units in the pipeline. As at the end of 2Q2014, there was a total supply of 76,014 uncompleted private residential units in the pipeline, compared with 80,261 units in 1Q2014, of which 27,024 units remain unsold as at 2Q2014. There was an additional supply of 12,812 EC units in the pipeline and therefore, there were altogether 88,826 units in the pipeline supply as at*

the end of 2Q2014. A further 13,592 units will soon be added to the pipeline supply, increasing the total pipeline supply of private housing and EC units to approximately 102,400, arising from Government Land Sales sites which have been awarded to developers. Based on expected completion dates reported by property developers, 9,242 units (including ECs) will be completed in the second half of 2014 and another 24,893 units (including ECs) are expected to be completed in 2015 (in comparison, about 14,400 units (including ECs) were completed in 2013).(1)

Such supply of completed residential units (including ECs) may restrain property prices over the coming year and is likely to intensify competition for potential purchasers. Prices of private residential properties have decreased by 1.3% in 1Q2014(1), following the 0.9% decline in the fourth quarter of 2013, the first time that overall prices have fallen since the first quarter of 2012, largely due to the combined weight of the ABSD and TDSR regimes effectively slowing the pace of the private property market in terms of transaction volumes and rate of price increases.(2) The cooling measures, if not loosened or scaled back, are likely to continue to have a dampening effect on the residential property market in Singapore.

Notes:

(1) Source: URA press release dated 25 April 2014 entitled "Release of 1st Quarter 2014 Real Estate Statistics" at http://www.ura.gov.sg/uol/media-room/news/2014/jul/pr14-44.aspx#.

(2) Source: The Business Times, Friday, 7 February 2014, "Budget 2014 – Property sector hopes for the pain to end".

Indonesia

In Indonesia, the Jakarta property market in the past three(3) years has been strong given the continuing robust performance of the Indonesian economy and Jakarta's large and increasing affluent urban population underpinning the demand for all types of real estate.(1) Currently, foreign nationals not resident or not considered to benefit national development are unable to purchase property in Indonesia.

The Jakarta residential property market has been the primary driver behind price increases, with prime condominium prices increasing by over 10.8% in the first half of 2013.(2) This has prompted the Indonesian Government to act to attempt to reign in price growth and deter speculation. In July 2013 the Indonesia Central Bank announced that it would tighten lending rules, increasing the minimum downpayment for a second home to 40% and 50% for a third home (up from 30%), and with effect from September 2013, the LTV ratio for the purchase of a second property was reduced to 60% and 50% for purchases of a third and subsequent properties.(2)

Although growth remains positive, there are signs of the beginning of a slowdown in the property market with the speed of price increases and absorption rates slowed from record levels seen over the past two years. The impact by sector is as follows:

(i) ***Office:*** *The slowing economic growth along with the upcoming Indonesian parliamentary elections is likely to reduce the rate of rental growth and office space take-up. However, the scarcity of new supply and the ongoing process of businesses and companies upgrading their space will mean that the office market should remain in favour of landlords, particularly at the high-end of the market, with rents continuing to rise albeit at a slower pace.(1)*

(ii) ***Retail:*** *The retail real estate sector remains solid with occupancy levels remaining at their highest with continuing demand from local and foreign retailers to enter and/or expand their presence in Indonesia, and the ongoing moratorium on new retail properties ensuring there will be no over-supply.(1)*

(iii) ***Condominiums:*** *Although demand over the past three years has been strong as Jakarta has taken to inner city living, the sector has been affected by interest rate increases and the dampening measures introduced by the Indonesian government in 2013. The steep price increases witnessed over the last three(3) years are likely to be reduced but in the long-term, with the high-rise living trend here to stay and prices still low as compared to the rest of Asia, there is still upside potential in the forthcoming years.(1)*

(iv) ***Hotels:*** *With the international and domestic tourism growing, especially the tourism hubs of Bali and Lombok, the Indonesian hospitality property sector has been a net beneficiary of the depreciation in IDR with occupancy levels, room rates and resultant land and capital values rising on continuing strong demand.(1)*

However, property developers are generally optimistic on the outlook of the property market in Indonesia. The performance of the Indonesian property market in 2013 and 1Q2014 also reinforced the Suryamas Directors' confidence in the Indonesian real estate market. Prices for prime real estate in Jakarta increased by 38%. by the end of 2013 compared to the previous year.(3) A first-quarterly report from the property consultant firm, Cushman and Wakefield, also showed that most sectors including offices and residences, experienced strong demand during the first three(3) months of 2014, with the exception of industrial estates.(3)

Further discussions relating to the industry overview and trend information of the Indonesian real estate industry are set out in ***Section 3.1*** *and* ***Section 7*** *entitled "****Industry Overview****" and "****Trend Information****" in* ***Appendix 3*** *to the Circular.*

Notes:

(1) Source: The Jakarta Post, 25 October 2013, "Analysis: Property market outlook still buoyant despite currency volatility" at http://www.thejakartapost.com/news/2013/10/25/analysis-property-market-outlook-still-buoyant-despite-currency-volatility.html.

(2) Source: Knight Frank, 18 November 2013, "Asia-Pacific: a regional snapshot of residential property markets…" at http://www.knightfrankblog.com/global-briefing/in-focus/asia-pacific-a-regional-snapshot-of-residential-property-markets/.

(3) Source: The Jakarta Post, 28 April 2014, "Investment in property sector remains lucrative option" at http://www.thejakartapost.com/news/2014/04/28/investment-property-sector-remains-lucrative-option.html.

Future Plans

The business strategies and future plans of the Enlarged Group for the growth and expansion of its business are as follows:

(a) ***Continue to acquire suitable land sites in Singapore and Indonesia for property development***

Given the continuing demand for properties in Singapore and Indonesia, the Company is of the view that the property sector may be one of the most profitable sectors in Singapore and Indonesia. Given the combined financial capabilities and resources of the Enlarged Group, the Enlarged Group will continue to tender for suitable land sites in Singapore and Indonesia for various types of property developments. The Company understands that, as at the Latest Practicable Date, Suryamas is currently in discussions with a potential joint venture partner to acquire a plot of land located in Balaraja, Tangerang, in Banten Province, West Java, with the intention to develop it into a multi-purpose commercial and warehouse complex consisting of appropriate sizes of warehouse and office spaces for sale.

(b) ***Intensify efforts for the development of the existing land bank and sale of the existing properties***

In order to capitalise on the continuing demand for properties in Indonesia and the expected growth of the Indonesian property market, the Enlarged Group will intensify efforts to develop its existing land bank in Indonesia as well as to market and sell its existing development properties at the Rancamaya Golf Estate, the Harvest City Project, and the Royal Tajur Project in Indonesia, and the Braddell Project and the Bartley Project in Singapore.

(c) ***Expansion of operations in the lifestyle sector of the real estate industry***

In order to differentiate the Enlarged Group from a highly competitive residential property sector in Singapore and Indonesia, the Enlarged Group is constantly exploring opportunities to expand into the lifestyle sector.

(d) ***Expansion of real estate business internationally***

The Company is currently undertaking preliminary studies to explore the feasibility and the possibility of expanding the property business of the Enlarged Group into other parts of Asia, as well as Europe and the United States of America, while maintaining its core focus on Southeast Asia. If suitable opportunities arise and the management of the Enlarged Group feels that the market conditions and the timing are right, the Enlarged Group may expand its property business into other parts of Asia, Europe and the United States of America. The Enlarged Group will also continue to look for strategic partnerships and joint ventures with overseas real estate companies which have the local knowledge and expertise so as to manage the risk profile of the Enlarged Group.

As a result of the future plans of the Enlarged Group, the Enlarged Group may be required to raise additional funding by way of external bank borrowings or the issuance of new securities by the Company, the terms of any such issuance to be determined and subject to various factors, including market conditions."

4.8.2 Moratorium

In compliance with the Listing Manual, and to demonstrate their continuing commitment to the Enlarged Group:

(a) Madam Sukmawati has undertaken that she will not, and will procure that her associates will not; and

(b) Hano Maeloa, being an immediate family member of Madam Sukmawati, has undertaken that he will not,

for a period of six (6) months from the date of Completion (the "Moratorium Period"), without the prior written consent of the Company, directly or indirectly:

(i) offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option or right or warrant to purchase, lend, hypothecate or encumber or otherwise transfer or dispose of, directly or indirectly, any Shares or any securities convertible into or exercisable or exchangeable for or which carry rights to subscribe or purchase any Shares;

(ii) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of any Shares or any securities convertible into or exercisable or exchangeable for or which carry rights to subscribe or purchase Shares;

(iii) deposit any Shares or any securities convertible into or exchangeable for or which carry rights to subscribe or purchase Shares in any depository receipt facilities, whether any such transaction described above is to be settled by delivery of Shares or such other securities, in cash or otherwise; or

(iv) publicly disclose any intention to do any of the above.

A moratorium chart detailing the securities held by Madam Sukmawati and Hano Maeloa that are subject to the above-mentioned moratorium during the Moratorium Period is set forth below:

Shareholder	Shares[1]	Consideration Shares	Warrants[1][2]	Options[1][3]
Madam Sukmawati	5,815,981,000	19,000,000,000	3,661,985,936	168,270,000
Hano Maeloa	360,000,000	Not applicable	270,000,000	168,270,000

Notes:

(1) Based on the number of securities held by Madam Sukmawati and Hano Maeloa as at the Latest Practicable Date.

(2) One warrant is exercisable into one Share.

(3) The options are granted pursuant to Top Global Share Option Scheme 2011 and one option is exercisable into one Share.

If any additional Shares or securities convertible into Shares are, for whatsoever reason, issued to Madam Sukmawati and/or Hano Maeloa before the expiry of the Moratorium Period, such additional Shares or convertible securities will equally be subject to the moratorium as described in this **paragraph 4.8.2** during the Moratorium Period.

4.8.3 No change in control

The Vendors are directly or indirectly controlled by Madam Sukmawati. As at the Latest Practicable Date, Madam Sukmawati owns approximately 50.93%. of the Company, and is a Director and controlling shareholder of the Company.

The changes in the Company's shareholding structure after the Proposed Acquisition are set out below for illustrative purposes:

	Before the Proposed Acquisition		After the Proposed Acquisition	
	Number of shares	%	Number of shares	%
Madam Sukmawati	5,815,981,000	50.93	24,815,981,000	81.58
Hano Maeloa	360,000,000	3.15	360,000,000	1.18
Public Shareholders	5,242,572,249	45.92	5,242,572,240	17.24
Total	11,418,553,240	100	30,418,553,240	100

Following the completion of the Proposed Acquisition, Madam Sukmawati will own approximately 81.58% of the Enlarged Share Capital. As such, the Proposed Acquisition will not result in a change in the controlling shareholder of the Company.

5. SUMMARY OF ANALYSIS

In arriving at our recommendation in respect of the Proposed Acquisition we have taken into account the factors set out in **Section 4** of this letter. The key considerations are summarised below. Shareholders should be advised to read the following in conjunction with, and in the context of, the full text of this letter and the Circular.

Rationale for Proposed Acquisition

(a) we have considered the rationale for the Proposed Acquisition and they appear to be based on sound commercial grounds;

Financial Performance of the Group

(b) revenue increased approximately 153.4% from S$5.54 million in FY2012 to S$14.04 million in FY2013, and increased approximately 260.8% from S$1.30 million in 1Q2013 to S$4.69 million in 1Q2014. The increase in revenue is mainly due to revenue from the sale of developmental properties;

(c) based on the recent outlook statement made by the Company, we have inferred that the Group will continue to face challenging business environment and uncertainties moving forward;

Financial Performance of Suryamas

(d) revenue increased by approximately 23.0% to IDR329.3 billion in FY2013 as compared to IDR267.8 million in FY2012 as a result of an increase in average sales prices for houses and land due to higher construction material costs. Revenue decreased by approximately 7.1% from IDR71.0 billion in 1Q2013 to IDR66.0 billion in 1Q2014 as a result of decrease in contribution from the property development segment;

(e) profit attributable to equity holders increased by approximately 261.6% from IDR8.6 billion in FY2012 to IDR31.1 billion in FY2013 as a result of higher selling price and launch of new projects. Profit attributable to equity holders decreased by approximately 81.3% from IDR9.6 billion in 1Q2013 to IDR1.8 billion in 1Q2014 due mainly to an increase in administrative expenses;

Fair Valuation of Suryamas

(f) the estimated fair value of S$306,000,000 for the Target Shares as indicated in the Valuation Report represents a premium of approximately 100.0% over the Purchase Consideration of S$152,951,535;

NAV and NTA of Suryamas

(g) the Purchase Consideration represents a premium of approximately 27.1% to the unaudited IFRS adjusted 1Q2014 NAV and NTA of Suryamas;

(h) the main assets of Suryamas are its development properties, which are stated in the balance sheet at lower of cost or net realisable value. As such, the book value of Suryamas' assets may not necessary be representative of the value that they can be realised in the open market.

Historical trading activity of Suryamas

(i) the "average daily trading volume as a percentage of free float" prior to the Announcement Date for Suryamas' shares at 0.11%, 0.04%, and 0.02% respectively for the 12 month, 6 month, and 3 month periods respectively, are within the range but lower than the mean and median percentage of free float for the benchmark companies;

(j) considering the low trading liquidity of Suryamas' shares and in the absence of evidence to the contrary, the historically traded prices of Suryamas' shares may not be a meaningful indicator of its market value;

Comparable companies analysis

(k) the P/E ratio of Suryamas at 44.2 times as implied by the Purchase Consideration is within the range, but higher than the mean and median P/E ratios of the Comparable Companies;

(l) the P/NAV ratio of Suryamas at 1.2 times as implied by the Purchase Consideration is within the range, and lower than the mean and median P/NAV of the Comparable Companies;

(m) the P/NTA ratio of Suryamas at 1.2 times as implied by the Purchase Consideration is within the range, lower than the mean, and higher than median P/NTA of the Comparable Companies;

Precedent transactions analysis for Selected IPT Acquisitions on SGX-ST

(n) both the P/NAV and P/NTA ratio of Suryamas of 1.2 times respectively as implied by the Purchase Consideration is within the range, and higher than the mean and median P/NAV and P/NTA of the Selected IPT Acquisitions;

Precedent transactions analysis on Selected Acquisitions of IDX-listed real estate companies

(o) the P/E ratio of Suryamas at 44.2 times as implied by the Purchase Consideration is within the range, and lower than the mean and median P/E ratio of the Selected Acquisitions of IDX-listed real estate companies;

(p) the P/NAV and P/NTA of Suryamas at 1.2 times as implied by the Purchase Consideration is below the range of P/NAV and P/NTA ratios of the Selected Acquisitions of IDX-listed real estate companies;

Historical Share price analysis of the Group

(q) the Issue Price is equivalent to the closing price of the Shares on 9 December 2013, being the last trading day prior to Announcement Date, and at a discount of 11.1% to the closing price of the Shares on 11 December 2013, being the Market Day immediately following the Announcement Date;

(r) the Issue Price is equivalent to the closing price of the Shares on 9 June 2014, being the last trading day prior to the First Supplementary Announcement Date, and at a premium of 14.3% to the closing price of the Shares on 11 June 2014, being the Market Day immediately following the First Supplementary Announcement Date.

(s) The Issue Price is at a premium of 14.3% to the closing price of the Shares on 3 September 2014, being the last trading day prior to the Second Supplementary Announcement Date, and equivalent to the closing price of the Shares on 5 September 2014, being the Market Day immediately following the Second Supplementary Announcement Date.

(t) the "average daily trading volume as a percentage of free float" prior to the Announcement Date for the Shares at 0.30% and 0.29% respectively for the 12 month and 6 month periods respectively, are within the range, lower than the mean, and higher than the median percentage of free float for the benchmark companies. For the 3 month period prior to the Announcement Date, the average daily trading volume as a percentage of free float of the Shares at 0.41% is within range, and higher than the mean and median of the benchmark companies;

(u) considering the reasonable trading liquidity of the Shares and in the absence of evidence to the contrary, the historically transacted prices of the Shares appears to be a meaningful indicator of the market value of the Shares;

VWAP Analysis of the Group

(v) the Issue Price represents a discount of approximately 2.95% and 3.40% to the VWAP of the Shares for the 6-month and 3-month periods preceding the Frist Supplementary Announcement Date;

(w) represents a premium of approximately 13.47% and 11.11% to the VWAP of the Shares for the 1-month period and Last Trading Day preceding the First Supplementary Agreement Announcement Date;

(x) represents a premium of approximately 2.56% to the VWAP of the Shares on 11 June 2014 (being the Market Day immediately after the First Supplementary Agreement Announcement Date);

(y) is equivalent to the VWAP of the Shares on 5 September 2014 (being the Market Day immediately after the Second Supplementary Agreement Announcement Date);

(z) represents a premium of approximately 1.52% to the VWAP of the Shares from 11 June 2014 (being the Market Day immediately after the First Supplementary Agreement Announcement Date) to the Latest Practicable Date; and

(aa) is equivalent to both the VWAP and closing price of S$0.008 of the Shares as at the Latest Practicable Date.

Precedent transactions analysis of selected IPT Acquisitions with share issuance

(ab) the Issue Price of $0.008 per Share is equivalent to the last transaction price prior to the First Supplementary Agreement Announcement Date. This is within the range, higher than the mean, and equivalent to the mean premium/discount to LTP of the Selected IPT Acquisition with share issuance;

(ac) the Issue Price represents a premium of 13.5% to the VWAP of the Share for the 1-month period preceding the First Supplementary Agreement Announcement Date. This is within the range, and higher than the mean and median premium/discount to 1-month VWAP of the Selected IPT Acquisitions with shares issuance;

(ad) the Issue Price represents a discount of 3.4% to the VWAP of the Share for the 3-month period preceding the First Supplementary Agreement Announcement Date. This is within the range, and higher than the mean and lower than the median premium/discount to 3-month VWAP of the Selected IPT Acquisitions with shares issuance;

(ae) the Issue Price represents a discount of 3.0% to the VWAP of the Share for the 6-month period preceding the First Supplementary Agreement Announcement Date. This is within the range, and higher than the mean and median premium/discount to 6-month VWAP of the Selected IPT Acquisitions with shares issuance;

NAV/NTA per Share of the Group

(af) the Issue Price is at a discount of 31.03% to the unaudited NAV/NTA per Share of S$0.0116 of the Group as at 31 March 2014;

(ag) the Share price has consistently traded at a discount of between 0.83% and 40.17% to the trailing NAV/NTA per Share over the 12-month prior to the Announcement Date up to the Second Supplementary Agreement Announcement Date. The discount of the Issue Price to the unaudited NAV/NTA per Share of the Group as at 31 March 2014 of 31.03% is within this range;

Financial Effects of the Proposed Acquisition

(ah) the NTA of the Group as at FY2013 will increase from S$133.5 million to S$290.6 million following the completion of the Proposed Acquisition;

(ai) the NTA per share of the Group as at FY2013 will decrease from S$0.0117 to S$0.0096 following the completion of the Proposed Acquisition;

(aj) the PATMI of the Group as at FY2013 will increase from S$(5.3) million to S$0.7 million following the completion of the Proposed Acquisition;

(ak) the EPS of the Group as at FY2013 will increase from S$(0.0465) to S$0.0023 following the completion of the Proposed Acquisition;

(al) assuming full conversion of the Consideration Options, the number of issued Shares will further increase from 11,418,553,240 Shares to 30,418,553,240 Shares following the completion of the Proposed Acquisition;

Other relevant considerations

(am) we note the positive prospects and robust future plans for the Enlarged Group following the completion of the Proposed Acquisition;

(an) the moratorium of six(6) months provided by Madam Sukmawati and her associate, Hano Maeloa, on all of the Shares held by them in the Company which will ensure that there will be no change to the controlling shareholders of the Company for a period of six(6) months following the completion of the Proposed Acquisition; and

(ao) the Proposed Acquisition will not result in a change in the controlling shareholder of the Company.

6. RECOMMENDATION AND CONCLUSION

Having carefully considered the information available to us, and based upon the monetary, industry, market, economic and other relevant conditions subsisting on the Latest Practicable Date, and based on the factors set out above, and subject to the qualifications and assumptions made herein, we are of the opinion that the Proposed Acquisition, on balance, are on normal commercial terms and not prejudicial to the interest of the Company and its minority Shareholders. Accordingly, our recommendation to the Independent Directors of the Company in respect of the Proposed Acquisition is that they should recommend the Independent Shareholders to VOTE IN FAVOUR of the Proposed Acquisition at the EGM.

In rendering the above advice, we have not had regard to the specific investment objectives, financial situation, tax position or particular needs and constraints of any individual Shareholder. As each Shareholder would have different investment objectives and profiles, we would advise that any individual Shareholder who may require specific advice in relation to his investment objectives or portfolio should consult his broker, bank manager, solicitor, accountant, tax adviser or other professional advisers immediately.

Shareholders should note that the trading of the Group's Shares and/or Suryamas' shares are subject to, *inter alia*, the performance and prospects of the Group and Suryamas, prevailing market conditions, economic outlook and stock market conditions and sentiments. Accordingly, the advice of Stirling Coleman on the Proposed Acquisition does not and cannot take into account future trading activities or patterns or price levels that may be established for the Group's Shares or Suryamas' shares after the Latest Practicable Date since these are governed by factors beyond the ambit of Stirling Coleman's review and also, such advice, if given, would not fall within Stirling Coleman's terms of reference in connection with the Proposed Acquisition.

This letter (for inclusion in the Circular) is addressed to the Independent Directors for their benefit, in connection with and for the purpose of their consideration of the Proposed Acquisition. The recommendation made by the Independent Directors to the Shareholders remains the responsibility of the Independent Directors.

This letter is governed by, and construed in accordance with, the laws of Singapore, and is strictly limited to the matters stated herein and does not apply by implication to any other matter.

Yours faithfully
For and on behalf of
STIRLING COLEMAN CAPITAL LIMITED

YAP YEONG KEEN
DIRECTOR
CORPORATE FINANCE ADVISORY

ANG LIAN KIAT
DIRECTOR
CORPORATE FINANCE ADVISORY

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1 July 2014

To
Board of Directors
TOP GLOBAL Limited
1 Scotts Road
#20-03 Shaw Centre
Singapore 228208

Dear Sirs,

Pursuant to your request, Asia Valuation & Advisory Services Pte Ltd ("AVA") has performed an analysis pertaining to the Fair Value of the 71.52% equity interest in PT Suryamas Dutamakmur Tbk ("SMDM" or the "Target Company") as at 31 March 2014 (the "Valuation Date"). Our valuation will used for reference by Top Global Limited and its Independent Financial Advisor, and inclusion into a shareholders' circular. No other use of our valuation report is intended or should be inferred.

Definition of Value

In estimating the Fair Value of SMDM, our efforts were based on the following premise of value, as defined under the International Valuation Standards (2013):

Fair Value – *"the estimated price for the transfer of an asset or liability between identified knowledgeable and willing parties that reflects the respective interests of those parties".*

Our conclusion of value shall not be considered an opinion of the Market Value of the asset as Fair Value assumes the respective interests of those parties involved are reflected in the transaction. Market Value assumes the value-in-exchange of an asset. Market Value is defined as *"the estimated amount for which an asset should exchange on the date of valuation between a willing buyer and a willing seller in an arm's-length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion"*. Such value represents an estimate based on the economic theory of equilibrium price for an asset in a perfect market.

Scope of Work

On 10 December 2013, Top Global Limited ("TGL" or the "Company") announced it has entered into a conditional sale and purchase agreement to acquire 71.52% of SMDM from a group of investors ("Sellers") for a consideration of SGD152,951,535. The Target Company is an Indonesia-based property development company listed on the Indonesian Stock Exchange ("IDX"). It is engaged in the development of housing projects, including selling of land, houses and shophouses, operating a golf course, country club and other resort facilities in Rancamaya, Bogor. Its real estate projects include Rancamaya Estate, Mahogany Residence, Royal Tajur and Harvest City.

In this exercise, we estimated the value of a 71.52% equity interest in SMDM, on the basis of Fair Value, as the Target Company is a listed company with its shares traded on the IDX. There are quoted prices available for those shares, and it is generally accepted that such price is indicative of its Market Value. Fair Value is selected in this exercise to reflect the intrinsic value of the Target Company as a business, operating on its tangible and intangible assets.

Our valuation and report is prepared in accordance with the International Valuation Standards (2011 edition) as published by the International Valuation Standard Committee ("IVSC"). The procedures used in our analysis included such substantive steps, as we considered necessary, including, but not necessarily limited to, the following:

- Discussions with appropriate individuals concerning operational and financial aspects of the Target Company;
- Development of valuation model to estimate the Fair Value, including gathering market and industry information in support of various assumptions;
- Discussions with management to:
  - Understand in more detail the current status and proposed business of the Target Company, including its tangible and intangible characteristics; and
  - Gain a more thorough understanding of the proposed nature and operations of the Target Company, including estimated trends, services, and markets;
- Review of historical and projected financial information of the Target Company;
- Analysis of conditions in, and the economic outlook for, the property market in Indonesia; and;
- Valuation of the economic interest in the Target Company.

We planned and performed our valuation so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to express our opinion on the subject asset. In the course of our valuation, we used financial and other information provided by the Target Company, and also used financial and other information obtained from private and public sources we considered reliable. Our conclusions are dependent on such information being complete and accurate in all material respects. We believe the valuation procedures we employed provide a reasonable basis for our opinion.

Valuation Theory

It is important to note that market value is based on the economic theory of equilibrium price in a perfect market. It may not be equal to the price transacted for an asset or indicative of the price to be transacted for the asset. Such value estimate is based on the assumption that a perfectly competitive market exists where no participant has any influence on the price of the asset it buys or sells. It is simply a point where market demand is equal to market supply, thus ensuring that the asset owner will receive only normal profit in the long run.

Our approach in valuing the equity interest in SMDM relies on using the appropriate techniques to arrive at our conclusion of Fair Value. We considered the three generally recognized approaches to value: the income, market and cost approaches.

An overview of the three approaches considered is as follows:

- The *Income Approach* focuses on the income-producing capability of a business or asset. The income approach measures the current value of a business or asset by calculating the present value of its future economic benefits such as cash earnings, cost savings, tax deductions, and proceeds from disposition. Value indications are developed by discounting expected cash flows to their present value at a rate of return that incorporates the risk-free rate for the use of funds, the expected rate of inflation, and risks associated with the particular investment. The discount rate selected is generally based on rates of return available from alternative investments of similar type and quality as of the valuation date.
- The *Market Approach* measures the value of a business or asset through an analysis of recent sales or offerings of comparable businesses or assets. In estimating the value of a business under the market approach there are two methodologies: the publicly-traded guideline company methodology and the recent transaction methodology. The publicly traded guideline company methodology develops an indication of value for the subject company by calculating market pricing multiples for selected publicly-traded guideline companies and applying these multiples to the appropriate financial measures of the subject company. The recent transaction methodology develops an indication of value for the subject company by calculating market pricing multiples based on actual acquisitions of similar businesses and applying these multiples to the appropriate financial measures of the subject company. After deriving a value, adjustments are then made to account for differences between the subject business or asset being valued and the comparable businesses or assets used in the analysis.
- The *Cost Approach* measures the value of a business or asset by the cost to reconstruct or replace it with another of like utility. To the extent that the assets being valued provide less utility than new assets, the reproduction or replacement cost new would be adjusted to reflect appropriate physical deterioration, functional obsolescence, and economic obsolescence. The cost approach recognizes that a prudent investor would not ordinarily pay more for property or an asset than the cost to replace them new.

To arrive at the intrinsic value, represented as Fair Value, of the equity interest in SMDM, we applied a combination of the market and income approaches.

The Target Company is listed on the IDX and there are sufficient comparable companies on the same stock exchange for us to perform an analysis of their valuation metrics. These metrics are useful in helping us determine the Fair Value of the Target Company by relative comparison, under the market approach.

As real estate assets form the bulk of the Target Company's assets, we engaged a registered and licensed public valuer in Indonesia, "IHOT, Dollar & Raymond" ("IHOT"), to assist in our work.

IHOT is a licensed and registered asset appraiser (Minister of Finance License No. 42/KM.1/2009, Public Valuer License No. P-1.09.00092 and STTD No. 37/BL/STTD-P/A/2008) and has experience with such engagements for private and public companies in Indonesia. IHOT completed their work and opined that the market value of the real estate assets belonging to the Target Company is IDR 5,623,000,000,000 (SGD628,000,000) as at the Valuation Date.

The real estate properties comprise of houses, shophouses, hotel, country club, golf course and vacant land. Our basis for selecting the income approach to value these assets was the availability of relevant data, specifically the development plans, financial projections and representations provided. This allows us to analyze the highest and best use of these assets, in accordance with the relevant guidelines, and utilize a discounted cash flow methodology to estimate its value.

A combination of the 2 approaches allowed us to estimate the Fair Value of the equity interest in the Target Company, operating under a scenario that reflects the interests of TGL and the Sellers. This assumption formed the basis for us to estimate the intrinsic value of the company as a business, operating on its tangible and intangible assets.

Estimate of Value

Based on the information provided and the analysis conducted, and subject to the attached Statement of General Assumptions and Limiting Conditions, we estimate that as at Valuation Date, the Fair Value, as defined by IVSC, of a 71.52% equity interest in the Target Company is in the order of:

IDR 2,737,000,000,000
INDONESIAN RUPIAH TWO TRILLION SEVEN HUNDRED THIRTY-SEVEN BILLION

SGD 306,000,000
SINGAPORE DOLLAR THREE HUNDRED SIX MILLION

The conclusion of value is based on accepted valuation procedures and practices that rely substantially on our use of numerous assumptions and our consideration of various factors that are relevant to the operation of the Target Company. We have also considered various risks and uncertainties that have potential impact on the business of the Target Company.

We do not intend to express any opinion on matters which require legal or other specialized expertise or knowledge, beyond what is customarily employed by valuers. Our conclusions assume continuations of prudent management of over whatever period of time that is reasonable and necessary to maintain the character and integrity of the assets valued.

Respectfully submitted,

Asia Valuation & Advisory Services Pte Ltd

Statement of General Assumption and Limiting Conditions

This analysis is subject to the following general assumptions and limiting conditions:

1. No investigation has been made of, and no responsibility is assumed for, the legal description of the property being valued or legal matters, including title or encumbrances. Title to the property is assumed to be good and marketable unless otherwise stated. The property is assumed to be free and clear of any liens, easements, encroachments, and other encumbrances unless otherwise stated.

2. Information furnished by others, upon which all or portions of this valuation is based, is believed to be reliable but has not been verified except as set forth in this report. No warranty is given as to the accuracy of such information.

3. This report has been made only for the purpose stated and shall not be used for any other purpose.

4. Neither AVA nor any individual signing or associated with this report shall be required by reason of this report to give further consultation, provide testimony or appear in court or other legal proceedings unless specific arrangements therefore have been made.

5. No responsibility is taken for changes in market conditions and no obligation is assumed to revise this report to reflect events or conditions, which occur subsequent to the valuation date hereof.

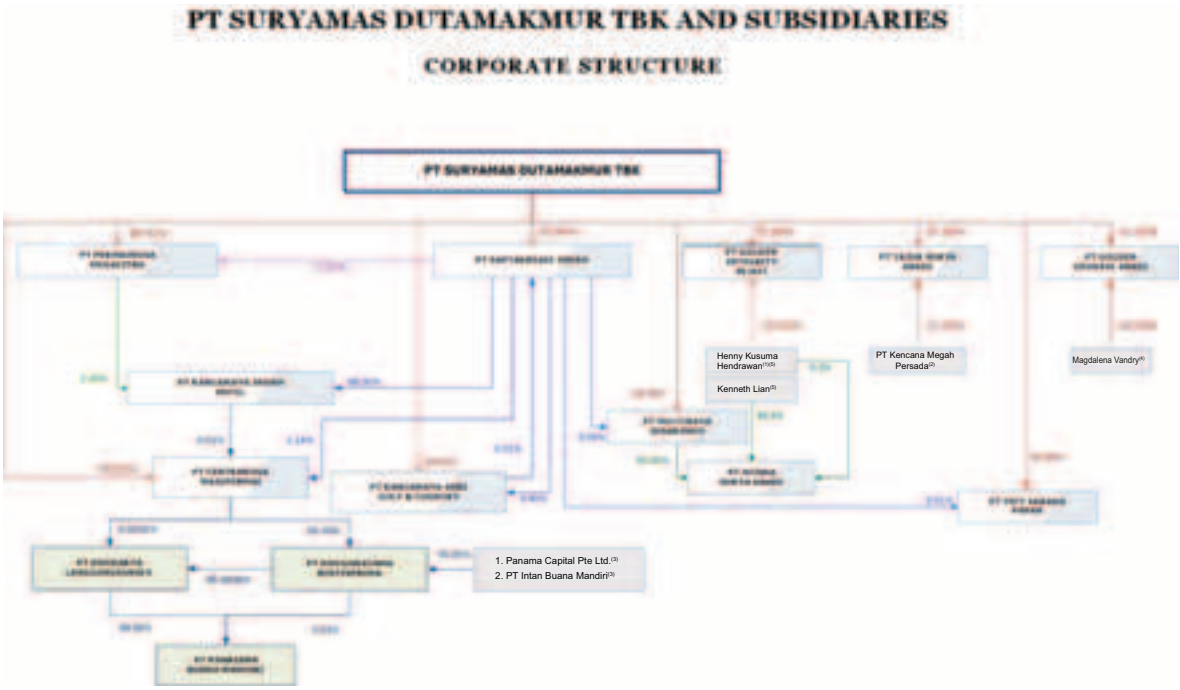
6. The date of value to which the estimate expressed in this report applies is set forth in the beginning of this report. This valuation is valid only for the valuation date indicated. Our analysis is based on the purchasing power of the Indonesian Rupiah and Singapore Dollar as of that date.

7. It is assumed that all required licenses, certificates of occupancy, consents, or other legislative or administrative authority from any local, state, or national government, or private entity or organization have been or can readily be obtained or renewed for any use on which the value estimate provided in this report is based.

8. Responsible ownership and competent management are assumed.

1. CORPORATE STRUCTURE

The Suryamas Group's corporate structure is illustrated diagrammatically as follows:



Notes:

(1) The remaining 30% interest is owned by Henny Kusuma Hendrawan, who is also a director of PT Golden Integrity Sejati.

(2) The remaining 33% interest is owned by PT Kencana Megah Persada.

(3) The remaining 50% interest is owned by Panama Capital Pte Ltd and PT Intan Buana Mandiri.

(4) The remaining 49% is owned by Magdalena Vandry.

(5) The remaining 49.8% is owned by Kenneth Lian, the President Director of Suryamas, and the remaining 0.2% is owned by Henny Kusuma Hendrawan.

The details of Suryamas and the entities in the Suryamas Group are as set out below:

Name	Country and Date of Incorporation	Principal Place of Business	Total Issued and Paid-up Capital	Principal Activities	Ownership Interest
PT Suryamas Dutamakmur Tbk	Indonesia, 21 September 1989	South Jakarta	IDR1,517,539,959,366	Developer, Accommodation Services, Recreation	–
Subsidiaries of PT Suryamas Dutamakmur Tbk					
PT Saptakreasi Indah	Indonesia, 6 January 1992	South Jakarta	IDR8,357,000,000	Investment	100%
PT Centranusa Majupermai	Indonesia, 16 June 1992	South Jakarta	IDR654,375,000,000	Investments and Real Estate	100%
PT Permainusa Megacitra	Indonesia, 16 July 1992	South Jakarta	IDR1,100,000,000	Property	100%
PT Multiraya Sinarindo	Indonesia, 8 August 1990	South Jakarta	IDR2,500,000,000	Real Estate	100%

Name	Country and Date of Incorporation	Principal Place of Business	Total Issued and Paid-up Capital	Principal Activities	Ownership Interest
Subsidiaries of PT Suryamas Dutamakmur Tbk					
PT Rancamaya Asri Golf and Country	Indonesia, 18 August 1992	South Jakarta	IDR250,000,000	Golf Course Operator	100%
PT Golden Integrity Sejati	Indonesia, 24 April 2008	Bogor, West Java	IDR2,000,000,000	Educational Services	70%
PT Tajur Surya Abadi	Indonesia, 15 August 2011	South Jakarta	IDR55,000,000,000	Real Estate	67%
PT Inti Sarana Papan	Indonesia, 2 August 1989	South Jakarta	IDR18,351,000,000	Real Estate	100%
PT Golden Edukasi Abadi	Indonesia, 20 February 2014	Bogor, West Java	IDR750,000,000	Educational Services	51%
Subsidiary of PT Saptakreasi Indah					
PT Rancamaya Indah Hotel	Indonesia, 18 August 1992	South Jakarta	IDR250,000,000	Hotel	100%
Subsidiary of PT Centranusa Majupermai					
PT Dwigunatama Rintisprima	Indonesia, 21 April 1989	South Jakarta	IDR993,236,000,000	Real Estate	50%
Subsidiary of PT Multiraya Sinarindo					
PT Wisma Surya Abadi	Indonesia, 18 April 2012	Tangerang, Banten Province, West Java	IDR550,000,000	Dormant[1]	50%
Subsidiary of PT Dwigunatama Rintisprima					
PT Dwikarya Langgengsukses	Indonesia, 17 April 1989	South Jakarta	IDR457,756,000,000	Real Estate	50%
Subsidiary of PT Dwikarya Langgengsukses					
PT Kharisma Buana Mandiri	Indonesia, 24 November 2006	South Jakarta	IDR10,000,000,000	Service	50%

Further set out below is selected financial information of PT Centranusa Majupermai, a wholly-owned subsidiary in the Suryamas Group, of which the absolute amount of the net assets, net liabilities or profit or loss before income tax accounts for 10% or more of the absolute amount of the net assets, net liabilities or profit or loss before income tax, respectively, of the Suryamas Group, for FY2011, FY2012, FY2013 and 1Q2014:

(in IDR million)	FY2011	FY2012	FY2013	1Q2014
PT Centranusa Majupermai				
Net Assets	1,098,001	1,135,921	1,131,448	1,129,266
Profit/(Loss) Before Income Tax	20,203	44,425	2,467	(1,043)

1 PT Wisma Surya Abadi is currently dormant but Suryamas intends to use this subsidiary as the entity undertaking the proposed development of a multi-purpose warehouse and commercial complex in Balaraja.

2. HISTORY

Suryamas was established on 21 September 1989 and obtained its legal status as a private limited liability company on 31 October 1990 primarily for the purpose of developing real estate projects in Indonesia. Suryamas was initially set up by two major shareholders, both of whom have extensive backgrounds in the real estate industry in Indonesia.

Between 1992 to 2003, Suryamas' business was focused on the development and sale of the first phase of the Rancamaya Estate and the Rancamaya Golf & Country Club Resort, which were launched in 1992 and 1995 respectively, both of which are part of the Rancamaya Project.

The Rancamaya Project is located in the greater Jakarta area, about 60 kilometres from Jakarta's central business district, and is situated at the foothills of Mount Salak in Ciawi, Bogor. It is situated about 450 metres above sea level and is connected to Jakarta via the Jagorawi toll road. The Rancamaya Project has views of Mount Salak in the south, Mount Pangrango and Mount Gede in the east and the city of Bogor in the north and west. The centrepiece of the Rancamaya Project is a world-class championship 18-hole golf course designed by Ted Robinson.

On 12 October 1995, Suryamas completed its initial public offering in Indonesia, pursuant to which Suryamas issued 80,000,000 new shares, at an offering price of IDR850 per share, which were listed on the JSX and the SSX.

In 1997, the Asian economic crisis had a significant impact on property development companies in Indonesia, including Suryamas. Following the Asian economic crisis, Suryamas proceeded with its operational and debt restructuring exercise, with the approval of its shareholders at an extraordinary general meeting of its shareholders held in 2005. As a result of the operational restructuring exercise, Suryamas managed to improve its operational efficiency.

In 2004, PT Multiraya Sinarindo, a subsidiary in the Suryamas Group, launched the Mahogany Residence project in Cibubur, offering 325 premium homes with minimalist design (the "**Mahogany Residence Project**"). The Mahogany Residence Project, which occupies a land area of approximately 11.2 hectares, is located approximately 13 kilometres away from Jakarta and 24 kilometres from Jakarta's central business district. The Mahogany Residence Project was successfully completed in 2008. All of its 325 units were successfully sold by October 2008 at one of the highest land prices as compared to other residential projects in the Cibubur area at that time.

In 2007, Suryamas entered into a consortium agreement with Duta Putra Group and Kalindo Land Group, with Suryamas as the indirect majority shareholder of the joint venture vehicle, PT Dwigunatama Rintisprima ("**DRP**"), to develop a new township project known as Harvest City project located in the Cibubur-Cileungsi area (the "**Harvest City Project**"). Suryamas holds a 50% interest in the Harvest City Project through its wholly-owned subsidiary, PT Centranusa Majupermai. Its joint venture partners, Duta Putra Group and Kalindo Land Group, hold their respective interests in the Harvest City Project through PT Intan Buana Mandiri and Panama Capital Pte Ltd, which hold 2.1% and 47.9% respectively. In October 2008, Suryamas launched the Harvest City Project, with a license to develop an area of approximately 1,050 hectares. As at the Latest Practicable Date, approximately 10.7% of the Harvest City Project has been developed.

In 2008, Suryamas established the Highscope School in the Rancamaya Estate for pre-schoolers. The Highscope School was expanded in July 2014 to provide a higher level of elementary education.

In 2012, Suryamas acquired land in the city of Bogor to develop the Royal Tajur project, with a development area of approximately 7.2 hectares (the "**Royal Tajur Project**"). The Royal Tajur Project was launched in June 2012. In 2013, Suryamas further secured a license to develop an additional land area of approximately 48.5 hectares for the Royal Tajur Project.

To enhance its projects, Suryamas has been further developing the Rancamaya Estate by building the R Hotel Rancamaya since November 2012. As at the Latest Practicable Date, the construction of the R Hotel Rancamaya has completed. The soft opening of the hotel was held on 25 July 2014 and the hotel is expected to be fully open in October 2014.

A diagrammatic representation of the above is set out below:

As a testament to Suryamas' performance in the real estate industry in Indonesia, Suryamas has obtained the following awards over the years:

(a) "The Best Project with natural resort nuance 2009 for Rancamaya Golf Estate" from the Indonesian Property Watch;

(b) "One of the world's top 1000 Golf Course 2009 for Rancamaya Golf & Country Club" from ROLEX;

(c) "The Laureate Course Status 2009 for Rancamaya Golf & Country Club" from The International Golf and Life Foundation;

(d) "The Best Golf Club in South East Asia 2008–2010 for Rancamaya Golf & Country Club" from Hospitality Asia Platinum Awards;

(e) "Highly Commended Landscape Architecture Indonesia 2012 for Rancamaya Golf Estate" from the International Property Awards;

(f) "The Best Masterplan 2013, the biggest township in Cibubur for Harvest City" from the Indonesia Property & Bank Award;

(g) "The Best Seller in Landed Residential Bogor Area 2013 for Harvest City" from the Housing Estate Magazine; and

(h) "The Best Independent City 2014 with the Most Complete Concept for Harvest City" from the Indonesia Property & Bank Award.

Suryamas continues to acquire other strategic locations to expand its property development business with a vision to build attractive, well-designed and self-contained real estate.

3. BUSINESS

3.1 Industry Overview

*Certain information and statistics set out in this section or elsewhere in this Circular relating to the real estate industry are derived, paraphrased or extracted from various official and independent third-party sources, including, inter alia, the information made public by financial institutions. Whilst Suryamas has taken reasonable care in compiling, extracting and reproducing the information extracted from these sources, Suryamas has not consulted with the sources in extracting such information and has not carried out independent verification on such information. Accordingly, Suryamas and the the directors of Suryamas (the "**Suryamas Directors**") make no representations that such information is true, accurate and complete, or if any fact has been omitted that would render such information false and misleading.*

The Indonesian real estate market is primarily driven by the Indonesian domestic economy. As a result, it was not significantly affected by the economic turbulence during the 2008 global financial crisis and more recently, the issues in the Eurozone economies.

Despite a slowdown in growth expected in 2014, the Suryamas Directors believe that the Indonesian real estate market is on an uptrend and will continue to grow although it may be at a slower pace.

In the last two years, the office and industrial sectors have grown with significant increases in the prices of strata office space and industrial land, as well as office rents since mid-2011. The Suryamas Directors believe this was due to rapid corporate expansion and strong investors' confidence. This has boosted demand and triggered new developments in the second-tier cities such as Bekasi, Cikarang, Karawaci, Serpong, Bintaro, Cibubur and Cileungsi. In Jakarta, the increased demand has resulted in increased rents, with the levels of demand returning back to pre-2009 levels.

The landed housing market has also grown steadily due to large domestic demand, supported by a low interest rate environment. There are increasing numbers of condominium developments in other major cities outside of Jakarta, triggered by increasing land prices and strong potential growth in the leasing market for such cities.

Some economic indicators from Bank Indonesia for the period from 2011 to 2014 (projected) are set out below:

Indicators	2011	2012	2013[(1)]	2014[(2)]
Bi Rate	6.00%	5.75%	7.50%	8.00%
Inflation Rate	3.79%	4.30%	5.50%	6.20%
Economic Growth	6.50%	6.23%	5.90%	6.00%
IDR Exchange Rate to US$	9,068	9,670	12,205	11,800

Notes:

(1) Source: *Bank Indonesia* at http://www.bi.go.id/id/publikasi/survei/proyeksi-indikator-makroekonomi/Default.aspx.

(2) Source: 2014 projected - figures taken from Bank Mandiri projection (Kompas, December 20, 2013).

The above figures indicate a slight decrease in economic growth in 2013 before improving in 2014. This is due to the new LTV regulation introduced in October 2013 by Bank Indonesia.

Indonesia had experienced the longest economic crisis back in 1997 to 2003, unlike other Asian countries that had experienced economic growth during the same period. Learning from that experience and the global crisis in the United States of America and Europe, the Indonesian government and Bank Indonesia, in anticipation of the economic growth, which Indonesia has since achieved, especially in the property sector since 2010, imposed regulations to avoid any speculation and short-term profit-taking from investors, such as increasing LTV ratio and interest rates.

Political events such as the parliamentary elections in 2014 may also impact the economy in general.

Please refer to **Section 7** entitled "**Trend Information**" in **Appendix 3** to this Circular for detailed information on the property regulations imposed by the Indonesian government and Bank Indonesia, and the political events in 2014.

3.2 Business Overview

The mission to provide high quality developments, golf courses, hospitality and support facilities to meet market demand and satisfaction has been the driving force behind Suryamas' vision of becoming a reputable developer and operator in Indonesia.

A diagrammatic representation of Suryamas' businesses is set out below, followed by a list of projects and other businesses operated by Suryamas:

Suryamas' business is primarily divided into two broad categories, namely real estate development and golf course and hospitality. Other anxiliary businesses include real estate management, educational services, etc.

3.2.1 Real Estate Development

Suryamas currently specialises in the development of cities and townships, such as the Rancamaya Estate and the Harvest City Project, and the development of residential projects, such as the Royal Tajur Project and the Mahogany Residence Project. The Rancamaya Estate and Harvest City Project are two mega township projects that sit on a gross land area of approximately 1,800 hectares. Further details of each of these projects are set out below:

(a) **Rancamaya Estate**. The Rancamaya Estate is a residential estate surrounded by mountainous green atmosphere. It is located approximately 450 metres above sea level and has views of Mount Salak, Mount Pangrango, Mount Gede and the city of Bogor. The Rancamaya Estate can be reached through the Jagorawi toll road, which is about one hour by car from Jakarta.

The Rancamaya Estate has four phases of development, with a licensed development area of approximately 778 hectares. Phase 1, known as Rancamaya 1, was launched in 1992 and involved the development of a land area of approximately 400 hectares. At Rancamaya 1, 25 clusters of premium residential development and golfing facilities have been developed. More than 1,000 homes have been built, with around 60% occupied. Phase 2, known as Rancamaya 2, will involve the development of a land area of approximately 150 hectares and is expected to be launched in 2015, which will be followed by the development of a land area of approximately 180 hectares for Rancamaya 3 and the development of a land area of approximately 48 hectares for Rancamaya 4. As at the Latest Practicable Date, approximately 37.2% of the Rancamaya Estate has been developed.

(b) **Harvest City Project**. The Harvest City Project will be the biggest new township project in the Cibubur–Cileungsi area, occupying a land area of approximately 1,050 hectares. The Harvest City Project lies between two districts, the Bogor District to its south and the Bekasi District to its east.

It is located about 15 kilometres east of Jakarta and 35 kilometres from Jakarta's central business district and can be accessed through the Jagorawi toll road at the Cibubur exit.

Since it was first launched in October 2008, the Harvest City Project has developed more than 20 clusters, consisting of more than 4,400 houses sold and more than 4,000 houses built and handed over to buyers, occupying a land area of approximately 110 hectares.

(c) **Mahogany Residence Project**. The Mahogany Residence Project, which occupies a land area of approximately 11.2 hectares, is approximately 13 kilometres away from Jakarta and 24 kilometres from Jakarta's central business district. It is located at the entrance of the Cibubur alternative road, which is 1.2 kilometres from the Cibubur exit toll gate. It was launched in June 2004 for the premium market segment. All of its 325 units were successfully sold by October 2008 at one of the highest land price transacted as compared to other residential projects in the Cibubur area at that time.

(d) **Royal Tajur Project**. In June 2012, Suryamas launched and sold the first phase of the Royal Tajur Project, which consisted of 258 residential houses located on a land area of approximately 7.2 hectares. The Royal Tajur Project is located in the centre of Tajur, a busy commercial area in the city of Bogor. The Royal Tajur Project is expected to be expanded by a land area of approximately 48 to 75 hectares.

3.2.2 Golf Course and Hospitality

The projects undertaken by Suryamas in its golf course and hospitality businesses are:

(a) **Rancamaya Golf & Country Club Resort**. The award winning 18-hole golf and country club resort in Rancamaya was launched in 1995 and designed by the well-known golf course architect, Ted Robinson. At the Rancamaya Golf and Country Club Resort, Suryamas also operates 10 villas that are all built and designed with a private space and pool which are available for rental by visitors and members of the Rancamaya Golf & Country Club Resort. In addition, the resort provides premises that can house conferences and corporate events. Over the years, it has earned many accolades as one of the country's best golf and country club resorts.[2]

2 The list of awards is set out in **Section 2** entitled "**History**" in **Appendix 3** to this Circular.

(b) **R Hotel Rancamaya**. To meet ever increasing demands of visitors and aiming to bring total satisfaction to members, Suryamas has built a four star hotel within the Rancamaya Golf & Country Club Resort. The R Hotel Rancamaya is located in the centre of Rancamaya 1, on a land area of approximately five (5) hectares. The R Hotel Rancamaya will have 140 hotel rooms, 10 villa rooms and 10 meeting rooms (that can be transformed into a ballroom). Suryamas intends for R Hotel Rancamaya to be the premier MICE facility in the greater Bogor area. Ground breaking of the R Hotel Rancamaya building commenced in November 2012 and the soft opening was held on 25 July 2014. The construction of R Hotel Rancamaya has been completed and the hotel is expected to be fully open in October 2014.

The existing team operating and managing Rancamaya Golf & Country Club Resort (which includes villas and conference venues) will operate and manage R Hotel Rancamaya. It is also intended for the operation of R Hotel Rancamaya to be led by Ulrich Hahn, who has abundant experience in the hospitality industry as he previously held various positions such as Food and Beverage Manager, Resident Manager, General Manager, Country Manager and Regional Manager of C.C.A International in Hong Kong and the Managing Director of GC&A Club Development Inc. in the Philippines, and is currently the General Manager of the Rancamaya Golf & Country Club Resort and R Hotel Rancamaya. Further information of his past experience is set out in **Section 10.5** entitled "**Further Information on Commissioners, Directors and Key Management**" in **Appendix 3** to this Circular.

3.2.3 Other Businesses

(a) **Highscope School**. In 2008, Suryamas purchased the licence from the Highscope Institute of Michigan, United States of America to open and operate the Highscope School, its preschool-level school in the Rancamaya Estate. The Highscope School accommodates children from 1.5 to 6 years old.

The Highscope School opened in July 2008 with an intake of about 70 to 80 students every year, and has been expanded to provide a higher level of elementary education in July 2014.

(b) **Maintenance Services**. Suryamas also derives revenue from the services conducted by the estate management, in the Rancamaya Estate. Revenues are derived from the maintenance charges for the golf course and club house charged to home owners (residential and commercial). The services provided are mainly estate keeping, garbage disposal, security, landscape, utilities, rental of facilities and business units.

Other than the existing businesses, Suryamas continues to identify suitable land sites for various types of property development. As at the Latest Practicable Date, Suryamas is currently in discussions with a potential joint venture partner to acquire a plot of land located in Balaraja, Tangerang, in Banten Province, West Java, with the intention to develop it into a multi-purpose warehouse and commercial complex consisting of appropriate sizes of warehouse and office spaces for sale.

3.3 Business Processes

Raw Offers/Proposals. Generally, Suryamas receives offers and proposals (joint ventures) from individuals. Once an offer or proposal is received, the business development, engineering and legal departments will conduct their initial review based on the location, price offered and competitiveness of the offer/proposal.

Shortlisted Offers/Proposals. Based on the initial review, shortlisted offers and proposals will be subject to further review by management.

Site/Location Identification. The land/location will then be surveyed in detail. The engineering department will review the technical aspects (including the contour of the land, drainage, cut and fill, infrastructure and construction). The business development and marketing departments will conduct competitive market studies and develop concepts for the types of projects for that land/location. The legal department will review evidence of ownership, necessary licences and permits, and documents in respect of the land acquisition, amongst other things.

Feasibility and Financial Analysis. In accessing the viability of any proposed project development, the departments mentioned above, together with all the supporting departments (including finance and accounting, quantity surveyor and human resources), will undertake a feasibility study, as well as highlight associated risk factors including the purchase price, process of approvals from the authorities, current governmental regulations, obstacles (if any), availability of financing, accessibility of the location, concept, market conditions, supply and demand, pricing and target buyers.

Land/Property Acquisition. Upon satisfactory results of a feasibility study, Suryamas will attempt to acquire the site through a property agent or submit a tender for its real estate developments based on a pre-determined price range. Upon the acquisition of the site, Suryamas will engage a team of professional consultants, including architects and property agencies, to conceptualise the design and layout of the real estate development project. The selected professional consultants will then provide support to Suryamas' real estate development team to apply for and obtain the necessary approvals, permissions, licences and building plan clearances from the relevant authorities.

Marketing and Sales. While the feasibility and financial analysis is being conducted, the marketing department will also finalise the overall execution strategy. This includes media advertising, design, production and distribution of promotional materials. If needed, external consultants will also be hired. The sales department will prepare its sales projection and sales strategy, including the manpower needed to sell the project during the target period.

Construction. Suryamas usually tenders all construction works, including the development of infrastructure, to external partners (consultants and contractors). The management and in-house project team will supervise the overall progress of each construction stage closely with the assistance of the architect, project managers, project supervisors and other professional consultants to ensure that quality standards are met and that the project will be completed within the budget and scheduled time.

Term of Payment and Hand-over. Three types of payment are commonly offered to buyers: cash basis, in-house instalments (based on the length of the construction) or bank financing. Once the relevant sale and purchase agreement has been signed, both parties (the buyer and the developer) have obligations to fulfil. When the construction period is almost complete, the owner's service team under the estate management department will conduct an inspection approximately one (1) month before the hand-over schedule to identify defects, if any, for repair before the unit is handed over to the buyer.

Maintenance Works after Hand-over. Based on the terms of the relevant sale and purchase agreement, after the relevant hand-over agreement is signed, if repairs are still needed by the owner, Suryamas will provide a 100-day period of maintenance. During that period, the owner's service team will oversee such repairs.

3.4 Major Customers

The Suryamas Group does not have any major customers that account for 5% or more of its audited consolidated revenue in each of FY2011, FY2012, FY2013 and 1Q2014.

3.5 Major Suppliers

The Suryamas Group does not have any major suppliers that account for 5% or more of its audited consolidated revenue in each of FY2011, FY2012, FY2013 and 1Q2014.

3.6 Marketing Activities

Suryamas' marketing activities depend on its marketing strategy for each project, which may vary depending on the location of the project. However, the overall marketing strategy for Suryamas is as follows:

3.6.1 maintaining the image of Rancamaya as a prestigious residential brand/development in Indonesia so that Rancamaya becomes the benchmark for Suryamas' future developments;

3.6.2 increasing the awareness of Suryamas' new developments/projects, by generating two (2) main communication aspects, namely (a) above the line activities such as through print advertisements, outdoor advertisements, TV and radio commercials and (b) below the line activities such as through site events, exhibitions, and direct mailers;

3.6.3 conducting periodic market surveys and analysis in order to maintain Suryamas' competitiveness among other players and to create innovative developments in areas such as design, quality, price and promotion; and

3.6.4 putting in place a process for customer feedback and complaints to be channelled to the appropriate departments so that the customer feedback and complaints can be adequately addressed.

3.7 Intellectual Property

The Suryamas Group has applied to the Directorate General of *Hak Kekayaan Intelektual* ("**HAKI**") under the Indonesian Ministry of Justice & Human Rights, the Intellectual Property Office in Indonesia, to register all of their corporate logos, as provided below:

Trademark	Class	Materials registered	Country of Registration	Duration	Application Date
RANCAMAYA GOLF & ESTATE	16	All printed materials (stationeries, letterhead, envelope, memo, agenda, calendar, cards, invitation, stickers, books, receipts, etc.), printed promotion materials (brochures, flyers, etc.), outdoor advertisements (billboards, banners, etc.)	Indonesia	10 years starting from 10 September 2008 with a right to renew	22 February 2007
	36	Land & Building matters, real estate broker	Indonesia	10 years starting from 5 October 2009 with a right to renew	18 February 2008
	41	Golf Facilities	Indonesia	10 years starting from 5 October 2009 with a right to renew	18 February 2008
	43	Villa/Resort Accommodation facilities	Indonesia	10 years starting from 5 October 2009 with a right to renew	18 February 2008
RANCAMAYA GOLF & COUNTRY ESTATE	16	All printed materials (stationeries, letterhead, envelope, memo, agenda, calendar, cards, invitation, stickers, books, receipts, etc.), printed promotion materials (brochures, flyers, etc.), outdoor advertisements (billboards, banners, etc.)	Indonesia	10 years starting from 27 December 2005 with a right to renew	27 May 2004
	36	Land, building & real estate matters, real estate broker, building and estate management	Indonesia	10 years starting from 27 December 2005 with a right to renew	27 May 2004

Trademark	Class	Materials registered	Country of Registration	Duration	Application Date
RANCAMAYA GOLF & COUNTRY CLUB	43	Hotel/villa/motel/ condominium, resort, MICE, food and beverage facilities (cafe, restaurant)	Indonesia	10 years starting from 27 December 2005 with a right to renew	27 May 2004
(on process, for final HAKI certification)	35	Office & Trade Centers, Light industries	Indonesia	10 years starting from 23 November 2009 with a right to renew	2 May 2008
	37	Buildings and maintenance	Indonesia	10 years starting from 20 January 2011 with a right to renew	2 May 2008
	36	Land & Building matters, real estate developer & maintenance	Indonesia	10 years starting from 20 January 2011 with a right to renew	2 May 2008
	41	Sport, entertainment, recreation & cultural centres	Indonesia	10 years starting from 20 January 2011 with a right to renew	2 May 2008
(on process, for final HAKI certification)	16	All printed materials (stationeries, letterhead, envelope, memo, agenda, calendar, cards, invitation, stickers, books, receipts, etc.), printed promotion materials (brochures, flyers, etc.), outdoor advertisements (billboards, banners, etc.)	Indonesia	In Process	14 May 2012
	35	Department Store, Mall	Indonesia	In Process	14 May 2012
	41	Spa, sport, entertainment, recreation & cultural centres, villa, hotel, restaurant	Indonesia	In Process	14 May 2012
	43	Villa, hotel, restaurant	Indonesia	In Process	14 May 2012
	36	Real estate/building sales, rental, and maintenance	Indonesia	In Process	29 August 2012

Trademark	Class	Materials registered	Country of Registration	Duration	Application Date
(on process, for final HAKI certification)	37	Building architecture services and development	Indonesia	In Process	29 August 2012
	35	Office, advertisements, and marketing services	Indonesia	In Process	29 August 2012
	16	All printed materials (stationeries, letterhead, envelope, memo, agenda, calendar, cards, invitation, stickers, books, receipts, etc.), printed promotion materials (brochures, flyers, etc.), outdoor advertisements (billboards, banners, etc.)	Indonesia	In Process	29 August 2012
RANCAMAYA HOTEL (on process, for final HAKI certification)	43	Hotel	Indonesia	In Process	15 October 2012
R HOTEL RANCAMAYA (on process, for final HAKI certification)	43	Hotel/villa/motel/ condominium, resort, MICE, food and beverage facilities (cafe, restaurant)	Indonesia	In Process	27 November 2012
(on process, for final HAKI certification)	16	Promotion Gimmicks (Sticker, Envelope, Calendar, Memo Book, Printed Material) *Cangkir*, *Gelas*, *piring*, *mangkok*	Indonesia	In Process	12 December 2012
	21	Mug, Glass, Plate	Indonesia	In Process	12 December 2012
	24	Towel, Bed Sheet, pillow and bolster cover, table cloth, bed cover, face towel	Indonesia	In Process	12 December 2012
	25	Hat, sandals, T-shirt, sports apparel	Indonesia	In Process	12 December 2012
	36	Villa/Resort Accommodation facilities	Indonesia	In Process	12 December 2012

Trademark	Class	Materials registered	Country of Registration	Duration	Application Date
R	41	Pub, entertainment, club, golf facilities, health facilities, and MICE facilities	Indonesia	In Process	12 December 2012
HOTEL RANCAMAYA **(on process, for final HAKI certification)**	43	Hotel/villa/motel/ condominium, resort, MICE, food and beverage facilities (cafe, restaurant)	Indonesia	In Process	27 November 2012

3.8 Research and Development

Given the nature of the Suryamas Group's business, it does not carry out any research and development activities.

3.9 Quality Control and Assurance

The Suryamas Group considers quality control as one of the most important factors to the success of its business, as it has a direct impact on customers' satisfaction and the image and reputation of the Suryamas Group and its development projects. Accordingly, the Suryamas Group has put in place a thorough set of quality control systems and assurance procedures which are in compliance with international standards.

The quality control systems and assurance procedures are carried out and monitored by experienced staff and professionals. During the construction stage, the management and in-house project team will supervise the progress closely with the assistance of the architect and other professional consultants. Prior to the completion and hand-over of the project sites by the contractors, the internal quality control team from the engineering and estate management department of the Suryamas Group, namely the Owner Service Team, will conduct a thorough check and inspection to ensure that the projects meet the targeted quality requirements.

In addition to the above, the Suryamas Group assures its customers the quality of its projects by providing a 100-day guarantee in all its sale and purchase agreements in respect of both residential and commercial properties. Pursuant to such guarantee, the Suryamas Group will be responsible for repairs of any defects within 100 days after the hand-over of the properties to its customers.

The Suryamas Group's projects such as the Rancamaya Project have gained ISO certification and standards, the details of which are set out below:

Accreditation	Year	Awarded by
ISO 9001:2008 - Operation of Real Estate Development and Management (Rancamaya Golf Estate), Golf and Country Club Operation (Rancamaya Golf and Country Club)	Valid since 2002 until 18 February 2015	SGS International

4. COMPETITION AND COMPETITIVE STRENGTHS

4.1 Competition

Suryamas faces competition from existing competitors as well as new entrants to the industry, especially in light of the growth in the Indonesian real estate industry. Suryamas considers the following as its main competitors in the property development business:

(a) Kaestindo Group;

(b) Bakrie Group;

(c) Agung Podomoro Group;

(d) PT Bogor Indah Gemilang;

(e) Ciputra Group; and

(f) Metropolitan Land Group.

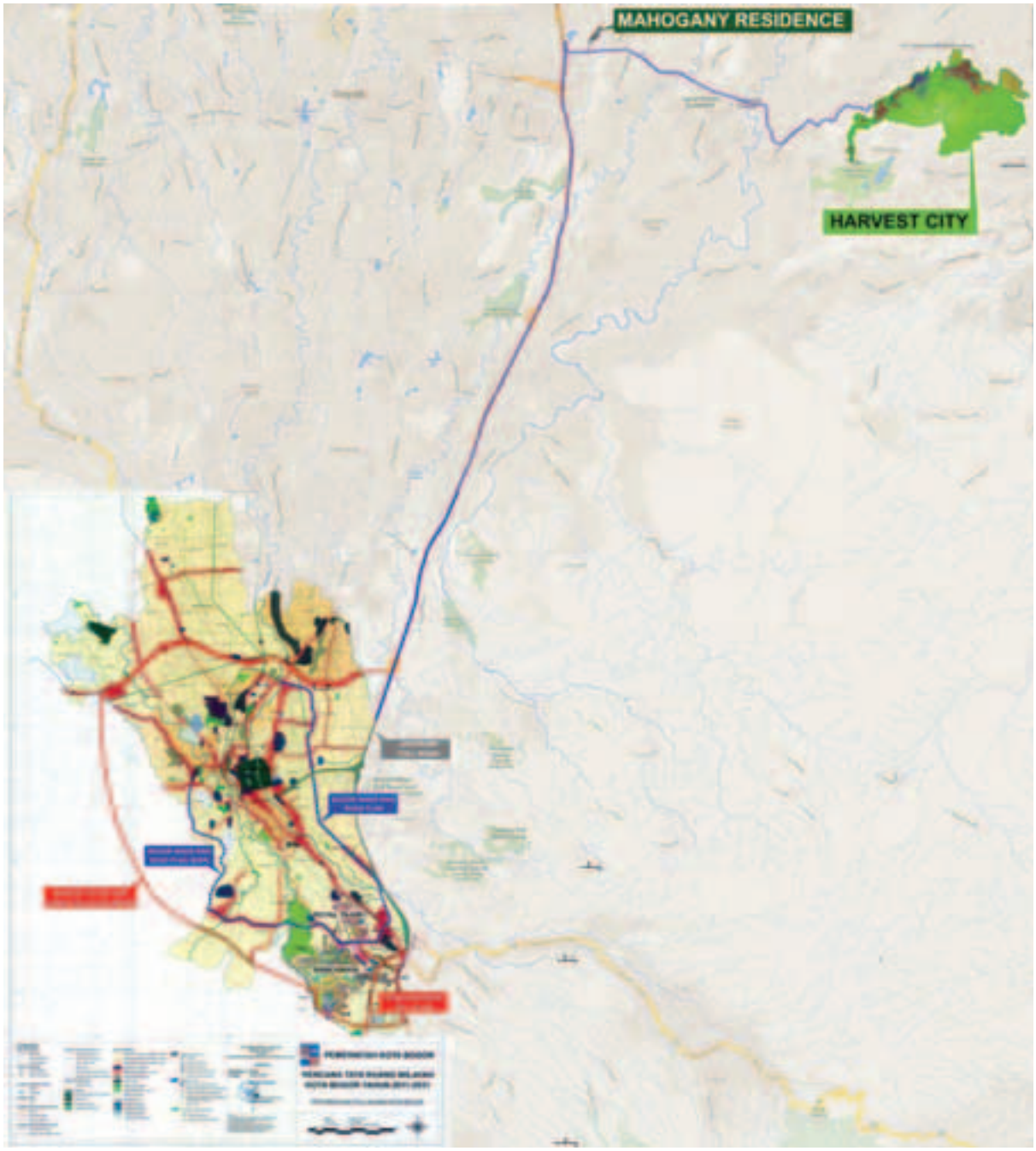
4.2 Competitive Strengths

Suryamas' vision and mission is: "*to be one of the most reputable developers in Indonesia*". The competitive strengths of Suryamas are as follows:

(a) **Strong brand image and recognition**. Since Suryamas launched the Rancamaya Estate approximately 25 years ago, the Suryamas Group has been recognised by the market for its high-end premium products and its commitment to maintain quality and customer satisfaction in all aspects, for all the projects it has developed.

(b) **Experienced Suryamas Directors and management team**. The Suryamas Directors and senior management comprise long-serving, committed and highly qualified members with extensive experience in the real estate industry and property management, supported by the middle management of Suryamas. Also, Suryamas has established a corporate governance structure and implemented management policies and monitoring mechanisms to minimise development risks and ensure quality control.

(c) **Convenient access to transport infrastructure**. Projects developed by Suryamas have links to major transport infrastructure via the Jagowari toll road, which is regarded as providing the best access between Jakarta and Bogor. For example, the Rancamaya Estate and Royal Tajur Project are located about one (1) to three (3) kilometres from the exit of the Jagowari toll road. Furthermore, there will be greater accessibility between the Rancamaya Estate and Royal Tajur Project on the one hand, and Sukabumi city on the other, when a new toll road, and inner and outer ring roads are developed within the next two (2) to three (3) years. Also, the Harvest City township, located at the Cibubur–Cileungsi area, is only 35 kilometres from Jakarta's central business district through the Jagowari toll road, and its accessibility is likely to be enhanced by the Indonesian government's plans to build a monorail in the Cileungsi area.



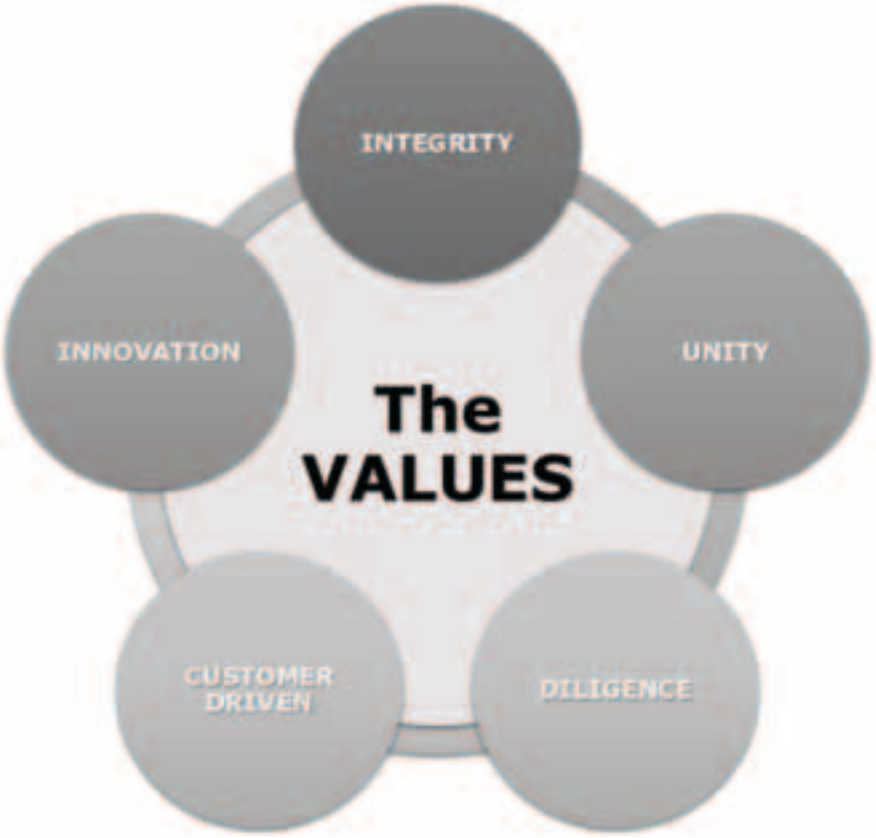
(d) **Access to a large land bank**. The Suryamas Group has acquired a land bank of more than 1,000 hectares at the Rancamaya Estate and the Royal Tajur Project. This allows the Suryamas Group to continuously introduce new products to the market to enhance its image and brand.

(e) **Flexible and scalable products**. Suryamas develops its projects based on market demand and the results of detailed surveys and studies conducted by it in determining the concept to be used for the development. For example, the Rancamaya Project and the Royal Tajur Project are located in the Bogor city corridor to utilise and maximise Bogor's natural elevation, view, greenery and natural beauty, whereas the Harvest City Project focuses on community building with its low to medium-end housing developments, mixed-use properties and various facilities to accommodate the residents' needs.

(f) **Project position and growth of property market in greater Jakarta**. Suryamas believes that its existing and planned projects are strategically located and well-positioned to capitalise on the increasing demand for quality residential and commercial property by the middle and upper class residents relocating towards the suburban districts in the greater Southern part of Jakarta, such as Cibubur, Cileungsi, Sentul and Bogor, evidenced by the fast growing population in these districts during the past decade.

In addition to the above strengths, the Suryamas Group also adopts its corporate values as the basic principles and business ethics of the whole organisation.

Its core values are:



5. SELECTED FINANCIAL INFORMATION

The selected financial information of the Suryamas Group set out in this **Section 5** should be read in conjunction with the Suryamas Financial Results.

The Suryamas Financial Results were prepared in accordance with IFAS. The selected financial information set out in this **Section 5** is based on the Suryamas Financial Results that have been converted and adjusted in accordance with IFRS. There are certain differences which exist between IFRS and IFAS. In the preparation of the selected financial information in this **Section 5**, the material and/or relevant differences in relation to the financial information of the Suryamas Group (prepared in accordance with IFAS) have been adjusted in accordance with IFRS.

5.1 Consolidated Profit and Loss Accounts

(in IDR million)	FY2011	FY2012	FY2013	1Q2013	1Q2014
Revenue	269,787	267,813	329,307	71,013	65,975
Cost of Sales	(164,585)	(178,240)	(205,208)	(41,668)	(38,965)
Gross Profit	105,202	89,573	124,099	29,345	27,010
Other Income - net	9,061	45,199	25,460	4,081	3,829
Expenses					
- Distribution and Marketing	(11,325)	(15,920)	(21,048)	(5,678)	(6,155)
- Administrative	(55,785)	(54,359)	(65,793)	(13,070)	(17,594)
- Finance	(4,483)	(10,864)	(24,426)	(2,593)	(3,537)
Profit Before Income Tax	42,670	53,629	38,292	12,085	3,553
Income Tax Expense	(11,676)	(11,243)	(15,882)	(2,610)	(2,640)
Profit for the financial year/ period	30,994	42,386	22,410	9,475	913
Other comprehensive income/(loss):					
Item that will not be reclassified to profit or loss:					
Remeasurement of post-employment benefits obligations	3,412	(2,636)	3,383	–	–
Total comprehensive income for the financial year/period ended	34,406	39,750	25,793	9,475	913
Profit/(loss) attributed to:					
Equity holders of the Company	24,679	8,624	31,127	9,554	1,832
Non-controlling interests	6,315	33,762	(8,717)	(79)	(919)
Total	30,994	42,386	22,410	9,475	913
Total comprehensive income/ (loss) attributed to:					
Equity holders of the Company	28,037	6,229	34,176	9,554	1,832
Non-controlling interests	6,369	33,521	(8,383)	(79)	(919)
Total	34,406	39,750	25,793	9,475	913

5.2 Consolidated Balance Sheets

(in IDR million)	FY2011	FY2012	FY2013	1Q2014
Assets				
Current Assets				
Cash and cash equivalents	162,922	181,593	288,410	254,160
Trade and other receivables	62,562	117,233	91,956	79,387
Inventories	1,494	1,437	1,520	1,896
Estimated claims for tax refunds	–	201	–	–
Available-for-sale financial assets	225	225	225	225
Development properties	1,127,524	702,163	758,051	768,137
Total Current Assets	1,354,727	1,002,852	1,140,162	1,103,805
Non-Current Assets				
Development properties	883,647	1,422,592	1,548,103	1,577,583
Deferred income tax assets	490	851	1,305	1,305
Property, plant and equipment	174,424	165,623	210,938	222,897
Total Non-Current Assets	1,058,561	1,589,066	1,760,346	1,801,785
Total Assets	2,413,288	2,591,918	2,900,508	2,905,590
Liabilities				
Current Liabilities				
Borrowings	–	39,802	48,961	41,661
Trade and other payables	203,587	314,557	537,081	558,846
Current income tax liabilities	4,622	3,714	8,413	5,226
Due to non-controlling interest of:				
Stockholders of subsidiary	1,650	–	–	–
Total Current Liabilities	209,859	358,073	594,455	605,733
Non-Current Liabilities				
Borrowings	151,121	123,076	146,943	133,980
Trade and other payables	14,324	16,875	35,362	41,719
Derivative financial instruments	4,201	3,676	8,039	7,536
Estimated liabilities for employee benefits	16,216	21,594	21,330	21,330
Total Non-Current Liabilities	185,862	165,221	211,674	204,565
Total Liabilities	395,721	523,294	806,129	810,298
Net Assets	2,017,567	2,068,624	2,094,379	2,095,292
Equity				
Capital and reserves attributable to equity holders of the Company				
Share Capital	1,274,157	1,274,157	1,517,540	1,517,540
Additional paid-in capital	2,248	2,248	2,248	2,248
Advance for subscription of shares	247,362	247,362	3,979	3,979
Other comprehensive income: actuarial gain	3,325	930	3,980	3,980
(Accumulated losses)/retained profits	(21,158)	(12,535)	18,593	20,425
Sub-total	1,505,934	1,512,162	1,546,340	1,548,172
Non-controlling interests	511,633	556,462	548,039	547,120
Total Equity	2,017,567	2,068,624	2,094,379	2,095,292

5.3 Breakdown of Revenue by Business Segments

(in IDR million)	FY2011	FY2012	FY2013	1Q2013	1Q2014
Revenue by Business Segments					
Real estate and property	220,564	216,953	271,984	55,485	51,996
Golf and country club	40,513	41,634	45,228	12,640	10,860
Estate management and other income	8,710	9,226	12,095	2,888	3,119
Total	269,787	267,813	329,307	71,013	65,975

5.4 Breakdown of Cost of Sales by Business Segments

(in IDR million)	FY2011	FY2012	FY2013	1Q2013	1Q2014
Cost of Sales by Business Segments					
Real estate and property	129,673	141,452	164,448	32,398	28,735
Golf and country club	25,390	26,691	28,880	6,825	7,052
Estate management and other income	9,522	10,097	10,880	2,445	3,178
Total	164,585	178,240	205,208	41,668	38,965

5.5 Breakdown of Revenue by Geographical Segments

The business of Suryamas is located mainly in Bogor, West Java, Indonesia. Therefore, there is no breakdown of revenue by geography.

5.6 Breakdown of Profit before Taxation by Business Segments

(in IDR million)	FY2011	FY2012	FY2013	1Q2013	1Q2014
Real estate and property	39,905	57,695	34,581	8,020	3,991
Golf and country club	6,758	3,755	8,362	4,250	1,322
Estate management and other income	(3,993)	(7,821)	(4,651)	(185)	(1,760)
Total	42,670	53,629	38,292	12,085	3,553

5.7 Material Changes

Save as disclosed in the audited consolidated financial statements of the Suryamas Group for FY2013 and the unaudited consolidated financial statements of the Suryamas Group for 1Q2014 and 2Q2014, the Suryamas Directors are not aware of any material changes in the financial or trading position of the Suryamas Group since 30 June 2014, being the latest date on which the consolidated financial statements were prepared. The unaudited consolidated financial statements of the Suryamas Group for 2Q2014 are available at the website of IDX at http://www.idx.co.id.

6. MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of the business, financial condition and results of operations of the Suryamas Group should be read in conjunction with the full text of this Circular, including the Suryamas Financial Results.

The Suryamas Financial Results were prepared in accordance with IFAS. The management's discussion and analysis of the financial condition and results of operations of the Suryamas Group in this **Section 6** are based on the Suryamas Financial Results which have been converted and adjusted in accordance with IFRS.

The following discussion contains forward-looking statements that involve risks and uncertainties. The actual results may differ significantly from those projected in the forward-looking statements. Factors that might cause future results to differ significantly from those projected in the forward-looking statements include, but are not limited to, those discussed below and elsewhere in this Circular, particularly in the section entitled "**Risk Factors**" in **paragraph 5** of this Circular. Under no circumstances should the inclusion of such forward-looking statements herein be regarded as a representation, warranty or prediction with respect to the accuracy of the underlying assumptions by the Company, the Group, Suryamas, the Suryamas Group, the Enlarged Group, their respective advisers or any other person. Investors are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof. Please refer to the section entitled "***Cautionary Note Regarding Forward-Looking Statements***" of this Circular.

6.1 Overview

Suryamas is primarily involved in the business of property development, golf course, hospitality and estate management. Please refer to **Section 2** entitled "**History**" and **Section 3** entitled "**Business**" in **Appendix 3** to this Circular for further details of Suryamas and its business activities.

6.2 Revenue

6.2.1 Retail Sale of Land without Building

Revenue from the retail sale of land without building thereon is recognised based on the full accrual method when the sale and purchase agreement is signed and all of the following conditions under the Statement of Financial Accounting Standards (SFAS) No. 44 are fulfilled:

(a) cumulative payments under the sale and purchase agreement equal to or exceed 20% of the agreed sale price and the refund period under the sale and purchase agreement has expired;

(b) the sale price under the sale and purchase agreement is collectible;

(c) the seller's receivable under the sale and purchase agreement is not subject to future subordination to other loans of the buyer;

(d) development of the land is completed, in that the seller is not obliged under the sale and purchase agreement to complete improvements to lots sold or to construct amenities or other facilities applicable to lots sold in accordance with the sale and purchase agreement or applicable regulations; and

(e) only lots are sold and the seller is not obliged under the sale and purchase agreement to construct buildings thereon.

6.2.2 Sale of Land and Houses, Shophouses and Similar Buildings

Revenue from the sale of goods is recognised when all of the following conditions are satisfied:

(a) the seller has transferred to the buyer the significant risks and rewards of ownership of goods;

(b) the seller retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;

(c) the amount of revenue can be measured reliably;

(d) it is probable that the economic benefits associated with the transaction will flow to the seller; and

(e) the costs incurred or to be incurred in respect of the transaction can be measured reliably.

6.2.3 Estate Management and Other Income

Revenue is derived from the monthly fees charged to residents (of every home and/or building) for maintenance of the environment, including environmental security, environmental cleanliness and environmental facility improvements.

6.2.4 Rancamaya Golf & Country Club Resort

The revenue derived from the operation of the Rancamaya Golf & Country Club Resort is as follows:

(a) joining fees, which consist of one-time payments by new members;

(b) membership fees, which are paid either monthly or annually;

(c) guest fees payable by non-members;

(d) food and beverage sold on the premises;

(e) golf merchandise, sport and fitness equipment sold at the country club;

(f) fees collected from events held on the premises; and

(g) rent collected for stays in the villas.

6.3 Factors Affecting Revenue

Suryamas anticipates the following major factors to affect its revenue:

6.3.1 the state of the economy and market sentiment in Indonesia;

6.3.2 changes in Indonesian legislation, regulation and policies which may affect the market;

6.3.3 the performance of the property industry in Indonesia;

6.3.4 the ability to manage its construction and development projects to ensure timely completion;

6.3.5 the ability to compete effectively against other developers; and

6.3.6 the ability to identify good locations (taking into account factors such as accessibility via highways, infrastructure and climate) and acquire new land.

Please refer to the section entitled "**Risk Factors**" in **paragraph 5** of this Circular for other factors that may affect revenue.

6.4 Costs of Sales

6.4.1 Types of Costs

Property Development. Direct costs incurred in property development consist of land acquisition costs, construction costs and other costs directly related to land acquisition.

Golf Course. Costs incurred in relation to the golf course consist of repair and maintenance costs, labour costs and costs of utilities (water and electricity).

Estate Management. Costs incurred in relation to estate management consist of the costs for managing the maintenance of the environment, security and utilities for the residents.

6.4.2 Factors Affecting Costs of Sales

Volatility of Labour Cost. As skilled labour is highly sought after, especially in the growing property market in Indonesia, the volatility of costs associated with skilled labour, sub-contracting and other professional fees may lead to an increase in the cost of labour. This affects the hand-over to buyers (revenue) and increases the cost of construction (of which labour costs comprise 30-35% while material costs comprise the remaining 65-70%).

Raw Materials. The limited supply of raw materials may lead to an increase in the prices of raw materials.

Land Acquisition. Cost of land acquisition which in turn is affected by location and market prices.

6.5 Other Income

Other items of income comprise:

6.5.1 interest accrued from time deposits;

6.5.2 gains on disposal of Property, plant and equipment ("**PPE**");

6.5.3 gains from foreign exchange in time deposits in foreign currency; and

6.5.4 the fair value gain on convertible bonds.[3]

6.6 Items of Expense

Items of expense comprise distribution and marketing expenses, administrative expenses and finance expenses.

6.6.1 Distribution and Marketing Expenses

The expenses incurred from the sales and marketing of the properties developed consist of the costs of:

(a) advertising and promotion through electronic media and the printing of brochures;

(b) paying commission and sales incentives; and

(c) holding exhibitions and events.

6.6.2 Administrative Expenses

Administrative expenses comprise salaries and employee benefits, depreciation of PPE and rental.

3 In accordance with the adoption of FSAS No. 50 (revised in 2006) and FSAS No. 55 (revised in 2006), on 1 January 2010, convertible bonds were measured on their fair value and split between the fair value of convertible bonds without embedded derivatives and the fair value of embedded derivatives. Embedded derivatives consist of conversion options (the bond holder has the option to convert convertible bonds to stock) and put options (the bond holder has the option to require DRP to buy back convertible bonds). Please refer to **Section 11** entitled "**Interests in Suryamas Shares**" in **Appendix 3** to this Circular for more information on the convertible bonds issued by DRP.

6.6.3 Finance Expenses

Finance expenses comprise of the fair value loss on convertible bonds, bond interest costs and interest costs for bank loans.

6.7 Income Tax Expense

6.7.1 Real Estate Tax

A sale of land and building will give rise to income tax at 5% of the gross transfer value. However, for the transfers of simple houses and simple apartments, the tax rate is at 1%. This tax must be paid by the time the rights to land and building are transferred to the transferee. All the tax paid constitutes a final tax.

6.7.2 Statutory Corporate Tax

The rate of statutory corporate tax is 25% of taxable income.

Public companies that satisfy the following conditions are entitled to a tax cut of 5% off the standard rate, resulting in an effective tax rate of 20%:

(a) at least 40% of their paid-in shares are publicly-owned; and

(b) the public should consist of at least 300 individuals, each holding less than 5% of the paid-in shares.

The above-mentioned conditions must be maintained for at least six months (183 days) in a tax year. If in a particular year either or both of the conditions are not met, the facility is not applicable for that year.

6.8 Non-controlling interests, Net of Tax

Non-controlling interests, Net of Tax refers to the share of net income/loss between DRP, PT Tajur Surya Abadi ("**TSA**"), PT Golden Integrity Sejati, PT Golden Edukasi Abadi and PT Wisma Surya Abadi.

6.9 Order Books

Due to the nature of its business, the Suryamas Group does not have any order books.

6.10 Seasonality

Sales of the Suryamas Group usually decline in the month of Lebaran (during the Muslim fasting period).

6.11 Review of Financial Performance

(in IDR million)	FY2011	FY2012	Changes (%)	FY2013	Changes (%)	1Q2014	Changes (%)
Assets							
Current Assets							
Cash and cash equivalents	162,922	181,593	11.5%	288,410	58.8%	254,160	-11.9%
Trade and other receivables	62,562	117,233	87.4%	91,956	-21.6%	79,387	-13.7%
Inventories	1,494	1,437	-3.8%	1,520	5.8%	1,896	24.7%
Estimated claims for tax refunds	–	201	100%	–	-100%	–	–
Available-for-sale financial assets	225	225	–	225	–	225	–
Development properties	1,127,524	702,163	-37.7%	758,051	8.0%	768,137	1.3%
Total Current Assets	1,354,727	1,002,852	-26.0%	1,140,162	13.7%	1,103,805	-3.2%
Non-Current Assets							
Development properties	883,647	1,422,592	61.0%	1,548,103	8.8%	1,577,583	1.9%
Deferred income tax assets	490	851	73.7%	1,305	53.3%	1,305	–
Property, plant and equipment	174,424	165,623	-5.0%	210,938	27.4%	222,897	5.7%
Total Non-Current Assets	1,058,561	1,589,066	50.1%	1,760,346	10.8%	1,801,785	2.4%
Total Assets	2,413,288	2,591,918	7.4%	2,900,508	11.9%	2,905,590	0.2%
Liabilities							
Current Liabilities							
Borrowings	–	39,802	n.m	48,961	23.0%	41,661	-14.9%
Trade and other payables	203,587	314,557	54.5%	537,081	70.7%	558,846	4.1%
Current income tax liabilities	4,622	3,714	-19.6%	8,413	126.5%	5,226	-37.9%
Due to non-controlling interest of:							
Stockholders of subsidiary	1,650	–	-100.0%	–	–	–	–
Total Current Liabilities	209,859	358,073	70.6%	594,455	66.0%	605,733	1.9%
Non-Current Liabilities							
Borrowings	151,121	123,076	-18.6%	146,943	19.4%	133,980	-8.8%
Trade and other payables	14,324	16,875	17.8%	35,362	109.6%	41,719	18.0%
Derivative financial instruments	4,201	3,676	-12.5%	8,039	118.7%	7,536	-6.3%
Estimated liabilities for employee benefits	16,216	21,594	33.2%	21,330	-1.2%	21,330	–
Total Non-Current Liabilities	185,862	165,221	-11.1%	211,674	28.1%	204,565	-3.4%
Total Liabilities	395,721	523,294	32.2%	806,129	54.0%	810,298	0.5%
Net Assets	2,017,567	2,068,624	2.5%	2,094,379	1.2%	2,095,292	0.1%
Equity							
Capital and reserves attributable to equity holders of the Company							
Share Capital	1,274,157	1,274,157	–	1,517,540	19.1%	1,517,540	–
Additional paid-in capital	2,248	2,248	–	2,248	–	2,248	–
Advance for subscription of shares	247,362	247,362	–	3,979	-98.4%	3,979	–
Other comprehensive income: actuarial gain	3,325	930	-72.0%	3,980	328.0%	3,980	–
(Accumulated losses)/retained profits	(21,158)	(12,535)	-40.8%	18,593	-248.3%	20,425	9.9%
Sub-total	1,505,934	1,512,162	0.4%	1,546,340	2.3%	1,548,172	0.1%
Non-controlling interests	511,633	556,462	8.8%	548,039	-1.5%	547,120	-0.2%
Total Equity	2,017,567	2,068,624	2.5%	2,094,379	1.2%	2,095,292	0.1%

(in IDR million)	FY2011	FY2012	Changes (%)	FY2013	Changes (%)	1Q2013	1Q2014	Changes (%)
Revenue	269,787	267,813	-0.7%	329,307	23.0%	71,013	65,975	-7.1%
Cost of Sales	(164,585)	(178,240)	8.3%	(205,208)	15.1%	(41,668)	(38,965)	-6.5%
Gross Profit	105,202	89,573	-14.9%	124,099	38.5%	29,345	27,010	-8.0%
Other Income – net	9,061	45,199	398.8%	25,460	-43.7%	4,081	3,829	-6.2%
Expenses								
- Distribution and Marketing	(11,325)	(15,920)	40.6%	(21,048)	32.2%	(5,678)	(6,155)	8.4%
- Administrative	(55,785)	(54,359)	-2.6%	(65,793)	21.0%	(13,070)	(17,594)	34.6%
- Finance	(4,483)	(10,864)	142.3%	(24,426)	124.8%	(2,593)	(3,537)	36.4%
Profit Before Income Tax	42,670	53,629	25.7%	38,292	-28.6%	12,085	3,553	-70.6%
Income Tax Expense	(11,676)	(11,243)	-3.7%	(15,882)	41.3%	(2,610)	(2,640)	1.1%
Profit for the financial year/period	30,994	42,386	36.8%	22,410	-47.1%	9,475	913	-90.4%
Other comprehensive income/(loss):								
Item that will not be reclassified to profit or loss:								
Remeasurement of post-employment benefits obligations	3,412	(2,636)	-177.3%	3,383	-228.3%	–	–	–
Total comprehensive income for the financial year/period ended	34,406	39,750	15.5%	25,793	-35.1%	9,475	913	-90.4%

6.11.1 Current Assets

Suryamas' current assets comprise mainly of cash and cash equivalents, trade and other receivables, inventories and development properties. As at 31 March 2014, Suryamas had current assets of approximately IDR1,103.8 billion which accounted for 38.0% of its total assets. As at 31 December 2013, these current assets totalled approximately IDR1,140.2 billion, which accounted for 39.3% of its total assets.

There was a decrease of 3.2% in the current assets as at 31 March 2014 as compared to 31 December 2013, mainly due to the combined effect of the following:

(a) a decrease in cash and cash equivalents by IDR34.2 billion or 11.9%, from IDR288.4 billion as at 31 December 2013 to IDR254.2 billion as at 31 March 2014, mainly due to repayment of bank loans of IDR21.6 billion;

(b) a decrease in trade receivables by IDR2.4 billion or 11.5%, from IDR20.5 billion as at 31 December 2013 to IDR18.1 billion as at 31 March 2014, due to receipts from customers; and

(c) a decrease in advance payments by IDR12.5 billion or 35.4%, from IDR35.3 billion as at 31 December 2013 to IDR22.8 billion as at 31 March 2014, mainly due to the utilisation of the advance payments towards the purchase of lands surrounding the Harvest City Project and the Rancamaya Project.

6.11.2 Non-Current Assets

Non-current assets comprise mainly of development properties (being raw land for development) and PPE. As at 31 March 2014, Suryamas had non-current assets of approximately IDR1,801.8 billion, which accounted for 62.0% of its total assets. As at 31 December 2013, these non-current assets totalled approximately IDR1,760.3 billion, which accounted for 60.7% of its total assets.

There was an increase in the amount of non-current assets by 2.4% as at 31 March 2014 as compared to 31 December 2013, mainly due to the acquisition of development properties (being raw land for development) and the construction of R Hotel Rancamaya. As at 31 March 2014, development properties (being raw land for development) comprised 87.6% of non-current assets and 54.3% of total assets.

6.11.3 Current Liabilities

Current liabilities mainly comprise borrowings and trade and other payables. As at 31 March 2014, Suryamas had current liabilities of approximately IDR605.7 billion, which accounted for 74.8% of its total liabilities. As at 31 December 2013, these current liabilities totalled approximately IDR594.5 billion, which accounted for 73.7% of its total liabilities.

There was an increase of 1.9% or approximately IDR11.3 billion in the current liabilities as at 31 March 2014 as compared to 31 December 2013, mainly due to the following:

(a) an increase in advance payments received from buyers of IDR23.8 billion on the land and buildings in the Rancamaya Estate, the Harvest City Project and the Royal Tajur Project, which were still in development as at 31 March 2014;

(b) an increase in the drawdown of the Harvest City Construction Facility of IDR2.8 billion; offset by

(c) a decrease in borrowings of IDR7.3 billion, mainly due to repayment of the Royal Tajur Loan Facility of IDR9.9 billion.

6.11.4 Non-Current Liabilities

Non-current liabilities comprise of borrowings, trade and other payables, derivative financial instruments and estimated liabilities for employee benefits. As at 31 March 2014, Suryamas had non-current liabilities of approximately IDR204.6 billion which accounted for 25.2% of its total liabilities. As at 31 December 2013, these non-current liabilities totalled approximately IDR211.7 billion, which accounted for 26.3% of its total liabilities.

There was a decrease of 3.4% or approximately IDR7.1 billion in the non-current liabilities as at 31 March 2014 as compared to 31 December 2013, mainly due to the following:

(a) repayment of the Harvest City Credit Facility I of IDR14.5 billion; offset by

(b) an increase in advances received from buyers of IDR6.5 billion.

6.11.5 Shareholders' Equity

Suryamas recorded a stockholders' equity of IDR2,095.3 billion as at 31 March 2014 and IDR2,094.4 billion as at 31 December 2013, where the increase of 0.1% from 31 December 2013 to 31 March 2014 was mainly due to the increase in total comprehensive income for the current period.

6.11.6 Breakdown of Revenue by Business Segments

(in IDR million)	FY2011	FY2012	Changes (%)	FY2013	Changes (%)	1Q2013	1Q2014	Changes (%)
Rancamaya Project								
Real estate and property	97,168	81,975	-15.6%	107,450	31.1%	23,013	22,594	-1.8%
Golf and country club	40,513	41,634	2.8%	45,228	8.6%	12,640	10,860	-14.1%
Estate management	8,710	9,226	5.9%	12,095	31.1%	2,888	3,119	8.0%
Sub-total	146,391	132,835	-9.3%	164,773	24.0%	38,541	36,573	-7.1%
Harvest City Project								
Real estate and property	123,396	134,978	9.4%	161,062	19.3%	32,472	23,339	-28.1%
Royal Tajur Project								
Real estate and property	–	–	–	3,472	100%	–	6,063	100%
Grand Total	269,787	267,813	-0.7%	329,307	23.0%	71,013	65,975	-7.1%
Sales from								
Real estate and property	220,564	216,953	-1.6%	271,984	25.4%	55,485	51,996	-6.3%
Golf and country club	40,513	41,634	2.8%	45,228	8.6%	12,640	10,860	-14.1%
Estate management and other income	8,710	9,226	5.9%	12,095	31.1%	2,888	3,119	8.0%
Total	269,787	267,813	-0.7%	329,307	23.0%	71,013	65,975	-7.1%
Cost of Sales								
Real estate and property	129,673	141,452	9.1%	164,448	16.3%	32,398	28,735	-11.3%
Golf and country club	25,390	26,691	5.1%	28,880	8.2%	6,825	7,052	3.3%
Estate management and other income	9,522	10,097	6.0%	11,880	17.7%	2,445	3,178	30.0%
Total	164,585	178,240	8.3%	205,208	15.1%	41,668	38,965	-6.5%

6.11.7 Breakdown of Revenue by Geographical Segments

The business of Suryamas is located mainly in Bogor, West Java, Indonesia. Therefore, there is no breakdown of revenue by geography.

6.12 1Q2014 Compared to 1Q2013

6.12.1 Revenue

Revenue decreased by 7.1% to IDR66.0 billion in 1Q2014 compared to IDR71.0 billion in 1Q2013.

The decrease in revenue is due to the following:

Property development

Sales of houses and land provided for 78.8% of Suryamas' total net sales in 1Q2014, as compared to 78.1% in 1Q2013. However, the sales in 1Q2014 decreased by 6.3% to IDR52.0 billion, as compared to IDR55.5 billion in 1Q2013. The decrease in sales is mainly due to a slow down in hand-over of units in the Harvest City Project in 1Q2014. The decrease is offset by the increase in sales of IDR6.1 billion in the Royal Tajur Project (launched in June 2012) whereby units were handed over starting from the last quarter of 2013.

6.12.2 Cost of Sales

The cost of sales in 1Q2014 decreased by IDR2.7 billion or 6.5%, from IDR41.7 billion in 1Q2013 to IDR39.0 billion in 1Q2014. This is in line with the decrease in revenue.

6.12.3 Other Income – net

Other income decreased by IDR0.3 billion or 6.2%, from IDR4.1 billion in 1Q2013 to IDR3.8 billion in 1Q2014, mainly due to loss on foreign exchange of IDR1.4 billion. This decrease is partially offset by an increase in interest income amounting to IDR1.2 billion.

6.12.4 Items of Expense

Distribution and Marketing Expenses

Distribution and marketing expenses increased by IDR0.5 billion or 8.4%, from IDR5.7 billion in 1Q2013 to IDR6.2 billion in 1Q2014, mainly due to an increase in advertising and promotion expenses by IDR1.7 billion (due to the advertising campaign of the Summit housing cluster and Richmond Peak in the Rancamaya Estate and promotional incentives given to buyers of the Harvest City Project). The increase is partially offset by the decrease in commission paid to sales personnel.

Administrative Expenses

Administrative expenses increased by IDR4.5 billion or 34.6%, from IDR13.1 billion in 1Q2013 to IDR17.6 billion in 1Q2014, mainly due to:

(a) an increase in salaries and allowances expenses by IDR2.3 billion. Such increases were due to the increase in headcount and an increase of 16% in average regulatory minimum wages effective from January 2014; and

(b) an increase in other areas of administrative expenses was also mainly due to expenses incurred for the sourcing of materials overseas and interior design research for the construction of R Hotel Rancamaya.

Finance Expenses

Suryamas recorded finance expenses of IDR2.6 billion and IDR3.5 billion in 1Q2013 and 1Q2014 respectively, mainly due to fair value loss on convertible bonds.

6.12.5 Profit Before Income Tax

Suryamas posted a profit before income tax that decreased by IDR8.5 billion, from IDR12.1 billion in 1Q2013 to IDR3.6 billion in 1Q2014. The main reasons for the decrease have been described above.

6.12.6 Income Tax Expenses

Despite an overall decrease in revenue in 1Q2014, there is no significant change to the income tax expenses noted between 1Q2013 and 1Q2014. This is mainly due to revenue recognised from the Royal Tajur Project in 1Q2014 which is taxable at 5% of the gross transfer value, while there is no revenue recognised from the Royal Tajur Project in 1Q2013. Revenue from the Harvest City Project is taxable between 1% to 5% of the gross transfer value.

6.12.7 Total Comprehensive Income

Suryamas posted a total comprehensive income amounting to IDR0.9 billion in 1Q2014 compared to IDR9.5 billion in 1Q2013. The decrease was mainly due to the reasons described above.

6.13 FY2013 Compared to FY2012

(in IDR million)	FY2012	FY2013	Changes (%)
Revenue	267,813	329,307	23.0%
Cost of Sales	(178,240)	(205,208)	15.1%
Gross Profit	89,573	124,099	38.5%
Other income – net	45,199	25,460	-43.7%
Expenses			
- Distribution and Marketing	(15,920)	(21,048)	32.2%
- Administrative	(54,359)	(65,793)	21.0%
- Finance	(10,864)	(24,426)	124.8%
Profit Before Income Tax	53,629	38,292	-28.6%
Income Tax Expense	(11,243)	(15,882)	41.3%
Profit for the financial year	42,386	22,410	-47.1%
Other comprehensive (loss)/income: Items that will not be reclassified to profit or loss:			
Remeasurement of post-employment benefits obligations	(2,636)	3,383	-228.3%
Total comprehensive income for the financial year ended	39,750	25,793	-35.1%

6.13.1 Revenue

Revenue increased by 23.0% to IDR329.3 billion in FY2013 compared to IDR267.8 billion in FY2012.

The increase in revenue reflected an increase in average sales prices for houses and land due to higher construction material costs, with further elaboration below.

Property development

Sales of houses and land provided for 82.6% of Suryamas' total net sales in FY2013, as compared to 81.0% in FY2012. However, the sales in FY2013 increased by 25.4% to IDR272.0 billion, as compared to IDR217.0 billion in FY2012. The increase in sales is mainly due to the following reasons:

(a) the launch of premium land within Rancamaya; and

(b) an approximately 41.0% increase in the average sales price of houses located in the Rancamaya Estate.

Golf membership and golf course operations

The revenue from golf membership and golf course operations generated 13.7% of the total net sales in FY2013, resulting in an increase of approximately 8.6% to IDR45.2 billion in FY2013 compared to IDR41.6 billion in FY2012. The increase in revenue is mainly due to:

(a) an increase in golf memberships in 2013 compared to 2012; and

(b) a more stable workforce and aggressive marketing activities in 2013 (compared to the high turnover in workforce experienced in 2012).

Estate management and other income

The revenue generated from estate management and other income accounted for 3.7% of the total net sales in FY2013 compared to 3.4% in FY2012. The revenue generated increased by 31.1% from IDR9.2 billion in FY2012 to IDR12.1 billion in FY2013, due to the following reasons:

(a) increased rates charged for the provision of housing and environmental management services;

(b) an increase in hand-over of units sold, causing the fees for the new hand-over of land and houses to the buyer to increase correspondingly; and

(c) an increase in revenue from educational services.

6.13.2 Cost of Sales

The cost of sales in FY2013 increased by IDR27.0 billion or 15.1%, from IDR178.2 billion in FY2012 to IDR205.2 billion in FY2013, due to the following:

(a) increase in the cost of sales of land and residential units by IDR22.9 billion or 16.3%, from IDR141.5 billion in FY2012 to IDR164.4 billion in FY2013, mainly due to the increase in construction costs as a result of higher housing sales in the Rancamaya Estate; and

(b) increase in the cost of sales of golf membership and golf course operations by IDR2.2 billion or 8.2%, from IDR26.7 billion in FY2012 to IDR28.9 billion in FY2013, mainly due to the following: (i) an increase in the operating costs of the golf course (in line with the increase in sales); and (ii) an increase in the costs of food and beverage (in line with the increase in the sales of food and beverage).

6.13.3 Other Income - net

Other income decreased by IDR19.7 billion or 43.7%, from IDR45.2 billion in FY2012 to IDR25.5 billion in FY2013, mainly due to fair value gain on convertible bonds amounting to IDR31.9 billion recognised in FY2012. In FY2013, there is a loss in fair value on convertible bonds which is recognised under "*Finance Expenses"* in **Section 6.13.4** of **Appendix 3** to this Circular. This decrease is partially offset by an increase in interest income amounting to IDR5.8 billion and a gain on foreign exchange of IDR2.6 billion.

6.13.4 Items of Expense

Distribution and Marketing Expenses

Distribution and marketing expenses increased by IDR5.1 billion or 32.2%, from IDR15.9 billion in FY2012 to IDR21.0 billion in FY2013, mainly due to the following:

(a) an increase in advertising and promotion expenses by IDR4.0 billion (due to the advertising campaign of the Summit housing cluster in Rancamaya and promotional incentives given to buyers of the Harvest City Project).

(b) an increase in commissions paid to sales personnel of IDR1.8 billion which is in line with the increase in revenue.

Administrative Expenses

Administrative expenses increased by IDR11.4 billion or 21.0%, from IDR54.4 billion in FY2012 to IDR65.8 billion in FY2013, mainly due to:

(a) an increase in salaries and allowances expenses by IDR7.1 billion. Such increases were due to the increase in headcount and a more than 40% increase in average regulatory minimum wages effective from January 2013; and

(b) an increase in other areas of administrative expenses, mainly due to expenses incurred for the sourcing of materials overseas and interior design research for the construction of R Hotel Rancamaya.

Finance Expenses

Suryamas recorded finance expenses of IDR10.9 billion and IDR24.4 billion, in FY2012 and FY2013 respectively, mainly due to fair value loss on convertible bonds of IDR7.6 billion recognised in FY2013 and an increase in interest expenses of borrowings amounting to IDR2.5 billion.

6.13.5 Profit Before Income Tax

Suryamas posted a profit before income tax that decreased by IDR15.3 billion, from IDR53.6 billion in FY2012 to IDR38.3 billion in FY2013. The main reasons for the decrease have been described above.

6.13.6 Income Tax Expenses

Income tax expenses increased by IDR4.6 billion or 41.3%, from IDR11.3 billion in FY2012 to IDR15.9 billion in FY2013, mainly due to an increase in current tax provision amounting to IDR4.7 billion, less IDR0.1 billion for deferred tax.

6.13.7 Total Comprehensive Income

Suryamas posted a total comprehensive income amounting to IDR25.8 billion in FY2013 compared to IDR39.8 billion in FY2012. The decrease was mainly due to the reasons described above offset by the recording of an actuarial gain for FY2013 of IDR6.0 billion.

6.14 FY2012 Compared to FY2011

(in IDR million)	FY2011	FY2012	Changes (%)
Revenue	269,787	267,813	-0.7%
Cost of Sales	(164,585)	(178,240)	8.3%
Gross Profit	105,202	89,573	-14.9%
Other income – net	9,061	45,199	398.8%
Expenses			
- Distribution and Marketing	(11,325)	(15,920)	40.6%
- Administrative	(55,785)	(54,359)	-2.6%
- Finance	(4,483)	(10,864)	142.3%
Profit Before Income Tax	42,670	53,629	25.7%
Income Tax Expense	(11,676)	(11,243)	-3.7%
Profit for the financial year	30,994	42,386	36.8%
Other comprehensive income/(loss): Items that will not be reclassified to profit or loss:			
Remeasurement of post-employment benefits obligations	3,412	(2,636)	-177.3%
Total comprehensive income for the financial year ended	34,406	39,750	15.5%

6.14.1 Revenue

Revenue in FY2012 decreased by IDR2.0 billion or 0.7%, from IDR269.8 billion in FY2011 to IDR267.8 billion in FY2012, with further elaboration below:

Property development

Sales of houses and land amounted to 81.0% and 81.8% of Suryamas' total net sales for FY2012 and FY2011 respectively. The decrease of IDR3.6 billion, from IDR220.6 billion in FY2011 to IDR217.0 billion in FY2012, was mainly due to the sale of more low to mid-range units in the Harvest City Project and the Rancamaya Project compared to the number of premium houses sold, accounting for the revenue decrease despite the increase in the number of units sold.

Golf membership and golf course operations

The revenue from golf membership and golf course operations amounted to 15.5% and 15.0% of Suryamas' total net sales in FY2012 and FY2011 respectively, where the absolute value of the revenue generated saw an increase of IDR1.1 billion or 2.8%, from IDR40.5 billion in FY2011 to IDR41.6 billion in FY2012, as a result of the operating income of the golf course.

Estate management and other income

The revenue from estate management and other income amounted to 3.4% and 3.2% of Suryamas' total net sales in FY2012 and FY2011 respectively. The increase in revenue of IDR0.5 billion, from IDR8.7 billion in FY2011 to IDR9.2 billion in FY2012, was mainly due to the following: (a) the increased rates of housing and environmental management, (b) an increase in the fees of the new hand-over of land and houses to the buyer (in line with the increase in the number of units handed over) and (c) an increase in income from educational services and the water park.

6.14.2 Cost of Sales

The cost of sales in FY2012 increased by 8.3% or IDR13.6 billion, from IDR164.6 billion in FY2011 to IDR178.2 billion in FY2012, due to the following reasons:

(a) the cost of sales of land and residential units increased by IDR11.8 billion or 9.1%, from IDR129.7 billion in FY2011 to IDR141.5 billion in FY2012, in line with the increase in hand-over of units in FY2012;

(b) the cost of sales of golf membership and golf course operations increased by IDR1.3 billion or 5.1%, from IDR25.4 billion in FY2011 to IDR26.7 billion in FY2012, mainly due to an increase in food and beverage costs of IDR0.3 billion; depreciation of IDR0.4 billion and salaries and allowances of IDR0.3 billion; and

(c) the cost of sales of the estate management operations and other departments increased by IDR0.6 billion or 6%, from IDR9.5 billion in FY2011 to IDR10.1 billion in FY2012, mainly due to the cost of sales of the water park that began operations in mid-2012 and an increase in salaries and benefits.

6.14.3 Other Income - net

Other income increased by IDR36.1 billion or 398.8%, from IDR9.1 billion in FY2011 to IDR45.2 billion in FY2012, mainly due to the recognition of fair value on convertible bonds of IDR31.9 billion, interest income amounting to IDR1.5 billion and gains on the sale of PPE of IDR0.3 billion.

6.14.4 Items of Expense

Distribution and Marketing Expenses

Distribution and marketing expenses increased by IDR4.6 billion or 40.6%, from IDR11.3 billion in FY2011 to IDR15.9 billion in FY2012, mainly due to an increase in commission expenses of IDR2.6 billion, an increase in advertising and promotion expenses of IDR0.3 billion and an increase in administration fees for housing loans of IDR0.3 billion due to the launch of the Royal Tajur Project in June 2012.

Administrative Expenses

Administrative expenses decreased by IDR1.4 billion or 2.6%, from IDR55.8 billion in FY2011 to IDR54.4 billion in FY2012, mainly due to expenses incurred in relation to the restructuring of equity of the Suryamas Group in 2011 (i.e. the depreciation of IDR4.4 billion and consultant fees of IDR1.1 billion) and an increase in salaries and allowances amounting to IDR4.2 billion.

Finance Expenses

Suryamas recorded net finance expenses of IDR10.9 billion in FY2012 and net finance expenses of IDR4.5 billion in FY2011, mainly due to an increase in interest expenses of bank loans amounting to IDR6.3 billion.

6.14.5 Profit Before Income Tax

Suryamas posted a profit before income tax expenses increase of IDR10.9 billion or 25.7%, from IDR42.7 billion in FY2011 to IDR53.6 billion in FY2012. The main reasons for the increase have been described above.

6.14.6 Income Tax Expenses

Income tax expense decreased by IDR0.5 billion or 3.7%, from IDR11.7 billion in FY2011 to IDR11.2 billion in FY2012, due to a decrease in final provision for tax expenses of IDR0.4 billion.

6.14.7 Total Comprehensive Income

Suryamas posted a total comprehensive income of IDR39.8 billion in FY2012 compared to IDR34.4 billion in FY2011. The increase was mainly due to the reasons described above.

6.15 Liquidity and Capital Resources

Suryamas' principal sources of liquidity are from cash on hand, internally generated cash from operations, trade finance facilities, term loan facilities and convertible bonds. Suryamas' capital requirements relate to funding working capital, capital expenditures and debt servicing. As at 31 March 2014, Suryamas had IDR254,160 million in cash and cash equivalents and loans and borrowings totalling IDR175,641 million. As its liquidity and capital requirements are affected by many factors, some of which are beyond its control, its funding requirements may change. If Suryamas requires additional funds to support its working capital or capital requirements, it may seek to raise such additional funds through public or private financing or other sources.

The following table sets forth Suryamas' historical cash flows for the periods indicated:

(in IDR million)	FY2011	FY2012	FY2013	1Q2013	1Q2014
Selected Cash Flow Statement Data					
Cash and cash equivalents at end of financial year/period	162,922	181,593	288,410	217,628	254,160
Net cash provided by/(used in) operating activities	6,767	(37,035)	106,418	43,969	(925)
Net cash (used in)/provided by investing activities	(4,002)	4,412	(26,608)	2,160	(11,496)[4]
Net cash provided by/(used in) financing activities	18,135	51,294	27,007	(10,093)	(21,829)
Net increase/(decrease) in cash and cash equivalents	20,901	18,671	106,817	36,036	(34,250)

The Suryamas Directors are of the opinion that, after taking into account Suryamas' existing credit facilities, cash and cash equivalents and the cash flows generated from Suryamas' operations, the Suryamas Group has, as at the Latest Practicable Date, adequate working capital for its present requirements. Please refer to **Section 6.19** entitled "**Capitalisation and Indebtedness"** in **Appendix 3** to this Circular for more details on Suryamas' capital resources and borrowings.

Cash inflows from operating activities include cash receipts from customers and cash generated from operations. Cash outflows from operating activities include acquisitions of land, infrastructure, payments for estate maintenance and cash paid to suppliers, consultants, employees and taxes.

Cash outflows from investing activities include acquisitions of PPE. Cash inflows from investing activities include interest received and proceeds from the sale of PPE.

Cash inflows from financing activities include proceeds from short-term bank loans, amounts due from related parties and received paid-up capital of minority shareholders of Suryamas' subsidiaries. Cash outflows from financing activities include repayment of medium term note, bond payable and loans extended by financial institutions, amounts due from related parties, and payment obligations under finance leases.

6.15.1 FY2013

In FY2013, Suryamas recorded net cash inflow of IDR106,418 million from operating activities, attributable to cash receipts of IDR560,365 million from buyers of real estate assets, golf members, services management and operations of other facilities (e.g. water park, educational institutions, etc.), offset by:

(a) the acquisition of IDR308,472 million of real estate assets;

(b) the interest paid of IDR12,151 million; and

(c) the cash amount of IDR133,324 million paid to suppliers, consultants, employees and for taxes.

Suryamas recorded a net cash outflow of IDR26,608 million from investing activities, attributable to interest received of IDR14,798 million and proceeds from the sale of PPE of IDR 164 million, offset by the acquisition of PPE of IDR41,570 million.

Suryamas recorded a net cash inflow of IDR27,007 million from financing activities, attributable to the receipt of short-term bank loans of IDR27,016 million and the repayment of loans from related parties of IDR810 million, offset by the repayment of loans from financial institutions of IDR820 million.

4 This includes the recurring interest income of IDR4,037 million.

6.15.2 FY2012

In FY2012, Suryamas recorded a net cash outflow of IDR37,035 million used in operating activities, attributable to cash receipts of IDR374,727 million from buyers of real estate assets, golf members, services management and operation of other facilities (e.g. the water park, educational institutions, etc.), offset by:

(a) the acquisition of real estate assets of IDR253,714 million;

(b) the interest paid of IDR9,636 million; and

(c) the cash amount of IDR148,412 million paid to suppliers, consultants, employees and for taxes.

In FY2012, Suryamas recorded a net cash inflow from investing activities of IDR4,412 million, attributable to interest received of IDR9,701 million and proceeds from the sale of PPE of IDR516 million, offset by the acquisition of PPE of IDR5,805 million.

Suryamas recorded a net cash inflow from financing activities of IDR51,294 million, attributable to the receipt of short-term bank loans of IDR42,263 million, and proceeds from the paid-up capital of Suryamas' subsidiaries of IDR9,900 million, offset by the repayment of loans from financial institutions of IDR819 million and the repayment of loans from related parties of IDR50 million.

6.15.3 FY2011

In FY2011, Suryamas recorded a net cash inflow of IDR6,767 million from operating activities, attributable to cash receipts of IDR319,192 million from buyers of real estate assets, golf members, services management and operations of other facilities (e.g. the water park, educational institutions, etc.), offset by:

(a) the acquisition of real estate assets of IDR206,595 million;

(b) the interest paid of IDR3,197 million; and

(c) the cash amount of IDR102,633 million paid to suppliers, consultants, employees and for taxes.

Suryamas recorded a net cash outflow used in investing activities of IDR4,002 million, attributable to the acquisition of PPE of IDR11,952 million, offset by the interest received of IDR7,811 million and proceeds from the sale of PPE of IDR139 million.

Suryamas recorded a net cash inflow from financing activities of IDR18,135 million attributable to the receipt of short-term bank loans of IDR39,045 million, proceeds due to stockholders of non-controlling interests in Suryamas' subsidiaries of IDR1,650 million, and amounts due from related parties of IDR12 million, offset by repayment of loans from financial institutions of IDR27 million and payment of principal of bonds payable of IDR22,381 million and obligations under finance leases amounting to IDR164 million.

6.16 Change in Significant Accounting Policies

There is no change in significant accounting policies of the Suryamas Group for FY2011, FY2012 and FY2013, except for the proposed financial conversion regarding the depreciation of land, from IFAS to IFRS.

6.17 Capital Expenditure, Divestments and Commitments

Capital Expenditure (in IDR million)	FY 2011	FY 2012	FY2013	1Q2014
Club house	535	364	–	–
Buildings	6,287	934	–	–
Transportation equipment	3,393	1,348	1,412	18
Office furniture and fixtures	1,422	2,352	1,212	465
Golf country club equipment	828	807	819	573
Assets under construction	–	–	38,127	14,479
Total	12,465	5,805	41,570	15,535

Capital Divestment (in IDR million)	FY 2011	FY 2012	FY2013	1Q2014
Transportation equipment	252	636	152	–
Office furniture and fixtures	–	–	5	43
Total	252	636	157	43

Operating lease commitments

As at the Latest Practicable Date, Suryamas has no operating lease commitments.

Capital commitments

As at the Latest Practicable Date, Suryamas has the following capital commitment by projects:

Capital Commitment (in IDR million)	Latest Practicable Date
Harvest City Project	52,471
R Hotel Rancamaya	20,425
Rancamaya Estate	52,726
Royal Tajur Project	14,420

6.18 Foreign Currency Exchange Exposure

All sales and borrowings and the majority of the purchases of the Suryamas Group are in IDR. The Suryamas Group does not enter into any foreign currency hedging transactions.

6.19 Capitalisation and Indebtedness

(in IDR million)	FY2011	FY2012	FY2013	1Q2014
Cash and bank balances	162,922	181,593	288,410	254,160
Short term debts:				
Bank overdraft, secured and guaranteed	–	38,653	48,197	41,085
Bond payable	–	330	330	330
Finance leases	–	820	434	246
Long term debts:				
Finance leases	2,073	434	–	–
Bank overdraft, secured and guaranteed	50,730	54,340	71,812	57,294
Bond payable	330	–	–	–
Convertible bond payable	97,989	68,301	75,131	76,686
Total Indebtedness	151,122	162,878	195,904	175,641
Total Shareholders' equity	2,017,567	2,068,624	2,094,379	2,095,292
Total Capitalisation and Indebtedness	2,005,767	2,049,909	2,001,873	2,016,773

6.19.1 Harvest City Credit Facilities

Pursuant to a loan agreement dated 23 September 2011 between PT Bank Tabungan Negara (Persero) Tbk and DRP, a subsidiary in the Suryamas Group, DRP obtained a credit facility of up to IDR35.2 billion from PT Bank Tabungan Negara (Persero) Tbk, with an interest rate of 0.5% below the floating interest rate set by PT Bank Tabungan Negara (Persero) Tbk, for the construction of the Harvest City Project (the "**Harvest City Credit Facility I**"). The maturity date of the Harvest City Credit Facility I is 24 months from the date the Harvest City Credit Facility I was entered into.

On 24 July 2012, the Harvest City Credit Facility I was increased to IDR60.0 billion, with an interest rate of 11.0% per annum and a maturity period of three (3) years from the date of the credit agreement addendum relating to the increase in the Harvest City Credit Facility I.

On 20 December 2013, DRP obtained a new construction overdraft loan facility from PT Bank Tabungan Negara (Persero) Tbk for the construction of the Harvest City Project with a maximum amount of IDR112.0 billion (the **"Harvest City Credit Facility II"**). This loan bears interest at 13.0% per annum and has a maturity period of three (3) years after the date of signing of the loan agreement.

The Harvest City Credit Facility I and the Harvest City Credit Facility II are secured by the title of the land and buildings of the Harvest City Project covering approximately 265.5 hectares.

As at the Latest Practicable Date, the total amount outstanding under the Harvest City Credit Facility I and the Harvest City Credit Facility II is IDR121.2 billion.

6.19.2 Harvest City Construction Facility

Pursuant to the loan agreement dated 24 April 2009, PT Dwikarya Langgengsukses ("**DLS**"), a subsidiary in the Suryamas Group, obtained an overdraft loan facility of up to IDR39.8 billion from PT Bank Tabungan Negara (Persero) Tbk, with an interest rate of 0.5% below the floating interest rate set by PT Bank Tabungan Negara (Persero) Tbk, to finance the construction works for the Harvest City Project (the "**Harvest City Construction Facility**"). The Harvest City Construction Facility was secured by the title to land and building of approximately 68.8 hectares located at the site of the Harvest City Project as at 31 March 2014. The maturity date of the Harvest City Construction Facility was on 24 April 2011, and was extended to 24 April 2014.

As at the Latest Practicable Date, the Harvest City Construction Facility has matured, has been fully repaid and the relevant security over the title to the land and building of approximately 68.8 hectares located at the site of the Harvest City Project has been discharged.

6.19.3 Royal Tajur Loan Facility

Pursuant to a loan agreement dated 1 August 2012 between TSA, a subsidiary in the Suryamas Group, and PT Bank Pan Indonesia Tbk, TSA obtained an overdraft loan of IDR20.0 billion and a revolving loan of IDR10.0 billion to finance the construction and housing projects of the Royal Tajur Project for one (1) year with a floating interest rate of 10.0% (the "**Royal Tajur Loan Facility**").

On 3 April 2014, the following terms of the Royal Tajur Loan Facility were revised:

(a) maturity date extended to 1 August 2014[(1)];

(b) overdraft loan of IDR20.0 billion reduced to IDR10.0 billion;

(c) revolving loan of IDR10.0 billion increased to IDR20.0 billion; and

(d) floating interest rate of 10.0% increased to 11.5%.

Note:

(1) Suryamas is in the process of extending the maturity date to 1 August 2015.

The Royal Tajur Loan Facility is secured by land area of approximately 4.8 hectares at the site of the Royal Tajur Project.

As at the Latest Practicable Date, the amount outstanding under the Royal Tajur Loan Facility is IDR20.0 billion.

6.19.4 Medium Term Note, B Series Bonds and DRP Convertible Bonds

As of 31 December 2013, there is no amount outstanding under the medium term note, while an aggregate principal amount of B series bonds of IDR3,979,097,469 and an aggregate principal amount of the DRP convertible bonds of IDR75,131,480,090 remains outstanding. Please refer to **Section 11** entitled "**Interests in Suryamas Shares**" in **Appendix 3** to this Circular for further information on the medium term note, B series bonds and DRP convertible bonds.

6.19.5 Credit Investment Facility and Working Capital Facility for R Hotel Rancamaya

Pursuant to a loan agreement dated 25 September 2012 between PT Bank Central Asia Tbk and Suryamas, Suryamas obtained the following facilities:

(a) a credit investment facility of up to IDR65.0 billion, with an interest rate of 12.0% per annum, for the construction of the R Hotel Rancamaya. The credit investment facility was fully drawndown in August 2014 and the maturity date is 96 months from the date of the drawdown (i.e. in July 2022).

(b) a working capital facility of up to IDR2.5 billion, with an interest rate of 12.0% per annum, for the working capital of R Hotel Rancamaya. The facility has a maturity period of one (1) year.

The credit investment facility and the working capital facility are secured by the title of the land and buildings of R Hotel Rancamaya covering approximately 5.0 hectares.

As at the Latest Practicable Date:

(i) the amount outstanding under the credit investment facility is IDR65.0 billion; and

(ii) the working capital facility has not been utilised and thus there is no amount outstanding under the working capital facility.

7. TREND INFORMATION

Certain information and statistics set out in this section or elsewhere in this Circular relating to the real estate industry are derived, paraphrased or extracted from various official and independent third-party sources, including, among others, the information made public by financial institutions and the articles or commentaries made by news commentators or analysts. Whilst Suryamas has taken reasonable care in compiling, extracting and reproducing the information extracted from these sources, Suryamas has not consulted with the sources in extracting such information and has not carried out independent verification on such information. Accordingly, Suryamas and the Suryamas Directors make no representations that such information is true, accurate and complete, or if any fact has been omitted that would render such information false and misleading.

From 2010 to 2013, prices of landed residential properties increased by approximately 27.7% to 28.0% each year, and the prices of high-rise office and apartment increased by approximately 34.2% each year, primarily due to the strong domestic economic growth of the country, resulting in an increase in the income of the middle class population and consequently the increase in demand for properties.[5] Consistent with the upward trend of the Indonesian property market, the Suryamas Group has also experienced considerable growth over the past few years.

5 Source: Rumahku article dated 13 May 2013 entitled "Increase in Landed House Prices is Uncontrolled" at http://www.rumahku.com/berita/read/kenaikan-harga-rumah-tapak-tak-terkendali-40256#.UwHzYoXIle5.

One of the most successful projects undertaken by the Suryamas Group is the Rancamaya Project, consisting of several residential clusters. In 2008, the Golf View cluster was launched in Rancamaya. Prior to that, the Istana Bunga cluster had also been launched to offer medium-sized units (160 – 450 m^2 per lot). These modern minimalist and Balinese style houses were designed by famous Indonesian architects and are surrounded by the greeneries of the golf course in Rancamaya.

More recently, the Bogor Balcony cluster was launched in 2010, followed by the launch of the Bogor Balcony Grande cluster in 2011 that caters for smaller units in Rancamaya. More than 500 units in the Bogor Balcony cluster were sold, resulting in increase of net sales from IDR37 billion in 2009 to IDR203 billion in 2012, representing an increase of 449.0% over three (3) years.

The Suryamas Group expects 2014 to have several challenges for the property industry in Indonesia, as elaborated below:

(a) **Tightening Measures.** The Indonesian government and policymakers have introduced various dampening measures to deter speculation and stabilise price growth. In July 2013, Bank Indonesia announced that it would tighten lending rules by increasing the minimum downpayment for a second home to 40%, and to 50% for a third home (up from 30%), and that with effect from 30 September 2013, the LTV ratio for the purchase of a second property was reduced to 60%, and to 50% for purchases of a third and subsequent properties.[6]

(b) **Increase of Loan Interest Rate.** In 2013, Bank Indonesia increased the loan interest rate to 25 basis points. It is expected that Bank Indonesia will increase the loan interest rate by another 25 – 50 basis points in 2014.[7] The increase in the loan interest rate is likely to affect the property sector significantly as more than 70% of the property purchases in Indonesia are financed by banks.

(c) **Slower Domestic Economic Growth.** The foreign direct investments in Indonesia are likely to decrease in 2014 due to, *inter alia*, the recovery and improvement of the global economy. Other indicators such as the slow macro economy, decreasing inflation rate and fluctuating exchange rates also lead to the general expectation or sentiment that the strong domestic economic growth that Indonesia experienced over the past few years will slow down in 2014.[8]

Notwithstanding the above, property developers are generally optimistic on the outlook of the property market in Indonesia. The performance of the Indonesian property market in 2013 and 1Q2014 also reinforced the Suryamas Directors' confidence in the Indonesian real estate market. Prices for prime real estate in Jakarta increased by 38 per cent. by the end of 2013 compared to the previous year.[9] A first-quarterly report from the property consultant firm, Cushman and Wakefield, also showed that most sectors, including offices and residences, experienced strong demand during the first three (3) months of 2014, with the exception of industrial estates.[7] Furthermore, according to data from the Indonesia Investment Coordinating Board, total investment realisation in Indonesia grew 16.4% (year-on-year) in 2Q2014 to IDR116.2 trillion (US$10.0 billion), the highest ever quarterly investment result. Foreign direct investment was recorded at IDR78.0 trillion (US$6.7 billion), while domestic direct investment was IDR38.2 trillion (US$3.3 billion).[10]

6 Source: Knight Frank Blog dated 18 November 2013 entitled "Asia-Pacific: a regional snapshot of residential property markets" at http://www.knightfrankblog.com/global-briefing/in-focus/asia-pacific-a-regional-snapshot-of-residential-property-markets/.

7 Economic Projection 2014 from Bank Mandiri, published in Kompas, 20 December 2013.

8 Sources: Indonesia-Investments website dated 18 October 2013 entitled "Property Sector of Indonesia: Still Rising but Growth Slows Temporarily" at http://www.indonesia-investments.com/news/news-columns/property-sector-of-indonesia-still-rising-but-growth-slows-temporarily/item1226; and Jones Lang LaSalle Blog dated 11 February 2014 entitled "Property & Election: De-coupling or Recoupling?" at http://www.joneslanglasalleblog.com/APResearch/category/indonesia.

9 Source: The Jakarta Post, Monday, 28 April 2014, "Investment in property sector remains lucrative option" at http://www.thejakartapost.com/news/2014/04/28/investment-property-sector-remains-lucrative-option.html.

10 Source: Indonesia-Investments website dated 24 July 2014 entitled "Foreign Direct Investment (FDI) in Indonesia Hits New Record in Q2-2014" at http://www.indonesia-investments.com/news/todays-headlines/foreign-direct-investment-fdi-in-indonesia-hits-new-record-in-q2-2014/item2257.

In addition, following the election of Joko Widodo as the President of Indonesia in 2014, the IDR climbed to a two-month high and foreign investors are also optimistic about Indonesia's economic prospects. There is significant confidence among analysts and investors that the new President will be able to relieve investment insecurity and implement the necessary policy changes to boost economic growth. Optimism about the prospects of Joko Widodo's election success triggered a favorable reaction in the Indonesian markets even before the election result was announced, with the Jakarta Composite Index rising by 20% overall this year. Stocks increased by 1% on 23 July 2014 following the conclusion of the 2014 Presidential election – the biggest advance since the beginning of July 2014 – and the IDR also climbed by one 1% to a two-month high, trading at IDR11,488 per US$1.[11] Barring any unforeseen circumstances and subject to the risk factors highlighted in the section entitled "**Risk Factors**" in **paragraph 5** of this Circular, the Suryamas Directors believe that the Indonesian property market will continue to grow in 2014, although it may be at a slower pace.[12]

8. PROPERTIES AND FIXED ASSETS

As at the Latest Practicable Date, the Suryamas Group owns the following properties:

Property	Type of Permit	Approximate Area (Hectares)	Use of Property	Encumbrances
Land	Right to build (HGB)	*2.2	Marketing office (Harvest City)	–
Land	Right to build	**2.2	Water Joy (Harvest City)	–
Land	Right to build & Deed of Relinquishment (SPH)	**0.3	Club House Mahogany Residence	–
Land	Right to build	*35.4	Golf course (Rancamaya)	–
Land	Right to build	*3.9	Club house (Rancamaya)	–
Land	Right to build	*0.2	Sales center (Rancamaya)	–
Land	Right to build	*0.2	Marketing office (Rancamaya)	–
Land	Right to build	*2.1	Maintenance building (Rancamaya)	–
Land	Right to build	*2.3	R Hotel Rancamaya	PT Bank Central Asia Tbk: 2.3 hectares
Rancamaya I	Right to build	*44.4	Land and building ready for sale	PT Bank Central Asia Tbk: 2.7 hectares
Rancamaya I	Right to build & Deed of Relinquishment	**37.9	Raw land	–
Rancamaya II	Deed of Relinquishment	**88.5	Raw land	–
Rancamaya III	Deed of Relinquishment	**28.4	Raw land	–
Rancamaya IV	Deed of Relinquishment	**10.4	Raw land	–

11 Source: ASEAN Briefing, 28 July 2014, "Indonesia's Election Results Boost Economic Optimism" at http://www.aseanbriefing.com/news/2014/07/28/indonesias-election-results-boost-economic-optimism.html.

12 Sources: Rabobank website dated 8 November 2013 entitled "Country Report Indonesia" at https://economics.rabobank.com/publications/2013/november/country-report-indonesia/; and Indonesia-Investments website dated 18 October 2013 entitled "Property Sector of Indonesia: Still Rising but Growth Slows Temporarily" at http://www.indonesia-investments.com/news/news-columns/property-sector-of-indonesia-still-rising-but-growth-slows-temporarily/item1226.

Property	Type of Permit	Approximate Area (Hectares)	Use of Property	Encumbrances
Harvest City	Right to build & Deed of Relinquishment	**635.6	Raw land	PT Bank Tabungan Negara (Persero) Tbk: 265.5 hectares
Harvest City	Right to build	*24.2	Land and building ready for sale	–
Tajur Project	Right to build	*3.3	Land and building ready for sale	–
Tajur Project	Deed of Relinquishment	**33.3	Raw land	PT Bank Pan Indonesia Tbk: 4.8 hectares

* Refers to Net Land Area ready for sale and development

** Refers to Gross Land Area

As at the Latest Practicable Date, the Suryamas Group leases the following properties to third parties:

Location	Term	Lease Expiry Date	Approximate Area (sq. m)	Use of Property	Lessee
Depok (Cimanggis/ Cibubur)	1 January 2013 to 31 January 2015	31 January 2015	2,655	Club House Mahogany Residence	PT Visitama Makmur Abadi
Rancamaya	18 December 2013 to 17 December 2014	17 December 2014	10	Frosty Blend Coffee	Dr. Ir. Enny Sudarmonowati
Rancamaya	3 July 2012 to 2 July 2017	2 July 2017	–	Business partnership - XL and Rancamaya	PT XL Axiata, Tbk
Rancamaya	16 September 2013 to 15 September 2016	15 September 2016	–	Lease - ATM Centre of Bank Mandiri	PT Bank Mandiri (Persero), Tbk
Rancamaya	1 October 2013 to 30 September 2015	30 September 2015	–	Lease - ATM Centre of Bank BII Maybank	PT Bank International Indonesia, Tbk
Rancamaya	15 September 2014 to 14 September 2015	14 September 2015	2,246	Lease - Saung Exotic Nursery	Lonani
Rancamaya	1 October 2013 to 30 September 2015	30 September 2015	–	Lease - ATM Centre of Bank Rakyat Indonesia	PT BRI (Persero), Tbk
Rancamaya	1 October 2013 to 30 September 2015	30 September 2015	–	Lease - ATM Centre of Bank BII Maybank	PT Bank International Indonesia, Tbk

Location	Term	Lease Expiry Date	Approximate Area (sq. m)	Use of Property	Lessee
Harvest City	5 years since the first transaction receipt	1 September 2015	–	Lease - ATM Centre of Bank BTN	PT Bank Tabungan Negara, Tbk
Harvest City	15 September 2010 to 14 September 2015	14 September 2015	–	Lease - ATM Centre of Bank BCA	PT Bank Central Asia, Tbk
Harvest City	1 April 2014 to 30 March 2015	30 March 2015	–	Lease - ATM Centre of Bank Mandiri	PT Bank Mandiri (Persero), Tbk
Harvest City	1 January 2014 to 31 December 2014	31 December 2014	–	Lease - Water Joy (Court 1)	Bambang
Harvest City	1 January 2014 to 31 December 2014	31 December 2014	–	Lease - Water Joy (Court 3)	Bambang
Harvest City	1 January 2014 to 31 December 2014	31 December 2014	–	Lease - Water Joy (Court 8)	Ida Farida
Harvest City	1 January 2014 to 31 December 2014	31 December 2014	–	Lease - Water Joy (Court 10)	A. Bukhori
Harvest City	1 January 2014 to 31 December 2014	31 December 2014	–	Lease - Water Joy (Court 6)	Sobari
Harvest City	1 January 2014 to 31 December 2014	31 December 2014	–	Lease - Water Joy (Court 11)	Nino
Harvest City	1 January 2014 to 31 December 2014	31 December 2014	–	Lease - Water Joy (Court 5)	Retno
Harvest City	1 January 2014 to 31 December 2014	31 December 2014	–	Lease - Water Joy (Court 1)	Bambang
Harvest City	1 January 2014 to 31 December 2014	31 December 2014	–	Lease - Water Joy (Court 2)	Heni
Harvest City	1 January 2014 to 31 December 2014	31 December 2014	–	Lease - Water Joy (Court 9)	Ridwan

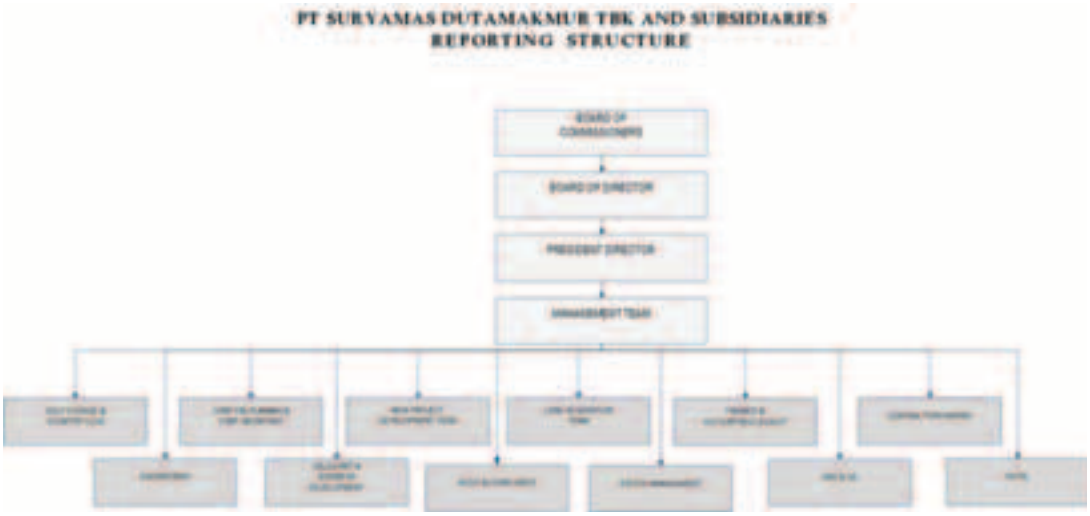
9. INSURANCE

The Suryamas Group has obtained insurance coverage in connection with its business activities, including but not limited to insurance covering earthquakes, contractors and third-party liabilities, vehicles, personal accident and general and public liabilities.

The Suryamas Directors are of the view that the above insurance policies are adequate for the Suryamas Group's existing operations. However, significant damage to the Suryamas Group's operations, whether as a result of fire or other causes, may still have a material adverse effect on the Suryamas Group's results of operations or financial condition. Also, the Suryamas Group is not insured against the loss of key personnel and business interruption. If such events were to occur, the Suryamas Group's business may be adversely affected (please refer to the section entitled "**Risk Factors**" in **paragraph 5** of this Circular for further information). The Suryamas Directors will review the Suryamas Group's insurance coverage annually.

10. DIRECTORS, MANAGEMENT AND STAFF

10.1 Management Reporting Structure



10.2 Commissioners

Information on the existing commissioners of Suryamas as at the Latest Practicable Date is set out below.

Name	Age	Address	Designation
Wismoyo Arismunandar	74	Jl. Dahlia G G3, Pasar Rebo, Jakarta Timur	President Commissioner
Wing Indrasmoro	44	Jalan Tebet Timur Dalam VIII no. 29, Jakarta 12820	Commissioner
DR. Ramelan, SH, MH	69	Jl. Haji Abdul Gani Gg. Haji Kuteng Nomor 62 RT 02/01, Cempaka Putih – Ciputat, Kabupaten Tangerang	Independent Commissioner

10.3 Directors

Information on the existing Suryamas Directors as at the Latest Practicable Date is set out below.

Name	Age	Address	Designation
Kenneth Lian[(1)]	57	Jl. Widya Chandra VIII/33, Senayan, Kebayoran Baru, Jakarta	President Director
Sujanto Handoko	56	Jalan Tari Klasik F/22, Kelapa Gading, Jakarta Utara	Director
Henny Kusuma Hendrawan	53	Jl. Puncak Semeru No 2A BGH, Sentul City–Bogor, Indonesia	Director
Fifi Julia Maeloa[(2)]	43	Jl. Widya Chandra VIII/33, Senayan, Kebayoran Baru, Jakarta	Director

Notes:

(1) Kenneth Lian is the husband of Madam Sukmawati.

(2) Fifi Julia Maeloa is the daughter of Madam Sukmawati.

10.4 Key Management

Information on the existing senior management of Suryamas as at the Latest Practicable Date is set out below.

Name	Age	Address	Designation
Kenneth Lian	57	Jl. Widya Chandra VIII/33, Senayan, Kebayoran Baru, Jakarta	President Director
Fifi Julia Maeloa	43	Jl. Widya Chandra VIII/33, Senayan, Kebayoran Baru, Jakarta	Director
Sujanto Handoko	56	Jalan Tari Klasik F/22, Kelapa Gading, Jakarta Utara	Finance Director
Henny Kusuma Hendrawan	53	Jl. Puncak Semeru No 2A BGH, Sentul City–Bogor, Indonesia	Marketing and Sales Director
Ulrich Hahn	58	Jl. Purnawarman II Blok PR 106, Rancamaya Estate, Ciawi, Bogor 16720	General Manager Rancamaya Golf & Country Club Resort
Aprina S Irwan	48	Perumahan Rancabana Blok B No.10, Kelapa Dua,Depok	Human Resource Development Division Head
Nany Miza Suherman	47	Jl. Kamboja Golf No. 2, Taman Cendana Golf, Lippo Karawaci, Tangerang 15811, Banten, West Java	Corporate Financial Planning Division Head

10.5 Further Information on Commissioners, Directors and Key Management

Further information on the directors, key management and commissioners of Suryamas, including their biographies, past and present directorships and remuneration, is set out below.

Kenneth Lian is the founder of the Suryamas Group and has been appointed the President Director since he founded the Suryamas Group in 1990. He is currently also the President Director of PT Niaganusa Indomakmur, PT Suryapembangunan Utama and all of Suryamas' subsidiaries (except at DLS, where he is the President Commissioner). He has extensive experience in property management and development and is instrumental in Suryamas' flagship developments such as the Rancamaya Estate, the Rancamaya Golf & Country Club Resort, the Mahogany Residence Project, the Harvest City Project and the R Hotel Rancamaya. He graduated from the Institute Technology of Taiwan in 1980. Prior to the founding of the Suryamas Group, he was running his own trading business in the region. He is the husband of Madam Sukmawati, the controlling shareholder of Suryamas.

Sujanto Handoko has been appointed a Suryamas Director since 1990. He is the director in charge of finance and accounting, and he also oversees the areas related to legal, land procurement, information technology and human resource development of Suryamas. He is currently also a director at all of Suryamas' subsidiaries. Prior to joining Suryamas in 1990, he was with the public accounting firm SGV-Utomo from 1982 to 1984, was the Finance and Accounting Manager at the steel structure company, PT Murinda Iron Steel, from 1984 to 1988, and was the Finance Manager in the Chemical Division of the Sinar Mas Group from 1988 to 1990. He also lectured at Tarumanagara University from 1983 to 1994. He graduated with a degree in Economics majoring in Accounting from the University of Indonesia in 1982.

Henny Kusuma Hendrawan has been appointed a Suryamas Director since 2003. She is the director in charge of marketing and sales, and she also oversees the areas of business development and estate management for Suryamas. Prior to joining Suryamas in 2003, she worked with Astra Credit Companies and PT Bapindo Loka Sentra Leasing in Jakarta, Indonesia from 1984 to 1986. Between 1987 and 1993, she also worked at Tokai Bank of California, USA Dalton, Sumitomo Corporation and The May Company in Los Angeles, United States of America, and held various managerial positions in the Kaestindo Group. She graduated with a degree in Administration and Secretarial Management from the Tarakanita Secretarial Academy in 1984, and studied Marketing and Business at the West Los Angeles College from 1988 to 1990.

Fifi Julia Maeloa has been appointed a Suryamas Director since 2014. She has been serving as Commissioner of several subsidiaries of Suryamas, and as a President Commissioner of PT Sukma Mas since 2001, and as President Commisssioner of PT Surya Pembangunan Utama and PT Niaganusa Indomakmur since 2003. Moreover, she acted as an Investment Consultant to the World Fund Management from 1991 to 1993. She had gained more than 20 years of experience in various industries. She graduated with a Bachelor's degree in Entrepreneurship from the University of Southern California in 1992 and received her Master of Business Administration majoring in International Finance from the Loyola Marymount University in 1994. She is the daughter of Madam Sukmawati, the controlling shareholder of Suryamas.

Ulrich Hahn is the General Manager overseeing the operations at the Rancamaya Golf & Country Club Resort and R Hotel Rancamaya, which includes overseeing the operational aspects of golf maintenance, event sales, food and beverage, front-line and back-room operations, and medium and long term membership sales development. Prior to joining Suryamas in 2002, he was the Commis de Cuisine at Hilton Hotel in Dusseldorf, Germany from 1974 to 1975, the Chef de Party at Eurotel in St. Moritz, Switzerland from 1976 to 1978, the Souschef at the Hyatt Hotel in Seoul, Korea from 1978 to 1981, the Executive Souschef at The Royal Garden Hotel in Hong Kong from 1981 to 1983, and the Executive Souschef at Holiday Inn in the Philippines from 1982 to 1984. Between 1984 and 1998, he held various positions such as Executive Chef, Food and Beverage Manager, Resident Manager, General Manager, Country Manager and Regional Manager of C.C.A. International in Hong Kong. He was also the Managing Director of GG&A Club Development Inc. in the Philippines from 1998 to 2002. He graduated with a Chef Apprenticeship from Germany in 1974.

Aprina Supriani has been appointed the Division Head of Human Resource Development since 2008. She was also the Human Resources & Development Manager at the Rancamaya Golf & Country Club Resort from 1995 to 1997. Prior to joining Suryamas in 2008, she was the Assistant Manager (Human Resource Development section) in PT Krama Yudha Tiga Berlian Motor, Pulomas from 1990 to 1993 and was the Personnel Manager at a joint venture company, PT Energy System Indonesia, Kuningan Plaza from 1993 to 1994. She also held the position of Human Resources and Development Manager at a real estate and property company, PT Panca Wiratama Sakti Tbk, Rasuna Said Street from 1994 to 1995, and held the same position at PT Asiana Multikreasi Tbk from 1997 to 2000 and similarly at PT Istana Argo Kencana, PT Sambuja Purnama, Pluit Raya Street and PT Sanken Argadwija, Curug, Tangerang from 2000 to 2002. She was the Senior Manager Human Resources & Corporate Affairs at electronics trading and manufacturing firm, PT Akira Electronics Indonesia from 2002 to 2007 and was in charge of Corporate Human Resources at PT Siemens Indonesia. She graduated with a Bachelor's degree in Psychology from the University of Indonesia in 1990.

Nany Miza Suherman has been appointed the Division Head of Corporate Financial Planning and the Corporate Secretary since 2013. Prior to joining Suryamas in 2013, she was the Experience Manager for various departments in accounting firm, Arthur Andersen & Co, S.C. from 1988 to 1995, was the Vice Director (Corporate Finance and Accounting Division) in the Sinar Mas Group from 1995 to 2005, was the Vice Director for Controller and Chief Analytics Officer for the Barly Group from 2006 to 2009 and was the Head of Financial Planning and Investor Relations in the Barito Group from 2009 to 2013. She graduated with a Bachelor's degree in Economics majoring in Accounting from the Trisakti University in 1988.

Wismoyo Arismunandar has been appointed the President Commissioner since 2005 and was a commissioner of Suryamas since 2003. He is currently also the Honorary President of the Southeast Asian Games Federation since 1997 and is the President Commissioner of PT Dipasena Citra Darmaja since 2002. During his military career, he held various positions such as the Commandant General of Kopasandha, the Commander of the Trikora Military Region, the Commander of the Diponegoro Military Region, the Commander of Army Strategic Command and the Chief of the Army. He has received recognitions, medals and service awards from the governments of Indonesia, Singapore, Malaysia, Cambodia, Korea, Japan and Spain. After retiring from his military career, he chaired Indonesia's National Sport Committee from 1995 to 2003, and

served as the President Commissioner at PT Benakat Petroleum Energy Tbk and the Independent Commissioner at PT XL Axiata Tbk (also known as PT Excelcomindo Pratama Tbk). He graduated from the National Military Academy in 1963.

Wing Indrasmoro has been appointed a commissioner of Suryamas since 2014. He is currently also the CEO of PT Surya Energi Pertiwi and PT Surya Migas Energi. Prior to joining Suryamas in 2003, he was with PT Telkom Indonesia from 1993 to 1994. Between 1995 and 2003, he was the CEO of PT Insani Bina Perkasa and the coal mining and trading company, PT Insani Bara Perkasa, and was a commissioner at the oil and gas company, PT Insani Mitrasani Gelam. He graduated with a degree in Electrical Engineering from the Trisakti University in 1993 and received a Master's Degree in Management from the Bandung Institute of Technology in 2001.

DR. Ramelan, SH, MH has been appointed the Independent Commissioner of Suryamas since 2008. He has been lecturing in the Trisakti University on the law of criminal legal proceedings since 2004. He has held various positions during his career such as the Head of the District Attorney Office in Curup (Bengkulu) from 1988 to 1990, the Head of the District Attorney Office in Sidoarjo from 1990 to 1991, the Assistant in the Special Crime Department in Irian Jaya's Attorney General Office from 1991 to 1993, the Head of the District Attorney Office in Bogor from 1993 to 1994, the Intelligent Assistant in the Attorney General Office in the Special District of Jakarta in 1994, the Special Staff of the Attorney General from 1994 to 1996, the Head of the Law and People's Relation Bureau in the Attorney General Office of Indonesia from 1996 to 1997, the Head of the High District Attorney Office in Riau from 1997 to 1998, the Director of Corruption Crime in the Attorney General Office of Republic of Indonesia in 1998, the Junior Attorney General in the General Crime Department from 1998 to 1999, the Attorney General in the Special Crime Department from 1999 to 2000 and the Expert Staff of Attorney General in General Office of Republic of Indonesia from 2000 to 2005. He graduated with a Bachelor of Laws from the University of Airlangga in 1970, and received his Master of Law and Doctor of Law from Padjadjaran University in 2002 and 2009 respectively.

10.6 Compensation

The compensation paid or payable to each of the directors, commissioners and key management of Suryamas (which includes benefits-in-kind and bonuses) for services rendered in their respective capacities on an aggregate basis and in remuneration bands of S$250,000 during FY2012 and FY2013 (being the two most recent completed financial years), and as estimated for FY2014 excluding bonuses is as follows:

Name	FY2012	FY2013	FY2014 (estimated)
Directors and Commissioners			
Kenneth Lian	A	A	A
Sujanto Handoko	B	B	B
Henny Kusuma Hendrawan	B	B	B
Fifi Julia Maeloa	B	B	B
Wismoyo Arismunandar	B	B	B
Wing Indrasmoro	B	B	B
DR. Ramelan, SH, MH	B	B	B
Key Executives			
Ulrich Hahn	B	B	B
Aprina S Irwan	B	B	B
Nany Miza Suherman	–	B	B

Notes:

i. Band A: Compensation from IDR2,500,000,000 to IDR5,000,000,000 per annum.

ii. Band B: Compensation from IDR0 to IDR2,500,000,000 per annum.

10.7 Staff

As at 31 March 2014, the Suryamas Group has 1,411 full-time employees. A breakdown of the employees by their operational functions as at the end of the last three financial years (FY2011, FY2012 and FY2013) and 1Q2014 is as follows:

Function	FY2011	FY2012	FY2013	1Q2014
Finance Accounting & Admin	52	63	68	71
Legal & Land Acquisition	23	30	28	28
Audit, Compliance & Purchasing	14	16	21	20
Human Resources & General Affair	55	68	65	68
Engineering	84	81	94	108
Sales, Marketing & Business Development	59	85	94	93
Estate Management	380	405	431	440
Golf Operation	584	595	590	583
Total	1,251	1,343	1,391	1,411

A breakdown of the full-time employees by their project location as at the end of the last three financial years (FY2011, FY2012 and FY2013) and 1Q2014 is as follows:

Project location	FY2011	FY2012	FY2013	1Q2014
Rancamaya - Real Estate	159	163	173	185
Rancamaya - Estate Management	294	327	334	334
Rancamaya Golf & Country Club Resort	629	642	641	636
Rancamaya - Highscope School	21	20	20	19
Harvest City	148	164	184	186
Tajur Surya Abadi	–	27	39	51
Total	1,251	1,343	1,391	1,411

The increase in total headcount from FY2011 to FY2012 was mainly due the launch of a new cluster in the Rancamaya Project and the launch of the Royal Tajur Project in FY2012.

There is no significant increase in total headcount from FY2012 to FY2013 and from FY2013 to 1Q2014.

The employees of the Suryamas Group are not covered by any collective bargaining agreements and are not unionised. The relationship between the management and the employees has been good and there has been no industrial dispute with the employees of the Suryamas Group.

None of the employees of the Suryamas Group are related to any of the Vendors.

11. INTERESTS IN SURYAMAS SHARES

Suryamas was established in Indonesia on 21 September 1989, obtaining its legal status as a private limited liability company on 31 October 1990, with an authorised share capital of IDR1,000,000,000 comprising 1,000 ordinary shares of IDR1,000,000 each, and the issued and paid-up share capital of Suryamas was IDR200,000,000 comprising 200 ordinary shares of IDR1,000,000 each.

At an extraordinary general meeting of the shareholders of Suryamas held on 27 October 2011, the shareholders of Suryamas agreed to amend Suryamas' Articles of Association in connection with the restructuring of capital, including the following:

(a) decrease in par value of Suryamas' stock from IDR500 per ordinary share to IDR318 per ordinary share;

(b) decrease in authorised capital from IDR2,350 billion to IDR1,495 billion; and

(c) decrease in the issued and fully paid ordinary shares of Suryamas from IDR2,003 billion to IDR1,274 billion.

At an extraordinary general meeting of the shareholders of Suryamas held on 28 June 2013, the shareholders of Suryamas agreed to amend paragraph 1 of Article 4 of Suryamas' Articles of Association to increase the authorised capital from 4,700,000,000 ordinary shares with a nominal value of IDR318 per ordinary share, to 6,000,000,000 ordinary shares with a nominal value of IDR318 per ordinary share.

Saved as disclosed, there were no changes in the share capital of Suryamas during FY2011, FY2012 and FY2013 and during the period between 1 January 2014 and the Latest Practicable Date.

As at the Latest Practicable Date, Suryamas has only one class of shares, being ordinary shares. The rights and privileges of the shares in Suryamas are stated in Suryamas' Articles of Association. There are no founder, management or deferred shares issued to the substantial shareholders of Suryamas and the Suryamas Directors. Save as disclosed below, no person has been, or is entitled to be, given an option to subscribe for or purchase any securities of Suryamas or its subsidiaries, nor are there any outstanding share options or other securities that are convertible into the shares in Suryamas.

As at the Latest Practicable Date, none of the commissioners of Suryamas have any shareholding interest in Suryamas. The substantial shareholders of Suryamas and the Suryamas Directors and their respective shareholdings are set out as follows:

	At Latest Practicable Date				After Proposed Acquisition			
	Direct Interest		Deemed Interest		Direct Interest		Deemed Interest	
	Number of Shares	%	Number of Shares	%	Number of Shares	%	Number of Shares	%
Substantial Shareholders								
Madam Sukmawati	–	–	3,412,821,351	71.52	–	–	3,412,821,351	71.52
Top Global Limited	–	–	–	–	3,412,821,351	71.52	–	–
Far East Holding Ltd.	765,354,406	16.04	–	–	765,354,406	16.04	–	–
Asia Capital Holding Limited	2,658,705,788	55.71	–	–	–	–	–	–
PT Suryapembangunan Utama	537,790,490	11.27	–	–	–	–	–	–
Martos Investment Inc	363,841,493	7.62	–	–	363,841,493	7.62	–	–
PT Niaganusa Indomakmur	143,003,000	3.00	–	–	–	–	–	–
Alera Financial Corporation	73,322,073	1.54	–	–	–	–	–	–
Suryamas Directors								
Kenneth Lian	–	–	–	–	–	–	–	–
Sujanto Handoko	500	0.00	–	–	500	0.00	–	–
Henny Kusuma Hendrawan	–	–	–	–	–	–	–	–
Fifi Julia Maeloa	–	–	–	–	–	–	–	–
Others (below 5% each)	230,120,487	4.82	–	–	230,120,487	4.82	–	–
Total	4,772,138,237	100.0			4,772,138,237	100.0		

There has not been any public take-over offer by a third party in respect of Suryamas Shares or by Suryamas in respect of the shares of another corporation or the units or a business trust, which has occurred between 1 January 2014 and the Latest Practicable Date.

Save as disclosed below and in this Circular:

(i) there has been no payment with assets other than cash for more than 10% of the capital of Suryamas;

(ii) there are no shares in Suryamas not representing capital;

(iii) there are no shares in Suryamas held by or on behalf of Suryamas or by its subsidiary or subsidiary entity;

(iv) there are no undertakings to increase the capital in respect of Suryamas;

(v) to the extent known to Suryamas, Suryamas is not directly or indirectly owned or controlled, whether severally or jointly, by any person or government;

(vi) there are no known arrangements the operation of which may, at a subsequent date, result in a change in control of Suryamas;

(vii) no dividends were paid or payable by Suryamas for each of FY2011, FY2012 and FY2013; and

(viii) there are no limitations on the right to own shares in Suryamas imposed by law or by the constituent documents of Suryamas.

Medium Term Note Payable

Suryamas entered into restructuring agreements in 2005 and 2006 (the "**MTN Restructuring Agreements**") to restructure a loan facility obtained through the issuance of a Medium Term Note ("**MTN**") by Suryamas on 13 May 1997 with a maximum amount of US$40,000,000 to several foreign and local banks coordinated by PT Bank BIRA as the payment agent, after it had defaulted and failed to fulfil certain covenants in the agreement on the due date of the MTN.

Pursuant to the MTN Restructuring Agreements, Suryamas agreed to, *inter alia*, pay off US$29,689,000 of the US$33,319,000 outstanding by the issuance of a note. The note has a term of 10 years, is unsecured and bears interest at 0.1% per annum payable semi-annually. The noteholder has an option to convert the note into ordinary shares in Suryamas after the first year of the date of the MTN Restructuring Agreements. The conversion can be exercised by first determining (a) the share's conversion price in accordance with BAPEPAM regulation, Stock Exchange and other regulations prevailing on the date of conversion; (b) if it is not regulated on point (a) the price used is the average regular market closing price during the 25 exchange days before the conversion date (either value calculated, the "**Relevant Price**"). If the Relevant Price is less than the minimum conversion price of IDR500 at par value per share (the "**Minimum Conversion Price**"), the conversion price will be IDR500. If the Relevant Price is more than IDR500 at par value per share, the share's conversion price is the average of IDR500 and the Relevant Price.

If any of the US$33,319,000 remains outstanding 10 years from the date of the MTN Restructuring Agreements, the remaining amount will be converted into ordinary shares in Suryamas and issued to the respective noteholders at the Minimum Conversion Price.

Far East Holding Ltd. purchased the notes on 30 April 2009, and amended the terms of the note on 7 December 2012, adjusting the Minimum Conversion Price to IDR318 at par value per ordinary share and extending the maturity date to 14 November 2020.

As at the Latest Practicable Date, no amounts under the notes remain outstanding.

B Series Bonds

Suryamas entered into debt restructuring agreements in 2005 and 2006 (the "**Debt Restructuring Agreements**") to restructure the PT Suryamas Dutamakmur I year 1997 bonds issued by Suryamas amounting to IDR300,000,000,000 after it had deferred payments of the interest due on the bonds, failed to establish a sinking fund for the payment of the bonds, defaulted on the due date of the bonds and failed to fulfil certain covenants in the agreement relating to the bonds issued.

Pursuant to the Debt Restructuring Agreements, Suryamas agreed to, i*nter alia*, issue B series bonds amounting to IDR345,223,618,674 with a term of 10 years, an interest of 0.5% per annum and payable semi-annually. The bondholder has an option to convert the bond into ordinary shares in Suryamas after the first year of the date of the Debt Restructuring Agreements. The conversion can be exercised by first determining (a) the share's conversion price in accordance with BAPEPAM regulation, Stock Exchange and other regulations prevailing on the date of conversion; (b) if it is not regulated on point (a) the price used is the average regular market closing price during the 25 exchange days before the conversion date (either value calculated, the "**Series B Relevant Price**"). If the Series B Relevant Price is less than the minimum conversion price of IDR500 at par value per share (the "**Series B Minimum Conversion Price**"), the conversion price will be IDR500. If the Series B Relevant Price is more then IDR500, then the share's conversion price is the average of IDR500 and the Series B Relevant Price.

If the amount outstanding remains unpaid at the end of 10 years from the date of the Debt Restructuring Agreements, the remaining amount will be converted into ordinary shares in Suryamas and issued to the respective bondholders at the Series B Minimum Conversion Price.

As at the Latest Practicable Date, an aggregate principal amount of the B series bonds amounting to IDR3,979,097,469 remains outstanding.

Convertible Bonds

Pursuant to the DRP Convertible Bonds Payable Issuance Agreement dated 21 April 2008, DRP issued IDR100,000,000,000 of convertible bonds as settlement for receivables it owed to Panama Capital Pte Ltd. The convertible bonds have a put option allowing the bondholder to require DRP to buy back the convertible bonds, which have a term of five (5) years with a rate of return of 1% per annum. The put option and option to convert the convertible bond into ordinary shares in DRP can be exercised until 31 December 2017. Each convertible bond may be converted into one ordinary share in DRP. The convertible bonds may be redeemed by Panama Capital Pte Ltd at any time until 31 December 2017, with an option to renegotiate held by DRP for any remaining balance of the convertible bonds that have not been converted into ordinary shares in DRP by 31 December 2017.

As at the Latest Practicable Date, an aggregate principal amount of the DRP convertible bonds amounting to IDR79,276,233,408 remains outstanding.

12. INTERESTED PERSON TRANSACTIONS

Save as disclosed below, there are no other material interested person transactions involving the Suryamas Group which are each above S$100,000 for FY2011, FY2012, FY2013 and as at the Latest Practicable Date:

12.1 Past Interested Person Transactions

12.1.1 Sale of properties to the Suryamas Directors and Commissioners of Suryamas

During FY2013, Suryamas sold various properties to its executive directors and commissioners, namely Fifi Julia Maeloa, Henny Kusuma Hendrawan and Sujanto Handoko. The details of such transactions are as follows:

No.	Name	Project	Property Price (in IDR million)	Receivable as at 31 March 2014 (in IDR million)	Receivable as at Latest Practicable Date (in IDR million)
1	Fifi Julia Maeloa	Rancamaya	1,275	904	824
2	Henny Kusuma Hendrawan	Rancamaya	660	352	324
3	Sujanto Handoko	Rancamaya	1,223	773	719
Sub-total			3,158	2,029	1,867

The properties were sold in FY2013 to the executive directors and commissioners of Suryamas and completion will be in FY2014. The properties were sold at approximately 15% below the prevailing market price. Suryamas also provides certain financing arrangements to these executive directors and commissioners to fund the purchase of these properties by way of monthly instalment repayments. The amounts of the receivables due from these executive directors and commissioners are disclosed above. The receivables are repayable over a period of seven (7) years and are interest-free. The properties were sold to these executive directors and commissioners as part of Suryamas' plan to retain its senior management.

12.1.2 Advances to Suryamas Directors

During the respective financial periods below, Suryamas made advances to its directors for the purpose of payment of various miscellaneous expenses incurred in the ordinary course of business. The outstanding advances are repayable immediately on demand.

(in IDR million)	FY2011	FY2012	FY2013	1Q2014	Latest Practicable Date
Advances to directors	759	810	–	–	–

12.2 Present and On-Going Interested Person Transactions

12.2.1 Property All Risk Insurance with PT Asuransi Sinarmas

During the respective financial periods below, Suryamas made payments in respect of property all risk insurance premiums to PT Asuransi Sinarmas. PT Asuransi Sinarmas is owned indirectly by the close family members of the Suryamas Directors and commissioners of Suryamas.

(in IDR million)	FY2011	FY2012	FY2013	1Q2014	Latest Practicable Date
Property all risk insurance	399	348	435	79	358

The Suryamas Directors are of the view that the premiums paid and payable under the property all risk insurance, which is based on industry practice, are on an arm's length basis. In the event that Suryamas renews the property all risk insurance policy upon its expiry, it will do so on an arm's length basis according to the prevailing market rates.

12.2.2 Time Deposits and Current Accounts with PT Bank Sinarmas Tbk

During the respective financial periods below, Suryamas placed time deposits with PT Bank Sinarmas Tbk. PT Bank Sinarmas Tbk is owned indirectly by the close family members of the Suryamas Directors and commissioners of Suryamas.

(in IDR million)	FY2011	FY2012	FY2013	1Q2014	Latest Practicable Date
Time deposits	52,226	21,696	1,014	–	–
Current account	226	158	139	15	14
Interest rate per annum on time deposits:					
IDR	8.25% – 8.75%	5.50% – 7.75%	8.50%	–	–
US$	1.75% – 2.25%	2.00% – 2.75%	–	–	–

The Suryamas Directors are of the view that the interest rates paid and payable under the time deposits and current account, which are based on industry practice, are on an arm's length basis.

13. CONFLICTS OF INTEREST

Save as disclosed below, none of the Suryamas Directors, controlling shareholders of Suryamas or their associates has any interest, direct or indirect, in any entity carrying on the same business or dealing in similar products or services as the Suryamas Group.

The Company's director and controlling shareholder, Madam Sukmawati, has siblings who are directors of Sinar Mas Land Limited ("**SMLL**"). SMLL is listed on the SGX-ST and is also engaged in the property business. Notwithstanding the relationship between Madam Sukmawati and her siblings who are directors of SMLL, Suryamas is independently managed and operated and SMLL or its directors have no influence over, and have not interfered with, the operation and decision-making of the management and the Board of Directors of Suryamas.

14. MATERIAL CONTRACTS

The following contracts, not being contracts entered into in the ordinary course of business, have been entered into by the Suryamas Group within the two (2) years preceding the date of this Circular and are or may be material:

(a) Deed of Credit Facility Nr. 110 dated 25 September 2012 and amended by Amendment of Credit Agreement Nr.001/ADD/BLS/XI/2013 dated 27 November 2013, entered into by Suryamas and PT Bank Central Asia Tbk for a credit facility in the principal amount of IDR65.0 billion for credit investment facility and IDR2.5 billion for working capital facility;

(b) Deed Nr. 60 dated 23 September 2013 and amended by Deed Nr.71 dated 27 July 2012, entered into by DRP and PT Bank Tabungan Negara (Persero) Tbk for a construction credit facility in the principal amount of IDR60.0 billion;

(c) Deed Nr. 66 dated 20 December 2013, entered into by DRP and PT Bank Tabungan Negara (Persero) Tbk for a construction overdraft credit facility in the principal amount of IDR112.0 billion;

(d) Deed Nr. 34 dated 24 April 2011, entered into between DLS and PT Bank Tabungan Negara (Persero) Tbk for a construction credit facility in the principal amount of IDR39.8 billion;

(e) Deed Nr. 13 dated 1 August 2012, entered into by TSA and PT Bank Pan Indonesia Tbk for a working capital facility in the principal amount of IDR20.0 billion; and

(f) Deed Nr. 14 dated 1 August 2012, entered into by TSA and PT Bank Pan Indonesia Tbk for a revolving loan facility in the principal amount of IDR10.0 billion.

15. MATERIAL LITIGATION

The Suryamas Group was not engaged in any legal or arbitration proceedings in the last 12 months before the date of this Circular, as plaintiff or defendant in respect of any claims or amounts which are material in the context of the Suryamas Group's financial position or profitability. As at the Latest Practicable Date, the Suryamas Directors have no knowledge of any proceedings pending or threatened against the Suryamas Group or any facts likely to give rise to any litigation, claims or proceedings which might materially affect the financial position or profitability of the Suryamas Group.

16. MISCELLANEOUS

16.1 General Information

The principal place of business and registered office of Suryamas is located at Sudirman Plaza Business Complex, Plaza Marein 16th Floor, Jl. Jenderal Sudiarman Kav. 76-78, South Jakarta 12910. The telephone and facsimile numbers are (62-21) 5793 6733 and (62-21) 5793 6730 respectively. Suryamas' Registration Number is Nomor TDP: 09.03.1.68.06450. The corporate website of Suryamas is http://www.rancamaya.com.

16.2 Auditors of Suryamas

Suryamas currently has no intention of changing its auditors after the Proposed Acquisition. Details, including the names, addresses and professional qualifications (including membership in a professional body) of the auditors of Suryamas, for FY2011, FY2012 and FY2013 and up to the Latest Practicable Date are as follows:

Period	Name and Address	Professional Body	Partner-in-charge	Professional Qualification
FY2014 (as at the Latest Practicable Date)	**Hadori Sugiarto Adi & Rekan** Menara Rajawali 11th Floor Jl. Mega Kuningan Lot# 5.1 Kawasan Mega Kuningan Jakarta Selatan 12950, Indonesia	HLB International	Wahyu Wibowo, CPA	He has 10 years of experience in public accounting practice as an auditor. He has extensive experience in auditing various types of foreign as well as state-owned enterprises. His industry specialisations include airline, real estate, manufacturing, media, and energy and resources.
FY2013	**Hadori Sugiarto Adi & Rekan** Menara Rajawali 11th Floor Jl. Mega Kuningan Lot# 5.1 Kawasan Mega Kuningan Jakarta Selatan 12950, Indonesia	HLB International	Wahyu Wibowo, CPA	As above.

Period	Name and Address	Professional Body	Partner-in-charge	Professional Qualification
FY2012	**Hadori Sugiarto Adi & Rekan** Menara Rajawali 11th Floor Jl. Mega Kuningan Lot# 5.1 Kawasan Mega Kuningan Jakarta Selatan 12950, Indonesia	HLB International	Wahyu Wibowo, CPA	As above.
FY2011	**Hadori Sugiarto Adi & Rekan** Menara Rajawali 11th Floor Jl. Mega Kuningan Lot# 5.1 Kawasan Mega Kuningan Jakarta Selatan 12950, Indonesia	HLB International	Wahyu Wibowo, CPA	As above.

16.3 Significant Changes Affecting Financial Position and Results

Save as disclosed in this Circular, the Vendors are not aware of any event which has occurred since 1 January 2014 and up to the Latest Practicable Date which may have a material effect on the financial position and results of the Suryamas Group.

There has been no significant trading suspension that has occurred on the IDX during the three years immediately preceding the Latest Practicable Date.

16.4 Principal Bankers of the Suryamas Group

The principal bankers of the Suryamas Group are:

Bank name	Address
Bank Mega	Jl. Jend. Sudirman Kav. 76-78, Jakarta
Bank BII Maybank	Komplek Pertokoan Warung Jambu, Jln. Pajajaran No. 20 (28L), Bogor
Bank BII Maybank	Plaza BII, Tower 2, lt. 3 Jl. M. H. Thamrin No. 51, Jakarta
Bank Danamon	Jl. Ir. H. Juanda No. 46, Bogor
Bank Panin	Jl. A. M. Sangaji No. 15-17A, Petojo Utara, Jakarta
Bank BCA	Jl. Mangga Besar Raya 15, Jakarta Barat
Bank Sinarmas	Jl. M. H. Thamrin No. 51, Ground Floor, Jakarta
Bank Permata	Gedung ACCTB Simatupang No. 90, Tanjung Barat, Jakarta Selatan
Bank UOB	UOB Plaza 19th floor Jl. M. H. Thamrin No. 10, Jakarta

16.5 Performance of Suryamas Shares for FY2011 to FY2013

Set forth below is the performance of Suryamas Shares for FY2011 to FY2013 as extracted from the website of IDX at http://www.idx.co.id/:

TRADING ACTIVITIES

Month	Closing Price			Freq.	Volume	Value	Day
	High	Low	Close	(X)	(Thou. Sh.)	(Million Rp)	
Jan-11	160	90	107	6,274	40,143	5,257	20
Feb-11	120	105	108	478	1,458	163	17
Mar-11	133	106	118	1,970	13,871	1,694	23
Apr-11	136	107	118	1,450	12,981	1,667	20
May-11	130	114	124	241	1,782	217	19
Jun-11	171	122	134	7,125	71,489	11,009	20
Jul-11	157	125	143	584	12,311	1,818	20
Aug-11	153	125	138	180	2,277	326	17
Sep-11	159	125	135	85	1,165	161	15
Oct-11	145	125	130	188	1,036	138	12
Nov-11	137	124	135	48	303	38	12
Dec-11	139	126	130	73	380	49	14
Jan-12	210	130	188	4,919	22,236	4,194	20
Feb-12	205	170	200	306	693	127	16
Mar-12	205	180	186	61	384	72	12
Apr-12	255	182	225	6,138	34,048	7,886	17
May-12	255	180	184	13,375	49,394	11,481	21
Jun-12	210	160	171	83	649	109	16
Jul-12	200	157	175	141	256	46	18
Aug-12	184	160	175	603	1,721	295	16
Sep-12	178	166	166	24	26	4	10
Oct-12	210	163	184	3,012	5,356	1,027	20
Nov-12	192	158	192	38	44	8	9
Dec-12	192	157	191	50	99	17	6
Jan-13	230	165	196	14,152	39,597	8,427	10
Feb-13	220	180	186	10,207	28,174	5,859	20
Mar-13	215	183	200	166	2,936	583	19
Apr-13	230	199	220	100	2,733	571	13
May-13	220	200	210	48	1,329	281	13
Jun-13	235	190	190	37	436	95	13
Jul-13	225	190	205	1,554	6,253	1,302	10
Aug-13	215	165	190	91	2,098	409	13
Sep-13	200	168	199	328	2,406	468	15
Oct-13	215	170	205	348	2,098	413	10
Nov-13	205	180	200	12	11	2	5
Dec-13	200	160	190	350	1,102	210	8

The following is a discussion of certain Indonesian and Singapore laws and regulations in effect that may apply to the businesses of the Company, the Group, Suryamas, the Suryamas Group and the Enlarged Group and is not intended to be and does not constitute legal advice. While this discussion is considered to be a correct interpretation of existing laws in force as of the date of this Circular, no assurance can be given that courts or relevant authorities responsible for the administration of such laws will agree with this interpretation or that changes in such laws will not occur. This discussion is limited to a general description of certain applicable laws and regulations in Indonesia and Singapore and does not purport to be a comprehensive nor exhaustive description of all laws and regulations that are applicable to the Company, the Group, Suryamas, the Suryamas Group and the Enlarged Group and their businesses.

1. Summary of Relevant Indonesian Laws and Regulations

As at the Latest Practicable Date, the Suryamas Group is in compliance with all applicable laws and regulations in Indonesia and other countries which are material to its business operations.

Save as disclosed below, the business operations of the Suryamas Group are not subject to any special legislation or regulatory controls other than those generally applicable to companies and businesses incorporated or operating in Indonesia and in the countries in which it operates.

1.1 Company Law

1.1.1 Rights and Restrictions of Suryamas Shares

Pursuant to the Articles of Association of Suryamas, Suryamas only acknowledges the ownership of each Suryamas Share under the name of one shareholder, whether an individual person or a legal entity, when such individual or legal entity is registered as a shareholder under the Register of Shareholders of Suryamas.

In the event that a Suryamas Share is owned by operation of law (due to inheritance or grant) by several individuals, such individuals are obliged to appoint a representative among them or any other person in writing, whose name will be registered under the Register of Shareholders of Suryamas and will be deemed a holder of such Suryamas Share and thus entitled to the rights rendered by law by virtue of the share ownership. To the extent this provision is not complied with, the collective shareholder is not entitled to cast a vote at a general meeting of the shareholders of Suryamas, and any payments of dividends to such collective shareholder will be suspended.

The shareholders of Suryamas must abide by the provisions of its Articles of Association and by the resolutions legally adopted at a general meeting of its shareholders, as well as prevailing laws and regulations in Indonesia.

In the event that Suryamas intends to issue its portfolio shares by means of a limited public offering, the shareholders and/or Suryamas intends to issue new shares, convertible bonds, warrants or other convertible securities, the shareholders whose names are registered in the Register of Shareholders of Suryamas are given the pre-emptive right to purchase such shares, convertible bonds, warrants or other convertible securities, and each shareholder is entitled to purchase such securities proportionally to the number of Suryamas Shares it holds.

The pre-emptive right of the shareholders of Suryamas to purchase new securities may be sold and transferred to third parties in accordance with prevailing Indonesian capital market and IDX regulations.

The issuance of shares by means of a limited public offering, convertible bonds, warrants or other convertible securities must be approved by a general meeting of the shareholders of Suryamas, with terms and conditions determined by the Directors of Suryamas in accordance with its Articles of Association and Indonesian capital market and IDX regulations.

1.1.2 Ownership of Shares by Non-Indonesians

In accordance with Law Number 25 of the year 2007 concerning Capital Investment Law in conjunction with Presidential Regulation of the Republic of Indonesian Number 39 of the year 2014 concerning list of closed and open businesses under Capital Investment, non-Indonesians are permitted to own and purchase up to 100.0% of Suryamas Shares.

1.1.3 Shareholder Meetings and Voting Rights

Each Suryamas Share entitles the registered holder thereof to one (1) vote at any general meeting of the shareholders of Suryamas. There are two (2) types of general meeting: (a) an annual general meeting; and (b) an extraordinary general meeting.

Suryamas's annual general meeting must be held at the latest six (6) months after the end of a financial year. At the annual general meeting, the Board of Directors of Suryamas must (i) submit for approval and ratification the financial statements for the most recent financial year; (ii) submit for approval and ratification the annual report for such financial year which has been reviewed and approved by the Board of Commissioners; (iii) submit a plan for use of any net profits for the current year and any profits from previous years which have not been distributed; and (iv) submit any other matters normally discussed at an annual general meeting that are to be addressed at the annual general meeting. The termination and appointment of the Board of Directors and the Board of Commissioners may also be resolved during such meeting. Any documents or information relating to the matters that will be discussed at the annual general meeting must be made available at the offices of Suryamas for inspection by shareholders no later than 14 days prior to the date of the annual general meeting.

An extraordinary general meeting may be convened if necessary. An extraordinary general meeting may be convened by the Board of Directors or the Board of Commissioners upon receipt of written request from one or more shareholders representing at least 10.0% of Suryamas's subscribed shares. If neither the Board of Directors nor the Board of Commissioners convenes such a meeting within 45 days of receipt of such written notice, the shareholders concerned may call such meeting after obtaining the approval of the District Court having jurisdiction over Suryamas.

For listed companies, an announcement of a general meeting must be given to shareholders at least 14 days prior to the issuance of notice of a general meeting of shareholders (excluding the date of the announcement and the date of the notice) by placing an advertisement, which must be published in Bahasa Indonesia, in at least one daily newspaper in Indonesia which has a wide circulation in Indonesia.

In general, resolutions must be adopted through deliberation for consensus. If consensus cannot be reached, the quorum for general meetings of shareholders consists of shareholders and/or their duly authorised proxies representing more than 50.0% of the issued and voting shares. If the meeting fails to reach such quorum, a second meeting can be called with the quorum requirement of at least 1/3 of the shares which are present by person or by proxy at the meeting, and if such quorum is not reached, then upon the request of the Company, the chairman of the Financial Services Authority or *Otoritas Jasa Keuangan* ("**OJK**") may determine any new quorum requirements.

A commissioner, a Suryamas Director or an employee of Suryamas may act as a shareholder's proxy. Such proxy will be counted for the purposes of the attendance quorum but he may not vote on a resolution on behalf of the shareholder and if the proxy does vote, the vote would not be counted. For certain resolutions, such as approving amendments to the Articles of Association, a higher quorum is required. In general, shareholders' resolutions require the affirmative vote of more than 50.0% of the shares which are present, in person or by proxy, and voted at a shareholders' meeting in order to be adopted. For certain shareholders' resolutions, a higher percentage is required in order for the shareholders' resolution to be adopted. Some examples are as follows:

(1) amendments to the Articles of Association can only be effected pursuant to a resolution at a general meeting of shareholders attended by shareholders or their proxies representing at least 66.67% or 2/3 of the total issued shares with valid voting rights which are present by person or by proxy at the meeting. A resolution adopted at such a meeting must be approved by at least 2/3 of the total valid votes cast at the meeting. If the meeting fails to reach such quorum, a second meeting can be called with the quorum requirement of at least 3/5 of the total issued shares with valid voting rights which are present by person or by proxy at the meeting, and the resolution must be adopted by more than 1/2 of the total valid votes cast at the meeting, and if the quorum of this second meeting is not reached, then upon the request of Suryamas, the chairman of OJK may determine the time and place of the meeting and any new quorum and voting requirements;

(2) any proposal to conduct a disposal or transfer of the assets of the company or to pledge as a loan collateral of more than 50% of the total net assets of the company in one or more transaction, separate or interrelated, merger, consolidation, acquisition, liquidation or dissolution, demerger, adjudication of bankruptcy, or extension of the period of incorporation of the company, can only be effected pursuant to a resolution at a general meeting of shareholders attended by shareholders or their proxies representing at least 3/4 of the total issued shares with valid voting rights which are present by person or by proxy at the meeting. A resolution adopted at such a meeting must be approved by at least 3/4 of the total valid votes cast at the meeting. If the meeting fails to reach such quorum, a second meeting can be called with the quorum requirement of at least 2/3 of the total issued shares with valid voting rights which are present by person or by proxy at the meeting, and the resolution must be adopted by more than 3/4 of the total valid votes cast at the meeting, and if the quorum of this second meeting is not reached, then upon the request of Suryamas, the chairman of OJK may determine the time and place of the meeting and any new quorum and voting requirements; and

(3) any proposal to approve a conflict of interest transaction which must fulfill the following requirements:

(a) shareholders that have a conflict of interest are deemed to have agreed to the same decision approved by the independent shareholders;

(b) the meeting must be attended by independent shareholders that represent at least 1/2 of the total shares with legal voting rights owned by independent shareholders and the resolution shall be valid if it is approved by the independent shareholders that represent at least 1/2 of the total shares with legal voting rights owned by the independent shareholders; and

(c) If the meeting fails to reach such quorum, a second meeting can be called with the quorum requirement of at least 1/2 of the total issued shares owned by the independent shareholders with valid voting rights which are present by person or by proxy at the meeting, and the resolution must be adopted by more than 1/2 of the total valid votes cast at the meeting, and if the quorum of this second meeting is not reached, then upon the request of Suryamas, the chairman of OJK may determine the time and place of the meeting and any new quorum and voting requirements.

1.1.4 Appointment of the Board of Directors and the Board of Commissioners

The appointment of the Board of Directors and the Board of Commissioners of Suryamas is approved at a general meeting of the shareholders of Suryamas.

1.1.5 Financial Year and Accounts

Suryamas's financial year commences on 1 January and ends on 31 December of the same year. Pursuant to BAPEPAM-LK Regulation on Submission of Annual Report Obligation, Suryamas is required to submit its annual report to be signed by all members of the Board of Directors and Board of Commissioners of Suryamas within four (4) months from the end of each financial year with immediate effect to OJK. Such annual report shall be presented and approved at the company's annual general meeting to be held the latest five (5) months after the end of the financial year. Such approval discharges the Board of Directors and the Board of Commissioners of Suryamas from any liabilities in respect of the annual report to the extent that their relevant actions are reflected in the annual report.

1.1.6 Dividends

The general position under the company law of Indonesia is that a company may pay dividends in cash or shares provided:

(a) its shareholders have approved such payments at the company's annual general meeting; and

(b) it has sufficient net profits as stated in the profit and loss statement and available for such purpose provided that, as regulated under the company law of Indonesia, a portion of Suryamas's net profits, as determined by an annual general meeting of the shareholders of Suryamas, after deduction of corporate tax, must be allocated as a mandatory reserve fund. A company's reserve fund is designed to provide a reserve to offset any future losses. At least 20.0% of the company's issued share capital should be allocated to the mandatory reserve fund, although there is no time period specified for achieving this level of allocation. A decision by a company to allocate any of its net profits to its reserve fund must be approved by its shareholders. The remaining portion of the net profits, if any, can be distributed to shareholders as dividends as proposed by its Board of Directors to the company's annual general meeting authorising the proposed dividend and the time and manner of its payment. Dividends are payable to the persons whose names, on the date determined at the annual general meeting, are entered in the Register of Shareholders of Suryamas. All holders of Suryamas Shares that are fully paid-up and outstanding at the time the dividend is declared are entitled to share equally in the dividend.

1.1.7 Amendments to Suryamas' Articles of Association

Amendments to the Articles of Association can only be effected pursuant to a resolution at a general meeting of shareholders attended by shareholders or their proxies representing at least 2/3 of the total issued shares with valid voting rights which are present by person or by proxy at the meeting. A resolution adopted at such a meeting must be approved by at least 2/3 of the total valid votes cast at the meeting. If the meeting fails to reach such quorum, a second meeting can be called with the quorum requirement of at least 3/5 of the total issued shares with valid voting rights which are present by person or by proxy at the meeting, and the resolution must be adopted by more than 1/2 of the total valid votes cast at the meeting, and if the quorum of this second meeting is not reached, then upon the request of Suryamas, the chairman of OJK may determine the time and place of the meeting and any new quorum and voting requirements.

Any amendment that would change Suryamas's (a) name and domicile, (b) company objectives and purposes, (c) business activities or term of establishment, or would (i) increase or reduce its authorised capital, (ii) reduce the issued and paid-up capital or (iii) change its status from a private company to a public company or vice versa, will only be effective upon approval by the Indonesian Ministry of Law and Human Rights ("**MOLHR**"). Any amendment to the Articles of Association must be made in the form of a notarial deed no later than 30 days from the date of the shareholders' meeting and (apart from amendments requiring approval as referred to above) be reported to MOLHR at least 30 calendar days after the date of the notarial deed which contains such an amendment.

All amendments must then be registered at the company register maintained at the Department of Trade. A resolution reducing the capital must be delivered to Suryamas' creditors and published in the State Gazette of the Republic of Indonesia and announced in at least two (2) newspapers with wide circulation in Indonesia within seven days after such resolution.

1.1.8 Dissolution and Liquidation

Suryamas can be dissolved or liquidated pursuant to (a) a resolution passed at an extraordinary general meeting of shareholders, (b) the expiry of the incorporation period of the company, (c) a court decision, (d) bankruptcy, when the company is adjudicated bankrupt and no composition plan is approved by its creditors, or (e) revocation of the business license of the company which requires the company to be liquidated in accordance with prevailing regulations.

1.1.9 Rights of Shareholders

A shareholder generally has the right to initiate an action against Suryamas if it has been harmed by any unfair or unreasonable action which has been taken by Suryamas. In addition, each shareholder of Suryamas has the right to request Suryamas to repurchase the shareholder's shares at the then prevailing market price if the shareholder has been deemed to have been harmed by certain actions of Suryamas, subject to certain limitations. These actions include the amendment of Suryamas's Articles of Association, the sale or pledge of more than 50.0% of Suryamas's net assets, or Suryamas's merger, consolidation, acquisition or separation. The company law of Indonesia provides that Suryamas may repurchase shares, provided that such repurchase: (a) does not cause its net assets (as stated in Suryamas's recent balance sheet, as approved by the shareholders within the last six months) to fall below Suryamas's paid-in capital and mandatory reserves; and (b) the total of the repurchased shares does not exceed 10% of Suryamas's issued capital, except as otherwise regulated by capital market regulations. To the extent that a requested repurchase exceeds these limitations, Suryamas is required to seek a third-party purchaser for such shares.

One or more shareholders who together hold at least 10% of the total issued and paid-up share capital of a company have certain additional rights which differ from those of shareholders generally. These rights include the right to call an extraordinary general meeting of shareholders. Such shareholders also have the right (i) to lodge a derivative action on behalf of Suryamas against Suryamas Directors or commissioners of Suryamas, who, through error or negligence, have caused Suryamas losses; (ii) to request that an examination of Suryamas be carried out if they are suspicious that Suryamas or any Suryamas Director or commissioner of Suryamas has committed acts contrary to law and (iii) to apply to a court for the dissolution of Suryamas, on grounds which are not specified by the company law of Indonesia.

Under the company law of Indonesia, the commissioners of Suryamas and Suryamas Directors are obliged to act in good faith, with full responsibility and in the best interests of Suryamas when carrying out their fiduciary duties.

1.2 Indonesian Capital Market

The following information has been derived from publicly available information and has not been independently verified by the Suryamas Group or its advisers and should not be unduly relied on.

1.2.1 Otoritas Jasa Keuangan

On 22 November 2012, with the enactment of Law No. 21 of 2011 regarding Financial Services Authority ("**OJK Law**"), Indonesia has effectively created a new integrated and independent financial authority called the Financial Services Authority or OJK. By the authority given under the OJK Law, OJK has taken over the supervision and regulation of capital markets, insurance, pension funds, and multi-finance companies from Bapepam-LK from 31 December 2012 and will take over the supervision and regulation of banks from Bank Indonesia from 31 December 2013.

OJK Law stipulates that all existing licenses, approvals, and decisions issued before the transfer of duties and authorities of Bapepam-LK to OJK will continue to be valid, while applications for licenses and approvals and other decisions made or outstanding after 31 December 2012 will be processed by OJK.

The various reforms have sought to strengthen the operational and supervisory framework of the Indonesian securities market and to improve the Indonesian securities market's trading environment. The measures also established an over-the-counter market ("**Bursa Paralel**") and private stock exchanges outside Jakarta, the first of which was established in Surabaya. In July 1995, the Bursa Paralel and the SSX were merged to form a single exchange intended to focus on small and medium sized companies. On 30 November 2007, the JSX and SSX were merged to form a single exchange and changed its name to the IDX, *Bursa Efek Indonesia*.

Other reforms were also introduced to provide increased protection for minority shareholders, to improve disclosure requirements and clarify listing procedures.

1.2.2 Overview of the IDX

On 30 November 2007, the JSX and SSX were merged to form a single exchange and changed its name to the IDX, *Bursa Efek Indonesia*.

At present, trading rules on the IDX are generated in the form of decisions by the IDX. There are currently two daily trading sessions for both the regular market and the negotiated market. From Monday to Thursday, there is a morning trading session from 9.00 am to 12.00 noon and an afternoon session from 1.30 pm to 4.00 pm. On Friday, there is a morning trading session from 9.00 am to 11.30 am and an afternoon session from 2.00 pm to 4.00 pm. There is one cash market trading session from Monday to Thursday, 9.00 am to 12.00 noon, and on Friday, 9.00 am to 11.30 am.

Trading of securities is divided into three market segments: regular market, negotiated market and cash market (except for rights issues which may only be traded in the cash and negotiated markets). The regular market is the mechanism for trading stock in standard lots on a continuous auction market during exchange hours. Regular market and cash market trading is generally carried out in unit lots of 100 shares. Price movements of traded securities are as follows:

(a) for shares with a previous price of under IDR500, the shares are traded in multiples of IDR1, and each price movement should be no more than IDR20;

(b) for shares with a previous price of at least IDR500 but less than IDR5,000, the shares are traded in multiples of IDR5, and each price movement should be no more than IDR100; and

(c) for shares with a previous price of IDR5,000 or more, the shares are traded in multiples of IDR25, and each price movement should be no more than IDR500.

Auctioning takes place according to price priority and time priority. Price priority refers to the giving of priority to buying orders at a higher price or selling orders at a lower price. If buying or selling orders are placed at the same price, priority is given to the buying or selling order which is placed first.

The negotiated market trading is carried out (i) by direct negotiation between members of IDX, (ii) between clients through one member of the IDX, or (iii) between one client and one member of the IDX. Negotiated market trading does not use round lots.

Transactions on the IDX regular market are required to be settled no later than the third trading day after the transactions. Transactions on the negotiated market are settled based on agreement between the selling exchange member and the buying exchange member, and are settled after each and every transaction. In the event the selling and buying exchange members have not determined the period for settlement, then the settlement is required to be completed no later than the third trading day after the transaction.

Transactions on the IDX cash market are required to be settled on the trading day of the respective transactions. All cash market transactions must be reported to the IDX. An exchange member is obliged to pay a transaction cost as regulated by the IDX and any delay in payment of the transaction cost will be subject to a fine of 1.0% of the outstanding amount for each day of delay. For any violation of IDX rules, the IDX may impose the following sanctions on exchange members: (1) a fine up to IDR500 million, (2) a written warning, (3) a written admonition, (4) temporary suspension from trading activities, or (5) revocation of license as an exchange member.

All transactions involving shares listed on the IDX and which use the services of exchange members, must be conducted through the IDX. In order for a trade (except a block trade) to be made on the IDX, both the cash and securities settlement must be conducted through the facilities of the IDX. Short selling and margin trading by security companies which are members of the IDX are allowed, subject to the fulfillment of certain requirements, such as: (A) the maintenance of a regular securities account that shows the transaction records of the trader, (B) the maintenance of a margin trading or short selling financing securities account, and (C) an initial deposit of IDR200 million into the margin trading or short selling financing securities account. Under the prevailing laws, only a member of the IDX that has obtained approval from the IDX can enter into a short selling transaction or a margin transaction. Furthermore, the IDX may cancel a transaction if proof exists of fraud, market manipulation or the use of insider information. The IDX may also suspend trading if there are indications of fraudulent transactions or artificial inflation of share prices, misleading information, use of insider information, counterfeit securities or securities blocked from trading, or any other material event. The IDX may suspend trading of certain securities or suspend certain members of the stock exchange.

Based on agreements with their clients, members of the IDX charge a brokerage fee for their services up to a maximum of 1.0% of the transaction value. When conducting share transactions on the IDX, exchange members are required to pay a transaction levy in the amount of 0.018% of the transaction value for transactions in the regular and cash markets and a transaction levy in the amount stipulated by IDX in its policies for transactions in the negotiated markets. The minimum transaction levy of IDR20 million per month contributes towards the funding of the facilities provided by the stock exchange and will continue to apply to exchange members which have been suspended. Clients are also responsible for paying a 10.0% value-added tax on the brokerage fee and transaction levy. In addition, Indonesian sellers are required to pay a withholding tax of 0.1% (plus an additional 0.6% for founder shares) of the total transaction value. Additionally, stamp duty of IDR3,000 is payable on any transaction with a value between IDR250,000 and IDR1,000,000 and stamp duty of IDR6,000 is payable on any transaction with a value of more than IDR1,000,000. Please refer to **Appendix 5** to this Circular for further details. At any time during working hours, shareholders or their appointees may request the issuer or a securities administration bureau appointed by the issuer of such shares to register

their shares in the issuer's registry of shareholders. Reporting of share ownership to OJK is mandatory for (I) the directors and commissioners of a listed company; and (II) shareholders whose ownership has reached 5.0% or more of issued and fully paid-up capital of an issuer. A director, commissioner or shareholder who owns 5.0% or more of the shares in a public company in Indonesia must report any changes in their shareholding to OJK within 10 days after the transaction.

1.2.3 Offering, Listing and Reporting Regulations

OJK regulates and monitors securities issues, which are publicly offered or listed in Indonesia. Initial securities offerings are generally conducted as underwritten public offers for sale by subscription. OJK regulates the offering and allocation procedures. Unless waived, companies are required to meet certain requirements in order to become listed on the IDX. These requirements are set out in the Decision of the Board of Directors of JSX No. Kep-305/BEJ/ 07-2004 dated 19 July 2004 as amended by the Decision of the Board of Directors of IDX No. Kep-00001/BEI/01-2014 on Listing of Shares and Equity-Linked Securities Convertible into Shares other than Shares issued by Listed Company.

Listed companies are required to submit the following documents to OJK and the IDX:

(a) an annual report, to be submitted not later than four (4) months after the end of the financial year of the company;

(b) financial statements consisting of:

  (i) an annual financial report audited by an accountant registered with OJK, to be submitted not later than three (3) months after the date of such report;

  (ii) any of the following mid-year reports: (a) a mid-year report (unaudited), to be submitted not later than one (1) month after the date of such report; (b) a mid-year report with limited review by an accountant registered with OJK, to be submitted not later than two (2) months after the date of such report; or (c) a mid-year report audited by an accountant registered with OJK containing a full opinion on the fairness of such report, to be submitted not later than three (3) months after the date of such report; and

  (iii) (1) a quarterly report (unaudited and unreviewed) to be submitted not later than one (1) month after the end of each quarter; (2) a quarterly report with limited review by an accountant registered with OJK to be submitted not later than two (2) months after the end of each quarter; or (3) a quarterly report audited by an accountant registered with OJK containing a full opinion on the fairness of such report, to be submitted not later than three (3) months after the end of each quarter;

(c) material information that is important and relevant according to OJK (formerly known as BAPEPAM-LK) regulations and which may affect the value of the security or an investment decision, such as a merger, acquisition, consolidation, stock split, distribution of stock dividend, change in management, replacement of a public accountant, replacement of a trustee, material legal claims, and other important information possibly affecting share prices on the exchange must be submitted to OJK and publicly announced within two (2) business days of such an event taking place;

(d) a copy of any amendment to the company's Articles of Association;

(e) notice of any change in shareholding;

(f) notice of any appointment and replacement of the corporate secretary;

(g) notice of opportunities and/or replacement of the company's public accountant;

(h) notice of any change in the composition of the company's Board of Directors or Board of Commissioners; and

(i) notice of any material deviation from projections published by such companies.

Based on Circular Letter of the Chairman of BAPEPAM-LK No. SE-01/BL/2007 dated 8 February 2007, a company that owns subsidiaries of which the financial statements are consolidated and that wishes to submit a registration to OJK in relation to public offerings, including any rights issue, must submit the following documents:

(i) the consolidated financial statements of the company;

(ii) individual/stand-alone, unconsolidated financial statements of the company; and

(iii) individual/stand-alone, unconsolidated financial statements for each subsidiary whose financial statements are consolidated into the financial statements of the company.

In addition, the annual financial statements submitted to OJK for any subsidiary of a listed company must be audited by a public accountant if the subsidiary in question fulfils any of the following requirements:

(1) it is a public company;

(2) it is engaged in a line of business which is related to the generation of public funds;

(3) it issues an acknowledgement of indebtedness;

(4) it has assets of at least IDR50 billion;

(5) it is required by a creditor to audit its annual financial statements;

(6) it is a state enterprise; or

(7) it is otherwise required by law.

Insider trading, fraud and market manipulation of securities are all prohibited under Indonesian capital markets laws. In such circumstances, a transaction may be cancelled or suspended by the IDX, or OJK may suspend or revoke the license of the capital market supporting institution and supporting professionals involved. A party engaging in (A) misleading conduct, fraud or falsification in connection with the sale of securities; (B) other actions misleading the public regarding trading activities, market conditions or price; or (C) insider trading, is liable for the loss incurred and could face a fine of up to IDR15 billion and imprisonment of up to 10 years.

1.2.4 Developments

Scripless Trading

On 23 December 1997, a private limited company, the Indonesian Central Securities Depository (*PT Kustodian Sentral Efek Indonesia* or KSEI), was established to serve as the central securities clearing house. On 11 November 1998, KSEI obtained a license from BAPEPAM-LK to act as an approved central securities depository and settlement institution. The shareholders of KSEI currently include 30 securities firms, nine (9) custodian banks, the Stock Administration Bureau *(Biro Administrasi Efek),* the SSX, the IDX and the KPEI. In 2000, KSEI introduced the Central Depository and Book Entry Settlement System ("**C-Best**"), which is a computerized system for the registration and settlement of securities.

In 2000, BAPEPAM-LK implemented regulations to provide for a scripless trading system. Only shares held through KSEI (and which have not been pledged, foreclosed upon based on a court order or seized for the purpose of criminal proceedings) may be traded on the IDX. Any institution becoming a KSEI participant is required to open at least one securities account and sub-account with KSEI for the deposit, withdrawal or transfer of securities. Under the scripless system, a member broker, sub-broker or local custodian (a "**KSEI Participant**") may deposit with KSEI, certificates evidencing ownership of securities on an account kept for such purpose making KSEI the registered holder of those securities. After acceptance, KSEI will hold such securities on behalf of the KSEI Participant, or the clients of the KSEI Participant, and through this system, purchasers in securities become beneficial owners of the securities, rather than direct owners. Thus, to establish ownership rights, each holder of an account for deposit, withdrawal or transfer of securities (the "**KSEI Account Holder**") is obliged to maintain a list of the owners of securities deposited with it. Sales and purchases of securities are settled on the relevant securities deposit account via a computer system. At the end of each trading day, KSEI delivers a statement showing the balance of securities held for each participant.

A company that intends to register its securities with KSEI enters into a standard registration agreement with KSEI. Subsequently, KSEI Account Holders or KSEI Participants must issue confirmations for the benefit of KSEI for the entire value of the securities they have deposited with KSEI.

Securities registered with KSEI are recorded and administered electronically in securities accounts opened with KSEI ("**KSEI Securities Accounts**") and KSEI Account Holders administer deposits, withdrawals and transfers of securities through their KSEI Securities Accounts. Parties that are eligible to become KSEI Account Holders are (a) securities companies, (b) custodian banks and (c) other parties determined by the prevailing capital market laws and regulations. In addition, any institution becoming a KSEI Participant is required to open at least one securities account with KSEI. Each KSEI Account Holder who maintains customers' securities and funds must also open sub-accounts for the deposit of securities and funds on behalf of their customers. In accordance with the KSEI rules, C-Best is the central computer system for depository services and the settlement of securities transactions by book-entry settlement. C-Best is provided by KSEI to KSEI Account Holders. Sales, purchases and transfer of securities are settled by setting off the relevant securities accounts using the C-Best system and at the end of each trading day, KSEI delivers, through C-Best, a statement to KSEI Account Holders showing the balance of securities held by that KSEI Account Holder.

Pursuant to a Circular Letter issued by BAPEPAM-LK dated 23 November 2001, listed companies were required to register their securities in a central depository prior to 30 June 2002. Further, on 15 January 2003, BAPEPAM-LK issued a new regulation, effective as of 1 May 2003, which required each KSEI Participant holding securities accounts with KSEI on behalf of its clients to do the following:

(i) establish a securities sub-account on behalf of each client and record each client's securities account in such sub-account;

(ii) ensure that the balance in the client's security account in the KSEI Participant's records is always equivalent with the balance in the client's sub-account with KSEI;

(iii) take measures to ensure that the identity of each client is properly recorded by the KSEI Participant; and

(iv) take measures to ensure that the securities sub-account balance of each client is and remains correct.

1.2.5 Transfers of Shares

Transfers of listed shares on the IDX are governed by the company law of Indonesia and IDX rules. Under the company law of Indonesia, as a general matter, ownership of shares is based on the registration of ownership in the relevant company's share register. To be valid against the issuing company, a request for an entry of the transfer into a share register must be received by the company. To be valid against a third party, the entry of the transfer must actually be recorded in the share register.

Transfers of scripless shares are made by way of appropriate instructions to the relevant brokers, sub-brokers or custodians with whom the transferor and the transferee involved maintain securities accounts in accordance with the individual arrangements with such brokers, sub-brokers or custodians. Upon receipt of such instructions, the relevant brokers, sub-brokers or custodians will, in accordance with such arrangements, effect the relevant changes in the register which they are required to maintain for rights and entitlements purposes.

From 30 June 2002 onwards, only shares held through KSEI (and which have not been pledged or foreclosed upon based on a court order, or seized for the purpose of criminal proceedings) may be traded on the IDX.

Securities transaction settlement services are part of the central depository services provided for the fulfillment of the rights and obligations arising from stock exchange transactions or over-the-counter transactions by means of the transfer of securities and/or funds between securities accounts. The settlement of stock exchange transactions is performed by KSEI based on transfer instructions received from both a selling clearing member (defined as a member of the stock exchange registered as the KSEI clearing member) and a buying clearing member. Alternatively, KSEI may settle over-the-counter transactions based on transfer instructions from a selling KSEI Account Holder and acceptance from a buying KSEI Account Holder and the availability of sufficient securities in the relevant sub-account. Over-the-counter transfer instructions must also state whether the transaction requires a payment or not. When a transfer of securities and/or funds is completed and settled, KSEI submits a report to the KPEI or the clearing member on the settlement of a stock exchange transaction and confirmation is given to the relevant KSEI Account Holder on the settlement of over-the-counter transactions.

Under the BAPEPAM-LK Regulation No. IX.H.1 on Take Over of Public Companies ("**Regulation IX.H.1**"), a transfer of more than 50% of the shares of a public company or acquisition of direct or indirect control of the management or policies of a public company will be considered as an acquisition of a public company and thus trigger a mandatory tender offer by the new controlling shareholder. Pursuant to point 3.a.2 of Regulation IX.H.1, the new controlling shareholder is required to conduct a mandatory tender offer for all the remaining shares in the public company, except for: (a) shares owned by shareholders who conducted the acquisition in conjunction with the new controlling shareholder, (b) shares owned by other parties who received an offer on the same terms and conditions as the new controlling shareholder, (c) shares owned by the other parties who are also conducting a tender offer at the same time on the same public company's shares, (d) shares owned by the principal shareholders, and (e) shares owned by the other controlling shareholders of the public company. If the tender offer results in the new controlling shareholder holding more than 80% of the total paid-up capital in the public company, the new controlling shareholder must transfer shares to the public so that 20% of the total paid-up shares in the public company are owned by the public, comprising of more than 300 parties within two (2) years from the completion of the mandatory tender offer. Under point 5.b of Regulation IX.H.1, if the acquisition results in the new controlling shareholder obtaining more than 80% of the total paid-up capital in the public company, the new controlling shareholder will have to transfer shares to the public equal to the percentage of shares obtained in the mandatory tender offer, at a minimum, and the shares must be owned by at least 300 parties within two (2) years.

1.2.6 KSEI

KSEI is a self-regulating organization and is licensed and regulated by OJK. Under KSEI's rules, securities companies or custodian banks fulfilling certain criteria determined by the prevailing capital market laws and regulations, and authorised by OJK may become KSEI Participants. The principal shareholders of KSEI are large custodian banks, securities companies, the Stock Administration Bureau (*Biro Administrasi Efek*), IDX and the KPEI. In the scripless system, the role of KSEI is to settle the transfer and receipt of securities and to act as the central securities depository, while fund settlement is conducted by KPEI.

KSEI is managed by a Board of Directors as supervised by a Board of Commissioners who are subject to the provisions of the company law of Indonesia. KSEI is also a member of several international associations that are related to securities depositories, including the Association of National Numbering Agency, the International Society of Securities Administrators, the Society for Worldwide Inter-bank Financial Telecommunication and the Asia Pacific Central Securities Depositories Group.

OJK sets strict standards for the internal controls of KSEI. These standards call for daily reconciliation of account balances between KSEI and the issuers whose securities are held in the name of KSEI. This daily reconciliation is required to be verified continuously by the head of the audit unit of KSEI who must report this verification to the Internal Control Committee of KSEI, the Board of Directors of KSEI and OJK. Each KSEI Participant has the right to send auditors to KSEI to verify the reconciliation of its accounts with those of KSEI and the right to send auditors to verify the registry of the securities on the books of the issuer. The internal control systems of KSEI are required to be audited annually by an independent auditor with international experience and reputation and to include a review of the protections against fraud, embezzlement, natural disruptions and electronic damage. This report is to be sent to all KSEI shareholders along with the annual report.

The regulations call for a number of fundamental security measures to ensure the integrity of KSEI:

(a) access to data processing functions, record-keeping functions and customer account service areas of KSEI is required to be restricted;

(b) KSEI must have a primary computer and back-up computer at different locations that allow continued processing within two (2) hours of a breakdown of the primary computer;

(c) duplicate electronic records are required to be maintained in repositories that are at least 30 kilometres away from each other;

(d) software development and maintenance are required to be segregated from data processing operations; and

(e) a special security division of KSEI's own funds is required to be segregated from data processing operations and all debits and credits to securities accounts must be based on instructions of account holders and controlled by a division that is separate from the data processing division.

In addition to the oversight of internal controls and specific regulations regarding recovery and security, the legal basis for securities accounts permits recovery of an investor's assets even in the event of destruction of all records of KSEI. This is done based on investors' confirmations and statements and records of the issuer, all of which are maintained independently from records of KSEI. With daily reconciliation of key records, strong internal control supervision by major banks, special security measures, and legal safeguards, recovery is theoretically possible even if there is a catastrophic occurrence.

1.2.7 IDX Listing, Relisting, Delisting and Corporate Governance Rules

The IDX listing rules and regulations for equity securities are aimed at enhancing good corporate governance and clarifying listing, relisting and delisting criteria, sanctions for violation of stock exchange rules and e-reporting and monitoring.

The new listing rules of IDX also introduced the two-board system, consisting of the Main Board and the Development Board.

The IDX Main Board serves as the flag carrier of the IDX and is intended for companies fulfilling regional listing standards relating to size, track record and NTA. The Development Board allows both large and small companies with prospects but who do not qualify to be listed on the IDX Main Board yet, as well as companies in the recovery phase, to be listed on the IDX.

Initial Listing

Under the new listing rules, a company is deemed qualified to undertake an initial listing on the IDX Main Board if it meets certain requirements, including having:

(a) a registration statement declared effective by OJK;

(b) been duly incorporated as a limited liability company;

(c) NTA of at least IDR100 billion based on the latest audited financial report of the company;

(d) audited financial reports covering at least the last three (3) years and unqualified audit opinions from the auditors covering the financial report for the last two (2) years and the last audited interim report (if any);

(e) operated in the same core business for the past three consecutive years;

(f) at least 1,000 shareholders, each holding a securities account with exchange members; and

(g) shares owned by minority shareholders immediately after the initial listing, with at least 100 million shares in number or representing 35.0% of the total paid-in capital, whichever is lower.

Under the listing rules, a company is deemed qualified to undertake an initial listing on the IDX Development Board if it meets certain requirements, including the following:

(i) having a registration statement declared effective by OJK;

(ii) having been duly incorporated as a limited liability company for at least the last 12 consecutive months;

(iii) having NTA of at least IDR5 billion;

(iv) having operated for the past 12 consecutive months in the same core area of business activity;

(v) having an unqualified audit opinion from the auditor covering the financial report for the last 12 months and the last audited interim report (if any);

(vi) if the proposed company to be listed is a company which has been experiencing losses, has not booked any profit yet, or has been in operation for less than two (2) years, then it must do the following:

(a) report net profit at the latest by the end of the second financial year since its listing, based on the financial projection which has been announced in the stock exchange; or

(b) if the proposed company to be listed is a company that engages in business in an area which requires an extended period to achieve profitability due to the nature of its business (such as infrastructure, plantation, forestry concession right, industrial forest concession right or other business related to public service), report net profit at the latest by the end of the sixth financial year based on its financial projection;

(vii) having at least 500 shareholders, each holding a securities account with exchange members;

(viii) having shares owned by minority shareholders (immediately after the initial listing), with at least 50 million shares or representing at least 35.0% of the total paid-up capital, whichever is lower; and

(ix) if the proposed company to be listed is a company which will conduct an initial listing, having a full underwriting commitment from underwriters with respect to the Indonesian offering.

The rules allow a company listed in the IDX Development Board to be promoted to the IDX Main Board if it meets the requirement for listing on the IDX Main Board.

Delisting

A company can be delisted voluntarily or by the stock exchange. A company can be delisted if (a) it suffers certain conditions which adversely affect the going concern of the company, either financially or legally, or adversely affect the continuing status of the company as a publicly listed company and the company has not shown any sufficient remedial actions; or (b) for the last 24 months, its shares have been suspended from the regular market and the cash market and have only been traded in the negotiation market.

Under the IDX regulations, all companies listed on the IDX must have:

(i) independent commissioners in proportion to the number of shares held by the non-controlling shareholders, provided that the independent commissioners comprise at least 30.0% of the total number of members of the commissioners;

(ii) at least one independent director;

(iii) an audit committee at the latest within six (6) months of listing;

(iv) a nominal value of shares of at least IDR100; and

(v) a corporate secretary.

Independent Commissioner and Audit Committee

Based on Decision of Chairman of BAPEPAM-LK No. Kep-643/BL/2012 on Regulation No. IX.I.5 regarding Formation and Implementation Guidance for Audit Committee, issued on 7 December 2012 ("**Regulation No. IX.I.5**") and the listing regulation of the IDX, an independent commissioner in a listed company:

(a) comes from outside of the listed company;

(b) may not own any shares of the listed company directly or indirectly;

(c) may not have an affiliated relationship with the listed company, or with any commissioner, director, controlling shareholder, or principal shareholder of the listed company;

(d) has no business relationship which is directly or indirectly related to the listed company's business activity;

(e) must not be a person who is employed by or has the authority and responsibility to plan, lead, control or supervise the activities of the listed company within the past six (6) months;

(f) may not hold a dual position as a director of another company affiliated with the listed company; and

(g) has adequate knowledge of statutory regulations in the field of capital markets.

The audit committee comprises at least three (3) members, one (1) of whom will be the independent commissioner of the listed company who will serve as chairman of the audit committee. The other members must also be independent persons, at least one of whom must be an expert in the field of accounting and/or finance.

Pursuant to Regulation No.IX.I.5, members of the audit committee must satisfy the following criteria:

(i) high integrity, ability, knowledge and adequate experience according to their education background, and proper communication skills;

(ii) possess the ability to comprehend financial reports, the business activities of the listed company, the audit process, risk management, and applicable regulations;

(iii) comply with ethical codes stipulated by the listed company;

(iv) willing to continuously increase competence by means of education and training;

(v) at least one (1) member of the audit committee is required to have an educational background in accountancy or finance;

(vi) no status of an insider of the public accountant's office, the legal consultant's office, or of other parties that provide assurance services, non-assurance services, appraisal services and/or other consultation services to the issuer or to the public company, within six (6) months before his/her appointment by the commissioner;

(vii) no authority or responsibility to plan, lead, or control the activities of the listed company, within six (6) recent months before being appointed by the commissioner, unless he/she is an independent commissioner;

(viii) no holding of shares directly or indirectly in the listed company. If a member of the audit committee obtains shares as a consequence of a legal event, then within at least six (6) months after the shares are obtained he/she must transfer them to other parties;

(ix) not affiliated to the listed company or the commissioners, directors or the principal shareholders of the listed company; and

(x) no direct or indirect business relationship to the business operation of the listed company.

Based on IDX regulations, a non-affiliated director in a listed company:

(1) may not have an affiliated relationship with the company's controlling shareholders at least six (6) months before his/her appointment as a non-affiliated director in a listed company;

(2) may not have an affiliated relationship with commissioners or other directors of the listed company;

(3) may not act as a director of another company; and

(4) may not be an insider at a capital market supporting professional or institution of which his/her service was used by the listed company for six (6) months before his/her appointment as a director of the listed company.

The function of a corporate secretary is performed by one of the directors of the listed company, or by an official of the listed company designated to carry out such function. The corporate secretary acts as a liaison or contact person between the listed company, government authorities (including OJK) and the public. The corporate secretary must have access to material and relevant information relating to the listed company and must be familiar with all statutory regulations relating to capital markets, particularly on disclosure matters.

1.3 Laws and Regulations affecting Businesses of the Suryamas Group

The Suryamas Group's property development and hotel businesses are subject to various laws and regulations in Indonesia, the summary of which is set out below.

1.3.1 Land Ownership and Acquisition Regulation

Ownership of land in Indonesia is principally regulated under the Basic Agrarian Law (Law No. 5 of 1960) (the "**Basic Agrarian Law**"). The Basic Agrarian Law and its implementing regulations (including Government Regulation No. 24 of 1997 (the "**GR on Land Registration**") and Government Regulation No. 40/1996 on Right to Cultivate ("**HGU Title**"), Right to Build ("**HGB Title**"), Right to Use ("**Hak Pakai**")) provide various forms of land title and a registration system to protect legal ownership. The highest form of land title available in Indonesia is Right of Ownership ("**Hak Milik**"), which is also the closest to the internationally recognized concept of "freehold" title. Hak Milik title is available only to Indonesian individuals and certain religious and social organizations and government bodies in Indonesia. Hak Milik title is not available to companies (whether Indonesian or foreign owned) or foreign individuals. Hak Pakai is the only title that is open to be used by foreign individuals in Indonesia.

Both Indonesian companies and foreign owned companies incorporated under Indonesian law and domiciled in Indonesia may acquire HGB Title. A holder of a HGB Title to a parcel of land has the right to use to build and to own any buildings on such parcel of land, including on land owned by another party, and to transfer and encumber all or part of such parcel. HGB Title is granted for a maximum initial term of 30 years. By application

to the relevant local land office upon the expiration of this initial term, HGB Title may be extended for an additional term not exceeding 20 years. Following expiration of the initial term and the additional term, an application for renewal of HGB title upon the same parcel of land may be granted to the former holder of the previous HGB title. The application for extension and renewal of HGB title must be made at the National Land Office no later than two (2) years prior to the expiration of the term. Following the expiration of this additional term, an application for renewal may be made by the land owner and a new HGB Title may be granted on the same land to the same owner following the satisfaction of certain requirements. The application for the new HGB Title must be made no later than two (2) years prior to the expiration of the additional term. The land office has discretion to grant the various extensions. The National Land Office tends to grant extensions and renewals of HGB Titles when there has been no change in the zoning policies of the government, abandonment or destruction of land, egregious breaches by the owners of the land of conditions under the existing HGB Title and revocation of the HGB Title due to public interest considerations.

The Basic Agrarian Law also recognizes a form of title based on Indonesian traditional law commonly referred to as Girik title or Hak Milik Adat title (or such other name depending on the region) or Communal Right. A Communal Right Title arises as a result of occupation or residence on land and payment of taxes and retributions with respect to the land, or by renouncement of right by the previous holder of land covered by the Communal Right Title. The Communal Right Title is an unregistered form of title but may be evidenced by certificates registered in the books of the relevant local sub-district office. Such certificates include a brief description of the land and holder of the Communal Right Title and provide details with respect to the payment of taxes and retributions with respect to the land.

Under the Minister of Agrarian Affairs/Head of National Land Agency Regulation No. 2 of 1999, in order to acquire a parcel of land of more than 25 hectares for agricultural business or more than 10,000 square metres for non-agricultural business, a company must obtain a location permit which grants the exclusive right to buy, clear and develop the particular parcel ("**Location Permit**"). The procedures for obtaining a Location Permit may vary from region to region. The term of a Location Permit is normally for a period of one (1) to three (3) years, depending on the area granted in the Location Permit, and extendable for another period of one (1) year upon approval by the relevant authorities on the condition that 50% of the total area being applied for has been purchased or obtained by the company. After obtaining the Location Permit, with respect to a particular parcel of land, the holder can then begin with the land acquisition process. In order to acquire the land, the holder of the Location Permit is still required to negotiate with the individual landowners whose land is located within the area prescribed in the Location Permit. After the process of acquisition and the settlement of rights over the land with the previous landowners are completed in the form of Deed of Relinquishment ("*Surat Pelepasan Hak*" or "SPH") by the holder of the Location Permit that give them the right to apply for and be granted with the relevant rights of land. However, a company is under no obligation to purchase all parts of the land covered by its Location Permit. Under the GR on Land Registration and the Regulation of the State Minister for Agrarian Affairs/Head of National Land Agency No. 9 of 1999, in order for a company to acquire a HGB Title to land being purchased from a holder of a Communal Right, the company must make an application to the relevant land office together with a relinquishment of right by the holder of the Communal Right Title. The company may then sell the land as developed or serviced land lots.

On December 16, 2011, the House of Representatives of the Republic of Indonesia passed the Bill on Land Procurement for Public Interest, which came into force on 14 January 2012 as Law No. 2 of 2012 on Land Procurement for Public Interest ("**Land Procurement Law**"). The Land Procurement Law introduces clear and expedited steps for the procurement of land for the public interest. The Land Procurement Law is expected to provide a more effective legal basis for public interest land procurement. Under the Land Procurement Law, the term "public interest" is defined as the interest of the Indonesian people, nation and community as manifested through the Indonesian government and used optimally for the welfare of all the people of Indonesia. In order to implement Land Procurement

Law, Presidential Regulation No. 71 of 2012 on Implementation of Land Procurement for Public Interest was enacted and came into force on 7 August 2012 ("**Land Procurement Implementation Regulation**"), revoking the previous implementation law, namely Presidential Regulation No. 36 of 2005 as amended by Presidential Regulation No. 65 of 2006.

Under the Land Procurement Law, the Indonesian central government and/or the regional government are given the task of ensuring the availability of land required for the public interest. The Land Procurement Law also clearly stipulates that a party who owns or otherwise controls the land procurement objects (which are defined as land, space under and above the land, buildings, plants, any object related to the land or any other object which could be appraised, "**Land Procurement Objects**") (the "**Entitled Party**") is obliged to release its rights upon such Land Procurement Object for the purpose of public interest land procurement, following the provision of fair and reasonable compensation or a legally binding court decision. After such land is released, it becomes the property of the Indonesian central government, the regional government or a state-owned enterprise, as the case may be.

The Land Procurement Law specifically stipulates the development projects for public interest as follows:

(a) national defense and security;

(b) public road, toll road, tunnel, railway, train station, and train operating facilities;

(c) water embankment, reservoir, irrigation, drinking water channel, drainage and sanitation and other water resource management construction;

(d) seaport, airport, and terminals;

(e) oil, gas, and geothermal infrastructure;

(f) power plant, power transmission, switch yard, power network and distribution;

(g) government telecommunication and informatics network;

(h) waste disposal and processing place;

(i) hospitals owned by the Indonesian central government or regional government;

(j) public safety facilities;

(k) cemetery owned by the Indonesian central government or regional government;

(l) social facilities, public facilities and public open green space;

(m) wildlife and culture preservation area;

(n) office area for the Indonesian central government, regional government or sub-districts/villages;

(o) structuring of urban slums area and/or land consolidation, and rented residential for low-income communities;

(p) education facilities or schools under the Indonesian central government or regional government;

(q) sport facilities owned by Indonesian central government or regional government; and

(r) public market and public car park.

Initially, a government entity that plans to procure land for the public interest must have a public consultation with the parties related to the Land Procurement Objects, including any Entitled Party on the proposed development plan, until consensus is reached. In the event that no consensus can be reached or there occurs any objection on the proposed development plan, the Governor will establish a team to examine the reasons for the objections. Based on this, the Governor will decide whether the objections are valid. To the extent that such objections are denied, the Entitled Party may file a legal claim to the State Administrative Court, whose decision can thereafter be subject to final appeal at the Supreme Court. If by virtue of a legally binding court decision, the land has been approved to be procured for the public interest, then the Head of Regional Office of the National Land Agency, as the Chief Executive of Land Procurement appointed under Land Procurement Implementation Regulation, shall appoint an independent appraisal team to determine the compensation value to be paid to the Entitled Party based on an appraisal report made by the independent public appraiser. To challenge the compensation value, if required, the Entitled Party may file a legal claim to a District Court and if required, the decision of the District Court can be filed for final appeal at the Supreme Court.

1.3.2 Strata-Title

The development of multi-story strata-title residential, retail and office buildings is regulated by Law No. 20 of 2011 on Strata Title Housing which was enacted on 10 November 2011 ("**Law No. 20/2011**") which replaces the previous Law No. 16 of 1985 on Strata Title Housing.

Law No. 20/2011 classifies several types of strata-title housing, namely (a) public strata-title housing (*rumah susun umum*) provided for low income persons, (b) special strata-title housing (*rumah susun khusus*) provided for special needs, (c) state strata-title housing (*rumah susun negara*) which are owned and provided by the state for residential purposes and other support services for state officials, and (d) commercial strata-title housing (*rumah susun komersial*) for commercial purposes.

The Indonesian government is responsible for the development of public strata-title housing, special strata-title housing and state strata-title housing. Any party developing public strata-title housing may receive aid from the Indonesian government. The development of public strata-title housing and special strata-title housing may be conducted by a non-profit institution or business entity. The development of commercial strata-title housing may be conducted by any party. Under Law No. 20/2011, the developer of commercial strata-title housing must provide public strata housing with a floor area of at least 20% of the total floor area of its commercial strata-title housing. Such public strata-title housing may be located outside the premises of the commercial strata-title housing but is required to be located within the same regency or city where the commercial strata-title housing is located.

A strata-title housing may only be constructed on a parcel of land where the developer has (i) right to own (Hak Milik) title to the land, (ii) right to build (HGB) title or a right to use the land if such land state-owned or HGB title or right to use over right to manage land (Hak Pakai di atas tanah Hak Pengelolaan). In addition, public strata-title housing and/or special strata-title housing can be constructed by utilizing the state or region owned land (by way of lease or cooperation for the utilization) or utilization of wakaf lands by way of lease or cooperation for the utilization pursuant to ikrar wakaf. In line with the restriction of land title that may be owned by foreign individuals, only strata-title housing which is constructed over right to use (Hak Pakai) over stateowned land can be used by foreign individuals.

Foreign investment for the construction of strata-title housing is permitted under Law No. 20/2011 provided that prevailing regulations in foreign investment sector are complied with.

Pursuant to this law, the developer may market the strata-title housing before the commencement of construction. However, prior to marketing the property, the developer is required to satisfy the following criteria: (1) the certainty of the space allotment; (2) the certainty of the right over the land; (3) the certainty of the status of the possession over the strata-title housing; (4) construction license; and (5) guarantee over the construction from the relevant surety institution. The developer may enter into a preliminary sale and purchase agreement with purchasers before a notary prior to completion of the strata-title housing. The preliminary sale and purchase agreement can only be entered into, after the fulfillment of certain requirements: (A) land ownership status, (B) object of the agreement, (C) obtaining the principal building permit, (D) availability of infrastructure, facilities and public utilities, and (E) the construction progress having reached at least 20% of the total development area.

Pursuant to this law, all required implementing regulations shall be issued within one (1) year from the enactment date of this law. Until such implementing regulations are issued, the prevailing implementing regulations shall remain in effect, as long as the provisions therein do not contradict the provisions under this law.

1.3.3 Regulation on the Development and Use of Land

Following the acquisition of land and prior to construction, a developer must obtain an environmental impact analysis for the proposed project. Based on State Minister of Environment Regulation No. 5 of 2012 dated 12 April 2012 on Type of Business Plan and/or Activity which requires an environmental impact analysis, any business and/or activity that may cause significant environmental impacts must obtain an environmental impact analysis, including, *inter alia*, (a) any business activity within residential properties in (i) metropolitan cities occupying 25 hectares or more of land; (ii) large scale cities occupying 50 hectares or more of land; (iii) medium and small scale cities occupying 100 hectares or more of land; (iv) for transmigration settlement purposes of 2,000 square metres or more and (b) the construction of a building for multi-sectoral purposes which occupies five (5) hectares or more of land or has a building area of 10,000 square metres or more. Thereafter, the developer (or contractor responsible for construction) must obtain a construction permit or *Izin Mendirikan Bangunan* ("**IMB**") from the regional government. After the IMB is received, development and construction may commence, including clearing and preparing land, and constructing infrastructure such as drainage systems, roads, landscaping, street lighting, electricity and telephone cables. If construction is conducted in various phases, an IMB must be obtained for each phase of construction.

The development of residential properties must also comply with regulatory requirements relating to the provision of social facilities benefiting the community, including schools, sports facilities, houses of worship, markets, parks and playgrounds. As stipulated in Law No. 1 of 2011 on Housing and Settlement Areas ("**Law on Housing**"), developers of residential properties are required to provide public infrastructure, facilities and utilities including locations for governmental, social and economic services ("**Public Utility**"). The Law on Housing is in line with Minister of Home Affairs Regulation No. 9 of 2009 on Guideline on Delivery of Infrastructure, Facility, and Utility of Regional Housing and Settlement which requires developers to deliver Public Utility to regional governments. The responsibility of requesting developers to provide Public Utility lies with the relevant regional government.

Several regions may not be covered by specific regional governmental regulations related to procurement and delivery of Public Utility to the regional government. Nonetheless, such obligations are still attached to the developer and the details of the implementation may vary depending on the policy of the regional government.

On 22 January 2010, the of Indonesian government issued Government Regulation No. 11 of 2010 ("**GR 11/2010**") on the Administration and Utilization of Unused Land (*Penertiban dan Pendayagunaan Tanah Terlantar*). Under GR 11/2010, the Indonesian government may revoke Hak Milik, HGU, HGB, Hak Pakai or Hak Pengelolaan title and reclaim land

without compensation in respect of land which has not been utilized, or is not being utilized in accordance with its conditions or characteristics and the purpose of the rights over the relevant land or the basis of possession over the land. However, unintentionally unused land registered as Hak Milik or HGB are exempted from GR 11/2010. Before any land is declared unused, the Head of Regional Land Office will prepare an indicative list of unused land, which will be examined by a committee which is set up by the Head of Regional Land Office. Such investigation will commence (i) three (3) years after the issuance of the respective land certificates; or (ii) on the expiry date of the document of the basis of repossession over the land.

In the event that such examination results in a conclusion that the land is unused, the land office will issue three warning letters, each having a one-month period in between, and the owner of the land will be given a certain period of time to rectify the situation. Failure to rectify will lead to the Head of Regional Land Office declaring the land as unused land, terminating the land rights and the legal relations of the owner or controller with such land, and declaring that such area of land is under the direct control of the Indonesian government. As GR 11/2010 does not provide for any period of time to which it applies, GR 11/2010 is applicable to land acquired prior to its enactment.

1.3.4 Regulation on Land as Security for Financing

Article 1131 of the Indonesian Civil Code provides that all assets of a debtor, immovable and movable and including land, which are already, or will be, in existence, become general security for the repayment of obligations of the debtor. Article 1133 states that preferential rights are given to: (a) the holder of a hypothec, and (b) the holder of a pledge. The holder of hypothec and pledge take priority subject to legal costs incurred in the enforcement of the creditor's rights.

Law No. 4 of 1996 on Mortgage on Land and Land Related Objects provides that a company may encumber its HGB Title to land to secure obligations to creditors. A security right (Hak Tanggungan) may be granted over immovable property, including in land and buildings, plants and other fixtures which are attached to the land, which provides preferential rights over the land and property to the relevant creditor and is similar to a common law mortgage. Under Indonesian law, a mortgage (i) gives a preferential right to its holder; (ii) attaches to the secured object, regardless of the identity of the possessor of the object; and (iii) fulfills the principles of specialty and publicity in order to bind third parties and provides legal enforceability to the holder of the mortgage. The procedure for creation of a security right (Hak Tanggungan) over land requires firstly, the execution of an authenticated Deed of Grant of Security Right (Akta Pemberian Hak Tanggungan) (made in the Indonesian language) before a Land Deed official and secondly, registration of the Deed of Grant of Security Right at the District Land Registration Office ("**Land Office**") where the land is located. The security right (Hak Tanggungan) will only be effective upon the registration of the security rights in the land book by the Land Office. A Certificate of Security Rights (Sertifikat Hak Tanggungan) will be issued by the Land Office reflecting the lender as the secured party over the land. Security rights can be granted in ranks, were the first rank holder is the highest security rights holder.

1.3.5 Regulation of Housing and Settlement Areas

In early 2011, the Indonesian government enacted Law No. 1 of 2011 dated 12 January 2011 on Housing and Settlement Areas ("**Law on Housing**"). The Law on Housing is intended to implement housing and settlement area programs that: (a) provide legal certainty; (b) support zoning and housing development oriented towards low-income communities; (c) improve the effectiveness and efficiency of natural resources that contribute to housing development, with due regard to the preservation of the environmental (urban and rural areas); (d) empower stakeholders in housing and settlement area development; (e) support economic, social and cultural growth; and (f) provide housing that is healthy, secure, integrated and sustainable.

The Law on Housing provides five categories of housing: (i) commercial housing, housing that is built for business purposes; (ii) community-built housing, which is housing that is built by community initiatives; (iii) public housing, which is housing that is provided by the Indonesian government for low-income communities; (iv) special housing, which is housing that is built for a particular purpose; and (v) state housing, which is housing owned by the state, which serves as residences for Indonesian government officials and their families. In addition to the categories mentioned above, the Law on Housing provides that single-houses, cluster housing, and/or apartments may only be constructed on land with right of legal ownership, right to build (either on the state land or right to manage), or right to use on state land.

One of the objectives under the Law on Housing is the support by the Indonesian government for the procurement of proper housing for low income communities. Thus, to procure proper housing for low income communities (including any repairs and/or house leasing), the state provides facilities and/or aid in the form of, *inter alia*, housing subsidies, tax incentives, licensing procedures, insurance and guarantees, land procurement and land certification.

To market housing that is still under construction, a housing developer may utilize a preliminary sale and purchase agreement scheme, after the fulfillment of certain requirements, namely: (1) land ownership status, (2) object of the agreement, (3) obtaining the principal building permit, (4) availability of infrastructure, facilities and public utilities, and (5) the construction progress having reached at least 20% of the total development area. In this regard, a housing developer is also prohibited from carrying out a hand-over and/or collecting more than 80% of the funds from the purchaser prior to the fulfillment of the aforementioned requirements. Aside from administrative sanctions, this law also sets out criminal sanctions for the violation of this provision in the form of imprisonment of up to one (1) year or a fine of up to IDR1.0 billion. In addition, the Law on Housing prohibits property developers from selling land lots without buildings constructed on them, unless at least 25% of the housing area has been completed and there is a national monetary crisis affecting the liquidity of the property developer, or the land is being developed for low-income residents. Violation of the aforementioned requirement may subject the developer to imprisonment of up to five (5) years and a fine of up to IDR5.0 billion.

The availability of land for housing and settlement area development constitutes the responsibility of the Indonesian government and regional government, which can be conducted by granting of land title for lands directly possessed by the state, land consolidation with owners, transfer or release over right of land with owners, utilization and transfer of land owned by the state or regional government, utilization of state land that formerly was a neglected area, and/or procurement of land for the development of the public interest in accordance with the prevailing laws and regulations.

In Indonesia, foreign citizens may only occupy apartments or houses by lease or by obtaining Right to Use (Hak Pakai). The period of occupancy is set out in Government Regulation No. 41 of 1996 on House or Residence Occupancy by Foreigners Domiciled in Indonesia, which allows for a 25 year occupancy period that can be extended for a period of no longer than 25 years.

Every developer must comply with the regional spatial layout plan determined by the Indonesian government as well as obtain the licensing and assurance to the feasibility of occupancy.

Further, there are two (2) sanctions for the violation of certain provisions, which are:

(A) administrative sanctions, in the form of, *inter alia*, written notices, temporary suspension of operations, license revocation, and building sealing; and

(B) criminal sanctions, in the form of fines (ranging from IDR50.0 million up to IDR50.0 billion) and imprisonment (ranging from one (1) to five (5) years).

Pursuant to the Law on Housing, all required implementing regulations must be issued within one (1) year from the enactment of this law. Moreover, the previously issued implementing regulations remain unaffected, as long as they do not contradict the provisions of the Law on Housing. The State Minister of Public Housing has issued certain implementing regulations for the Law on Housing, which relate to: (I) support in the form of provision of infrastructure, facilities and public utilities for housing and settlement areas (Regulation No. 20 of 2011); (II) establishment of harmonized housing and settlement areas (Regulation No. 10 of 2012); and (III) procurement of housing through financing of moderate house ownership by liquid facility support (Regulation No. 13 of 2012).

1.3.6 Regulation of Hotel Businesses

In Indonesia, the licensing for a hotel business is regulated under Law No. 10 Year 2009 dated 16 January 2009 on Tourism ("**Tourism Law**"), whose implementing regulation must be enacted at least two years as of 16 January 2009, however, until such implementing regulations are issued, all previous regulations, including the Government Regulation No. 67 Year 1996 dated 8 November 1996, on Tourism Implementation ("**Tourism GR**"), are still deemed as valid, for so long as they do not contravene against the Tourism Law.

Under the Tourism Law, a hotel business must be registered with the Indonesian government or regional government, prior to the implementation of its business activities. The registration shall be conducted in accordance with the Minister of Culture and Tourism Regulation No. PM.86/HK.501/MKP/2010 dated 16 November 2010 on Registration Procedures of Accommodation Procurement Business, pursuant to which a Tourism Business Registration Mark (Tanda Daftar Usaha Pariwisata) will be issued upon a complete registration. Failure to comply with this obligation can lead to administrative sanctions in the form of (a) a written warning; (b) limitation of business activity; or (c) suspension of business activity. Under the Tourism GR, there are two types of hotel licensing: (i) Permanent Hotel License (valid as long as the business complies with the prevailing law, and shall be deemed as the operational license); and (ii) Temporary Business License (valid for three (3) years, extendable for a maximum period of no more than two (2) years with written approval, and shall be deemed a principal license), both granted by the Minister of Tourism and Creative Economy through the relevant Servicing Office in each city and/or regent of Indonesia.

Each city or regent may also impose additional requirements in order for a hotel business to be established. For instance, under the Provincial Regulation of the Capital City of Jakarta Region No. 41 Year 2009 dated 15 April 2009 on Hotel Business Implementation, a hotel building must fulfill certain basic and technical operational requirements, such as having (1) a Permanent Hotel License; (2) a certificate for the hotel's facilities and equipment eligibility; (3) a certificate for the hotel's hygiene and sanitation eligibility; (4) the procurement of front office and its equipment; (5) the procurement of guest rooms and equipment; (6) the procurement of dining facilities and equipment; and (7) the procurement of parking spaces and security officers.

Pursuant to the Decree of the Minister of Culture and Tourism No. KM.3/HK.001/MKP.02 Year 2002 dated 27 February 2002 regarding Hotel Grade Classification, every hotel may obtain classification from the Indonesian Association of Hotel and Restaurant Business (Perhimpunan Hotel dan Restoran Indonesia). There are two (2) types of hotel grades: Stars Grade and Melati Grade.

1.3.7 Regulation of the granting of loans and financing by banks for the purchase of property

Bank Indonesia ("**BI**") issued Circular Letter No. 15/40/DKMP regarding provisions covering the granting of loans and financing by commercial and sharia banks for the purchase of property and motor vehicles on 30 September 2013 ("**BI Circular Letter No.15/40/DKMP**"). Through this Circular Letter, BI revised the application of LTV for commercial banks and Financing to Value ("**FTV**") for Sharia banks in granting credit facilities for the property

sector. LTV and FTV ratios are percentages representing the maximum funds that can be granted by banks to consumers based on the loan amount and the value of the property. The revision of LTV/FTV ratios is intended to strengthen the risk management and reduce the financial risks that may arise due to the current high level of loans and financing to consumers in the property and motor vehicle sectors provided by banking institutions.

The property loans that are subject to the provisions under BI Circular Letter No.15/40/DKMP include the following credit facilities:

(a) Credit Facilities for House Ownership (*Kredit atau Pembiayaan Pemilikan Rumah*/ "**KPR**" or the Sharia "**KPR iB**");

(b) Credit Facilities for Apartment Ownership (*Kredit atau Pembiayaan Pemilikan Rumah Susun*/ "**KPRS**" or the Sharia "**KPRS iB**");

(c) Credit Facilities for Home Office Ownership (*Kredit atau Pembiayaan Pemilikan Rumah Kantor*/ "**KPRukan**" or the Sharia "**KPRukan iB**");

(d) Credit Facilities for Shophouse Ownership (*Kredit atau Pembiayaan Pemilikan Rumah Toko*/ "**KPRuko**" or the Sharia "**KPRuko iB**"); and

(e) Property-Secured Credit Facilities (*Kredit atau Pembiayaan Konsumsi Beragun Properti*/ "**KKBP**" or the sharia "**KKBP iB**").

The LTV ratios for commercial banks are determined based on: (i) the type of credit facility; (ii) area of the property to be purchased; and (iii) type of consumer (first-time applicant, second-time applicant, or third-time applicant). The summary of LTV stipulation as set out in the BI Circular Letter No.15/40/DKMP for commercial banks is presented in the tables below:

		Type of Applicant and Maximum Ratio		
Type of Facility	**Property Area**	**First-Time Applicant**	**Second-Time Applicant**	**Third-Time Applicant**
KPR.....	>70 m^2	70%	60%	50%
	22 m2 – 70 m^2	–	70%	60%
KPRS.....	>70 m^2	70%	60%	50%
	22 m2 – 70 m^2	80%	70%	60%
	Up to 70 m^2	–	70%	60%
KPRuko.....	–	–	70%	60%
KPRukan.....	–	–	70%	60%

The FTV ratios for Sharia banks are determined based on: (1) the type of credit facility; (2) area of the property to be purchased; (3) type of consumer (first-time applicant, second-time applicant, or third-time applicant); and (4) the type of sharia agreement between the bank and consumer known as "Akad". Under the BI Circular Letter No.15/40/DKMP, there are three types of Akad related to Sharia credit facilities, which are:

(A) *Akad Murabahah/Istishna'*, a financing facility granted by sharia banks based on the price of the property to be purchased;

(B) *Akad Musyarakah Mutanaqisah* ("**MMQ**"), a financing facility granted by sharia banks in the form of ownership participation; and

(C) *Akad Ijarah Muntahiya Bittamlik* ("**IMBT**"), a financing facility granted by sharia banks based on the core price of a property after deducting the deposit paid by the property purchaser.

The LTV ratios for sharia banks under the BI Circular Letter No.15/40/DKMP are set out in the following table:

			Type of Applicant and Maximum Ratio		
Type of Financing Facilty	**Property Area**	**Type of sharia agreement**	**First-Time Applicant**	**Second-Time Applicant**	**Third-Time Applicant**
KPRiB.....	>70 m^2	Murabahah/Istishna'	70%	60%	50%
		MMQ and IMBT	80%	70%	60%
	22 m2 – 70 m^2	Murabahah/Istishna'	–	70%	60%
		MMQ and IMBT	–	80%	70%
KPRSiB.....	>70 m^2	Murabahah/Istishna'	70%	60%	50%
		MMQ and IMBT	80%	70%	60%
	22 m2 – 70 m^2	Murabahah/Istishna'	80%	–	–
		MMQ and IMBT	90%	80%	70%
	Up to 70 m^2	Murabahah/Istishna'	–	70%	60%
		MMQ and IMBT	–	80%	70%
KPRuko iB.....	–	Murabahah/Istishna'	–	70%	60%
		MMQ and IMBT	–	80%	70%
KPRukan iB.....	–	Murabahah/Istishna'	–	70%	60%
		MMQ and IMBT	–	80%	70%

Furthermore, when the credit proposal is submitted to a bank, the applicant is required to submit a report of all their loan facilities that are associated with the ownership of property or that have property mortgage, whether the facilities have been obtained or still in the process, for the purpose of determining the LTV/FTV ratio. If the applicant declines to submit such report, the bank is required to decline the applicant's loan request.

Besides the revised LTV/FTV ratios as explained above, the BI Circular Letter No.15/40/DKMP also provides other stipulations, such as: (I) banks must not grant credit or financing facilities for the advance payment purposes of the property assets financed by KPR or KPR iB; and (II) banks may only grant credit facilities if the property used as mortgage has been available in its full form, i.e. the physical form has been fully constructed as promised and ready to be handed over. The above prohibitions, however, shall not apply in the following circumstances:

a. the customer has never received a credit facility from banks;

b. there is a cooperation agreement between the banks and developer of property pursuant to which the developer agrees and undertakes to finish the construction in accordance with the credit facility contract between the customer and the bank;

c. the property developer deposits a corporate guarantee to ensure the completion of the construction of the property;

d. disbursement of a credit facility is to be conducted in installments on completion of agreed construction phases of the property development; and

e. banks have the right to reduce the credit facility amount to be granted to the developers if the property is unable to meet specific construction completion targets.

2. Summary of Relevant Singapore Laws and Regulations

The Group's property investment and real estate development businesses are subject to various laws and regulations in Singapore, the summary of which is set out below:

2.1 Employment of Foreign Workers

The availability and the employment cost of skilled and unskilled foreign workers are affected by the Singapore government's policies and regulations on the immigration and employment of foreign workers in Singapore. The policies and regulations are set out in, *inter alia*, the Employment of Foreign Manpower Act, Chapter 91A of Singapore (the "**Employment of Foreign Manpower Act**") and the relevant Government Gazettes.

The dependency ceiling for the services sector (which includes real estate services) is currently set at 40% of the company's or firm's total workforce (the "**Dependency Ceiling**"). Work permit holders from the People's Republic of China can make up to 8% of the Dependency Ceiling.

Services sector companies can recruit workers from the following countries/territories:

(a) Malaysia;

(b) the People's Republic of China; and

(c) North Asian Sources, being Hong Kong (the foreigner must be holding a Hong Kong Special Administrative Region passport), Macau, South Korea and Taiwan.

An employer of foreign workers is also subject to, *inter alia*, the provisions set out in the Employment Act, Chapter 91 of Singapore, the Employment of Foreign Manpower Act, Chapter 91A of Singapore, the Immigration Act, Chapter 133 of Singapore and the immigration regulations.

2.2 Work Injury Compensation Act, Chapter 354 of Singapore (the "WICA")

The WICA, which is regulated by the Ministry of Manpower, applies to all employees in all industries engaged under a contract of service in respect of injury suffered by them in the course of their employment and sets out, *inter alia*, the amount of compensation they are entitled to and the method(s) of calculating such compensation.

The WICA provides that if in any employment, personal injury by accident arising out of and in the course of the employment is caused to an employee, the employer shall be liable to pay compensation in accordance with the provisions of the WICA. Further, the WICA provides, *inter alia*, that where any person (referred to as the principal) in the course of his business or for the purpose of his trade or business contracts with any other person (referred to as the contractor) for the execution by the contractor of the whole or any part of any work, or for the supply of labour to carry out any work, undertaken by the principal, the principal shall be liable to pay to any employee employed in the execution of the work any compensation which he would have been liable to pay if that employee had been immediately employed by the principal.

Employers are required to maintain work injury compensation insurance for two categories of employees engaged under contracts of service (unless exempted): (a) all employees doing manual work; and (b) non-manual employees earning S$1,600 or less a month.

2.3 HDL and URA Approval

For residential property development projects, the following licences typically need to be obtained:

Type of Licence	Applicable Statute	Relevant Statutory Body
HDL	Housing Developers (Control & Licensing) Authority Act	URA
QC	Residential Property Act	Controller of Housing (as appointed under Section 3 of the Housing Developers (Control and Licensing) Act)

The HDL is required for a developer who intends to develop a project with more than four (4) units of housing accommodation. The HDL allows the developers to start selling the units in the development once the building plan approval has been obtained.

The HDL will be issued subject to, *inter alia*, the following conditions:

(a) strict compliance with the applicable laws governing housing development;

(b) no options shall be granted and no sale and purchase agreements shall be entered into until the building plans have been approved by the Commissioner of Building Control (as appointed under the Building Control Act, Chapter 29 of Singapore), and the planning permission has been given; and

(c) the developer shall not after the redemption of the mortgage of the land, further encumber the land or register further charges over it.

The HDL remains in force until the date of the issuance of the certificate of statutory completion for the project and the issue of separate certificates of title or subsidiary strata certificates of title for all the units of the development. The developers are also required to comply with the Housing Developers (Project Account) Rules with respect to the administration of the accounts of their real estate development projects.

The URA monitors and controls the use of land in Singapore. All development projects require a written permission ("**WP**") from the URA and the WP will outline the specific requirements/limits for each individual development.

Upon obtaining the WP from the URA, the developers can proceed to apply for Building Plan Approval ("**BPA**") from the BCA. The project shall then be built according to the approval in WP and BPA and a re-approval may have to be sought if there are any deviations from the WP and BPA.

The URA also regulates the use of premises in Singapore. Hence, if permission was initially obtained for the use of premises for a certain purpose, a change in the use of premises will normally require written permission from the URA as well.

2.4 Tenancies

The relationship between landlord and tenant is governed by common law. The tenant must be given exclusive possession for a definite period, the parties must intend to create a tenancy, and the tenancy must be made by deed in the English language. Subject to express provisions of the tenancy, the landlord is generally obliged to afford the tenant quiet enjoyment of the premises during the term of the tenancy while the tenant is obliged to pay rent and use the leased premises in a tenant-like manner and to yield up the premises at the end of the term to the landlord in a tenantable state and condition.

The following is a discussion of certain tax matters arising under the current tax laws in Indonesia and is not intended to be and does not constitute legal or tax advice. While this discussion is considered to be a correct interpretation of existing laws in force as of the date of this Circular, no assurance can be given that courts or fiscal authorities responsible for the administration of such laws will agree with this interpretation or that changes in such laws will not occur. This discussion is limited to a general description of certain tax consequences in Indonesia and does not purport to be a comprehensive nor exhaustive description of all of the tax considerations relating to the ownership of Suryamas Shares or the Shares. In particular, this discussion addresses only purchasers who will hold Suryamas Shares as capital assets. It does not address the tax treatment of investors subject to special rules, including banks, dealers, insurance companies, tax-exempt entities, holders of 10% or more of voting shares, and persons holding Suryamas Shares as part of a hedge, straddle, conversion or constructive sale transaction. It does not address the state, local and foreign tax consequences of the ownership and disposition of Suryamas Shares. Prospective investors should consult their tax advisers regarding Singapore and other tax consequences of owning and disposing Suryamas Shares or the Shares. It is emphasized that neither the Company, the Directors nor any other persons involved in the Proposed Acquisition accepts responsibility for any tax effects or liabilities resulting from the subscription for, purchase, holding or disposal of Suryamas Shares or the Shares.

Indonesian Taxation

Resident taxpayers, individual or corporate, are subject to income tax in Indonesia on worldwide income. Foreign tax may be claimed as a tax credit subject to a limitation rule. Generally, an individual is considered to be a non-resident of Indonesia if the individual does not reside in Indonesia or does not intend to stay in Indonesia for more than 183 days within a 12-month period. A company will be considered a non-resident of Indonesia if the company is not established or domiciled in Indonesia. In determining the residency and tax status of an individual or corporation, consideration will also be given to the provision of any applicable agreement for the avoidance of double taxation ("**tax treaty**") which Indonesia has concluded with other countries. In this section, both non-resident individuals and non-resident corporations will be referred to as "**non-resident taxpayers**".

Corporate income tax is imposed at a flat rate of 25% (for fiscal year 2010 onwards). This rate applies to Indonesian companies and foreign companies operating in Indonesia through a permanent establishment. The tax rate is reduced by five (5) percentage points for qualified companies which are listed on the IDX. Small and medium-scale companies (that is, companies having gross turnover of up to IDR50 billion) are entitled to a 50.0% reduction of the tax rate. The reduced rate applies to taxable income corresponding to gross turnover of up to IDR4,800,000,000.

Subject to the provisions of any applicable tax treaty, non-resident taxpayers, namely individuals or corporations not domiciled or established in Indonesia, which derive income sourced in Indonesia from, *inter alia*, interest, royalties or dividends from Indonesia, are subject to a final withholding tax on that income at the rate of 20.0%, so long as the income is not effectively connected with a permanent establishment of such individuals or corporations in Indonesia. If the income is effectively connected with a permanent establishment in Indonesia, such income shall be regarded as income earned by the permanent establishment. Income earned by the permanent establishment is subject to the income tax rate applied to income earned by an Indonesian corporate tax resident, which is 25.0%. Further, branch profit tax of 20.0% will be imposed on the net profit after income tax. After-tax profits of a permanent establishment are exempt from branch profit tax of 20.0% if they are reinvested in Indonesia and meet certain conditions.

Taxation of Dividends

Dividends paid to Indonesian resident corporate taxpayers are subject to withholding tax at the rate of 15.0%. This tax is an advance payment of the dividend recipient's income tax liability. Tax exemption may apply if certain requirements are fulfilled, that the dividends are paid from retained earnings and the recipient's share ownership in the payer of the dividends represents a minimum of 25.0% paid-in capital, and the recipient has to be a Limited Liability Company (PT Company). Dividends exempted from tax are not subject to the 15.0% withholding tax.

Dividends received by Indonesian resident individual taxpayers are subject to a final tax with a maximum rate of 10.0%.

Dividends remitted overseas are subject to a 20.0% final withholding tax, unless an applicable tax treaty provides a lower rate. Under the current tax treaty between Indonesia and Singapore, the reduced withholding tax rate on dividend distributions from an Indonesian subsidiary is 10.0% on the condition that the dividend's recipient has a minimum of 25.0% of the payer of the dividend's capital. Otherwise, a tax rate of 15.0% should apply.

Tax Treaties

Indonesia has concluded double taxation treaties with a number of countries, including Australia, Belgium, Canada, France, Germany, Japan, Luxembourg, the Netherlands, Singapore, Sweden, Switzerland, the United Kingdom and the United States of America. The relevant tax treaty may also affect the definition of a non-resident party. Under the tax treaty between Indonesia and Singapore, the rates of withholding tax applicable to payments to recipients in Singapore are as follows:

	Dividends				
	Portfolio (%)	Substantial Holdings (%)	Interest (%)	Royalties (%)	Branch Profit Tax (%)
Singapore	15	10	10/0[(1)]	15	15

Note:

(1) The applicable withholding tax rate is 0% of interest payments if such interest payments were made in respect of bonds (or other similar instruments) issued by the Indonesian government. As such, payments by the Suryamas Group to the Company will be subject to withholding tax at the applicable rates under the tax treaty between Indonesia and Singapore.

Taxation on the Disposition of Suryamas' Shares

Pursuant to the Indonesian Government Regulation No. 41 of 1994 regarding Withholding Tax on Income from Share Trading Transactions on the Stock Exchange dated 23 December 1994 and its amendments in the Indonesian Government Regulation No. 14 of 1997 dated 29 May 1997, the sale or transfer of shares listed on an Indonesian stock exchange is subject to final withholding tax of 0.1% of the total amount of the transaction value, and should be withheld by the stock exchange through the broker handling the transaction. An additional final withholding tax of 0.5% (totalling a total tax of 0.6%) is imposed on the share value for the founder shares (except for the founder shares of a mutual fund). The imposition of 0.5% withholding tax will occur at the time of the initial public offering for shares traded on the stock exchange on or after 1 January 1997. The imposition of 0.5% withholding tax on the founder shares is not compulsory. The tax regulations provide an option for the taxpayer to elect to substitute the 0.5% additional final tax with the taxation of actual capital gains (if any) resulting from the sale of the founder shares subject to the normal tax rates (a flat rate of 25% for corporate taxpayers or progressive rates with a maximum of 30% for individual taxpayers). Currently, the tax regulations for listed shares do not contain any provision in respect of treaty protections. In practice, the 0.1% final withholding tax is applied irrespective of the fact that there may be treaty exemptions. Indonesian tax authorities have a general rule regarding refunds, which may be used in the case of an applicable treaty exemption.

Value-added tax ("VAT")

An amendment of the VAT law was signed into law by the President of the Republic of Indonesia on 15 October 2009, following ratification from parliament in mid-September 2009. The amendment, as provided under Law Number 42 Year 2009, is the third amendment of the 1983 VAT law (Law Number 8 Year 1983). The changes have come into effect on 1 April 2010.

VAT is imposed on delivery of most goods and services at a rate of 10.0%. Government regulations can adjust the rate to as low as 5.0% and as high as 15.0%. Delivery of certain goods (including coal) or services is not subject to VAT. Any VAT paid for acquisition of goods and/or services that relates to non VAT-able sales is non-creditable and can only be treated as part of expenditures.

Under the current VAT legislations, the Indonesian government provides VAT relief in the form of VAT exemption on the importation or acquisition of certain strategic goods. Small tax payers whose revenues per annum are less than IDR4.8 billion, may be exempted from becoming a VAT-able entrepreneur, thus, may not need to charge VAT on the sales/revenue.

Stamp Duty

According to Law No. 13 Year 1985 concerning Stamp Duty in conjunction with Government Regulation No. 24 of 2000, legal documents or other documents with monetary value are generally subject to stamp duty. Currently, the nominal amount of the Indonesian stamp duty is IDR6,000 for legal documents or other documents relating to transactions having a value greater than IDR1,000,000, and IDR3,000 for documents relating to transactions having a value up to a maximum of IDR1,000,000. The stamp duty is due: (a) at the delivery of the documents, (b) at the time of execution, and (c) at the time a document executed outside Indonesia is use in Indonesia. Stamp duty is payable by the party that benefits from the executed document unless both parties state otherwise.

Property Tax

Land and building tax is imposed on individuals, companies or organizations that have certain rights to, or obtain benefits from, land, or possess, control or obtain benefits from ownership of land and buildings. The tax is based on the government assessed value (ratable value) of the land and buildings as determined by the Ministry of Finance. The current tax on land and buildings could be up to 0.3% of the ratable value. The land and building tax is now a 100% local government tax. Land and building tax is levied on the sales value of the property at a maximum rate of 0.3%. The local government is authorized to determine its own rate though local regulations, provided that it does not exceed the maximum rate set by the central government.

APPENDIX 6 – INDONESIAN EXCHANGE CONTROL

The following is a discussion of foreign exchange controls under the current tax laws in Indonesia and is not intended to be and does not constitute legal or tax advice. While this discussion is considered to be a correct interpretation of existing laws in force as of the date of this Circular, no assurance can be given that courts or fiscal authorities responsible for the administration of such laws will agree with this interpretation or that changes in such laws will not occur. This discussion is limited to a general description of certain exchange control laws and regulations in Indonesia and does not purport to be a comprehensive nor exhaustive description of all of the exchange control laws and regulations.

There are no foreign exchange control restrictions in Indonesia. Foreign currency is generally freely transferable within or from Indonesia. However, to maintain the stability of the IDR, and to prevent the utilisation of the IDR for speculative purposes by non-residents, Bank Indonesia has introduced regulations to restrict the movement of IDR to banks domiciled outside Indonesia or to an offshore branch or office of an Indonesian bank, or any investment in IDR denomination with foreign parties and/or Indonesian citizens domiciled or permanently residing outside Indonesia, thereby limiting offshore trading to existing sources of liquidity. In addition, Bank Indonesia has the authority to request for information and data concerning the foreign exchange activities of all persons and legal entities that are domiciled, or plan to domicile in Indonesia for at least one (1) year. Bank Indonesia regulation requires banking institutions, non-bank financial institutions, non-financial institutions, state/regional-owned companies, private companies, business entities and individuals to submit a report to Bank Indonesia on their foreign exchange activities. The report is required to include: (a) trade activities in goods, services and other transactions between residents and non-residents of Indonesia, (b) the position and changes in the balance of foreign financial assets and/or foreign financial liabilities, and (c) any plan to incur foreign debt and/or implementation of such plan.

PT SURYAMAS DUTAMAKMUR Tbk
DAN ENTITAS ANAK/*AND SUBSIDIARIES*

LAPORAN KEUANGAN KONSOLIDASI/
CONSOLIDATED FINANCIAL STATEMENTS

UNTUK PERIODE DELAPAN BULAN, EMPAT BULAN DAN SATU TAHUN
YANG BERAKHIR PADA TANGGAL-TANGGAL
31 DESEMBER 2011, 30 APRIL 2011 DAN 31 DESEMBER 2010/
FOR THE EIGHT MONTHS PERIOD, FOUR MONTHS PERIOD AND YEAR ENDED DECEMBER 31, 2011, APRIL 30, 2011 AND DECEMBER 31, 2010
DAN/*AND*
LAPORAN AUDITOR INDEPENDEN/
INDEPENDENT AUDITORS' REPORT

PT. SURYAMAS DUTAMAKMUR, Tbk.

SURAT PERNYATAAN DIREKSI
TENTANG
TANGGUNG JAWAB ATAS LAPORAN KEUANGAN KONSOLIDASI
UNTUK PERIODE YANG BERAKHIR TANGGAL
31 DESEMBER 2011

PT. SURYAMAS DUTAMAKMUR, Tbk
DAN ANAK PERUSAHAAN

DIRECTORS' STATEMENT
ON
THE RESPONSIBILITY FOR
THE CONSOLIDATED
FINANCIAL STATEMENTS FOR THE PERIOD ENDED
DECEMBER 31, 2011

PT. SURYAMAS DUTAMAKMUR, Tbk
AND ITS SUBSIDIARIES

Kami yang pertanda tangan di bawah ini:

We, the undersigned:

1. Nama/*Name* : Kenneth Lian
   Alamat Kantor/*Office address* : Sudirman Plaza Business Complex, Plaza Marein 16th Floor, Jl. Jend. Sudirman Kav. 76-78, Jakarta 12910
   Alamat Domisili/sesuai KTP atau Kartu identitas lain/*Residential Address/in accordance with Personal Identity Card* : Jl. Widia Chandra VIII/33 RT. 004 RW. 001, Jakarta
   Nomor Telepon/*Telephone number* : (62-21) 57936733
   Jabatan/*Title* : Direktur Utama/*President Director*

2. Nama/*Name* : Sujanto Handoko
   Alamat Kantor/*Office address* : Sudirman Plaza Business Complex, Plaza Marein 16th Floor, Jl. Jend. Sudirman Kav. 76-78, Jakarta 12910
   Alamat Domisili/sesuai KTP atau Kartu identitas lain/*Residential Address/in accordance with Personal Identity Card* : Jl. Tari Klasik Blok F-22 RT. 005 RW. 008, Jakarta
   Nomor Telepon/*Telephone number* : (62-21) 57936733
   Jabatan/*Title* : Direktur Keuangan/*Finance Director*

1. Bertanggung jawab atas penyusunan dan penyajian laporan keuangan konsolidasi Perusahaan dan Anak Perusahaan.
2. Laporan keuangan konsolidasi Perusahaan dan Anak Perusahaan tersebut telah disusun dan disajikan sesuai dengan prinsip akuntansi yang berlaku umum.
3. a. Semua informasi dalam laporan keuangan konsolidasi Perusahaan dan Anak Perusahaan tersebut telah dimuat secara lengkap dan benar, dan
   b. Laporan keuangan konsolidasi Perusahaan dan Anak Perusahaan tersebut tidak mengandung informasi atau fakta material yang tidak benar, dan tidak menghilangkan informasi atau fakta material.
4. Bertanggung jawab atas sistem pengendalian intern dalam Perusahaan dan Anak Perusahaan.

Demikian pernyataan ini dibuat dengan sebenarnya.

1. We are responsible for the preparation and presentation of the Company's and Its Subsidiaries consolidated financial statements.
2. The Company's and Its Subsidiaries consolidated financial statements have been prepared and presented in accordance with generally accepted accounting principles.
3. a. All information has been fully and correctly disclosed in the Company's and Its Subsidiaries consolidated financial statements, and
   b. The Company's and Its Subsidiaries consolidated financial statements do not contain materially misleading information or facts, and do not conceal any information or facts.
4. We are responsible for the Company's and Its Subsidiaries internal control system.

This statement has been made truthfully.

29 Maret 2012 / March 29, 2012

METERAI TEMPEL
6000

[Kenneth Lian]
Direktur Utama/*President Director*

[Sujanto Handoko]
Direktur Keuangan/*Finance Director*

Sudirman Plaza Business Complex, Plaza Marein 16th Floor Jl. Jend. Sudirman Kav. 76-78 Jakarta 12910, INDONESIA
Tel. : (62-21) 5793 6733 (Hunting) Fax.: (62-21) 5793 6730

HLB

Hadori Sugiarto Adi & Rekan

Certified Public Accountants

LAPORAN AUDITOR INDEPENDEN

Laporan No. 066/LA-SMDM/JKT1/III/2012

Pemegang Saham, Dewan Komisaris dan Direksi
PT Suryamas Dutamakmur Tbk

Kami telah mengaudit laporan posisi keuangan (neraca) konsolidasi PT Suryamas Dutamakmur Tbk (Entitas) dan Entitas Anak tanggal 31 Desember 2011 dan 30 April 2011, serta laporan laba rugi komprehensif, laporan perubahan ekuitas dan laporan arus kas konsolidasi untuk periode delapan bulan dan empat bulan yang berakhir pada tanggal-tanggal tersebut. Laporan keuangan adalah tanggung jawab manajemen Entitas. Tanggung jawab kami terletak pada pernyataan pendapat atas laporan keuangan berdasarkan audit kami. Laporan keuangan konsolidasi Entitas dan Entitas Anak tanggal 31 Desember 2010 dan 1 Januari 2010 diaudit oleh auditor independen lain, yang laporannya masing-masing tertanggal 7 April 2011 dan 30 Maret 2010, menyatakan pendapat wajar tanpa pengecualian atas laporan keuangan konsolidasi dengan paragraf penjelas mengenai kelangsungan usaha Entitas dan Entitas Anak dan rencana yang akan dilakukan oleh manajemen Entitas dan Entitas Anak untuk menghadapi kondisi tersebut.

Kami melaksanakan audit berdasarkan standar auditing yang ditetapkan Institut Akuntan Publik Indonesia. Standar tersebut mengharuskan kami merencanakan dan melaksanakan audit agar kami memperoleh keyakinan yang memadai bahwa laporan keuangan bebas dari salah saji material. Suatu audit meliputi pemeriksaan, atas dasar pengujian, bukti-bukti yang mendukung jumlah-jumlah dan pengungkapan dalam laporan keuangan. Audit juga meliputi penilaian atas prinsip akuntansi yang digunakan dan estimasi signifikan yang dibuat oleh manajemen, serta penilaian terhadap penyajian laporan keuangan secara keseluruhan. Kami yakin bahwa audit kami memberikan dasar memadai untuk menyatakan pendapat.

INDEPENDENT AUDITORS' REPORT

Report No. 066/LA-SMDM/JKT1/III/2012

The Stockholders, Board of Commissioners and Directors
PT Suryamas Dutamakmur Tbk

We have audited the accompanying consolidated statements of financial position of PT Suryamas Dutamakmur Tbk (the Entity) and Subsidiaries as of December 31, 2011 and April 30, 2011, and the related consolidated statements of comprehensive income, changes in stockholders' equity and cash flows for the eight months and four months period then ended. These financial statements are the responsibility of the Entity's management. Our responsibility is to express an opinion on these financial statements based on our audits. The consolidated financial statements of the Entity and Subsidiaries as of December 31, 2010 and January 1, 2010 were audited by other independent auditor whose reported dated April 7, 2011 and March 30, 2010, respectively, expressed an unqualified opinion on those consolidated financial statements with an explanatory paragraph regarding the going concern of the Entity and Subsidiaries and plans that will be conducted by the management of the Entity and Subsidiaries in response of the conditions.

We conducted our audits in accordance with auditing standards established by the Indonesian Institute of Certified Public Accountants. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provides a reasonable basis for our opinion.

Kantor Cabang Jakarta Satu Nomor Ijin Usaha KAP: KEP-442/KM.1/2009
Menara Rajawali Lt. 11 Jl. Mega Kuningan Lot# 5.1 Kawasan Mega Kuningan, Jakarta Selatan 12950 Indonesia
Tel: +62 21 576 1667, 576 1468 Fax: +62 21 576 1668 email: info@hlbjakarta.com
HLB Hadori Sugiarto Adi & Rekan is a member of HLB International, A world-wide organization of accounting firms and business advisers

Hadori Sugiarto Adi & Rekan

Menurut pendapat kami, laporan keuangan konsolidasi yang kami sebut di atas menyajikan secara wajar, dalam semua hal yang material, posisi keuangan PT Suryamas Dutamakmur Tbk dan Entitas Anak tanggal 31 Desember 2011 dan 30 April 2011, dan hasil usaha, serta arus kas untuk periode delapan bulan dan empat bulan yang berakhir pada tanggal-tanggal tersebut sesuai dengan Standar Akuntansi Keuangan di Indonesia.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of PT Suryamas Dutamakmur Tbk and Subsidiaries as of December 31, 2011 and April 30, 2011, and the results of their operations, and their cash flows for the eight months and four months period then ended in conformity with Indonesian Financial Accounting Standards.

HADORI SUGIARTO ADI & REKAN

Wahyu Wibowo, CPA
Nomor Registrasi Akuntan Publik/*Public Accountant Registered Number AP. 0221*
29 Maret 2012/*March 29, 2012*

The accompanying consolidated financial statements are not intended to present the financial position, results of operations, and cash flows in accordance with accounting principles and practices generally accepted in countries and jurisdictions other than Indonesia. The standards, procedures and practices to audit such consolidated financial statements are those generally accepted and applied in Indonesia.

The original consolidated financial statements included herein are in the Indonesian language.

PT SURYAMAS DUTAMAKMUR Tbk
DAN ENTITAS ANAK
LAPORAN POSISI KEUANGAN (NERACA) KONSOLIDASI
31 DESEMBER 2011, 30 APRIL 2011, 31 DESEMBER 2010
DAN 1 JANUARI 2010
(Disajikan dalam ribuan Rupiah, kecuali dinyatakan lain)

PT SURYAMAS DUTAMAKMUR Tbk
AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
DECEMBER 31, 2011, APRIL 30, 2011, DECEMBER 31, 2010
AND JANUARY 1, 2010
(Expressed in thousands of Rupiah, unless otherwise stated)

	Catatan/ *Notes*	31 Desember 2011/ *December 31, 2011*	30 April 2011 (Setelah Kuasi Reorganisasi)/ *April 30, 2011 (After Quasi-Reorganization)*	31 Desember 2010/ *December 31, 2010*	1 Januari 2010/ *January 1, 2010*	
ASET						***ASSETS***
Kas dan setara kas	2e, 2f, 2g, 2j, 5, 37, 40					*Cash and cash equivalents*
Pihak berelasi		52.451.652	65.162.153	59.416.638	5.943.033	*Related party*
Pihak ketiga		110.470.280	99.466.467	82.604.637	127.626.597	*Third parties*
Investasi sementara		-	-	-	1.050.000	*Temporary investment*
Piutang usaha – pihak ketiga – setelah dikurangi penyisihan piutang ragu-ragu sebesar Rp 1.044.514 pada tanggal 31 Desember 2011, Rp 964.514 pada tanggal 30 April 2011, Rp 927.741 pada tanggal 31 Desember 2010 dan Rp 807.908 pada tanggal 1 Januari 2010	2g, 3, 6	17.736.133	7.610.952	10.323.962	13.962.595	*Trade receivables – third parties – net of allowance for doubtful accounts of Rp 1,044,514 as of December 31, 2011, Rp 964,514 as of April 30, 2011, Rp 927,741 as of December 31, 2010 and Rp 807,908 as of January 1, 2010*
Piutang lain-lain – pihak ketiga – setelah dikurangi penyisihan piutang ragu-ragu sebesar Rp 2.595.620 pada tanggal 31 Desember 2011, 30 April 2011, 31 Desember 2010	2g, 3	2.498.363	4.196.620	3.608.726	6.293.391	*Other receivables – third parties – net of allowance for doubtful accounts of Rp 2,595,620 as of December 31, 2011, April 30, 2011, December 31, 2010*
Persediaan	2k	1.493.885	1.216.753	1.320.762	1.062.284	*Inventories*
Biaya dibayar di muka	2l	1.705.544	2.040.443	1.367.702	765.508	*Prepaid expenses*
Pajak dibayar di muka	2t, 3, 7	8.389.870	6.395.061	6.040.322	3.142.175	*Prepaid taxes*
Aset real estat	2i, 2m, 2p, 4, 9	2.011.171.233	1.941.595.256	1.714.498.424	1.694.622.631	*Real estate assets*
Uang muka	8	30.396.004	11.844.907	11.291.500	23.088.222	*Advance payments*
Piutang pihak berelasi	2f, 37	759.440	2.024.097	959.438	149.900	*Due from related parties*
Aset pajak tangguhan	2t, 33	490.184	396.404	169.739	226.001	*Deferred tax assets*
Investasi saham	2n	225.000	225.000	225.000	225.000	*Stock investments*
Aset tetap – setelah dikurangi akumulasi penyusutan sebesar Rp 56.742.702 pada tanggal 31 Desember 2011, Rp 44.402.408 pada tanggal 30 April 2011, Rp 41.897.902 pada tanggal 31 Desember 2010 dan Rp 39.585.479 pada tanggal 1 Januari 2010	2i, 2o, 2p, 3, 4, 10	216.096.851	216.226.967	170.311.395	169.229.545	*Property and equipment – net of accumulated depreciation of Rp 56,742,702 as of December 31, 2011, Rp 44,402,408 as of April 30, 2011, Rp 41,897,902 as of December 31, 2010 and Rp 39,585,479 as of January 1, 2010*
Aset lain-lain		1.077.551	882.368	908.621	855.147	*Other assets*
JUMLAH ASET		2.454.961.990	2.359.283.448	2.063.046.866	2.048.242.029	***TOTAL ASSETS***

Catatan atas Laporan Keuangan Konsolidasi terlampir merupakan bagian yang tidak terpisahkan dari laporan keuangan konsolidasi secara keseluruhan.

The accompanying Notes to Consolidated Financial Statements which are an integral part of the consolidated financial statements.

The original consolidated financial statements included herein are in the Indonesian language.

PT SURYAMAS DUTAMAKMUR Tbk
DAN ENTITAS ANAK
LAPORAN POSISI KEUANGAN (NERACA) KONSOLIDASI
(Lanjutan)
31 DESEMBER 2011, 30 APRIL 2011, 31 DESEMBER 2010
DAN 1 JANUARI 2010
(Disajikan dalam ribuan Rupiah, kecuali dinyatakan lain)

PT SURYAMAS DUTAMAKMUR Tbk
AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Continued)
DECEMBER 31, 2011, APRIL 30, 2011, DECEMBER 31, 2010
AND JANUARY 1, 2010
(Expressed in thousands of Rupiah, unless otherwise stated)

	Catatan/ *Notes*	31 Desember 2011/ *December 31, 2011*	30 April 2011 (Setelah Kuasi Reorganisasi)/ *April 30, 2011 (After Quasi-Reorganization)*	31 Desember 2010/ *December 31, 2010*	1 Januari 2010/ *January 1, 2010*	
LIABILITAS DAN EKUITAS						***LIABILITIES AND STOCKHOLDERS' EQUITY***
LIABILITAS						***LIABILITIES***
Hutang bank	2h, 14	50.729.817	25.722.089	11.683.886	13.663.135	*Bank loan*
Hutang usaha – pihak ketiga	2h, 11	18.127.884	1.454.286	5.662.778	7.777.974	*Trade payables – third parties*
Hutang lain-lain	2h	9.663.849	12.263.817	3.960.799	2.955.864	*Other payables*
Hutang pajak	2t, 3, 12, 33	4.621.637	2.788.265	4.651.863	2.648.182	*Taxes payable*
Beban masih harus dibayar	2h, 2s	1.067.682	1.799.506	1.351.656	1.532.293	*Accrued expenses*
Uang muka diterima	2s, 13	174.727.871	136.841.493	120.040.563	75.594.317	*Advances received*
Hutang obligasi	2h, 16, 24	330.000	22.710.751	22.710.751	28.747.847	*Bonds payable*
Hutang obligasi konversi	2h, 17, 18	97.988.854	93.626.859	91.445.861	100.000.000	*Convertible bonds payable*
Liabilitas derivatif	2h, 18	4.201.135	4.938.169	8.829.182	-	*Derivative liabilities*
Hutang sewa pembiayaan	2h, 2q, 19	-	34.813	54.707	114.387	*Obligations under finance leases*
Hutang lembaga keuangan	2h, 20	2.072.690	176.610	-	-	*Financial institution loans*
Jaminan keanggotaan golf	2h, 21	3.572.471	3.333.749	3.218.514	15.277.150	*Golf membership deposits*
Hutang *medium term note*	15	-	-	-	267.895.550	*Medium term note payable*
Hutang kepada pemegang saham kepentingan nonpengendali Entitas Anak	2h	1.650.000	-	-	50.227	*Due to non-controlling interests of stockholder of Subsidiary*
Pendapatan bunga yang ditangguhkan	2h, 21	10.751.956	11.307.600	11.581.724	-	*Deferred interest income*
Liabilitas diestimasi atas imbalan kerja	2u, 3, 35	19.402.176	17.453.383	16.435.435	15.192.706	*Estimated liabilities for employee benefits*
JUMLAH LIABILITAS		398.908.022	334.451.390	301.627.719	531.449.632	***TOTAL LIABILITIES***
EKUITAS						***STOCKHOLDERS' EQUITY***
Ekuitas yang dapat diatribusikan kepada pemilik entitas induk						***Stockholders' equity attributable to owners of the parent entity***
Modal saham – nilai nominal Rp 318 (Rupiah penuh) per saham pada tanggal 31 Desember 2011 dan 30 April 2011, dan Rp 500 (Rupiah penuh) per saham pada tanggal 31 Desember 2010 dan 1 Januari 2010						*Capital stock – par value Rp 318 (full amount) per share as of December 31, 2011 and April 30, 2011, and Rp 500 (full amount) per share as of December 31, 2010 and January 1, 2010*
Modal dasar – 4.700.000.000 saham						*Authorized – 4,700,000,000 shares*
Modal ditempatkan dan disetor penuh – 4.006.783.831 saham	1a, 2i, 4, 22	1.274.157.258	1.274.157.258	2.003.391.915	2.003.391.915	*Issued and fully paid capital – 4,006,783,831 shares*
Tambahan modal disetor	2i, 4, 23	2.248.289	2.248.289	28.974.122	28.974.122	*Additional paid-in capital*

Catatan atas Laporan Keuangan Konsolidasi terlampir merupakan bagian yang tidak terpisahkan dari laporan keuangan konsolidasi secara keseluruhan.

The accompanying Notes to Consolidated Financial Statements which are an integral part of the consolidated financial statements.

The original consolidated financial statements included herein are in the Indonesian language.

PT SURYAMAS DUTAMAKMUR Tbk
DAN ENTITAS ANAK
LAPORAN POSISI KEUANGAN (NERACA) KONSOLIDASI
(Lanjutan)
31 DESEMBER 2011, 30 APRIL 2011, 31 DESEMBER 2010
DAN 1 JANUARI 2010
(Disajikan dalam ribuan Rupiah, kecuali dinyatakan lain)

PT SURYAMAS DUTAMAKMUR Tbk
AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Continued)
DECEMBER 31, 2011, APRIL 30, 2011, DECEMBER 31, 2010
AND JANUARY 1, 2010
(Expressed in thousands of Rupiah, unless otherwise stated)

	Catatan/ *Notes*	31 Desember 2011/ *December 31, 2011*	30 April 2011 (Setelah Kuasi Reorganisasi)/ *April 30, 2011 (After Quasi-Reorganization)*	31 Desember 2010/ *December 31, 2010*	1 Januari 2010/ *January 1, 2010*	
Uang muka pemesanan saham	15, 16, 24	247.361.798	247.361.798	247.361.798	-	*Advance for subscription of shares*
Selisih transaksi perubahan ekuitas Entitas Anak	2i, 2r, 4, 25	-	-	192.007	192.007	*Difference in equity transactions of Subsidiary*
Laba belum direalisasi dari perubahan nilai wajar efek tersedia untuk dijual		-	-	-	25.000	*Unrealized gain from changes in fair value of available-for-sale securities*
Saldo laba (defisit) (Defisit sebesar Rp 1.010.014.529 dieliminasi melalui kuasi reorganisasi pada tanggal 30 April 2011)	2i, 4, 22, 23, 25	20.214.076	-	(1.010.014.529)	(1.008.174.682)	*Retained earnings (deficit) (Deficits of Rp 1,010,014,529 was eliminated as a result of the quasi-reorganization as of April 30, 2011)*
Sub-jumlah		1.543.981.421	1.523.767.345	1.269.905.313	1.024.408.362	*Sub-total*
Kepentingan nonpengendali	2c, 2i, 4, 26, 43	512.072.547	501.064.713	491.513.834	492.384.035	***Non-controlling interest***
JUMLAH EKUITAS		2.056.053.968	2.024.832.058	1.761.419.147	1.516.792.397	***TOTAL STOCKHOLDERS' EQUITY***
JUMLAH LIABILITAS DAN EKUITAS		2.454.961.990	2.359.283.448	2.063.046.866	2.048.242.029	***TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY***

Catatan atas Laporan Keuangan Konsolidasi terlampir merupakan bagian yang tidak terpisahkan dari laporan keuangan konsolidasi secara keseluruhan.

The accompanying Notes to Consolidated Financial Statements which are an integral part of the consolidated financial statements.

The original consolidated financial statements included herein are in the Indonesian language.

PT SURYAMAS DUTAMAKMUR Tbk
DAN ENTITAS ANAK
LAPORAN LABA RUGI KOMPREHENSIF KONSOLIDASI
UNTUK PERIODE DELAPAN BULAN, EMPAT BULAN, DAN SATU TAHUN YANG BERAKHIR PADA TANGGAL-TANGGAL 31 DESEMBER 2011, 30 APRIL 2011 DAN 31 DESEMBER 2010
(Disajikan dalam ribuan Rupiah, kecuali dinyatakan lain)

PT SURYAMAS DUTAMAKMUR Tbk
AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE EIGHT MONTHS PERIOD, FOUR MONTHS PERIOD AND YEAR ENDED DECEMBER 31, 2011, APRIL 30, 2011 AND DECEMBER 31, 2010
(Expressed in thousands of Rupiah, unless otherwise stated)

	Catatan/ *Notes*	Untuk Tujuan Perbandingan/ *For Comparison Purposes* (Satu Tahun/ *A Year*)	31 Desember 2011/ *December 31, 2011* (Delapan Bulan/ *Eight Months*)	30 April 2011/ *April 30, 2011* (Empat Bulan/ *Four Months*)	31 Desember 2010/ *December 31, 2010* (Satu Tahun/ *A Year*)	
PENJUALAN BERSIH DAN PENDAPATAN USAHA	2s, 27	269.786.893	203.829.292	65.957.601	159.647.746	***NET SALES AND OPERATING REVENUES***
BEBAN POKOK PENJUALAN DAN BEBAN LANGSUNG USAHA	2s, 28	(161.470.182)	(122.677.977)	(38.792.205)	(107.877.695)	***COST OF SALES AND DIRECT COSTS***
LABA KOTOR		108.316.711	81.151.315	27.165.396	51.770.051	***GROSS PROFIT***
Pendapatan lain-lain	2s, 29	10.746.431	7.112.357	3.634.074	8.459.797	*Others income*
Beban penjualan	2s, 30	(11.325.425)	(7.424.691)	(3.900.734)	(8.015.268)	*Selling expenses*
Beban umum dan administrasi	2s, 31	(55.240.556)	(40.294.235)	(14.946.321)	(45.401.333)	*General and administrative expenses*
Beban lain-lain	2s	(248.812)	(228.315)	(20.497)	(1.787.889)	*Other charges*
Pendapatan (beban) pendanaan	2s, 32	(5.919.044)	(6.757.262)	838.218	(2.451.859)	*Financing income (expenses)*
LABA SEBELUM TAKSIRAN PENGHASILAN (BEBAN) PAJAK		46.329.305	33.559.169	12.770.136	2.573.499	***INCOME BEFORE PROVISION FOR TAX INCOME (EXPENSE)***
TAKSIRAN PENGHASILAN (BEBAN) PAJAK	2t, 3, 33					***PROVISION FOR TAX INCOME (EXPENSE)***
Kini						*Current*
Final		(10.485.562)	(8.107.473)	(2.378.089)	(5.059.515)	*Final*
Tidak final		(1.511.019)	(708.085)	(802.934)	(142.770)	*Non final*
Tangguhan		320.445	93.780	226.665	(56.262)	*Deferred*
Jumlah Taksiran Beban Pajak		(11.676.136)	(8.721.778)	(2.954.358)	(5.258.547)	*Total Provision for Tax Expenses*
JUMLAH LABA (RUGI) PERIODE/TAHUN BERJALAN		34.653.169	24.837.391	9.815.778	(2.685.048)	***TOTAL INCOME (LOSS) FOR THE CURRENT PERIOD/YEAR***
Jumlah laba (rugi) yang dapat diatribusikan kepada:						*Total income (loss) that can be attributed to:*
Pemilik entitas induk		28.234.994	20.214.076	8.020.918	(1.839.847)	*Owners of the parents entity*
Kepentingan nonpengendali	2c, 2i, 4, 26	6.418.175	4.623.315	1.794.860	(845.201)	*Non-controlling interest*
JUMLAH LABA (RUGI) PERIODE/TAHUN BERJALAN		34.653.169	24.837.391	9.815.778	(2.685.048)	***TOTAL INCOME (LOSS) FOR THE PERIOD/ YEAR***

Catatan atas Laporan Keuangan Konsolidasi terlampir merupakan bagian yang tidak terpisahkan dari laporan keuangan konsolidasi secara keseluruhan.

The accompanying Notes to Consolidated Financial Statements which are an integral part of the consolidated financial statements.

The original consolidated financial statements included herein are in the Indonesian language.

PT SURYAMAS DUTAMAKMUR Tbk
DAN ENTITAS ANAK
LAPORAN LABA RUGI
KOMPREHENSIF KONSOLIDASI (Lanjutan)
UNTUK PERIODE DELAPAN BULAN, EMPAT BULAN, DAN SATU TAHUN YANG BERAKHIR PADA TANGGAL-TANGGAL 31 DESEMBER 2011, 30 APRIL 2011 DAN 31 DESEMBER 2010
(Disajikan dalam ribuan Rupiah, kecuali dinyatakan lain)

PT SURYAMAS DUTAMAKMUR Tbk
AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (Continued)
FOR THE EIGHT MONTHS PERIOD, FOUR MONTHS PERIOD AND YEAR ENDED DECEMBER 31, 2011, APRIL 30, 2011 AND DECEMBER 31, 2010
(Expressed in thousands of Rupiah, unless otherwise stated)

	Catatan/ *Notes*	Untuk Tujuan Perbandingan/ *For Comparison Purposes* (Satu Tahun/ *A Year*)	31 Desember 2011/ *December 31, 2011* (Delapan Bulan/ *Eight Months*)	30 April 2011/ *April 30, 2011* (Empat Bulan/ *Four Months*)	31 Desember 2010/ *December 31, 2010* (Satu Tahun/ *A Year*)	
Rata-rata tertimbang jumlah saham yang beredar (saham)	2v, 34	4.006.783.831	4.006.783.831	4.006.783.831	4.006.783.831	*Weighted average number of outstanding share (share)*
Laba (rugi) per saham dasar (Rupiah penuh)		7,05	5,05	2,00	(0,46)	*Basic earnings (loss) per share (full amount)*

Catatan atas Laporan Keuangan Konsolidasi terlampir merupakan bagian yang tidak terpisahkan dari laporan keuangan konsolidasi secara keseluruhan.

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PT SURYAMAS DUTAMAKMUR Tbk
DAN ENTITAS ANAK
LAPORAN PERUBAHAN EKUITAS KONSOLIDASI
UNTUK PERIODE DELAPAN BULAN, EMPAT BULAN DAN TAHUN YANG BERAKHIR PADA TANGGAL-TANGGAL 31 DESEMBER 2011, 30 APRIL 2011 DAN 31 DESEMBER 2010
(Disajikan dalam ribuan Rupiah, kecuali dinyatakan lain)

PT SURYAMAS DUTAMAKMUR Tbk
AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
FOR THE EIGHT MONTHS PERIOD, FOUR MONTHS PERIOD AND YEAR ENDED DECEMBER 31, 2011, APRIL 30, 2011 AND DECEMBER 31, 2010
(Expressed in thousands of Rupiah, unless otherwise stated)

		Ekuitas yang Dapat Diatribusikan Kepada Pemilik Entitas Induk/ *Stockholders' Equity Attributable To Owners Of The Parent Entity*										
	Catatan/ *Notes*	Modal Ditempatkan dan Disetor Penuh/ *Issued and Fully Paid Capital*	Tambahan Modal Disetor/ *Additional Paid-in Capital*	Uang Muka Pemesanan Saham/*Advance for Subscription of Shares*	Selisih Transaksi Perubahan Ekuitas Entitas Anak/*Difference in Equity Transactions of Subsidiary*	Selisih Penilaian Aset Dan Liabilitas/ *Difference in Valuation of Assets and Liabilities*	Laba Belum Direalisasi Dari Perubahan Nilai Wajar Efek Tersedia Untuk Dijual/ *Unrealized Gain from Changes in Fair Value of Available-for-Sale Securities*	Saldo Laba (Defisit)/*Retained Earnings (Deficits)*	Jumlah /*Total*	Kepentingan Nonpengendali/ *Non-Controlling Interests*	Jumlah Ekuitas/ *Total Stockholders' Equity*	
Saldo 1 Januari 2010		2.003.391.915	28.974.122	-	192.007	-	25.000	(1.008.174.682)	1.024.408.362	492.384.035	1.516.792.397	*Balance as of January 1, 2010*
Uang muka pemesanan saham	24	-	-	247.361.798	-	-	-	-	247.361.798	-	247.361.798	*Advance for subscription of shares*
Laba telah direalisasi atas efek tersedia untuk dijual		-	-	-	-	-	(25.000)	-	(25.000)	(25.000)	(50.000)	*Realized gain on available-for-sale Securities*
Jumlah rugi tahun berjalan		-	-	-	-	-	-	(1.839.847)	(1.839.847)	(845.201)	(2.685.048)	*Total loss for the current year*
Saldo 31 Desember 2010		2.003.391.915	28.974.122	247.361.798	192.007	-	-	(1.010.014.529)	1.269.905.313	491.513.834	1.761.419.147	*Balance as of December 31, 2010*
Jumlah laba periode berjalan (empat bulan)		-	-	-	-	-	-	8.020.918	8.020.918	1.794.860	9.815.778	*Total income for the current period (four months)*
Saldo 30 April 2011 (sebelum kuasi reorganisasi)		2.003.391.915	28.974.122	247.361.798	192.007	-	-	(1.001.993.611)	1.277.926.231	493.308.694	1.771.234.925	*Balance as of April 30, 2011 (before quasi-reorganization)*
Selisih penilaian aset dan liabilitas	2i, 4	-	-	-	-	236.504.601	-	-	236.504.601	-	236.504.601	*Difference in valuation of assets and liabilities*
Selisih transaksi perubahan ekuitas Entitas Anak	2i, 4	-	-	-	9.336.513	-	-	-	9.336.513	7.756.019	17.092.532	*Difference in equity transactions of Subsidiary*
Pengeliminasian saldo defisit sehubungan dengan kuasi reorganisasi	2i, 4, 22, 23, 25	(729.234.657)	(26.725.833)	-	(9.528.520)	(236.504.601)	-	1.001.993.611	-	-	-	*Elimination of the deficit balance in related to quasi-reorganization*
Saldo 30 April 2011 (setelah kuasi reorganisasi)		1.274.157.258	2.248.289	247.361.798	-	-	-	-	1.523.767.345	501.064.713	2.024.832.058	*Balance as of April 30, 2011 (after quasi-reorganization)*
Penerbitan saham kepada nonpengendali		-	-	-	-	-	-	-	-	6.600.000	6.600.000	*Issuence of shares to non-controlling interests*
Bagian nonpengendali atas pembebanan selisih penilaian aset dan liabilitas Entitas Anak	2i, 4	-	-	-	-	-	-	-	-	(215.481)	(215.481)	*Difference in valuation of assets and liabilities of Subsidiaries charged to non-controlling interest portion*
Jumlah laba periode berjalan (delapan bulan)		-	-	-	-	-	-	20.214.076	20.214.076	4.623.315	24.837.391	*Total income for the current period (eight months)*
Saldo 31 Desember 2011		1.274.157.258	2.248.289	247.361.798	-	-	-	20.214.076	1.543.981.421	512.072.547	2.056.053.968	*Balance as of December 31, 2011*

Catatan atas Laporan Keuangan Konsolidasi terlampir merupakan bagian yang tidak terpisahkan dari laporan keuangan konsolidasi secara keseluruhan.

The accompanying Notes to Consolidated Financial Statements which are an integral part of the consolidated financial statements.

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PT SURYAMAS DUTAMAKMUR Tbk
DAN ENTITAS ANAK
LAPORAN ARUS KAS KONSOLIDASI
UNTUK PERIODE DELAPAN BULAN, EMPAT BULAN DAN TAHUN YANG BERAKHIR PADA TANGGAL-TANGGAL 31 DESEMBER 2011, 30 APRIL 2011 DAN 31 DESEMBER 2010
(Disajikan dalam ribuan Rupiah, kecuali dinyatakan lain)

PT SURYAMAS DUTAMAKMUR Tbk
AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE EIGHT MONTHS PERIOD, FOUR MONTHS PERIOD AND YEAR ENDED DECEMBER 31, 2011, APRIL 30, 2011 AND DECEMBER 31, 2010
(Expressed in thousands of Rupiah, unless otherwise stated)

	Untuk Tujuan Perbandingan/ *For Comparison Purposes*(Satu Tahun/ *A Year*)	31 Desember 2011/ *December 31, 2011* (Delapan Bulan/ *Eight Months*)	30 April 2011/ *April 30, 2011* (Empat Bulan/ *Four Months*)	31 Desember 2010/ *December 31, 2010* (Satu Tahun/ *A Year*)	
ARUS KAS DARI AKTIVITAS OPERASI					***CASH FLOWS FROM OPERATING ACTIVITIES***
Penerimaan kas dari pembeli real estat dan anggota golf	319.192.340	233.226.345	85.965.995	207.732.625	*Cash receipts from buyers of real estate assets and from golf members*
Perolehan aset real estat	(206.595.315)	(157.315.682)	(49.279.633)	(98.356.746)	*Acquisitions of real estate assets*
Pembayaran kas kepada pemasok, konsultan dan karyawan	(89.336.285)	(63.700.734)	(25.635.551)	(61.172.200)	*Cash paid to supplier, consultants and employees*
Kas yang dihasilkan dari operasi	23.260.740	12.209.929	11.050.811	48.203.679	*Cash generated from operations*
Pembayaran pajak penghasilan dan tagihan pajak	(13.296.408)	(10.403.103)	(2.893.305)	(7.875.077)	*Payment of income tax and tax penalty*
Pembayaran bunga	(3.196.886)	(3.051.004)	(145.882)	(2.724.726)	*Payment of interest*
Kas Bersih yang Diperoleh dari (Digunakan untuk) Aktivitas Operasi	6.767.446	(1.244.178)	8.011.624	37.603.876	*Net Cash Provided by (Used in) Operating Activities*
ARUS KAS DARI AKTIVITAS INVESTASI					***CASH FLOWS FROM INVESTING ACTIVITIES***
Perolehan aset tetap	(11.952.472)	(10.474.918)	(1.477.554)	(10.364.679)	*Acquisitions of property and equipment*
Penerimaan bunga	7.811.290	4.691.664	3.119.626	5.959.735	*Interest received*
Hasil penjualan aset tetap	138.932	138.932	-	1.926.673	*Proceeds from sale of property and equipment*
Pencairan investasi sementara	-	-	-	1.579.650	*Withdrawal in temporary investments*
Penagihan piutang lain-lain	-	-	-	89.044	*Collection of other receivables*
Kas Bersih yang Diperoleh dari (Digunakan untuk) Aktivitas Investasi	(4.002.250)	(5.644.322)	1.642.072	(809.577)	*Net Cash Provided by (Used in) Investing Activities*
ARUS KAS DARI AKTIVITAS PENDANAAN					***CASH FLOWS FROM FINANCING ACTIVITIES***
Penerimaan (pembayaran) hutang bank	39.045.931	25.007.728	14.038.203	(1.979.249)	*Received (payment) of bank loan*
Pembayaran hutang pokok MTN	-	-	-	(23.385.961)	*Payment of principal of MTN payable*
Pembayaran hutang pokok obligasi	(22.380.750)	(22.380.750)	-	(2.058.000)	*Payment of principal of bonds payable*
Pembayaran hutang pemegang saham non-pengendali Entitas Anak	1.650.000	1.650.000	-	(50.226)	*Payment of due to stockholders of non-controlling interests of subsidiary*
Pembayaran (penambahan) piutang pihak berelasi	11.997	1.076.657	(1.064.660)	(809.538)	*Payment (addition) of due from related parties*
Pembayaran hutang sewa pembiayaan	(164.334)	(144.440)	(19.894)	(59.680)	*Payment of obligations under finance leases*
Pembayaran hutang lembaga keuangan	(27.383)	(27.383)		-	*Payment of financial institution loans*
Kas Bersih yang Diperoleh dari (Digunakan untuk) Aktivitas Pendanaan	18.135.461	5.181.812	12.953.649	(28.342.654)	*Net Cash Provided by (Used in) Financing Activities*

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PT SURYAMAS DUTAMAKMUR Tbk
DAN ENTITAS ANAK
LAPORAN ARUS KAS KONSOLIDASI (Lanjutan)
UNTUK PERIODE DELAPAN BULAN, EMPAT BULAN DAN TAHUN YANG BERAKHIR PADA TANGGAL-TANGGAL 31 DESEMBER 2011, 30 APRIL 2011 DAN 31 DESEMBER 2010
(Disajikan dalam ribuan Rupiah, kecuali dinyatakan lain)

PT SURYAMAS DUTAMAKMUR Tbk
AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)
FOR THE EIGHT MONTHS PERIOD, FOUR MONTHS PERIOD AND YEAR ENDED
DECEMBER 31, 2011, APRIL 30, 2011 AND DECEMBER 31, 2010
(Expressed in thousands of Rupiah, unless otherwise stated)

	Untuk Tujuan Perbandingan/ *For Comparison Purposes*(Satu Tahun/ *A Year*)	31 Desember 2011/ *December 31, 2011* (Delapan Bulan/ *Eight Months*)	30 April 2011/ *April 30, 2011* (Empat Bulan/ *Four Months*)	31 Desember 2010/ *December 31, 2010* (Satu Tahun/ *A Year*)	
KENAIKAN (PENURUNAN) BERSIH KAS DAN SETARA KAS	20.900.657	(1.706.688)	22.607.345	8.451.645	***NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS***
KAS DAN SETARA KAS AWAL PERIODE/TAHUN	142.021.275	164.628.620	142.021.275	133.569.630	***CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD/ YEAR***
KAS DAN SETARA KAS AKHIR PERIODE/TAHUN	162.921.932	162.921.932	164.628.620	142.021.275	***CASH AND CASH EQUIVALENTS AT END OF THE PERIOD/YEAR***

Catatan atas Laporan Keuangan Konsolidasi terlampir merupakan bagian yang tidak terpisahkan dari laporan keuangan konsolidasi secara keseluruhan.

The accompanying Notes to Consolidated Financial Statements which are an integral part of the consolidated financial statements.

1. UMUM

a. Pendirian Entitas

PT Suryamas Dutamakmur Tbk (Entitas) didirikan berdasarkan akta No. 322 tanggal 21 September 1989 dari Benny Kristianto, S.H., notaris di Jakarta. Akta pendirian ini disahkan oleh Menteri Kehakiman Republik Indonesia dalam Surat Keputusannya No. C2-5896.HT.01.01.Th.90 tanggal 9 Oktober 1990, serta diumumkan dalam Berita Negara Republik Indonesia No. 98 tanggal 7 Desember 1990, Tambahan No. 4968. Anggaran Dasar Entitas telah mengalami beberapa kali perubahan, terakhir dengan Akta Notaris Fransiscus Xaverius Budi Santoso Isbandi, S.H., No. 90, tanggal 27 Oktober 2011, mengenai perubahan modal dasar dan modal ditempatkan dan disetor penuh. Akta perubahan Anggaran Dasar tersebut telah disahkan dengan Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia dalam Surat Keputusan No. AHU-64305.A.H.01.02.Tahun 2011, tanggal 28 Desember 2011 (lihat Catatan 4 dan 22).

Entitas berdomisili di Rancamaya, Bogor, Jawa Barat. Kantor pusat Entitas beralamat di Sudirman Plaza Business Complex, Plaza Marein Lantai 16, Jalan Jenderal Sudirman Kavling 76-78, Jakarta.

Sesuai dengan pasal 3 Anggaran Dasar, ruang lingkup kegiatan usaha Entitas meliputi bidang perdagangan umum, real estat dan bangunan pada umumnya, antara lain sebagai developer, pemborong, perencana, penyelenggara pelaksana pembuatan gedung, rumah, jalan, jembatan, landasan dan instalatir. Entitas mulai beroperasi komersial pada tahun 1993.

Entitas saat ini berusaha di bidang real estat berupa penjualan tanah serta tanah dan rumah tinggal, pengoperasian lapangan golf, country club dan fasilitas resort lainnya di daerah Rancamaya, Bogor, Jawa Barat.

b. Dewan Komisaris, Direksi dan Karyawan

Susunan Dewan Komisaris dan Direksi Entitas pada tanggal 31 Desember 2011, 30 April 2011 dan 31 Desember 2010 adalah sebagai berikut:

Dewan Komisaris				
Presiden Komisaris	:	Wismoyo Arismunandar	:	
Komisaris	:	Fifi Julia Maeloa	:	
Komisaris	:	Ramelan	:	
Direksi				
Presiden Direktur	:	Kenneth Lian	:	
Direktur	:	Sujanto Handoko	:	
Direktur	:	Wing Indrasmoro	:	
Direktur	:	Henny Kusuma Hendrawan	:	
Komite Audit				
Ketua	:	Ramelan	:	
Anggota	:	Amin Anwar	:	
Anggota	:	Sengman Tjahja	:	

1. GENERAL

a. Establishment of the Entity

PT Suryamas Dutamakmur Tbk (the Entity) was established based on notarial deed No. 322 dated September 21, 1989 of Benny Kristianto, S.H., notary in Jakarta. The deed of establishment was approved by the Minister of Justice of the Republic of Indonesia in his Decision Letter No. C2-5896.HT.01.01.Th.90 dated October 9, 1990 and was published in the State Gazette of the Republic of Indonesia No. 98 dated December 7, 1990, Supplement No. 4968. The Entity's Articles of Association have been amended several times, the last with Notarial Deed Fransiscus Xaverius Budi Santoso Isbandi, S.H., No. 90, dated October 27, 2011, regarding the changes of authorized capital stock and issued and fully paid capital. Amendment of the Deed was approved by Decree of the Minister of Law and Human Rights of the Republic of Indonesia in its Decision Letter No. AHU-64305.A.H.01.02.Tahun 2011, dated December 28, 2011 (see Notes 4 and 22).

The Entity is domiciled in Rancamaya,Bogor, West Java. The Entity's head office is located at Sudirman Plaza Business Complex, Plaza Marein 16th Floor, Jalan Jenderal Sudirman Kavling 76 - 78, Jakarta.

In accordance with article 3 of the Entity's Articles of Association, the scope of its activities is to engage in general trading, construction and real estate as developer, contractor, planner and executive contractor of buildings, houses, roads, bridges, runways and other infrastructures. The Entity started commercial operations in 1993.

The Entity is currently engaged in real estate activities including selling of land, land and houses, and the operation of the golf course, country club and other resort facilities located in Rancamaya, Bogor, West Java.

b. The Board of Commissioners, Directors and Employees

The composition of the Entity's Board of Commissioners and Directors as of December 31, 2011, April 30, 2011 and December 31, 2010 are as follows:

Board of Commissioners				
President Commissioner	:	Wismoyo Arismunandar	:	
Commissioner	:	Fifi Julia Maeloa	:	
Commissioner	:	Ramelan	:	
Directors				
President Director	:	Kenneth Lian	:	
Director	:	Sujanto Handoko	:	
Director	:	Wing Indrasmoro	:	
Director	:	Henny Kusuma Hendrawan	:	
Audit Committees				
Chairman	:	Ramelan	:	
Member	:	Amin Anwar	:	
Member	:	Sengman Tjahja	:	

Jumlah rata-rata karyawan Entitas dan Entitas Anak adalah 663, 660 dan 683 masing-masing pada tanggal 31 Desember 2011, 30 April 2011 dan 31 Desember 2010.

The Entity and Subsidiaries have an average total number of employees of 663, 660 and 683 as of December 31, 2011, April 30, 2011 and December 31, 2010, respectively.

c. Entitas Anak

Entitas memiliki baik secara langsung maupun tidak langsung lebih dari 50% saham dan/atau mempunyai kendali atas Entitas Anak.

Rincian penyertaan langsung dan tidak langsung pada Entitas Anak pada tanggal 31 Desember 2011, 30 April 2011 dan 31 Desember 2010 adalah sebagai berikut:

c. *Subsidiaries*

The Entity has direct and indirect ownerships of more than 50% shares and/or has control in the Subsidiaries.

The details of direct and indirect ownership on Subsidiaries as of December 31, 2011, April 30, 2011 and December 31, 2010 are as follows:

Entitas Anak/ *Subsidiaries*	Domisil/ *Domicile*	Kegiatan Usaha/ *Principal Activity*	Persentase Kepemilikan/ *Percentage of Ownership*	Beroperasi Secara Komersial/ *Start of Commercial Operations*	Jumlah Aset Tanggal 31 Desember 2011/*Total Assets as of December 31, 2011*	Jumlah Aset Tanggal 30 April 2011/*Total Assets as of April 30, 2011*	Jumlah Aset Tanggal 31 Desember 2010/*Total Assets as of December 31, 2010*
Kepemilikan Langsung/ *Direct Ownership:*							
PT Centranusa Majupermai (CNMP)	Jakarta	Investasi dan real estat/*Investments and real estate*	98,85%	1997	1.380.558.707	1.325.787.308	1.296.036.583
PT Multiraya Sinarindo (MS)	Jakarta	Real estat/ *Real estate*	99,98%	2004	25.475.981	24.689.219	24.300.885
PT Inti Sarana Papan (ISP)	Jakarta	Real estat/ *Real estate*	99,99%	-	18.259.253	18.257.658	18.257.795
PT Permainusa Megacitra (PM)	Jakarta	Properti/*Property*	99,99%	-	1.214.226	16.691.747	16.909.800
PT Saptakreasi Indah (SKI)	Jakarta	Investasi/ *Investments*	99,99%	1994	9.378.914	9.394.628	9.386.333
PT Golden Integrity Sejati (GIS)	Bogor	Jasa pendidikan/ *Educational service*	70,00%	2008	1.656.404	1.790.004	1.451.572
PT Rancamaya Asri Golf and Country (RAGC)	Jakarta	Operator lapangan golf/ *Golf course operator*	99,60%	-	123.962	136.086	133.743
PT Tajur Surya Abadi (TSA)	Jakarta	Real estat/ *Real estate*	67%	-	25.281.959	-	-
Kepemilikan Tidak Langsung/ Indirect Ownership							
1. Melalui/*Through* SKI							
PT Rancamaya Indah Hotel (RIH)	Jakarta	Hotel/*Hotel*	98,00%	-	242.922	251.044	246.827
PT Centranusa Majupermai (CNMP)	Jakarta	Investasi dan real estat/*Investments and real estate*	1,14%	1997	1.380.558.707	1.325.787.308	1.296.036.583
PT Multiraya Sinarindo (MS)	Jakarta	Real estat/ *Real estate*	0,02%	2004	25.475.981	24.689.219	24.300.885
PT Inti Sarana Papan (ISP)	Jakarta	Real estat/ *Real estate*	0,01%	-	18.259.253	18.257.658	18.257.795
PT Permainusa Megacitra (PM)	Jakarta	Properti/*Property*	0,01%	-	1.214.226	16.691.747	16.909.800
PT Rancamaya Asri Golf and Country (RAGC)	Jakarta	Operator lapangan golf/ *Golf course operator*	0,40%	-	123.962	136.086	133.743
2. Melalui/*Through* RAGC							
PT Saptakreasi Indah (SKI)	Jakarta	Investasi/*Investments*	0,01%	1994	9.378.914	9.394.628	9.386.333

Entitas Anak/*Subsidiaries*	Domisil/ *Domicile*	Kegiatan Usaha/ *Principal Activity*	Persentase Kepemilikan/ *Percentage of Ownership*	Beroperasi Secara Komersial/ *Start of Commercial Operations*	Jumlah Aset Tanggal 31 Desember 2011/*Total Assets as of December 31, 2011*	Jumlah Aset Tanggal 30 April 2011/*Total Assets as of April 30, 2011*	Jumlah Aset Tanggal 31 Desember 2010/*Total Assets as of December 31, 2010*
3. Melalui/*Through* PM							
PT Rancamaya Indah Hotel (RIH)	Jakarta	Hotel/*Hotel*	2,00%	-	242.922	251.044	246.827
4. Melalui/*Through* RIH							
PT Centranusa Majupermai (CNMP)	Jakarta	Investasi dan real estat/*Investments and real estate*	0,01%	1997	1.380.558.707	1.325.787.308	1.296.036.583
5. Melalui/*Through* CNMP							
PT Dwigunatama Rintisprima (DRP)	Jakarta	Real estat/*Real estate*	50,00%	1994	1.379.541.414	1.324.780.822	1.295.067.812
6. Melalui/*Through* DRP dan/*and* CNMP							
PT Dwikarya Langgengsukses (DLS)	Jakarta	Real estat/*Real estate*	50,00%	2009	468.560.296	498.045.301	477.798.823
7. Melalui/*Through* DRP, DLS dan/*and* CNMP							
PT Kharisma Buana Mandiri (KBM)	Jakarta	Jasa/*Service*	50,00%	2011	10.376.461	2.757.217	1.356.015

Berdasarkan akta Notaris F.X Budi Soeleman Odang, S.H., No. 7, tanggal 15 Agustus 2011, Entitas melakukan penyertaan saham pada PT TSA sebesar Rp 13.400.000. Akta tersebut telah disahkan oleh Menteri Hukum dan Hak Asasi Manusia Republik Indonesia berdasarkan Surat Keputusan No. AHU-49889.AH.01.01, pada tanggal 13 Oktober 2011.

Based on Notarial Deed F.X Budi Soeleman Odang, S.H., No. 7, dated August 15, 2011, The Entity have investment in PT TSA at Rp 13,400,000. The Deed was approved by Decree of the Minister of Law and Human Rights of the Republic of Indonesia in its Decision Letter No. AHU-49889.AH.01.01, dated October 13, 2011.

RAGC, PM, ISP, RIH dan TSA masih dalam tahap pengembangan.

RAGC, PM, ISP, RIH and TSA are still in the development stage.

2. IKHTISAR KEBIJAKAN AKUNTANSI YANG SIGNIFIKAN

a. Pernyataan Kepatuhan

Manajemen bertanggung jawab atas penyusunan dan penyajian laporan keuangan konsolidasi. Laporan keuangan konsolidasi telah disusun sesuai dengan Standar Akuntansi Keuangan di Indonesia yang mencakup Pernyataan Standar Akuntansi Keuangan (PSAK) dan Interpretasi Standar Akuntansi Keuangan (ISAK) yang dikeluarkan oleh Dewan Standar Akuntansi Keuangan Ikatan Akuntan Indonesia serta Peraturan Badan Pengawas Pasar Modal dan Lembaga Keuangan (BAPEPAM-LK) mengenai Pedoman Penyajian Laporan Keuangan.

b. Dasar Penyusunan Laporan Keuangan Konsolidasi

Laporan keuangan konsolidasi, kecuali untuk laporan arus kas konsolidasi, disusun berdasarkan pada saat terjadinya *(accrual basis)* dengan konsep biaya perolehan *(historical cost)*, kecuali beberapa akun tertentu disusun berdasarkan

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. Statement of Compliance

Management responsible for the preparation and presentation on the consolidated financial statements and have been prepared in accordance with the Indonesian Financial Accounting Standards which include Statement and Interpretations of Financial Accounting Standards issued by Financial Accounting Standards Board of the Indonesian Accountant Institute and the Capital Market and Financial Institution Supervisory Agency (BAPEPAM-LK) Regulations regarding Guidelines for the Preparation of Consolidated Financial Statements.

b. Basis of Preparation of Consolidated Financial Statement

The consolidated financial statements except for the consolidated statements of cash flows, have been prepared on the accrual basis using historical cost concept of accounting, except for inventories which are

pengukuran lain sebagaimana diuraikan dalam kebijakan akuntansi masing-masing akun tersebut.

stated at the lower of cost or net realizable value.

Sejak tanggal 1 Januari 2011, Entitas dan Entitas Anak telah mengadopsi PSAK No. 1 (Revisi 2009), mengenai "Penyajian Laporan Keuangan" dan PSAK No. 2 (Revisi2009), mengenai "Laporan Arus Kas", yang efektif untuk periode pelaporan keuangan yang dimulai pada atau setelah tanggal 1 Januari 2011.

Since January 1, 2011, the Entity and Subsidiaries has adopted PSAK No. 1 (Revised 2009), regarding "Presentation of Financial Statements"and PSAK No. 2 (Revised 2009), regarding "Statements of Cash Flows" which became effective for financial statement periods beginning on or after January 1, 2011.

Laporan arus kas konsolidasi disajikan dengan metode langsung yang dikelompokkan dalam aktivitas operasi, investasi dan pendanaan.

The consolidated financial statements of cash flows were presented using the direct method, cash flows were classified into operating, investing and financing activities.

Mata uang pelaporan yang digunakan dalam laporan keuangan konsolidasi adalah Rupiah.

The reporting currency used in the consolidated financial statements is Indonesian Rupiah.

c. Prinsip Konsolidasi

c. Principles of Consolidation

Sejak tanggal 1 Januari 2011, Entitas dan Entitas Anak menerapkan PSAK No. 4 (Revisi 2009), mengenai "Laporan Keuangan Konsolidasi dan Laporan Keuangan Tersendiri".

Since January 1, 2011, the Entity and Subsidiaries adopts PSAK No. 4 (Revised 2009), regarding "Consolidated and Separate Financial Statements".

Laporan keuangan konsolidasi menggabungkan seluruh Entitas Anak yang dikendalikan oleh Entitas. Pengendalian dianggap ada ketika Entitas memiliki secara langsung atau tidak langsung melalui Entitas Anak lebih dari setengah kekuasaan suara suatu entitas, kecuali dalam keadaan yang jarang dapat ditunjukkan secara jelas bahwa kepemilikan tersebut tidak diikuti dengan pengendalian. Pengendalian juga ada ketika Entitas memiliki setengah atau kurang kekuasaan suara suatu entitas jika terdapat:

The consolidated financial statements include all Subsidiaries that are controlled by the Entity. Control is presumed to exist when the Entity, directly or indirectly through Subsidiaries, owns more than half of the voting power of an entity unless, in exceptional circumstances, it can be clearly demonstrated that such ownership does not constitute control. Control also exists when the Entity owns half or less of the voting power of an entity when there is:

- Kekuasaan yang melebihi setengah hak suara sesuai perjanjian dengan investor lain;

- *Power over more than half of the voting rights by virtue of an agreement with other investors;*

- Kekuasaan untuk mengatur kebijakan keuangan dan operasional entitas berdasarkan anggaran dasar atau perjanjian;

- *Power to govern the financial and operating policies of the entity under a statute or an agreement;*

- Kekuasaan untuk menunjuk atau mengganti sebagian besar dewan direksi dan dewan komisaris atau organ pengatur setara dan mengendalikan entitas melalui dewan atau organ tersebut; atau

- *Power to appoint or remove the majority of the members of the board of directors and board of commissioners or equivalent governing body and control of the entity is by that board or body; or*

- Kekuasaan untuk memberikan suara mayoritas pada rapat dewan direksi dan dewan komisaris atau organ pengatur setara dan mengendalikan entitas melalui dewan direksi dan dewan komisaris atau organ tersebut.

- *Power to cast the majority of votes at meetings of the board of directors and board of commissioners or equivalent governing body and control of the entity is by that board or body.*

Kepentingan nonpengendali merupakan proporsi atas laba atau rugi dan aset neto yang tidak dimiliki Entitas dan disajikan secara terpisah dalam laporan laba rugi komprehensif konsolidasi dan ekuitas pada laporan posisi keuangan konsolidasi, dipisahkan dengan ekuitas yang dapat diatribusikan kepada entitas induk.

Non-controlling interest represents the portion of profit or loss and the net assets not held by the Entity, and presented separately in the consolidated statements of comprehensive income, and within equity in the consolidated statements of financial position, separate from equity attributable to the parent entity.

Penyesuaian dapat dilakukan terhadap laporan keuangan Entitas Anak agar kebijakan akuntansi yang digunakan sesuai dengan kebijakan akuntansi yang digunakan oleh Entitas.

Where necessary, adjustments are made to the financial statements of the Subsidiaries to bring the accounting policies used in line with those used by the Entity.

Seluruh transaksi antara Entitas dan Entitas Anak, saldo, penghasilan dan beban dieliminasi pada saat konsolidasi.

All inter transactions of the Entity and Subsidiaries, balances, income and expenses are eliminated on consolidation.

Penerapan PSAK No. 4 (Revisi 2009) tidak memiliki pengaruh yang signifikan terhadap laporan keuangan konsolidasi kecuali bagi pengungkapannya.

The adoption of PSAK No. 4 (Revised 2009) did not have significant impact on the consolidated financial statements except for related disclosures.

d. Kombinasi Bisnis

d. Business Combinations

Sejak tanggal tanggal 1 Januari 2011, Entitas dan Entitas Anak menerapkan PSAK No. 22 (Revisi 2010), "Kombinasi Bisnis". PSAK revisi ini diterapkan secara prospektif untuk penggabungan usaha pada dan setelah tanggal 1 Januari 2011 dimana tidak memerlukan penyesuaian untuk aset dan liabilitas atas penggabungan usaha yang dimasuki sebelum tanggal 1 Januari 2011.

Since January 1, 2011, the Entity and Subsidiaries adopts PSAK No. 22 (Revised 2010), regarding "Business Combinations". The revised PSAK is applied prospectively for business combination on and after January 1, 2011 which requires no adjustment for assets and liabilities of business combination entered into prior to January 1, 2011.

Entitas mencatat setiap kombinasi bisnis dengan menggunakan metode akuisisi. Biaya kombinasi bisnis adalah keseluruhan nilai wajar (pada tanggal pertukaran) dari aset yang diperoleh, liabilitas yang terjadi atau yang diasumsikan dan instrumen ekuitas yang diterbitkan sebagai penggantian atas pengendalian Entitas Anak. Biaya-biaya terkait dengan akuisisi langsung diakui dalam laporan laba rugi komprehensif konsolidasi.

Entitity are accounted business combination using the acquisition method. The cost of the business combination is the aggregate of the fair values (at the date of exchange) of assets given, liabilities incurred or assumed, and equity instruments issued in exchange for control of the acquiree. Acquisition-related costs are recognized in the consolidated statement of comprehensive income as incurred.

Pada saat akuisisi, aset dan liabilitas Entitas Anak diukur sebesar nilai wajarnya pada tanggal akuisisi. Selisih lebih antara biaya perolehan dan bagian Entitas atas nilai wajar aset dan liabilitas yang dapat diidentifikasi diakui sebagai *goodwill*. Sejak tanggal 1 Januari 2011, *goodwill* tidak lagi diamortisasi dan akumulasi amortisasi dihapuskan bersama biaya perolehan. Sebaliknya, *goodwill* selanjutnya diukur sebesar biaya perolehan dikurangi akumulasi kerugian atas penurunan nilai, jika ada. Hal ini mengacu pada pengujian penurunan nilai tahunan sesuai dengan PSAK No. 48 (Revisi 2009), "Penurunan Nilai Aset".

On acquisition, the assets and liabilities of Subsidiaries are measured at their fair values at the date of acquisition. Any excess of the cost of acquisition over the fair values of the identifiable net assets acquired is recognized as goodwill. Starting January 1, 2011, goodwill is no longer amortized and the accumulated amortization is written-off against its cost. Instead, goodwill is subsequently measured at cost less accumulated impairment losses, if any. It is subject to annual impairment testing in accordance with PSAK No. 48 (Revised 2009), "Impairment of Assets".

Sebelum tanggal 1 Januari 2011, *goodwill* diamortisasi dengan menggunakan metode garis lurus selama 20 (dua puluh) tahun sedangkan *goodwill* negatif yang berasal dari kombinasi bisnis yang tanggal akuisisinya sebelum tanggal 1 Januari 2011, dihentikan pengakuannya dengan melakukan penyesuaian terhadap saldo laba awal periode tahun buku yang dimulai pada atau setelah tanggal 1 Januari 2011.

Prior to January 1, 2011, goodwill was amortized using the straight-line method over 20 (twenty) years, while negative goodwill from business combination prior to January 1, 2011 of the date acquisition is terminated the recognation with adjustment to retained earnings beginning on or after January 1, 2011.

e. Transaksi dan Saldo Dalam Mata Uang Asing

e. Foreign Currency Transactions and Balances

Transaksi dalam mata uang asing dicatat dalam Rupiah berdasarkan kurs yang berlaku pada saat transaksi dilakukan. Pada tanggal posisi keuangan konsolidasi, aset dan liabilitas moneter dalam mata uang asing disesuaikan untuk mencerminkan kurs yang berlaku pada tanggal tersebut yang dipublikasikan oleh Bank Indonesia. Laba atau rugi kurs yang timbul dikreditkan atau dibebankan pada operasi tahun berjalan.

Transactions involving foreign currencies are recorded in Rupiah at the exchange rates prevailing at the time the transactions are made. At consolidated statements of financial position date, monetary assets and liabilities denominated in foreign currencies are adjusted to reflect the prevailing rates of exchange and any resulting gains or losses are credited or charged to current operations.

Pada tanggal 31 Desember 2011, 30 April 2011 dan 31 Desember 2010, kurs yang digunakan masing-masing adalah Rp 9.068, Rp 8.574 dan Rp 8.991 untuk US$ 1 yang dihitung berdasarkan rata-rata kurs beli dan jual yang dipublikasikan terakhir pada tahun tersebut untuk uang kertas dan kurs transaksi Bank Indonesia.

As of December 2011, April 30, 2011 and December 31, 2010, the exchange rate used to adjust monetary assets and liabilities was average of the last published buying and selling rate for bank notes and/or transaction exchange rates by Bank Indonesia amounting to Rp 9,068, Rp 8,574 and Rp 8,991 to US$ 1, respectively.

f. Transaksi dengan Pihak-pihak Berelasi

Entitas dan Entitas Anak melakukan transaksi dengan pihak-pihak berelasi seperti yang dinyatakan dalam PSAK No. 7 (Revisi 2010) mengenai "Pengungkapan Pihak-pihak Berelasi" yang efektif berlaku mulai tanggal 1 Januari 2011.

Seluruh transaksi dan saldo yang signifikan dengan pihak-pihak berelasi, diungkapkan dalam catatan atas laporan keuangan konsolidasi.

f. Transactions with Related Parties

The Entity and Subsidiaries has transactions with entities that are regarded as having special relationship as defined by PSAK No. 7 regarding "Related Parties Disclosures" which has been effective since January 1, 2011.

All significant transactions and balances with related parties, are disclosed in the notes to the consolidated financial statements.

g. Aset Keuangan

Seluruh aset keuangan diakui dan dihentikan pengakuannya pada tanggal diperdagangkan dimana pembelian dan penjualan aset keuangan berdasarkan kontrak yang mensyaratkan penyerahan aset keuangan dalam kurun waktu yang ditetapkan oleh kebiasaan pasar yang berlaku, dan awalnya diukur sebesar nilai wajar ditambah biaya transaksi, kecuali untuk aset keuangan yang diukur pada nilai wajar melalui laporan laba rugi, yang awalnya diukur sebesar nilai wajar.

Aset keuangan Entitas diklasifikasikan sebagai berikut:

- Tersedia untuk dijual
- Pinjaman yang diberikan dan piutang

Aset keuangan tersedia untuk dijual (AFS)

Investasi pada instrumen ekuitas yang tidak memiliki kuotasi di pasar aktif atau nilai wajarnya tidak dapat diukur dengan andal, diukur dengan biaya perolehan dikurangi dengan penurunan nilai.

Keuntungan atau kerugian yang timbul dari perubahan nilai wajar diakui pada ekuitas kecuali untuk kerugian penurunan nilai, bunga yang dihitung dengan metode suku bunga efektif dan laba rugi selisih kurs atas aset moneter yang diakui pada laporan laba rugi. Jika aset keuangan dilepas atau mengalami penurunan nilai, akumulasi laba atau rugi yang sebelumnya diakui di ekuitas, direklas ke laporan laba rugi.

Dividen atas instrumen ekuitas AFS, jika ada, diakui pada laporan laba rugi pada saat hak Entitas untuk memperoleh pembayaran dividen ditetapkan.

Pinjaman yang diberikan dan piutang

Piutang usaha dan piutang lain-lain dengan pembayaran tetap atau telah ditentukan dan tidak mempunyai kuotasi di pasar aktif diklasifikasi sebagai "pinjaman yang diberikan dan piutang", yang diukur pada biaya perolehan diamortisasi dengan menggunakan metode suku bunga

g. Financial Assets

All financial assets are recognised and derecognised on trade date where the purchase or sale of a financial asset is under a contract whose terms require delivery of the financial asset within the time frame established by the market concerned, and are initially measured at fair value plus transaction costs, except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value.

The Entity's financial assets are classified as follows:

- *Available-for-Sale*
- *Loans and Receivable*

Available-for-sale financial assets (AFS)

Investments in unquoted equity instruments that do not have quoted market price in an active market and whose fair value cannot be reliably measured, are measured at cost less impairment.

Gains and losses arising from changes in fair value are recognised in equity with the exception of impairment losses, interest calculated using the effective interest method, and foreign exchange gains and losses on monetary assets, which are recognised in statements of income. Where the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously accumulated in equity is reclassified to statements of income.

Dividends on AFS equity instruments, if any, are recognised in statements of income when the Entity's right to receive the dividends is established.

Loans and receivables

Receivable from customers and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as "loans and receivables". Loans and receivables are measured at amortised cost using the effective interest method less

efektif dikurangi penurunan nilai. Bunga diakui dengan menggunakan metode suku bunga efektif, kecuali piutang jangka pendek dimana pengakuan bunga tidak material.

Metode suku bunga efektif

Metode suku bunga efektif adalah metode yang digunakan untuk menghitung biaya perolehan diamortisasi dari instrumen keuangan dan metode untuk mengalokasikan pendapatan bunga atau beban bunga selama periode yang relevan. Suku bunga efektif adalah suku bunga yang secara tepat mendiskontokan estimasi pembayaran atau penerimaan kas di masa datang (mencakup seluruh komisi dan bentuk lain yang dibayarkan atau diterima oleh para pihak dalam kontrak yang merupakan bagian tak terpisahkan dari suku bunga efektif, biaya transaksi, dan premium dan diskonto lainnya) selama perkiraan umur instrumen keuangan, atau jika lebih tepat, digunakan periode yang lebih singkat untuk memperoleh nilai tercatat bersih dari instrumen keuangan pada saat pengakuan awal.

Penurunan nilai aset keuangan

Aset keuangan dievaluasi terhadap indikator penurunan nilai pada setiap tanggal posisi keuangan. Aset keuangan diturunkan nilainya bila terdapat bukti objektif, sebagai akibat dari satu atau lebih peristiwa yang terjadi setelah pengakuan awal aset keuangan, dan peristiwa yang merugikan tersebut berdampak pada estimasi arus kas masa depan atas aset keuangan yang dapat diestimasi secara handal.

Bukti obyektif penurunan nilai termasuk sebagai berikut:

- kesulitan keuangan signifikan yang dialami penerbit atau pihak peminjam; atau
- pelanggaran kontrak, seperti terjadinya wanprestasi atau tunggakan pembayaran pokok atau bunga; atau
- terdapat kemungkinan bahwa pihak peminjam akan dinyatakan pailit atau melakukan reorganisasi keuangan.

Untuk kelompok aset keuangan tertentu, seperti piutang, aset yang tidak diturunkan nilainya secara individual akan dievaluasi penurunan nilainya secara kolektif. Bukti objektif dari penurunan nilai portofolio piutang dapat termasuk pengalaman Entitas atas tertagihnya piutang di masa lalu, peningkatan keterlambatan penerimaan pembayaran piutang dari rata-rata periode kredit, dan juga pengamatan atas perubahan kondisi ekonomi nasional atau lokal yang berkorelasi dengan *default* atas piutang.

Untuk aset keuangan yang diukur pada biaya perolehan yang diamortisasi, jumlah kerugian penurunan nilai merupakan selisih antara nilai tercatat aset keuangan dengan nilai kini dari estimasi arus kas masa datang yang didiskontokan menggunakan tingkat suku bunga efektif awal dari aset keuangan.

impairment. Interest is recognised by applying the effective interest rate method, except for short-term receivables when the recognition of interest would be immaterial.

Effective interest method

The effective interest method is a method of calculating the amortized cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payment or receipts (including all fees and points paid that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial instrument, or where appropriate, a shorter period to the net carrying amount on initial recognition.

Impairment of financial assets

Financial assets are assessed for indicators of impairment at each statements of financial position date. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been impacted.

Objective evidence of impairment could include:

- *significant financial difficulty of the issuer or counterparty; or*
- *default or delinquency in interest or principal payments; or*
- *it becoming probable that the borrower will enter bankruptcy or financial reorganisation.*

For certain categories of financial asset, such as receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Entity's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period, as well as observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

Nilai tercatat aset keuangan tersebut dikurangi dengan kerugian penurunan nilai secara langsung atas aset keuangan, kecuali piutang yang nilai tercatatnya dikurangi melalui penggunaan akun penyisihan piutang. Jika piutang tidak tertagih, piutang tersebut dihapuskan melalui akun penyisihan piutang. Pemulihan kemudian dari jumlah yang sebelumnya telah dihapuskan dikreditkan terhadap akun penyisihan. Perubahan nilai tercatat akun penyisihan piutang diakui dalam laporan laba rugi.

Jika aset keuangan AFS dianggap menurun nilainya, keuntungan atau kerugian kumulatif yang sebelumnya telah diakui dalam ekuitas direklasifikasi ke laporan laba rugi dalam periode yang bersangkutan.

Pengecualian dari instrumen ekuitas AFS, jika, pada periode berikutnya, jumlah penurunan nilai berkurang dan penurunan dapat dikaitkan secara obyektif dengan sebuah peristiwa yang terjadi setelah penurunan nilai tersebut diakui, kerugian penurunan nilai yang sebelumnya diakui dipulihkan melalui laporan laba rugi hingga nilai tercatat investasi pada tanggal pemulihan penurunan nilai tidak melebihi biaya perolehan diamortisasi sebelum pengakuan kerugian penurunan nilai dilakukan.

Dalam hal efek ekuitas AFS, kerugian penurunan nilai yang sebelumnya diakui dalam laporan laba rugi tidak boleh dipulihkan melalui laporan laba rugi. Setiap kenaikan nilai wajar setelah penurunan nilai diakui secara langsung ke ekuitas.

Penghentian pengakuan aset keuangan

Entitas menghentikan pengakuan aset keuangan jika dan hanya jika hak kontraktual atas arus kas yang berasal dari aset berakhir, atau Entitas mentransfer aset keuangan dan secara substansial mentransfer seluruh risiko dan manfaat atas kepemilikan aset kepada entitas lain. Jika Entitas tidak mentransfer serta tidak memiliki secara substansial atas seluruh risiko dan manfaat kepemilikan serta masih mengendalikan aset yang ditransfer, maka Entitas mengakui keterlibatan berkelanjutan atas aset yang ditransfer dan liabilitas terkait sebesar jumlah yang mungkin harus dibayar. Jika Entitas memiliki secara substansial seluruh risiko dan manfaat kepemilikan aset keuangan yang ditransfer, Entitas masih mengakui aset keuangan dan juga mengakui pinjaman yang dijamin sebesar pinjaman yang diterima.

h. Liabilitas Keuangan dan Instrumen Ekuitas

Klasifikasi sebagai liabilitas atau ekuitas

Liabilitas keuangan dan instrumen ekuitas yang diterbitkan oleh Entitas diklasifikasikan sesuai dengan substansi perjanjian kontraktual yang diadakan dan definisi liabilitas keuangan dan instrumen ekuitas.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of receivables, where the carrying amount is reduced through the use of an allowance account. When a receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in statements of income.

When an AFS financial asset is considered to be impaired, cumulative gains or losses previously recognised in equity are reclassified to statements of income in the period.

With the exception of AFS equity instruments, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

In respect of AFS equity securities, impairment losses previously recognised in statements of income are not reversed through profit or loss. Any increase in fair value subsequent to an impairment loss is recognised directly in equity.

Derecognition of financial assets

The Entity derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Entity neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Entity recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Entity retains substantially all the risks and rewards of ownership of a transferred financial asset, the Entity continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

h. Financial Liabilities and Equity Instruments

Classification as debt or equity

Financial liabilities and equity instruments issued by the Entity are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Instrumen Ekuitas

Instrumen ekuitas adalah setiap kontrak yang memberikan hak residual atas aset Entitas setelah dikurangi dengan seluruh liabilitasnya. Instrumen ekuitas dicatat sebesar hasil penerimaan bersih setelah dikurangi biaya penerbitan langsung.

Liabilitas keuangan

Hutang usaha, hutang lain-lain dan pinjaman lainnya pada awalnya dinilai berdasarkan nilai wajar, setelah dikurangi biaya transaksi dan selanjutnya diukur dengan biaya perolehan diamortisasi menggunakan metode suku bunga efektif, dimana beban bunga diakui berdasarkan metode suku bunga efektif.

Penghentian pengakuan liabilitas keuangan

Entitas dan Entitas Anak menghentikan pengakuan liabilitas keuangan, jika dan hanya jika, liabilitas Entitas dan Entitas Anak telah dilepaskan, dibatalkan atau kadaluarsa.

i. Kuasi Reorganisasi

Sesuai dengan PSAK No. 51 (Revisi 2003) (PSAK No. 51) mengenai "Akuntansi Kuasi Reorganisasi", kuasi reorganisasi (kuasi) merupakan prosedur akuntansi yang mengatur entitas merestrukturisasi ekuitasnya dengan menghilangkan defisit dan menilai kembali seluruh aset dan kewajibannya berdasarkan nilai wajar. Melalui kuasi, Entitas mendapatkan awal yang baik (*fresh start*), dengan neraca yang menunjukkan nilai sekarang dan tanpa dibebani defisit.

Penentuan nilai wajar aset dan kewajiban Entitas dalam rangka kuasi dilakukan sesuai dengan nilai pasar pada tanggal kuasi reorganisasi. Apabila nilai pasar tidak tersedia atau tidak menggambarkan nilai yang sebenarnya, estimasi nilai wajar aset dan kewajiban dilakukan dengan mempertimbangkan nilai wajar instrumen lain yang substansinya sejenis.

Defisit akan dieliminasi sesuai urutan sebagai berikut:

- cadangan umum;
- cadangan khusus;
- selisih penilaian aset dan kewajiban (termasuk revaluasi aset tetap) dan selisih penilaian sejenisnya;
- tambahan modal disetor; dan,
- Modal saham

j. Kas dan Setara Kas

Kas dan setara kas terdiri dari kas, bank, deposito berjangka dan semua investasi yang jatuh tempo dalam waktu tiga bulan atau kurang dari tanggal perolehannya dan yang tidak dijaminkan serta tidak dibatasi penggunaannya.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Entity after deducting all of its liabilities. Equity instruments are recorded at the proceeds received net of direct issue costs.

Financial liabilities

Trade, other payable and loans are initially measured at fair value, net of transaction costs, and are subsequently measured at amortized cost, using the effective interest rate method, with interest expense recognized on an effective yield basis.

Derecognition of financial liabilities

The Entity and Subsidiaries derecognise financial liabilities when, and only when, the Entity's and Subsidiaries' obligations are discharged, cancelled or expire.

i. Quasi-Reorganization

In accordance with Statement of PSAK No. 51 (Revised 2003) (PSAK No. 51), regarding "Accounting for Quasi-Reorganization", quasi-reorganization (quasi) is an accounting procedure which allows the Entity to restructure its equity by eliminating deficit and restate its assets and liabilities at fair values to establish a fresh start, with a balance sheet which shows present value and without being encumbered by an accumulated deficit.

The fair value of the Entity assets and liabilities for quasi purposes is determined based on market value. If market value is not available, the estimation is done by considering the value of similar assets and the valuation technique most appropriate to the characteristics of the related assets and liabilities.

The deficit are eliminated in following order (if any):

- *legal reserve;*
- *special reserve;*
- *differences arising from revaluation of assets and liabilities (including revaluation increment in property and equipment) and other revaluation differences;*
- *addional paid-in capital; and,*
- *Capital stock*

j. Cash and Cash Equivalents

Cash and cash equivalents consist of cash on hand and in banks, time deposits and all unrestricted investments with maturities of three months or less from the dates of placement and are not pledged as collateral and no restricted.

k. Persediaan

Persediaan dinilai berdasarkan biaya perolehan atau nilai realisasi neto, mana yang lebih rendah *(the lower of cost or net realizable value)*. Biaya perolehan ditentukan dengan metode masuk pertama keluar pertama *(first-in first-out method)*.

Nilai realisasi neto merupakan estimasi harga jual dalam kegiatan usaha normal dikurangi estimasi biaya penyelesaian dan estimasi biaya yang diperlukan untuk membuat penjualan.

l. Biaya Dibayar di Muka

Biaya dibayar dimuka diamortisasi selama masa manfaat masing-masing biaya dengan menggunakan metode garis lurus.

m. Aset Real Estat

Aset real estat yang meliputi tanah dan bangunan yang siap dijual, bangunan yang sedang dikonstruksi, tanah yang sedang dikembangkan dan tanah yang belum dikembangkan dinyatakan sebesar biaya perolehan atau nilai realisasi neto, mana yang lebih rendah.

Biaya perolehan tanah yang belum dikembangkan meliputi biaya praperolehan dan perolehan tanah ditambah biaya pinjaman (beban bunga dan selisih kurs) yang berkenaan dengan perolehan tanah, dan akan dipindahkan ke tanah yang sedang dikembangkan pada saat pematangan tanah dimulai.

Biaya perolehan tanah yang sedang dikembangkan meliputi biaya perolehan tanah yang belum dikembangkan ditambah dengan biaya langsung maupun tidak langsung yang dapat diatribusikan pada aktivitas pengembangan real estat, termasuk biaya pinjaman (beban bunga dan selisih kurs). Tanah yang sedang dikembangkan akan dipindahkan ke bangunan yang sedang dikonstruksi pada saat tanah tersebut selesai dikembangkan atau dipindahkan ke aset tanah bila tanah tersebut siap dijual dengan menggunakan metode luas areal.

Biaya pengembangan tanah, termasuk tanah yang digunakan sebagai jalan dan prasarana atau area yang tidak dijual lainnya, dialokasi ke proyek berdasarkan luas area yang dapat dijual.

Biaya perolehan bangunan yang sedang dikonstruksi meliputi biaya perolehan tanah yang telah selesai dikembangkan ditambah biaya perencanaan dan konstruksi serta biaya pinjaman (beban bunga dan selisih kurs) dan akan dipindahkan ke aset tanah dan bangunan pada saat selesai dibangun dan siap dijual dengan menggunakan metode identifikasi khusus.

Kapitalisasi biaya pinjaman (beban bunga dan selisih kurs) berkenaan dengan pinjaman yang diterima untuk membelanjai perolehan dan pengembangan aset real estat akan dihentikan pada saat aset tersebut secara substansial siap untuk digunakan sesuai tujuannya atau apabila kegiatan konstruksi bangunan tertunda cukup lama.

k. Inventories

Inventories are stated at cost or net realizable value, whichever is lower. Cost is determined using the first-in first-out method.

Net realizable value represents the estimated selling price in the ordinary course of business less the estimated cost of completion and the estimated costs necessary to make the sale.

l. Prepaid Expenses

Prepaid expenses are amortized over their beneficial periods using straight-line method.

m. Real Estate Assets

Real estate assets which consists of land and buildings ready for sale, buildings under construction, land under development, and land for development are stated at cost or net realizable value, whichever is lower.

The cost of land for development consists of the pre-acquisition cost, purchase cost of land, borrowing costs (capitalized interest and foreign exchange differences) and other costs related to the acquisition of land and is transferred to land under development when the development of land has started.

The cost of land under development consists of the cost of land for development, direct and indirect costs of development of real estate assets and borrowing costs (capitalized interest and foreign exchange differences). Land under development is transferred to building under construction land when the land development is completed or transferred to the land when the land is ready for sale, based on the area of salable lots.

The cost of land development, which includes land that is used as road and infrastructure or other not-for sale area, is allocated to the project based on the area of salable costs.

The cost of buildings under construction consists of the cost of land development is completed cost of planning, construction costs and borrowing costs (capitalized interest and foreign exchange differences), and is transferred to buildings ready for sale when the construction of buildings is completed using the specific identification method.

Capitalization of borrowing costs (interest expenses and foreign exchange differences) from debts obtained to finance the real estate assets are stopped when the assets are substantially ready for their intended use or when the building construction progress is delayed for long time.

n. Investasi Saham

Investasi saham dengan kepemilikan antara 20% hingga 50% hak suara dan mempunyai pengaruh signifikan tetapi tidak mengendalikan (entitas asosiasi) dan entitas dimana Entitas atau Entitas Anak memiliki 50% atau lebih hak suara tetapi dikendalikan secara bersama dengan pemegang saham lain (entitas pengendalian bersama), dicatat dengan menggunakan metode ekuitas.

Investasi dalam bentuk saham dengan kepemilikan kurang dari 20% yang nilai wajarnya tidak tersedia dan dimaksudkan untuk investasi jangka panjang diakui berdasarkan PSAK No. 55. Bila terjadi penurunan nilai yang bersifat permanen, nilai tercatatnya dikurangi untuk mengakui penurunan tersebut dan kerugiannya dibebankan pada laporan laba rugi komprehensif konsolidasi.

n. Stock Investments

Investments in shares of stock with ownership interest of 20% to 50% of the voting rights and exert significant influence, but which it do not control (associated entities) and entities in which the Entity or Subsidiaries have 50% or more of the voting rights but are controlled jointly with another shareholder (jointly controlled entities), are accounted for using equity method.

Investments in shares of stock with ownership interest of less than 20% that do not have readily determinable fair values and are intended for long-term investments are recognized under PSAK No. 55.The carrying amount of the investments is written-down to recognize a permanent decline in value of the individual investments. Any such writedown is charged directly as expense in the consolidated statement of comprehensive income.

o. Aset Tetap

Berdasarkan PSAK No. 16 (Revisi 2007), mengenai "Aset Tetap", suatu entitas harus memilih model biaya *(cost model)* atau model revaluasi *(revaluation model)* sebagai kebijakan akuntansi pengukuran atas aset tetap. Entitas dan Entitas Anak telah memilih untuk menggunakan model biaya sebagai kebijakan akuntansi pengukuran aset tetapnya.

Aset tetap yang dimiliki untuk digunakan dalam produksi atau penyediaan barang atau jasa atau untuk tujuan administratif dicatat berdasarkan biaya perolehan setelah dikurangi akumulasi penyusutan dan akumulasi kerugian penurunan nilai.

Penyusutan dihitung dengan menggunakan metode garis lurus berdasarkan taksiran masa manfaat ekonomis aset tetap sebagai berikut:

o. Property and Equipment

Under PSAK No. 16 (Revised 2007), regarding "Property, Plant and Equipment", an entity shall choose between the cost model or revaluation model as the accounting policy for its property and equipment measurement. Entity and Subsidiaries has chosen the cost model as the accounting policy for its property and equipment measurement.

Property and equipment held for use in the production or supply of goods or services, or for administrative purposes are stated at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is computed using the straight-line method based on the estimated useful lives of the assets as follows:

	Tahun/ *Years*	Nilai Residu/ *Salvage Value* (%)	
Lapangan golf	14 - 20	10	*Golf course*
Bangunan dan *club house*	15 - 20	10	*Buildings and club house*
Kendaraan	4	10	*Transportation equipment*
Perabotan dan peralatan kantor	4 – 8	5	*Office furniture and fixtures*

Masa manfaat ekonomis, nilai residu dan metode penyusutan direview setiap akhir tahun dan pengaruh dari setiap perubahan estimasi tersebut berlaku prospektif.

The estimated useful lives, residual values and depreciation method are reviewed at each year end, with the effect of any changes in estimate accounted for on a prospective basis.

Tanah dinyatakan berdasarkan biaya perolehan dan tidak disusutkan.

Land is stated at cost and is not depreciated.

Beban pemeliharaan dan perbaikan dibebankan pada laporan laba rugi konsolidasi pada saat terjadinya. Biaya-biaya lain yang terjadi selanjutnya yang timbul untuk menambah, mengganti atau memperbaiki aset tetap dicatat sebagai biaya perolehan aset jika dan hanya jika besar kemungkinan manfaat ekonomis di masa depan

The cost of maintenance and repairs is charged to consolidated statements of operations as incurred. Other costs incurred subsequently to add to, replace part of, or service an item of property and equipment, are recognized as asset if, and only if it is probable that future economic benefits associated with the item

berkenaan dengan aset tersebut akan mengalir ke entitas dan biaya perolehan aset dapat diukur secara andal. Aset tetap yang sudah tidak digunakan lagi atau yang dijual dikeluarkan dari kelompok aset tetap berikut akumulasi penyusutannya. Keuntungan atau kerugian dari penjualan aset tetap tersebut dibukukan dalam laporan laba rugi komprehensif konsolidasi pada tahun yang bersangkutan.

Aset sewa pembiayaan disusutkan berdasarkan taksiran masa manfaat ekonomis yang sama dengan aset yang dimiliki atau disusutkan selama jangka waktu yang lebih pendek antara periode masa sewa dan umur manfaatnya.

will flow to the entity and the cost of the item can be measured reliably. When assets are retired or otherwise disposed of, their carrying values and the related accumulated depreciation and any impairment loss are removed from the accounts and any resulting gain or loss is reflected in the consolidated statements of comprehensive income for the respective year.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or where shorter, the term of the relevant lease.

p. Penurunan Nilai Aset Non Keuangan

Sejak tanggal 1 Januari 2011, Entitas dan Entitas Anak menerapkan PSAK No. 48 (Revisi 2009), "Penurunan Nilai Aset".

Pada tanggal posisi keuangan, Entitas dan Entitas Anak menelaah nilai tercatat aset non-keuangan untuk menentukan apakah terdapat indikasi bahwa aset tersebut telah mengalami penurunan nilai. Jika terdapat indikasi tersebut, nilai yang dapat diperoleh kembali dari aset diestimasi untuk menentukan tingkat kerugian penurunan nilai (jika ada). Bila tidak memungkinkan untuk mengestimasi nilai yang dapat diperoleh kembali atas suatu aset individu, Entitas mengestimasi nilai yang dapat diperoleh kembali dari unit penghasil kas atas aset.

Perkiraan jumlah yang dapat diperoleh kembali adalah nilai tertinggi antara harga jual neto atau nilai pakai. Jika jumlah yang dapat diperoleh kembali dari aset nonkeuangan (unit penghasil kas) kurang dari nilai tercatatnya, nilai tercatat aset (unit penghasil kas) dikurangi menjadi sebesar nilai yang dapat diperoleh kembali dan rugi penurunan nilai diakui langsung ke laba rugi.

Penerapan PSAK No. 48 (Revisi 2009) tidak memberikan pengaruh yang berarti pengukuran pelaporan keuangan kecuali bagi pengungkapannya.

p. Impairment of Non – Financial Asset

Since January 1, 2011, Entity and Subsidiaries adopts PSAK No. 48 (Revised 2009), "Impairment of Assets".

At statements of financial position dates, the Entity and Subsidiaries review the carrying amount of non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Entity estimate the recoverable amount of the cash generating unit to which the asset belongs.

Estimated recoverable amount is the higher of net selling price or value in use. If the recoverable amount of a non-financial asset (cash generating unit) is less than its carrying amount, the carrying amount of the asset (cash generating unit) is reduced to its recoverable amount and an impairment loss is recognized immediately against earnings.

The adoption of PSAK No. 48 (Revised 2009) did not have significant impact on the financial reporting except for related disclosures.

q. Sewa

Sewa diklasifikasikan sebagai sewa pembiayaan jika sewa tersebut mengalihkan secara substantial seluruh risiko dan manfaat yang terkait dengan kepemilikan aset. Sewa lainnya, yang tidak memenuhi kriteria tersebut, diklasifikasikan sebagai sewa operasi.

Sebagai *Lessee*

Aset sewa pembiayaan dicatat pada awal masa sewa sebesar nilai wajar aset sewaan Entitas Anak yang ditentukan pada awal kontrak atau, jika lebih rendah, sebesar nilai kini dari pembayaran sewa minimum. Liabilitas kepada *lessor* disajikan di dalam posisi keuangan sebagai hutang sewa pembiayaan.

Pembayaran sewa harus dipisahkan antara bagian yang merupakan beban keuangan dan bagian yang merupakan pengurangan dari liabilitas sewa sehingga mencapai suatu

q. Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

As Lessee

Assets under finance leases are initially recognized as assets of the Subsidiaries at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the statements of financial position as a obligation under finance lease.

Lease payments are apportioned between finance charges and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining

tingkat bunga yang konstan (tetap) atas saldo liabilitas. Rental kontinjen dibebankan pada periode terjadinya.

r. Selisih Transaksi Perubahan Ekuitas Entitas Anak

Sesuai PSAK No. 40, mengenai "Akuntansi Perubahan Ekuitas Entitas Anak/Entitas Asosiasi", apabila nilai ekuitas Entitas Anak yang menjadi bagian Entitas investor sesudah transaksi perubahan ekuitas Entitas Anak berbeda dengan nilai ekuitas Entitas Anak yang menjadi bagian Entitas investor sebelum transaksi perubahan ekuitas Entitas Anak, maka perbedaan tersebut, oleh investor diakui sebagai bagian dari ekuitas dengan akun "Selisih Transaksi Perubahan Ekuitas Entitas Anak".

s. Pengakuan Pendapatan dan Beban

Pendapatan penjualan kapling tanah tanpa bangunan, diakui dengan menggunakan metode akrual penuh *(full accrual method*) pada saat pengikatan jual beli apabila seluruh kriteria berikut ini terpenuhi:

- Jumlah pembayaran oleh pembeli telah mencapai 20% dari harga jual yang disepakati dan jumlah tersebut tidak dapat diminta kembali oleh pembeli;
- Harga jual akan tertagih;
- Tagihan penjual tidak akan bersifat subordinasi terhadap pinjaman lain yang akan diperoleh pembeli dimasa yang akan datang;
- Proses pengembangan tanah telah selesai sehingga penjual tidak berkewajiban lagi untuk menyelesaikan kapling tanah yang dijual, seperti kewajiban untuk mematangkan kapling tanah atau kewajiban untuk membangun fasilitas-fasilitas pokok yang dijanjikan oleh atau yang menjadi kewajiban penjual, sesuai dengan pengikatan jual beli atau ketentuan peraturan perundang-undangan; dan
- Hanya kapling tanah saja yang dijual, tanpa diwajibkan keterlibatan penjual dalam pendirian bangunan di atas kapling tanah tersebut.

Pendapatan penjualan bangunan rumah tinggal dan rumah toko (ruko) beserta kapling tanahnya diakui dengan metode akrual penuh (*full accrual method*) apabila seluruh kriteria berikut terpenuhi:

- Proses penjualan telah selesai;
- Harga jual akan tertagih;
- Tagihan penjual tidak bersifat subordinasi dimasa yang akan datang terhadap pinjaman lain yang akan diperoleh pembeli; dan
- Penjual telah mengalihkan risiko dan manfaat kepemilikan unit bangunan kepada pembeli melalui suatu transaksi yang secara substansi adalah penjualan dan penjual tidak lagi berkewajiban atau terlibat secara signifikan dengan unit bangunan tersebut.

balance of the liability. Contingent rentals are recognized as expenses in the period in which they are incurred.

r. Differences in Equity Transactions of Subsidiary

In accordance with PSAK No. 40, regarding "Accounting for Equity Changes in Subsidiaries or Associated Companies", the difference between the Entity's share in the equity of Subsidiaries and the proportionate fair value of the Subsidiaries' net assets resulting from changes in the equity of Subsidiaries which are not caused by transactions between the Entity and Subsidiaries is recognized and presented as part of "Difference in Equity Transactions of Subsidiaries".

s. Revenue and Expense Recognition

Revenues from retail sale of land without building thereon is recognized based on the full accrual method when the sale and purchase agreement is signed and all of the following conditions are met:

- *Cumulative payments equal or exceed 20% of the agreed sales price and the refund period has expired;*
- *Sales price is collectible;*
- *The seller's receivable is not subject to future subordination over other loans of the buyer;*
- *Development of the land is completed wherein the seller is not obligated to complete improvements of lots sold or to construct amenities or other facilities applicable to lots sold in accordance with the sale and purchase agreement or regulations; and*
- *Only lots are sold and the seller is not obligated to construct buildings thereon.*

Revenues from sale of land and houses, shophouses and other similar buildings are recognized based on the full accrual method when all the following conditions are met:

- *The sale is consummated;*
- *Sales price is collectible;*
- *The seller's receivable is not subject to future subordination over other loans of the buyer; and*
- *The seller has transferred to the buyer the risks and rewards of ownership in a transaction that is in substance a sale and does not have a substantial continuing involvement with the property.*

Apabila persyaratan tersebut di atas tidak dapat dipenuhi, maka seluruh uang yang diterima dari pembeli diperlakukan sebagai uang muka dan dicatat dengan *deposit method* sampai seluruh persyaratan tersebut dipenuhi.

If any of the above conditions is not met, the amounts received from the buyers are recorded as "Advances Received" using the deposit method, until all of the conditions are met.

Jenis keanggotaan dan fee keanggotaan golf sebagai berikut:

Golf membership and membership fees consist of the follow:

Keanggotaan	Fee keanggotaan Golf/*Membership fees*		Periode/ *Period*	*Type of Membership*
	Refundable	*Nonrefundable*		
Founder	90%	10%	1993 – 1995	*Founder*
Gold Chartered	50%	50%	1995 – 1996	*Gold Chartered*
Chartered	-	100%	1996 – sekarang/*now*	*Chartered*

Refundable *deposit* akan dikembalikan setelah 30 tahun senilai ekuivalen Rupiah pada saat penerimaan uang keanggotaan tersebut. Entitas mengakui *non refundable deposit* sebagai pendapatan pada saat deposit yang diterima telah mencapai 10% dari keseluruhan *fee* keanggotaan golf.

Refundable deposits will be returned to the members after 30 years at the Rupiah equivalent when the fees were received. Nonrefundable deposits are recognized as revenue when 10% of the golf membership fee has been collected.

Penjualan Barang

Pendapatan dari penjualan barang harus diakui bila seluruh kondisi berikut dipenuhi:

- Entitas dan Entitas Anak telah memindahkan risiko secara signifikan dan memindahkan manfaat kepemilikan barang kepada pembeli;
- Entitas dan Entitas Anak tidak lagi mengelola atau melakukan pengendalian efektif atas barang yang dijual;
- Jumlah pendapatan tersebut dapat diukur dengan andal;
- Besar kemungkinan manfaat ekonomi yang dihubungkan dengan transaksi akan mengalir kepada Entitas dan Entitas Anak tersebut; dan
- Biaya yang terjadi atau yang akan terjadi sehubungan transaksi penjualan dapat diukur dengan andal.

Sale of Goods

Revenue from sales of goods is recognized when all of the following conditions are satisfied:

- *The Entity and Subsidiaries have transferred to the buyer the significant risks and rewards of ownership of the goods;*
- *The Entity and Subsidiaries retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;*
- *The amount of revenue can be measured reliably;*
- *It is probable that the economic benefits associated with the transaction will flow to the Entity and Subsidiaries; and*
- *The cost incurred or to be incurred in respect of the transaction can be measured reliably.*

Penjualan Jasa

Pendapatan dari kontrak atas penyediaan jasa diakui dengan acuan pada tingkat penyelesaian berdasarkan kontrak.

Rendering of Services

Revenue from contract to provide services is recognized by reference to the percentage of completion of the contract.

Beban

Beban diakui pada saat terjadinya.

Expenses

Expenses are recognized when incurred.

t. Pajak Penghasilan

Pajak Penghasilan Final

Berdasarkan peraturan pajak yang berlaku, pajak penghasilan Entitas dari pengalihan hak atas tanah dan/atau bangunan dihitung secara final sebesar 1% untuk pengalihan bersubsidi dan 5% untuk pengalihan tidak bersubsidi dari nilai penjualan.

t. Income Tax

Final Income Tax

In accordance with the prevailing tax regulation, the Entity's income from transfer of right and/or building is subject to a final tax calculated at 1% for subsidy transfer and 5% for non-subsidy transfer of the sales price.

Perbedaan nilai tercatat aset atau liabilitas yang berhubungan dengan pajak penghasilan final dengan dasar pengenaan pajaknya tidak diakui sebagai aset atau liabilitas pajak tangguhan.

Deferred tax asset or liability is not recognized for the difference between the financial statement carrying amounts of existing assets and liabilities, and their respective final tax bases.

Beban pajak diakui secara proporsional dengan jumlah pendapatan menurut akuntansi yang diakui pada tahun berjalan.

Tax expense is recognized in proportion to the total revenues in the consolidated statement of income for the current year.

Selisih antara jumlah pajak penghasilan final yang telah dibayar dengan jumlah yang dibebankan sebagai pajak kini pada perhitungan laba rugi diakui sebagai pajak dibayar di muka atau hutang pajak.

The difference between the final income tax paid and the current tax expense in the consolidated statement of income is recognized as prepaid tax or tax payable.

Pajak Penghasilan Tidak Final

Non-Final Income Tax

Beban pajak kini ditentukan berdasarkan laba kena pajak dalam periode yang bersangkutan yang dihitung berdasarkan tarif pajak yang berlaku.

Current tax expense is determined based on the taxable income for the year computed using prevailing tax rates.

Aset dan liabilitas pajak tangguhan diakui atas konsekuensi pajak periode mendatang yang timbul dari perbedaan jumlah tercatat aset dan liabilitas menurut laporan keuangan dengan dasar pengenaan pajak aset dan liabilitas. Liabilitas pajak tangguhan diakui untuk semua perbedaan temporer kena pajak dan aset pajak tangguhan diakui untuk perbedaan temporer yang boleh dikurangkan dan akumulasi rugi fiskal, sepanjang besar kemungkinan dapat dimanfaatkan untuk mengurangi laba kena pajak pada masa datang.

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax liabilities are recognized for all taxable temporary differences and deferred tax assets are recognized for deductible temporary differences and cumulative tax loss to the extent that it is probable that taxable income will be available in future periods against which can be utilized.

Pajak tangguhan diukur dengan menggunakan tarif pajak yang berlaku atau secara substansial telah berlaku pada tanggal posisi keuangan. Pajak tangguhan dibebankan atau dikreditkan dalam laporan laba rugi, kecuali pajak tangguhan yang dibebankan atau dikreditkan langsung ke ekuitas.

Deferred tax is calculated at the tax rates that have been enacted or substantively enacted by the statements of financial position date. Deferred tax is charged or credited in the statement of operations, except when it relates to items charged or credited directly to equity (capital deficiency), in which case the deferred tax is also charged or credited directly to equity.

Aset dan liabilitas pajak tangguhan disajikan di posisi keuangan, kecuali aset dan liabilitas pajak tangguhan untuk entitas yang berbeda, atas dasar kompensasi sesuai dengan penyajian aset dan liabilitas pajak kini.

Deferred tax assets and liabilities are offset in the statements of financial position, except if these are for different legal entities, in the same manner the current tax assets and liabilities are presented.

u. Imbalan Kerja

u. Employee Benefits

Entitas dan Entitas Anak mengakui kewajiban atas imbalan kerja karyawan yang tidak didanai sesuai dengan Undang-undang Ketenagakerjaan No. 13/2003 tanggal 25 Maret 2003 (UU No. 13/2003).

The Entity and Subsidiary recognize an unfunded employee benefits liability in accordance with Labor Law No. 13/2003 dated March 25, 2003 (UU No. 13/2003).

Sesuai dengan PSAK No. 24 (Revisi 2004) mengenai "Imbalan Kerja", biaya penyisihan imbalan kerja karyawan menurut UU No. 13/2003 ditentukan berdasarkan penilaian aktuaria menggunakan metode Projected Unit Credit. Keuntungan dan kerugian aktuaria diakui sebagai penghasilan atau beban apabila akumulasi keuntungan dan kerugian aktuaria bersih yang belum diakui pada akhir tahun pelaporan sebelumnya melebihi 10% dari jumlah yang lebih besar antara nilai kini imbalan pasti dan nilai wajar aset program pada tanggal posisi keuangan. Keuntungan dan kerugian aktuaria ini diamortisasi dengan menggunakan metode garis lurus

Under PSAK No. 24 (Revised 2004) regarding "Employee Benefits", the cost of providing employee benefits under the Law is determined using the Projected Unit Credit actuarial valuation method. Actuarial gains and losses are recognized as income or expense when the net cumulative unrecognized actuarial gains and losses at the end of the previous reporting year exceeded the greater amount between 10% of the present value of the defined benefit obligation and the fair value of any plan assets at statements of financial position date. These gains or losses are amortized on a straight-line method over the

(*straight-line method*) berdasarkan rata-rata sisa masa kerja karyawan. Kemudian, biaya jasa lalu yang timbul akibat penerapan program imbalan pasti atau perubahan program imbalan pasti yang terhutang, diamortisasi dengan menggunakan metode garis lurus sampai imbalan tersebut menjadi hak karyawan (*vested*).

expected average remaining working lives of the employees. Further, past service costs arising from the introduction of a defined benefit plan or changes in the existing defined benefit plan, are amortized using the straight line method until such benefit become vested.

v. Laba per Saham Dasar

Laba per saham dihitung dengan membagi jumlah laba komprehensif periode/tahun berjalan dengan jumlah rata-rata tertimbang saham yang beredar pada periode/tahun yang bersangkutan.

v. Basic Earnings per Share

Basic earnings per share is computed by dividing total comprehensive income current period/year by the weighted average number of shares outstanding during the period/year.

w. Informasi Segmen

Efektif tanggal 1 Januari 2011, PSAK No. 5 (Revisi 2009) mengharuskan segmen operasi diidentifikasi berdasarkan laporan internal mengenai komponen dari Entitas dan Entitas Anak yang secara regular direview oleh "pengambil keputusan operasional" dalam rangka mengalokasikan sumber daya dan menilai kinerja segmen operasi. Kebalikan dengan standar sebelumnya yang mengharuskan Entitas dan Entitas Anak mengidentifikasi dua segmen (bisnis dan geografis), menggunakan pendekatan risiko dan pengembalian.

PSAK revisi ini mengatur pengungkapan yang memungkinkan pengguna laporan keuangan untuk mengevaluasi sifat dan dampak keuangan dari aktivitas bisnis yang mana entitas terlibat dan lingkungan ekonomi dimana entitas beroperasi.

Segmen operasi adalah suatu komponen dari Entitas atau Entitas Anak:

- Yang melibatkan dalam aktivitas bisnis yang mana memperoleh pendapatan dan menimbulkan beban (termasuk pendapatan dan beban terkait dengan transaksi dengan komponen lain entitas yang sama);
- Hasil operasinya dikaji ulang secara regular oleh pengambil keputusan tentang sumber daya yang dialokasikan pada segmen tersebut dan kinerjanya; dan
- Tersedia informasi keuangan yang dapat dipisahkan.

Pendapatan, beban, hasil, aset dan liabilitas segmen termasuk item-item yang dapat diatribusikan langsung kepada suatu segmen serta hal-hal yang dapat dialokasikan dengan dasar yang sesuai kepada segmen tersebut. Segmen ditentukan sebelum saldo dan transaksi antar Entitas dan Entitas Anak, dieliminasi sebagai bagian dari proses konsolidasi.

Penerapan PSAK No. 5 (Revisi 2009) tidak berpengaruh signifikan terhadap laporan keuangan konsolidasi.

w. Segment Information

Effective January 1, 2011, PSAK No. 5 (Revised 2009) requires operating segments to be identified on the basis of internal reports about components of the Entity and Subsidiaries that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segments and to assess their performances. In contrast, the predecessor standard required the Entity and Subsidiaries to identify two sets of segments (business and geographical), using a risks and returns approach.

The revised PSAK requires disclosures that will enable users of financial statements to evaluate the nature and financial effects of the business activities in which the entity engages and the economic environments in which it operates.

Operating segments is a component of the Entity or Subsidiaries:

- *Involving in business activities which earn income and create a load (including revenues and expenses related to transactions with other components of the same entity);*
- *The results of operations are reviewed regularly by pengembil decisions about the resources allocated to the segment and its performance; and*
- *Available financial information which can be separated.*

Segment revenue, expenses, results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis to that segment. They are determined before Entity and Subsidiaries balances and transactions are eliminated.

The adoption of PSAK No. 5 (Revised 2009) did not have significant impact on the consolidated financial statements.

3. ESTIMASI DAN PERTIMBANGAN AKUNTANSI PENTING

Laporan keuangan konsolidasi telah disusun sesuai dengan Standar Akuntansi Keuangan di Indonesia yang mewajibkan manajemen untuk membuat estimasi dan asumsi serta terus melakukan dievaluasi berdasarkan pengalaman historis dan faktor lainnya, termasuk ekspektasi dari peristiwa masa depan yang diyakini wajar yang mempengaruhi jumlah-jumlah yang dilaporkan dalam laporan keuangan sehubungan dengan adanya ketidakpastian yang melekat dalam membuat estimasi, hasil sebenarnya yang dilaporkan di masa mendatang dapat berbeda dengan jumlah estimasi yang dibuat.

Estimasi, asumsi dan pertimbangan yang memiliki pengaruh signifikan terhadap jumlah tercatat aset dan liabilitas adalah sebagai berikut:

a. Penyisihan Piutang Ragu-ragu

Entitas dan Entitas Anak mengevaluasi akun tertentu jika terdapat informasi bahwa pelanggan yang bersangkutan tidak dapat memenuhi kewajiban keuangannya. Dalam hal tersebut, Entitas dan Entitas Anak mempertimbangkan, berdasarkan fakta dan situasi yang tersedia, termasuk namun tidak terbatas pada, jangka waktu hubungan dengan pelanggan dan status kredit dari pelanggan dan faktor pasar yang telah diketahui, untuk mencatat provisi spesifik atas jumlah piutang guna mengurangi jumlah piutang pada jumlah yang diharapkan dapat diterima. Provisi spesifik ini dievaluasi kembali dan disesuaikan jika tambahan informasi yang diterima mempengaruhi jumlah penyisihan untuk piutang ragu-ragu.

b. Aset Tetap

Manajemen Entitas dan Entitas Anak melakukan penelaahan berkala atas masa manfaat aset tetap berdasarkan faktor-faktor seperti kondisi teknis dan perkembangan teknologi di masa depan.

Manajemen akan menyesuaikan beban penyusutan jika masa manfaatnya berbeda dari estimasi sebelumnya atau manajemen akan menghapusbukukan atau melakukan penurunan nilai atas aset yang secara teknis telah usang atau aset non-strategis yang dihentikan penggunaannya atau dijual.

Entitas dan Entitas Anak melakukan revaluasi atas aset tetap pada tanggal 30 April 2011 dalam rangka pelaksanaan kuasi. Revaluasi ini tidak mengubah umur manfaat ekonomis aset tetap namun hasil operasi di masa depan akan dipengaruhi secara material atas perubahan kenaikan nilai buku yang akan di bebankan di masa-masa mendatang (lihat Catatan 4 dan 10).

c. Pajak Penghasilan

Entitas dan Entitas Anak beroperasi di bawah peraturan perpajakan di Indonesia. Pertimbangan yang signifikan diperlukan untuk menentukan provisi pajak penghasilan dan pajak pertambahan nilai. Apabila keputusan final atas pajak tersebut berbeda dari jumlah yang pada awalnya

3. CRITICAL ACCOUNTING ESTIMATED AND JUDGEMENTS

The consolidated financial statements have been prepared in accordance with the Indonesian Financial Accounting Standards which requires management of Entity and Subsidiaries to make estimations, assumptions and continue evaluate based on historical experience and other factors, including expectations of future events that are believed to be reasonable, that affect amounts reported therein in connection with due to inherent uncertainty in making estimates, actual results reported in future periods may differ from those estimates.

The estimates, assumptions and judgments that have a significant effect on the carrying amounts of assets and liabilities are as follows:

a. Allowances for Doubtful Account

The Entity and Subsidiaries evaluates specific accounts where it has information that certain customers are unable to meet their financial obligations. In these cases, the Entity and Subsidiaries uses judgment, based on the best available facts and circumstances, including but not limited to, the length of its relationship with the customer and the customer's current credit status and known market factors, to record specific provisions against amounts due to reduce its receivable amounts that expects to collect. These specific provisions are re-evaluated and adjusted as additional information received affects the amounts of allowance for impairment of trade receivables.

b. Property and Equipment

The Entities and Subsidiaries management reviews periodically the estimated useful lives of property and equipment based on factors such as technical specification and future technological developments.

Management will revise the depreciation charge where useful lives are different to those previously estimated, or it will write-off or write down assets which technically obsolete or non-strategic assets that have been abandoned or sold.

As of April 30, 2011, Entity and Subsidiaries revaluated property and equipment in connection to implementation quasi. The revaluation does not change the useful life of property and equipment, therefore, the result of future operation will be materially affected by changes of net book value that is expenses in future (see Notes 4 and 10).

c. Income Tax

The Entity and Subsidiaries operates under the tax regulations in Indonesia. Significant judgement is required in determining the provision for income taxes and value added taxes. Where the final tax outcome of these matters is different from the

dicatat, perbedaan tersebut akan dicatat di laporan laba rugi konsolidasi pada periode dimana hasil tersebut dikeluarkan.

amounts that were initially recorded, such differences will recorded at consolidated profit and loss account in the period in which such determination is made.

d. Imbalan Kerja

Nilai kini liabilitas imbalan kerja tergantung pada sejumlah faktor yang ditentukan dengan menggunakan asumsi aktuaria. Asumsi yang digunakan dalam menentukan biaya bersih untuk pensiun termasuk tingkat pengembalian jangka panjang yang diharapkan atas aset program dan tingkat diskonto yang relevan. Setiap perubahan dalam asumsi ini akan berdampak pada nilai tercatat liabilitas imbalan kerja.

Asumsi tingkat pengembalian yang diharapkan atas aset program ditentukan secara seragam, dengan mempertimbangkan pengembalian historis jangka panjang, alokasi aset dan perkiraan masa depan atas pengembalian investasi jangka panjang.

Asumsi penting lainnya untuk liabilitas imbalan kerja sebagian didasarkan pada kondisi pasar saat ini.

Penyusunan laporan keuangan konsolidasi sesuai dengan Standar Akuntansi Keuangan di Indonesia mengharuskan manajemen membuat estimasi dan asumsi yang mempengaruhi jumlah aset dan liabilitas yang dilaporkan dan pengungkapan aset dan liabilitas kontinjensi pada tanggal laporan keuangan serta jumlah pendapatan dan beban selama periode pelaporan. Realisasi dapat berbeda dengan jumlah yang diestimasi.

d. Employee Benefits

The present value of the employee benefits obligation depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost for pensions include the expected long-term rate of return on the relevant plan assets and the discount rate. Any changes in these assumptions will impact the carrying amount of employee benefits obligation.

The expected return on plan assets assumption is determined on a uniform basis, taking into consideration long-term historical returns, asset allocation and future estimates of long-term investment returns.

Other key assumptions for employee benefits obligation are based in part on current market conditions.

The preparation of the consolidated financial statements in conformity with Indonesian Financial Accounting Standards requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

4. KUASI REORGANISASI

Sesuai dengan PSAK No. 51 (Revisi 2003) (PSAK No. 51) mengenai "Akuntansi Kuasi Reorganisasi", kuasi reorganisasi (kuasi) merupakan prosedur akuntansi yang mengatur Entitas merestrukturisasi ekuitasnya dengan menghilangkan defisit dan menilai kembali seluruh aset dan kewajibannya berdasarkan nilai wajar.

Pada tanggal 30 April 2011, Entitas melakukan kuasi sesuai dengan PSAK No. 51, untuk mengeliminasi saldo defisit sebesar Rp 1.001.993.611. Pelaksanaan kuasi didasarkan atas keyakinan yang memadai bahwa Entitas setelah kuasi akan dapat mempertahankan kelangsungan usahanya (*going concern*).

Penentuan nilai wajar aset dan kewajiban dalam rangka kuasi dilakukan sesuai dengan nilai wajar pada tanggal kuasi reorganisasi. Apabila nilai pasar tidak tersedia atau tidak menggambarkan nilai yang sebenarnya, estimasi nilai wajar aset dan kewajiban dilakukan dengan mempertimbangkan nilai wajar instrumen lain yang substansinya sejenis, estimasi perhitungan nilai sekarang, atau arus kas diskonto. Sedangkan untuk aset dan kewajiban tertentu, penilaian dilakukan sesuai dengan PSAK terkait. Selisih lebih atas penilaian aset dan kewajiban Entitas dicatat pada akun "Selisih Penilaian Aset

4. QUASI-REORGANIZATION

According to PSAK No, 51 (Revised 2003) (PSAK No. 51), regarding "Accounting for Quasi-Reorganization", quasi-reorganization (quasi) represent accounting procedure which regulated company to restructure the equity by eliminating deficit and revaluating assets and liabilities which are stated at fair value.

As of April 30, 2011, the Entity applied quasi based on PSAK No. 51, to eliminated deficit balance amounted to Rp 1,001,993,611. Execution of the quasi based on strong confidence that after the quasi, the Entity has ability to continue as a going concern entity.

In connection with the quasi, fair value of assets and liabilities was determined based on fair value on quasi-reorganization date. If market value is not available or not depict value in fact, fair value estimated of assets and liabilities is conducted by considering fair value of other similar instrument which its of a kind, estimation of present value calculation, or discounted cash flow. For certain assets and liabilities, assessment based on related PSAK. The revaluation increment on the Entity's assets and

dan Kewajiban". Sedangkan selisih penilaian aset dan kewajiban Entitas Anak dicatat pada akun "Selisih transaksi Perubahan Ekuitas Entitas Anak".

liabilities was presented as "Difference in Valuation of Assets and Liabilities". Therefore, the revaluation increment on the Subsidiaries assets and liabilities was present as "Difference in Equity Transactions of Subsidiary".

Selisih penilaian aset dan liabilitas Entitas sebagai hasil dari penyesuaian nilai wajar aset dan liabilitas, yang diambil dari penilaian kembali aset dan liabilitas Entitas sesuai nilai wajar berdasarkan Laporan Penilai Independen Kantor Jasa Penilai Publik Amin Nirwan Alfiantori & Rekan sebesar Rp 236.504.601. Sedangkan selisih penilaian aset dan liabilitas Entitas Anak sebagai akibat penyesuaian nilai wajar aset dan liabilitas sesuai nilai wajar berdasarkan Laporan Penilai Independen Kantor Jasa Penilai Publik Doli Siregar & Rekan sebesar Rp 17.092.533, dimana selisih penilaian kembali aset dan liabilitas masing-masing Entitas Anak yang sesuai dengan persentase kepemilikannya sebesar Rp 9.336.513.

Difference in valuation of assets and liabilities of Entitiy as a result of fair value adjustments of assets and liabilities, which is taken from the revaluation of assets and liabilities of the Entity according to fair value based on the Independent Appraisal Report, the Independent Assessor's Public Service Amin Nirwan Alfiantori & Rekan amounting to Rp 236,504,601. Therefore, difference in valuation of assets and liabilities as a result of Subsidiaries fair value adjustments of assets and liabilities according to fair value based on the Independent Appraisal Report, the Independent Assessor's Public Service Doli Siregar & Rekan amounting to Rp 17,092,533, where the difference in valuation of assets and liabilities of each Subsidiaries according to the percentage of ownership amounting to Rp 9,336,513.

Perhitungan eliminasi atas saldo defisit Entitas pada tanggal 30 April 2011 sebesar Rp 1.001.993.611 adalah sebagai berikut:

Elimination calculation amounting to the Entity deficit as of April 30, 2011 amounting to Rp 1,001,993,611 are as follows:

	30 April 2011/ *April 30, 2011*	
Saldo defisit	(1.001.993.611)	*Deficits*
Selisih penilaian aset dan liabilitas	236.504.601	*Revaluation increment in assets and liabilities*
Selisih transaksi perubahan ekuitas Entitas Anak	9.528.520	*Differences in equity transactions of Subsidiary*
Tambahan modal disetor	26.725.833	*Additional paid-in capital*
Modal ditempatkan dan disetor penuh *)	729.234.657	*Issued and fully paid capital *)*
Jumlah	-	*Total*

*) Penurunan nilai nominal saham sebesar Rp 729.234.657 yang digunakan untuk mengeliminasi saldo defisit Entitas merupakan selisih modal saham akibat penurunan nilai nominal saham dari Rp 500 (Rupiah penuh) per saham menjadi Rp 318 (Rupiah penuh) per saham (lihat Catatan 22).

**) Decrease the par value of Rp 729,234,657 which is used to eliminate the deficit Entity represents the excess of capital stock due to reduction in par value from Rp 500 (full amount) per share to Rp 318 (full amount) per share (see Note 22).*

Laporan posisi keuangan konsolidasi pada tanggal 30 April 2011, sebelum dan sesudah kuasi sebagai berikut:

The consolidated statement of financial position as of April 30, 2011, before and after quasi are as follows:

	30 April 2011 (Sebelum Kuasi Reorganisasi)/ *April 30, 2011 (Before Quasi-Reorganization)*	30 April 2011 (Setelah Kuasi Reorganisasi)/ *April 30, 2011 (After Quasi-Reorganization)*	
ASET			***ASSETS***
Kas dan setara kas			*Cash and cash equivalents*
Pihak berelasi	65.162.153	65.162.153	*Related party*
Pihak ketiga	99.466.467	99.466.467	*Third parties*
Piutang usaha – pihak ketiga – bersih	7.610.952	7.610.952	*Trade receivables – third parties – net*
Piutang lain – pihak ketiga – bersih	4.196.620	4.196.620	*Others receivables – third parties – net*

	30 April 2011 (Sebelum Kuasi Reorganisasi)/ *April 30, 2011 (Before Quasi-Reorganization)*	30 April 2011 (Setelah Kuasi Reorganisasi)/ *April 30, 2011 (After Quasi-Reorganization)*	
Persediaan	1.216.753	1.216.753	*Inventories*
Biaya dibayar di muka	2.040.443	2.040.443	*Prepaid expenses*
Pajak dibayar di muka	6.395.061	6.395.061	*Prepaid taxes*
Aset real estat	1.734.771.268	1.941.595.256	*Real estate assets*
Uang muka	11.844.907	11.844.907	*Advance payments*
Piutang pihak berelasi	2.024.097	2.024.097	*Due from related parties*
Aset pajak tangguhan	396.404	396.404	*Deferred tax assets*
Investasi saham	225.000	225.000	*investments in stock*
Aset tetap – setelah dikurangi akumulasi penyusutan	169.453.821	216.226.967	*Property and equipment – net of accumulated depreciation*
Aset lain-lain	882.369	882.368	*Other assets*
JUMLAH ASET	2.105.686.315	2.359.283.448	***TOTAL ASSETS***
LIABILITAS DAN EKUITAS			***LIABILITIES AND STOCKHOLDERS' EQUITY***
LIABILITAS			***LIABILITIES***
Hutang bank	25.722.089	25.722.089	*Bank loan*
Hutang usaha – pihak ketiga	1.454.286	1.454.286	*Trade payables – third parties*
Hutang lain-lain	12.263.817	12.263.817	*Other payables*
Hutang pajak	2.788.265	2.788.265	*Taxes payable*
Beban masih harus dibayar	1.799.506	1.799.506	*Accrued expenses*
Uang muka diterima	136.841.493	136.841.493	*Advances received*
Hutang obligasi	22.710.751	22.710.751	*Bonds payable*
Hutang obligasi konversi	93.626.859	93.626.859	*Convertible bonds payable*
Liabilitas derivatif	4.938.169	4.938.169	*Derivative liabilities*
Hutang sewa pembiayaan	34.813	34.813	*Obligations under finance leases*
Hutang lembaga keuangan	176.610	176.610	*Financial institution loans*
Jaminan keanggotaan golf	3.333.749	3.333.749	*Golf membership deposits*
Pendapatan bunga yang ditangguhkan	11.307.600	11.307.600	*Deferred interest income*
Liabilitas diestimasi atas imbalan kerja	17.453.383	17.453.383	*Estimated liabilities for employee benefits*
JUMLAH LIABILITAS	334.451.390	334.451.390	***TOTAL LIABILITIES***
EKUITAS			***STOCKHOLDERS' EQUITY***
Ekuitas yang dapat diatribusikan kepada pemilik entitas induk			***Stockholders' equity attributable to owners of the parent entity***
Modal ditempatkan dan disetor penuh	2.003.391.915	1.274.157.258	*Issued and fully paid capital*
Tambahan modal disetor	28.974.122	2.248.289	*Additional paid-in capital*
Uang muka pemesanan saham	247.361.798	247.361.798	*Advance for subscription of shares*
Selisih transaksi perubahan ekuitas Entitas Anak	192.007	-	*Differences in equity transactions of Subsidiary*
Defisit	(1.001.993.611)	-	*Deficits*
Sub-jumlah	1.277.926.231	1.523.767.345	*Sub-total*
Kepentingan nonpengendali	493.308.694	501.064.713	*Non-controlling interest*
JUMLAH EKUITAS	1.771.234.925	2.024.832.058	***TOTAL STOCKHOLDERS' EQUITY***
JUMLAH LIABILITAS DAN EKUITAS	2.105.686.315	2.359.283.448	***TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY***

5. KAS DAN SETARA KAS / *5. CASH AND CASH EQUIVALENTS*

Akun ini terdiri dari: / *This account consists of:*

	31 Desember 2011/ *December 31, 2011*	30 April 2011/ *April 30, 2011*	31 Desember 2010/ *December 31, 2010*	
Kas	91.000	109.500	99.500	*Cash on hand*
Bank :				*Cash in banks:*
Pihak berelasi - PT Bank Sinarmas Tbk (lihat Catatan 37)				*Related parties - PT Bank Sinarmas Tbk (see Note 37)*
Rupiah	220.900	-	-	*Rupiah*
Dolar Amerika Serikat	5.112	-	-	*U.S. Dollar*
Pihak Ketiga				*Third Parties*
Rupiah:				*Rupiah:*
PT Bank Mega Tbk	12.027.302	7.349.382	3.186.291	*PT Bank Mega Tbk*
PT Bank Mandiri (Persero) Tbk	6.502.090	2.072.605	2.760.308	*PT Bank Mandiri (Persero) Tbk*
PT Bank Internasional Indonesia Tbk	4.150.892	5.999.894	5.213.229	*PT Bank Internasional Indonesia Tbk*
PT Bank Danamon Indonesia Tbk	1.261.606	16.905.001	2.073.537	*PT Bank Danamon Indonesia Tbk*
PT Bank Central Asia Tbk	933.725	2.009.787	467.486	*PT Bank Central Asia Tbk*
PT Bank Rakyat Indonesia (Persero) Tbk	630.044	2.635.595	446.946	*PT Bank Rakyat Indonesia (Persero) Tbk*
PT Bank Pembangunan Daerah Jawa Barat dan Banten Tbk	541.493	612.234	252.706	*PT Bank Pembangunan Daerah Jawa Barat dan Banten Tbk*
PT Bank Permata Tbk	476.339	1.366.925	131.358	*PT Bank Permata Tbk*
PT Bank Tabungan Negara (Persero) Tbk	68.106	102.605	10.047.827	*PT Bank Tabungan Negara (Persero) Tbk*
PT Bank OCBC NISP Tbk	21.489	21.928	22.149	*PT Bank OCBC NISP Tbk*
PT Bank Commonwealth	3.776	3.534	3.638	*PT Bank Commonwealth*
PT Bank UOB Buana	-	-	30.133	*PT Bank UOB Buana*
Dolar Amerika Serikat:				*U.S. Dollar:*
PT Bank Internasional Indonesia Tbk	360.310	95.878	1.083.486	*PT Bank Internasional Indonesia Tbk*
PT Bank UOB Buana	-	-	11.360	*PT Bank UOB Buana*
Sub-jumlah	27.203.184	39.175.368	25.730.454	*Sub-total*
Deposito berjangka				*Time deposits*
Pihak berelasi - PT Bank Sinarmas Tbk (lihat Catatan 37)				*Related parties - PT Bank Sinarmas Tbk (see Note 37)*
Rupiah	44.715.748	46.931.813	40.858.699	*Rupiah*
Dolar Amerika Serikat	7.509.892	18.230.340	18.557.939	*U.S. Dollar*
Pihak Ketiga				*Third Parties*
Rupiah:				*Rupiah:*
PT Bank Pan Indonesia Tbk	42.869.303	405.574	22.192.720	*PT Bank Pan Indonesia Tbk*
PT Bank Internasional Indonesia Tbk	17.114.151	26.648.689	16.988.074	*PT Bank Internasional Indonesia Tbk*
PT Bank Mega Tbk	10.000.000	-	2.097.505	*PT Bank Mega Tbk*

	31 Desember 2011/ *December 31, 2011*	30 April 2011/ *April 30, 2011*	31 Desember 2010/ *December 31, 2010*	
PT Bank Mandiri (Persero) Tbk	1.039.524	310.895	-	*PT Bank Mandiri (Persero) Tbk*
PT Bank Danamon Indonesia Tbk	32.392	11.444.474	11.145.312	*PT Bank Danamon Indonesia Tbk*
PT Bank OCBC NISP Tbk	15.000	1.761.510	1.760.164	*PT Bank OCBC NISP Tbk*
PT Bank Ekonomi Raharja Tbk	-	9.005.402	-	*PT Bank Ekonomi Raharja Tbk*
PT Bank Permata Tbk	-	8.039.408	-	*PT Bank Permata Tbk*
PT Bank Tabungan Negara (Persero) Tbk	-	2.000.000	2.000.000	*PT Bank Tabungan Negara (Persero) Tbk*
Dolar Amerika Serikat :				*U.S. Dollar :*
PT Bank Internasional Indonesia Tbk	10.123.640	565.647	590.908	*PT Bank Internasional Indonesia Tbk*
PT Bank Rakyat Indonesia (Persero) Tbk	2.208.098	-	-	*PT Bank Rakyat Indonesia (Persero) Tbk*
Sub-jumlah	135.627.748	125.343.752	116.191.321	*Sub-total*
Jumlah	162.921.932	164.628.620	142.021.275	*Total*
Tingkat bunga deposito berjangka per tahun				*Interest rates per annum on time deposits*
Rupiah	6,50%-9,50%	7,00%-9,00%	7,00%-9,25%	*Rupiah*
Dolar Amerika Serikat	1,20%-2,25%	2,00%-2,25%	1,25%-2,50%	*U.S. Dollar*

6. PIUTANG USAHA / *TRADE RECEIVABLES*

Akun ini terdiri dari: / *This account consists of:*

	31 Desember 2011/ *December 31, 2011*	30 April 2011/ *April 30, 2011*	31 Desember 2010/ *December 31, 2010*	
Pihak Ketiga				*Third Parties*
Penjualan tanah dan bangunan	16.234.351	6.271.491	8.842.137	*Sale of land and houses*
Pengoperasian lapangan golf dan *country club*	1.050.418	1.052.902	1.228.801	*Operation of golf course and country club*
Estat manajemen	1.156.720	1.214.221	1.174.612	*Estate management*
Lain-lain	339.158	36.852	6.153	*Others*
Jumlah	18.780.647	8.575.466	11.251.703	*Total*
Penyisihan piutang ragu-ragu	(1.044.514)	(964.514)	(927.741)	*Allowance for doubtful accounts*
Bersih	17.736.133	7.610.952	10.323.962	*Net*
Mutasi penyisihan piutang ragu-ragu:				*Mutation of allowance for doubtful accounts:*
Saldo awal	927.741	927.741	807.908	*Beginning balance*
Penambahan (lihat Catatan 31)				*Additions (see Note 31)*
Entitas	120.000	40.000	818.228	*Entity*
Entitas Anak	-	-	920.000	*Subsidiary*
Penghapusan/penyesuaian	(3.227)	(3.227)	(1.618.395)	*Write-off/adjustment*
Saldo akhir	1.044.514	964.514	927.741	*Ending balance*

Tidak terdapat jaminan yang diterima atas piutang tersebut.

There is no collateral accepted on this receivable.

Manajemen berpendapat bahwa penyisihan piutang ragu-ragu adalah cukup untuk menutupi penurunan nilai piutang usaha yang mungkin timbul dari tidak tertagihnya piutang dan tidak terdapat risiko yang terkonsentrasi secara signifikan atas piutang usaha.

Management believes that the allowance for doubtful accounts is adequate to cover possible impairment of trade receivables on uncollectible receivables. Management also believes that there are no significant concentrations of credit risk in the above receivables.

7. PAJAK DIBAYAR DI MUKA / *7. PREPAID TAXES*

Akun ini terdiri dari: / *This account consists of:*

	31 Desember 2011/ *December 31, 2011*	30 April 2011/ *April 30, 2011*	31 Desember 2010/ *December 31, 2010*	
Pajak Penghasilan Final				*Income Final Tax*
Entitas	3.042.183	1.871.064	1.744.996	*Entity*
Entitas Anak	4.375.131	4.030.912	3.662.261	*Subsidiaries*
Pajak Pertambahan Nilai	972.556	493.085	633.065	*Value Added Tax*
Jumlah	8.389.870	6.395.061	6.040.322	*Total*

8. UANG MUKA / *8. ADVANCE PAYMENTS*

Akun ini terdiri dari: / *This account consists of:*

	31 Desember 2011/ *December 31, 2011*	30 April 2011/ *April 30, 2011*	31 Desember 2010/ *December 31, 2010*	
Tanah di Bekasi	17.559.415	3.709.906	256.447	*Land in Bekasi*
Uang muka perijinan	7.163.668	2.599.751	2.024.035	*Advance payment for permit*
Proyek Water Joy	209.117	1.215.930	65.647	*Water Joy Project*
Tanah di Kuningan	-	-	6.499.397	*Land in Kuningan*
Lain-lain	5.463.804	4.319.320	2.445.974	*Others*
Jumlah	30.396.004	11.844.907	11.291.500	*Total*

Uang muka pembelian tanah di Bekasi, Jawa Barat, dilakukan DLS dan DRP, Entitas Anak, untuk tanah seluas 41,05 hektar.

Advance payments for the land in Bekasi, West Java, represent down payment for the acquisition of 41.05 hectare lot by DLS and DRP, Subsidiaries.

Uang muka proyek Water Joy merupakan biaya konsultan dan biaya kontraktor untuk pemasangan pondasi bangunan.

Advance payments of Water Joy's project, represents consultant fees and contractor costs for the installation of building foundations.

Uang muka pembelian tanah di Kuningan, Jakarta, dilakukan oleh PM, Entitas Anak, untuk tanah seluas satu hektar. PM, Entitas Anak, telah mendapatkan pengembalian atas uang muka ini sebesar Rp 7.500.000 pada tahun 2011 dan US$ 1.200.000 pada tahun 2010 (lihat Catatan 39c).

Advance payments for the land in Kuningan, Jakarta, represent down payments for the acquisition of a one-hectare lot by PM, Subsidiary. PM, Subsidiary, has received refund of this advance payment amounting to Rp 7,500,000 in 2011 and US$ 1,200,000 in 2010 (see Note 39c).

The original consolidated financial statements included herein are in the Indonesian language.

9. ASET REAL ESTAT / *REAL ESTATE ASSETS*

Akun ini terdiri dari: / *This account consists of:*

	31 Desember 2011/ *December 31, 2011*	30 April 2011/ *April 30, 2011*	31 Desember 2010/ *December 31, 2010*	
Tanah dan bangunan siap dijual				*Land and buildings ready for sale*
Rancamaya *phase* I	81.785.965	92.925.870	29.410.977	*Rancamaya phase I*
Rancamaya *phase* II	307.581.259	328.763.700	113.341.780	*Rancamaya phase II*
Harvest City	227.356.660	91.260.700	6.712.119	*Harvest City*
Rumah tinggal dan ruko	21.959.962	7.923.206	12.848.880	*Houses and shophouses*
Juniper Forest	14.178.660	18.105.950	3.919.113	*Juniper Forest*
Commercial Centre	3.029.486	3.004.900	5.140.621	*Commercial Centre*
Sub-jumlah	655.891.992	541.984.326	171.373.490	*Sub-total*
Bangunan yang sedang dikonstruksi				*Building under construction*
Harvest City	24.373.004	45.704.800	16.933.613	*Harvest City*
Tanah yang sedang dikembangkan				*Land under development*
Harvest City	402.499.260	477.913.000	401.916.557	*Harvest City*
Rancamaya *Phase* III	44.760.054	49.428.870	174.899.570	*Rancamaya Phase III*
Sub-jumlah	447.259.314	527.341.870	576.816.127	*Sub-total*
Tanah yang belum dikembangkan				*Land for development*
Tanah di Bekasi	673.697.014	659.517.000	829.316.594	*Land in Bekasi*
Tanah di Rancamaya	209.949.909	167.047.260	120.058.600	*Land in Rancamaya*
Sub-jumlah	883.646.923	826.564.260	949.375.194	*Sub-total*
Jumlah	2.011.171.233	1.941.595.256	1.714.498.424	*Total*

Pada tanggal 31 Desember 2011, luas bersih tanah siap dijual Rancamaya Phase I seluas 6,81 hektar, Rancamaya Phase II seluas 35,36 hektar, Rancamaya Commercial Center seluas 11,67 hektar dan Harvest City seluas 13,48 hektar.

As of December 31, 2011, Rancamaya Phase I land consists of 6.81 hectares, Rancamaya Phase II land consists of 35.36 hectares, Rancamaya Commercial Centre consists of 11.67 hectares and Harvest City consists of 13.48 *hectares.*

Pada tanggal 31 Desember 2011, luas bersih tanah yang sedang dikembangkan Rancamaya Phase III seluas 13,03 hektar dan Harvest City seluas 27,44 hektar.

As of December 31, 2011, land under development in Rancamaya Phase III consist of 13.03 hectares and Harvest City consist of 27.44 *hectares.*

Tanah di daerah Bekasi dan Bogor, Jawa Barat, merupakan tanah yang telah dibebaskan dan dimiliki oleh CNMP dan Entitas Anak, luas kotor yang telah dibebaskan seluas 624,38 hektar. CNMP dan Entitas Anak mempunyai ijin pembebasan tanah seluas 1.050 hektar. CNMP dan Entitas Anak telah memperoleh Hak Guna Bangunan atas tanah yang telah dibebaskan seluas 502,52 hektar dengan jangka waktu 30 tahun, yang akan jatuh tempo antara tahun 2029 dan 2031.

The land for development in Bekasi and Bogor, West Java represents land which has been cleared and is owned by CNMP and Subsidiaries, the gross total land area which has been cleared was 624.38 hectares. CNMP and Subsidiaries have a clearance permit of land for a total area 1,050 hectares. CNMP and Subsidiaries have land rights lisence for a clearance permit of land for a total 502.52 hectares with term of periods 30 years,overdue between 2029 and 2031.

Tanah di daerah Rancamaya, Jawa Barat, merupakan tanah yang telah dibebaskan dan dimiliki oleh Entitas dan ISP, Entitas Anak, yang akan dikembangkan untuk proyek real estat dengan izin pembebasan seluas kurang lebih 330 hektar. Pada tanggal 31 Desember 2011 luas kotor tanah yang telah dibebaskan seluas 132,03 hektar.

The land for development in Rancamaya, West Java represents land which has been cleared and is owned by the Entity and ISP, Subsidiary, with a clearance permit for a total area of 330 hectares for the development of a real estate project. As of December 31, 2011, the gross total land area which has been cleared was 132.03 hectares.

Manajemen berpendapat bahwa nilai tercatat aset real estat tidak melebihi nilai realisasi neto, sehingga tidak diperlukan penurunan nilai aset tersebut.

Tanah dan bangunan siap dijual dan yang sedang dikembangkan milik DLS, Entitas Anak, seluas 7,49 hektar dan tanah yang belum dikembangkan milik DRP, Entitas Anak, seluas 64,62 hektar dan 99,52 hektar di Bekasi dijadikan jaminan atas hutang bank (lihat Catatan 14).

Sehubungan dengan pelaksanaan kuasi pada tanggal 30 April 2011, Entitas melakukan penilaian kembali atas aset real estat Entitas dan Entitas Anak dengan mengunakan harga pasar. Berdasarkan laporan appraisal indenpenden, nilai pasar aset real estat Entitas dan Entitas Anak mengalami kenaikan dari sebesar Rp 1.734.771.268 menjadi sebesar Rp 1.941.595.256 atau mengalami kenaikan sebesar Rp 200.694.975 pada aset real estat Entitas dan Rp 6.129.013 pada aset real estat Entitas Anak. Entitas telah menggunakan nilai kenaikan aset real estat Entitas sebesar Rp 200.694.975 dan kenaikan aset real estat Entitas Anak sesuai persentase kepemilikannya pada Entitas Anak yang dicatat pada akun selisih transaksi perubahan ekuitas Entitas Anak sebesar Rp 3.129.990, untuk mengeliminasi saldo defisit Entitas dalam rangka pelaksanaan kuasi (lihat Catatan 4).

Management believes that the carrying value of the real estate assets does not exceed the net realizable value, therefore no impairment was recognized.

Land and bulding ready for sale and land under development owned by DLS, Subsidiary, consist of 7.49 hectares and land for development owned by DRP, Subsidiary, consist of 64.62 hectares and 99.52 hectares in Bekasi are used as collateral of bank loan (see Note 14).

In connection with the execution of the quasi of the quasi on April 30, 2011, Entity revalued real estate assets of Entity and Subsidiaries using market value. Based on the appraisal report indenpenden, the market value of real estate assets of Entity and Subsidiries experience an increase of Rp 1,734,771,268 to Rp 1,941,595,256 or an increase of Rp 200,694,975 in Entities real estate assets and Rp 6,129,013 in Subsidiaries real estate assets. Entity have used the increase in value of real estate assets of Entity amounted to Rp 200,694,975 and increase in value of Subsidiaries real estate assets, based on percentage of ownership the Entity in Subsidiaries that was present as differences in equity transactions of Subsidiary amounted to Rp 3,129,990, to eliminate the Entities deficits in the implementation of quasi (see Note 4).

10. ASET TETAP / *10. PROPERTY AND EQUIPMENT*

Rincian aset tetap adalah sebagai berikut: / *The details of property and equipment are as follows:*

31 Desember 2011	Saldo Awal/ *Beginning Balance*	Penambahan/ *Additions*	Pengurangan/ *Deductions*	Reklasifikasi/ *Reclassification*	Saldo Akhir/ *Ending Balance*	*December 31, 2011*
	Mutasi Periode Delapan Bulan Setelah Kuasi Reorganisasi/*Mutation During Eight Months Period After Quasi-Reorganization*					
Biaya Perolehan:						***Cost:***
Pemilikan langsung						*Direct acquisition*
Tanah	141.640.190	-	-	-	141.640.190	*Land*
Lapangan golf	42.163.724	-	-	-	42.163.724	*Golf course*
Club house	23.533.076	534.544	-	-	24.067.620	*Club house*
Bangunan	10.198.370	6.287.501	-	-	16.485.871	*Buildings*
Kendaraan	9.620.911	3.393.089	252.187	301.092	13.062.905	*Transportation equipment*
Perabot dan peralatan kantor	13.835.402	1.421.990	-	-	15.257.392	*Office furniture and fixtures*
Peralatan golf dan country club	19.336.610	828.241	-	-	20.164.851	*Golf and country club equipment*
Aset sewa pembiayaan						*Asset under finance lease*
Kendaraan	301.092	-	-	(301.092)	-	*Transportation equipment*
Jumlah	260.629.375	12.465.365	252.187	-	272.842.553	*Total*
Akumulasi Penyusutan:						***Accumulated Depreciation:***
Pemilikan langsung						*Direct acquisition*
Lapangan golf	12.943.224	2.022.958	-	-	14.966.182	*Golf course*
Club house	5.961.624	1.002.668	-	-	6.964.292	*Club house*
Bangunan	2.221.801	673.979	-	-	2.895.780	*Buildings*
Kendaraan	5.101.830	2.835.089	227.532	151.945	7.861.332	*Transportation equipment*
Perabot dan peralatan kantor	8.723.134	3.405.719	-	-	12.128.853	*Office furniture and fixtures*
Peralatan golf dan country club	9.331.703	2.597.560	-	-	11.929.263	*Golf and country club equipment*

Mutasi Periode Delapan Bulan Setelah Kuasi Reorganisasi/*Mutation During Eight Months Period After Quasi-Reorganization*

31 Desember 2011	Saldo Awal/ *Beginning Balance*	Penambahan/ *Additions*	Pengurangan/ *Deductions*	Rekasifikasi/ *Reclassification*	Saldo Akhir/ *Ending Balance*	*December 31, 2011*
Aset sewa pembiayaan						*Asset under finance lease*
Kendaraan	119.092	32.853	-	(151.945)	-	*Transportation equipment*
Jumlah	44.402.408	12.570.826	227.532	-	56.745.702	*Total*
Nilai Buku	216.226.967				216.096.851	*Book Value*

Mutasi Sebelum dan Setelah Kuasi Reorganisasi/*Mutations Before and After Quasi-Reorganization*

30 April 2011	Saldo Awal/ *Beginning Balance*	Kenaikan/ *Increment*	Penurunan/ *Impairment*	Saldo Akhir/ *Ending Balance*	*April 30, 2011*
Biaya Perolehan:					***Cost:***
Pemilikan langsung					*Direct acquisition*
Tanah	106.546.256	35.093.934	-	141.640.190	*Land*
Lapangan golf	37.751.070	4.412.654	-	42.163.724	*Golf course*
Club house	22.405.451	1.127.625	-	23.533.076	*Club house*
Bangunan	9.616.447	581.923	-	10.198.370	*Buildings*
Kendaraan	7.206.263	2.414.648	-	9.620.911	*Transportation equipment*
Perabot dan peralatan kantor	12.153.322	1.682.080	-	13.835.402	*Office furniture and fixtures*
Peralatan golf dan country club	17.969.927	1.366.683	-	19.336.610	*Golf and country club equipment*
Aset sewa pembiayaan					*Asset under finance lease*
Kendaraan	207.493	93.599	-	301.092	*Transportation equipment*
Jumlah	213.856.229	46.773.146	-	260.629.375	*Total*
Akumulasi Penyusutan:					***Accumulated Depreciation:***
Pemilikan langsung					*Direct acquisition*
Lapangan golf	12.943.224	-	-	12.943.224	*Golf course*
Club house	5.961.624	-	-	5.961.624	*Club house*
Bangunan	2.221.801	-	-	2.221.801	*Buildings*
Kendaraan	5.101.830	-	-	5.101.830	*Transportation equipment*
Perabot dan peralatan kantor	8.723.134	-	-	8.723.134	*Office furniture and fixtures*
Peralatan golf dan country club	9.331.703	-	-	9.331.703	*Golf and country club equipment*
Aset sewa pembiayaan					*Asset under finance lease*
Kendaraan	119.092	-	-	119.092	*Transportation equipment*
Jumlah	44.402.408	-	-	44.402.408	*Total*
Nilai Buku	169.453.821			216.226.967	*Book Value*

Mutasi Selama Empat Bulan (Sebelum Kuasi Reorganisasi)/*Mutations During Four Months (Before Quasi-Reorganization)*

30 April 2011	Saldo Awal/ *Beginning Balance*	Penambahan/ *Additions*	Pengurangan/ *Deductions*	Saldo Akhir/ *Ending Balance*	*April 30, 2011*
Biaya Perolehan:					***Cost:***
Pemilikan langsung					*Direct acquisition*
Tanah	106.546.256	-	-	106.546.256	*Land*
Lapangan golf	37.751.070	-	-	37.751.070	*Golf course*
Club house	22.154.368	251.083	-	22.405.451	*Club house*
Bangunan	9.601.756	14.691	-	9.616.447	*Buildings*
Kendaraan	6.949.770	256.493	-	7.206.263	*Transportation equipment*
Perabot dan peralatan kantor	11.516.808	686.389	49.875	12.153.322	*Office furniture and fixtures*
Peralatan golf dan country club	17.481.776	488.151	-	17.969.927	*Golf and country club equipment*
Aset sewa pembiayaan					*Asset under finance lease*
Kendaraan	207.493	-	-	207.493	*Transportation equipment*
Jumlah	212.209.297	1.696.807	49.875	213.856.229	*Total*

30 April 2011	Mutasi Selama Empat Bulan (Sebelum Kuasi Reorganisasi)/*Mutations During Four Months (Before Quasi-Reorganization)*				*April 30, 2011*
	Saldo Awal/ *Beginning Balance*	Penambahan/ *Additions*	Pengurangan/ *Deductions*	Saldo Akhir/ *Ending Balance*	
Akumulasi Penyusutan:					***Accumulated Depreciation:***
Pemilikan langsung					*Direct acquisition*
Lapangan golf	12.134.272	808.952	-	12.943.224	*Golf course*
Club house	5.528.627	432.997	-	5.961.624	*Club house*
Bangunan	1.985.502	236.299	-	2.221.801	*Buildings*
Kendaraan	4.857.093	244.737	-	5.101.830	*Transportation equipment*
Perabot dan peralatan kantor	8.442.829	327.857	47.552	8.723.134	*Office furniture and fixtures*
Peralatan golf dan country club	8.846.913	484.790	-	9.331.703	*Golf and country club equipment*
Aset sewa pembiayaan					*Asset under finance lease*
Kendaraan	102.666	16.426	-	119.092	*Transportation equipment*
Jumlah	41.897.902	2.552.058	47.552	44.402.408	*Total*
Nilai Buku	170.311.395			169.453.821	*Book Value*

31 Desember 2010	Mutasi Selama Satu Tahun/*Mutation During One Year*				*December 31, 2010*
	Saldo Awal/ *Beginning balance*	Penambahan/ *Additions*	Pengurangan/ *Deductions*	Saldo Akhir/ *Ending Balance*	
Biaya Perolehan:					***Cost:***
Pemilikan langsung					*Direct acquisition*
Tanah	106.215.118	331.138	-	106.546.256	*Land*
Lapangan golf	37.751.070	-	-	37.751.070	*Golf course*
Club house	20.123.435	2.030.933	-	22.154.368	*Club house*
Bangunan	8.725.380	876.376	-	9.601.756	*Buildings*
Kendaraan	7.920.776	420.002	1.391.008	6.949.770	*Transportation equipment*
Perabot dan peralatan kantor	12.170.960	920.256	1.574.408	11.516.808	*Office furniture and fixtures*
Peralatan golf dan country club	15.700.792	5.785.974	4.004.990	17.481.776	*Golf and country club equipment*
Aset sewa pembiayaan					*Asset under finance lease*
Kendaraan	207.493	-	-	207.493	*Transportation equipment*
Jumlah	208.815.024	10.364.679	6.970.406	212.209.297	*Total*
Akumulasi Penyusutan:					***Accumulated Depreciation:***
Pemilikan langsung					*Direct acquisition*
Lapangan golf	9.707.418	2.426.854	-	12.134.272	*Golf course*
Club house	4.299.625	1.229.002	-	5.528.627	*Club house*
Bangunan	1.500.121	485.381	-	1.985.502	*Buildings*
Kendaraan	5.359.861	705.889	1.208.657	4.857.093	*Transportation equipment*
Perabot dan peralatan kantor	8.322.689	1.324.114	1.203.974	8.442.829	*Office furniture and fixtures*
Peralatan golf dan country club	10.342.379	1.327.144	2.822.610	8.846.913	*Golf and country club equipment*
Aset sewa pembiayaan					*Asset under finance lease*
Kendaraan	53.386	49.280	-	102.666	*Transportation equipment*
Jumlah	39.585.479	7.547.664	5.235.241	41.897.902	*Total*
Nilai Buku	169.229.545			170.311.395	*Book Value*

Beban penyusutan dialokasikan sebagai berikut: / *Depreciation expense was allocated to the following:*

	Untuk Tujuan Perbandingan/ *For Comparison Purposes* (Satu Tahun/ *A Year*)	31 Desember 2011/ *December 31, 2011* (Delapan Bulan/ *Eight Months*)	30 April 2011/ *April 30, 2011* (Empat Bulan/ *Four Months*)	31 Desember 2010/ *December 31, 2010* (Satu Tahun/ *A Year*)	
Beban pokok penjualan dan beban langsung usaha	6.836.136	5.287.284	1.548.852	4.591.514	*Cost of sales and direct costs*
Beban umum dan administrasi (lihat Catatan 31)	8.144.058	7.140.852	1.003.206	2.956.150	*General and administrative expenses (see Note 31)*
Kepentingan nonpengendali	142.690	142.690	-	-	*Non-controlling interest*
Jumlah	15.122.884	12.570.826	2.552.058	7.547.664	*Total*

Pelepasan aset tetap adalah sebagai berikut: / *Disposal of property and equipment are as follows:*

	Untuk Tujuan Perbandingan/ *For Comparison Purposes* (Satu Tahun/ *A Year*)	31 Desember 2011/ *December 31, 2011* (Delapan Bulan/ *Eight Months*)	30 April 2011/ *April 30, 2011* (Empat Bulan/ *Four Months*)	31 Desember 2010/ *December 31, 2010* (Satu Tahun/ *A Year*)	
Harga jual	138.932	138.932	-	1.926.673	*Selling price*
Nilai tercatat	26.978	24.655	2.323	1.735.165	*Net carrying amount*
Laba (rugi) pelepasan aset tetap	111.954	114.277	(2.323)	191.508	*Gain (loss) on disposal of property and equipment*

Entitas memiliki beberapa bidang tanah yang terletak di proyek Rancamaya dengan hak legal berupa Hak Guna Bangunan yang berjangka waktu 20 sampai 30 tahun yang akan jatuh tempo antara tahun 2014 sampai 2029. Manajemen berpendapat tidak terdapat masalah dengan perpanjangan hak atas tanah karena seluruh tanah diperoleh secara sah dan didukung dengan bukti pemilikan yang memadai.

The Entity owns several parcels of land located in Rancamaya project with Building Use Rights (Hak Guna Bangunan) for periods of 20 to 30 years until 2014 to 2029. Management believes that there will be no difficulty in the extension of landrights since all parcels of land were acquired legally and are supported by sufficient evidence of ownership.

Aset tetap berupa bangunan, club house dan kendaraan diasuransikan untuk risiko kerusakan, kehilangan, kebakaran dan bencana alam masing-masing kepada:

Buildings, club house and transportation equipment were insured against fire, theft and other possible risks, as follows:

	Mata Uang/ *Currency*	Jumlah Pertanggungan/*Sum Insured* 31 Desember 2011/ *December 31, 2011*	30 April 2011/ *April 30, 2011*	31 Desember 2010/ *December 31, 2010*
PT Asuransi Sinarmas	Rp	29.251.042	32.078.307	32.124.577
PT Asuransi Rama Satria Wibawa	Rp	56.260.977	54.605.976	47.931.975
	US$	353.850	353.850	353.850
PT Asuransi Indrapura	Rp	16.200.000	16.200.000	16.200.000
	US$	252.750	252.750	252.750
PT Asuransi Reliance Indonesia	Rp	12.100.000	12.100.000	12.100.000
	US$	202.200	202.200	202.200
PT Asuransi Parolamas	Rp	12.100.000	12.100.000	12.100.000
	US$	202.200	202.000	202.200
PT Asuransi Adira Dinamika	Rp	263.400	263.400	-
PT Asuransi Jaya Proteksi	Rp	5.974.201	85.725	85.725
PT Asuransi Raksa Pratikara	Rp	1.955.000	-	-
PT Asuransi Mitra Maparya	Rp	370.000	-	-

		Jumlah Pertanggungan/ *Sum Insured*		
	Mata Uang/ *Currency*	31 Desember 2011/ *December 31, 2011*	30 April 2011/ *April 30, 2011*	31 Desember 2010/ *December 31, 2010*
	Rp	134.474.620	127.433.408	120.542.277
Jumlah/ *Total*	US$	1.011.000	1.011.000	1.011.000

Manajemen berpendapat bahwa nilai pertanggungan tersebut cukup untuk menutupi kemungkinan kerugian atas aset yang dipertanggungkan.

Management believes that the insurance coverage is adequate to cover possible losses on the assets insured.

PT Asuransi Sinarmas merupakan pihak berelasi (lihat Catatan 37). Transaksi dengan pihak berelasi dilakukan dengan persyaratan dan kondisi yang sama sebagaimana dilakukan dengan pihak ketiga.

PT Asuransi Sinarmas is a related party (see Note 37). Transactions with related parties were done with the same terms and conditions as those transactions done with third parties.

Aset tetap tertentu digunakan sebagai jaminan atas hutang lembaga keuangan dan hutang sewa pembiayaan (lihat Catatan 19 dan 20).

Certain of property and equipment are pledged as collateral to the financial institution loans and obligations under finance lease (see Notes 19 and 20).

Sehubungan dengan pelaksanaan kuasi pada tanggal 30 April 2011, Entitas melakukan penilaian kembali atas aset tetap Entitas dan Entitas Anak dengan mengunakan harga pasar. Berdasarkan laporan appraisal indenpenden, nilai pasar aset tetap Entitas dan Entitas Anak mengalami kenaikan dari sebesar Rp 169.453.821 menjadi sebesar Rp 216.226.966 atau mengalami kenaikan sebesar Rp 35.809.625 pada aset tetap Entitas dan Rp 10.963.520 pada aset tetap Entitas Anak. Entitas telah menggunakan nilai kenaikan aset tetap Entitas sebesar Rp 35.809.625 dan kenaikan aset tetap Entitas Anak sesuai persentase kepemilikannya pada Entitas Anak yang dicatat pada akun selisih transaksi perubahan ekuitas Entitas Anak sebesar Rp 6.206.523, untuk mengeliminasi saldo defisit Entitas dalam rangka pelaksanaan kuasi (lihat Catatan 4).

In connection with the execution of the quasi of the quasi on April 30, 2011, Entity revalued property and equipment of Entity and Subsidiaries using market value. Based on the appraisal report indenpenden, the market value of real estate assets of Entity and Subsidiries experience an increment of Rp 169,453,821 to Rp 216,226,966 or an increment of Rp 35,809,625 in Entities property and equipment and Rp 10,963,520 in Subsidiaries property and equipment. Entity have used the increment in value of property and equipment of Entity amounted to Rp 35,809,625 and increment in value of Subsidiaries property and equipment based on percentage of ownership the Entity in Subsidiaries that was present as differences in equity transactions of Subsidiary amounted to Rp 6,206,523, to eliminate the Entities deficits in the implementation of quasi (see Note 4).

Manajemen berkeyakinan bahwa tidak terdapat kejadian atau perubahan keadaan yang mengindikasikan adanya penurunan nilai aset tetap pada tanggal 31 Desember 2011, 30 April 2011 dan 31 Desember 2010.

Management believes that there were no events or changes in circumstances which indicated impairment in the carrying value of property and equipment as of December 31, 2011, April 30, 2011 and December 31, 2010.

11. HUTANG USAHA – PIHAK KETIGA / *11. TRADE PAYABLES – THIRD PARTIES*

Akun ini terdiri dari: / *This account consists of:*

	31 Desember 2011/ *December 31, 2011*	30 April 2011/ *April 30, 2011*	31 Desember 2010/ *December 31, 2010*	
Real estat	15.335.625	532.227	2.728.605	*Real estate*
Pengoperasian lapangan golf dan *country club*	2.232.543	881.453	2.838.190	*Operation of the golf course and country club*
Estat manajemen	15.452	40.606	95.905	*Estate management*
Lain-lain	544.264	-	78	*Others*
Jumlah	18.127.884	1.454.286	5.662.778	*Total*

Tidak terdapat jaminan yang diberikan atas hutang tersebut.

There is no collateral pledged on this payable.

12. HUTANG PAJAK / *12. TAXES PAYABLE*

Akun ini terdiri dari: / *This account consists of:*

	31 Desember 2011/ *December 31, 2011*	30 April 2011/ *April 30, 2011*	31 Desember 2010/ *December 31, 2010*	
Pajak kini (lihat Catatan 33)				*Current tax (see Note 33)*
Entitas	892.507	802.934	77.150	*The Entity*
Entitas Anak	-	-	65.620	*Subsidiaries*
Pajak penghasilan				*Income tax*
Pasal 21	170.630	190.372	1.110.350	*Article 21*
Pasal 23	154.259	79.094	102.455	*Article 23*
Final	1.232.229	782.414	1.200.110	*Final*
Pajak Pertambahan Nilai	2.015.611	862.089	2.011.750	*Value Added Tax*
Pajak Pembangunan I	156.401	71.362	84.428	*Development Tax I*
Jumlah	4.621.637	2.788.265	4.651.863	*Total*

13. UANG MUKA DITERIMA / *13. ADVANCES RECEIVED*

Akun ini terdiri dari: / *This account consists of:*

	31 Desember 2011/ *December 31, 2011*	30 April 2011/ *April 30, 2011*	31 Desember 2010/ *December 31, 2010*	
Penjualan tanah dan rumah tinggal	168.761.509	130.939.188	115.521.475	*Sale of land and houses*
Keanggotaan golf - iuran bulanan	2.296.934	1.645.206	1.654.483	*Golf membership - monthly fees*
Lain-lain	3.669.428	4.257.099	2.864.605	*Others*
Jumlah	174.727.871	136.841.493	120.040.563	*Total*

14. HUTANG BANK / *14. BANK LOAN*

PT Dwigunatama Rintisprima

Berdasarkan surat perjanjian kerjasama kredit pada tanggal 26 April 2011, antara PT Bank Tabungan Negara (Persero) Tbk dan DRP, Entitas Anak, pihak DRP telah mendapatkan persetujuan fasilitas rekening koran dari PT Bank Tabungan Negara (Persero) Tbk untuk pembangunan proyek "Harvest City" dengan jumlah kredit maksimum sebesar Rp 35.200.000. Fasilitas ini memiliki jangka waktu perjanjian terhitung 24 bulan sejak tanggal penandatanganan perjanjian kredit.

Fasilitas ini dijamin dengan tanah dan bangunan yang ada dan yang akan dibangun di lokasi proyek "Harvest City", dengan bukti kepemilikan legalitas berupa Sertifikat Hak Guna Bangunan (SHGB) atas nama DRP seluas minimal 99,52 hektar (lihat Catatan 9).

PT Dwigunatama Rintisprima

Based on loan agreement between PT Bank Tabungan Negara (Persero) Tbk and DRP, a Subsidiary, dated April 26, 2011, DRP obtained an overdraft loan facility from PT Bank Tabungan Negara (Persero) Tbk for construction of "Harvest City" project with maximum amount of Rp 35,200,000. Maturity date of this agreement counted 24 months after signing of date loan aggrement.

The facility is secured with land and existing buildings and to be built at project site "Harvest City", with proof of legal ownership a Certificate of Right to Build on behalf of DRP covering minimum 99.52 hectares (see Note 9).

Berdasarkan perjanjian pinjaman dengan bank tersebut, DRP wajib memperoleh persetujuan tertulis dari bank apabila akan melakukan transaksi-transaksi sebagai berikut:

- Memperoleh fasilitas kredit dari pihak lain sehubungan dengan proyek tersebut
- Mengikatkan diri sebagai penjamin hutang
- Melakukan merger atau akuisisi
- Membubarkan Entitas Anak dan dinyatakan pailit
- Melunasi hutang kepada pemegang saham
- Melakukan perubahan Anggaran Dasar dan merubah susunan pengurus.

Pada tanggal 31 Desember 2011, saldo pinjaman terhutang adalah sebesar Rp 29.350.296.

Based on the loan agreement with bank, DRP, must obtain written approval from the bank prior to performing following activities as follows:

- *Enter into new credit facility from another parties in relation with its project.*
- *Act as guarantor for another parties.*
- *Enter into mergers or acquisitions.*
- *Dissolve the Subsidiary and declared bankrupt*
- *Settle payables to the related parties .*
- *Amend of the Article of Association and change members of management.*

As of December 31, 2011, outstanding bank loan amounting to Rp 29,350,296.

PT Dwikarya Langgengsukses

PT Dwikarya Langgengsukses

Berdasarkan perjanjian kredit yang dituangkan dalam Akta Notaris No. 34, tanggal 24 April 2009 dari Maria A. Kidarsa, S.H., notaris di Jakarta, DLS, Entitas Anak memperoleh fasilitas rekening koran dari PT Bank Tabungan Negara (Persero) Tbk, untuk pembangunan proyek "Harvest City" dengan jumlah kredit maksimum sebesar Rp 39.800.000. Fasilitas ini akan jatuh tempo pada tanggal 24 April 2011.

Pada tanggal 29 Nopember 2011, DLS memperoleh surat perubahan persetujuan perpanjangan jangka waktu dan penggantian agunan. Jangka waktu perjanjian ini menjadi 24 bulan sejak tanggal jatuh tempo.

Fasilitas ini dijamin dengan tanah dan bangunan yang ada dan yang akan dibangun di atas tanah DLS dan DRP, Entitas Anak, yang berlokasi di proyek "Harvest City" masing-masing seluas 7,49 hektar dan 64,62 hektar (lihat Catatan 9).

Pada tanggal 31 Desember 2011, 30 April 2011 dan 31 Desember 2010, saldo pinjaman terhutang masing-masing adalah sebesar Rp 21.379.521, Rp 25.722.089 dan Rp 11.683.886.

Hutang bank ini memiliki tingkat bunga mengambang sehingga DLS terekspos terhadap risiko suku bunga atas arus kas.

Berdasarkan perjanjian pinjaman dengan bank tersebut, DLS wajib memperoleh persetujuan tertulis dari bank apabila akan melakukan transaksi-transaksi sebagai berikut:

- Memperoleh fasilitas kredit dari pihak lain sehubungan dengan proyek tersebut.
- Mengikatkan diri sebagai penjamin hutang.
- Melakukan merger atau akuisisi.
- Melunasi hutang kepada pihak berelasi.
- Membubarkan Entitas Anak dan dinyatakan pailit.
- Melakukan perubahan Anggaran Dasar dan merubah susunan pengurus.

Based on loan agreement as stated in Notarial Deed No. 34, dated April 24, 2009, of Maria A. Kidarsa, S.H., notary in Jakarta, DLS, a Subsidiary, obtained an overdraft loan facility from PT Bank Tabungan Negara (Persero) Tbk, for construction of "Harvest City" project with maximum amount of Rp 39,800,000. The facility will be mature on April 24, 2011.

On November 29, 2011, DLS received approval letter of changes in maturity date and collateral. Maturity date of this agreement become to 24 months after due date.

The facility is secured with land and existing building and building to be constructed at the related land of the DLS and DRP, Subsidiaries, which is located at "Harvest City" project for 7.49 hectares and 64.62 hectares, respectively (see Note 9).

As of December 31, 2011, April 30, 2011 and December 31, 2010, outstanding bank loan amounting to Rp 21,379,521, Rp 25,722,089 and Rp 11,683,886, respectively.

The bank loan is arranged at floating interest rates, thus DLS is exsposed cash flow to interest rate risk.

Based on the loan agreement with bank, DLS must obtain written approval from the bank prior to performing following activities as follows:

- *Enter into new credit facility from another parties in relation with its project.*
- *Act as guarantor for another parties.*
- *Enter into mergers or acquisitions.*
- *Settle payables to the related parties.*
- *Dissolve the Subsidiary and declared bankrupt.*
- *Amend of the Article of Association and change members of management.*

15. HUTANG *MEDIUM TERM NOTE*

Pada tanggal 13 Mei 1997, Entitas memperoleh pinjaman dengan menerbitkan *Medium Term Note (MTN)* sebesar maksimum US$ 40.000.000 kepada beberapa bank swasta nasional dan asing yang dikoordinir oleh PT Bank BIRA sebagai agen. Jangka waktu MTN selama tiga tahun dengan tingkat bunga 9% per tahun dan dibayar setiap enam bulan. Para pemegang MTN dapat menggunakan *put option* untuk meminta pelunasan pokok pinjaman beserta bunganya. Pinjaman ini dijamin dengan tanah Hak Guna Bangunan seluas 344.280 meter persegi di lokasi proyek Rancamaya, Bogor, Jawa Barat.

Pada tanggal jatuh tempo MTN, Entitas mengalami gagal bayar dan tidak dapat memenuhi segala ketentuan yang telah ditetapkan dalam perjanjian.

Entitas kemudian menandatangani perjanjian restrukturisasi MTN pada tahun 2005 yang kemudian diubah dengan perjanjian restrukturisasi MTN pada tahun 2006.

Perubahan tersebut telah mendapatkan persetujuan pemegang saham melalui Rapat Umum Pemegang Saham Luar Biasa tanggal 17 Oktober 2006 yang dituangkan dalam Akta Notaris No. 48, dari F.X. Budi Santoso Isbandi, S.H., notaris di Jakarta.

Berdasarkan perjanjian tersebut jumlah hutang pokok dan bunga MTN adalah sebesar US$ 33.319.000. Dari jumlah tersebut setiap pemegang MTN akan memperoleh bagian secara proporsional atas setiap skema hasil restrukturisasi yang dilakukan sebagai berikut:

- Tranche A sejumlah US$ 3.300.000 berjangka waktu 10 tahun dengan tenggang waktu pembayaran pokok selama satu tahun dengan tingkat bunga per tahun untuk tahun pertama, kedua, ketiga, keempat masing-masing sebesar 0,25%, 0,5%, 1%, 1,5% dan 2% per tahun untuk tahun-tahun setelah tahun keempat dan rata-rata bunga selama 10 tahun adalah sebesar 1,53% per tahun. Pokok dan bunga hutang tersebut dibayar setiap enam bulan.

- Pembayaran tunai sebagian dari pinjaman sebesar US$ 330.000 akan dilakukan pada saat tanggal efektif perjanjian restrukturisasi utang.

- Sisa seluruh hutang setelah dikurangi Tranche A dan pembayaran tunai menjadi Tranche B yaitu sebesar US$ 29.689.000, berupa MCN. Hutang ini berjangka waktu selama 10 tahun tanpa jaminan dengan tingkat bunga 0,1% per tahun dan bunga dibayar setiap enam bulan. Para pemegang MCN mempunyai opsi untuk mengkonversi hutang tersebut dengan saham Entitas dengan nilai nominal Rp 500 per saham setelah tahun pertama tanggal efektif perjanjian restrukturisasi dengan memberitahukan secara tertulis kepada Entitas minimal 90 hari kalender sebelum tanggal konversi. Konversi dilakukan dengan menggunakan (i) harga konversi saham sesuai dengan peraturan BAPEPAM, Bursa Efek dan lainnya yang berlaku saat itu; (ii) bila tidak diatur dalam peraturan-peraturan pada point (i) tersebut maka akan

15. MEDIUM TERM NOTE PAYABLE

On May 13, 1997, the Entity obtained loan facility through issuance of Medium Term Note (MTN) with a maximum amount of US$ 40,000,000 to several foreign and local banks coordinated by PT Bank BIRA as the payment agent. This MTN facility had a term of three years and bore interest at 9% per annum which was payable semi-annually. The noteholders had the right to exercise their put option to require the payment of the principal including interest. This note was secured by land with Building Use Right with a total area of 344,280 square meters located in Rancamaya, Bogor, West Java.

On the due date of the note, the Entity defaulted and failed to fulfill certain covenants stated in the agreement.

The Entity then signed the MTN restructuring agreement in 2005 which was subsequently amended by MTN restructuring agreement in 2006.

The amendment was approved by the stockholders through Extraordinary General Meeting on Stockholders dated October 17, 2006 as stated in Notarial Deed No. 48, of F.X. Budi Santoso Isbandi, S.H., notary in Jakarta.

Based on the agreements, each holder of the MTN will acquire a proportional share of total principal and interest of MTN amounted to US$ 33,319,000 on the following loan restructuring schemes:

- *Tranche A amounting to US$ 3,300,000 with a term of 10 years, one year grace period, and interest of 0.25%, 0.5%, 1%, 1.5%, and 2% per annum for the first year, second year, third year, fourth year and subsequent years, respectively. The average interest rate for 10 years would be 1.53% per annum. The principal amount and interest are paid semiannually.*

- *Cash payment of a portion of the loan amounting to US$ 330,000 will be made on the effective date of the loan restructuring agreement.*

- *The remaining amount of the loan after deducting Tranche A and the cash payment, constitute Tranche B amounting to US$ 29,689,000 in the form of MCN. The note had a term of 10 years, unsecured and bears interest at 0.1% per annum payable semi-annually. The holder of the MCN has an option to convert the loan into the Entity's shares after the first year of the effective date of the restructuring agreement at Rp 500 par value per share with written notice to the Entity at a minimum of 90 days before the conversion date. The conversion can be exercised with (i) the share's conversion price in accordance with BAPEPAM regulation, Stock Exchange and other regulations prevailing on the date of conversion; (ii) if it is not*

menggunakan harga rata-rata 25 hari bursa harga penutupan pasar reguler sebelum tanggal konversi.

Harga konversi saham yang dihitung dengan cara baik (i) atau (ii) minimal harus Rp 500 per saham. Apabila harga konversi saham yang dihitung dengan cara (i) atau (ii) lebih dari Rp 500 per saham maka harga konversi per saham adalah rata-rata dari Rp 500 ditambah dengan harga konversi saham yang dihitung dengan cara (i) atau (ii) tersebut. Hutang pokok tersebut akan dibayar apabila Entitas mempunyai arus dana bebas yang lebih dari yang diproyeksikan. Kelebihan arus dana bebas dialokasikan untuk hutang obligasi Seri B (lihat Catatan 16) dan hutang MTN Tranche B masing-masing 50%. Apabila pada akhir tahun kesepuluh masih ada sisa hutang, maka sisa hutang tersebut wajib dikonversi dengan saham Entitas dengan nilai nominal Rp 500 per saham. Saham hasil konversi baru bisa diperdagangkan/dialihkan dalam bentuk apapun juga kepada pihak ketiga satu tahun setelah tanggal konversi.

regulated on point (i) then the price used is the average regular market closing price during the 25 exchange days before the conversion date.

The minimum conversion price is Rp 500 at par value per share whether it is calculated with point (i) or (ii). If the price is more than Rp 500 at par value per share whether it is calculated by point (i) or (ii), the share's conversion price is the average of Rp 500 added by the share's conversion price calculated using point (i) or (ii). The principal amount of such loan will be paid when the Entity has cash flow exceeding the projected cash flow. The excess will be allocated 50% for the payment of the Entity's B series bonds (see Note 16) and 50% for the payment of MTN loan Tranche B. If at the end of the tenth year, the loan remains payable, the remaining amount should be converted into the Entity's shares at Rp 500 par value per share. The shares resulting from the conversion can be traded/transferred in any form to third parties one year after the conversion date.

Berdasarkan surat konfirmasi dari Asia Capital Holding Limited (ACHL) tanggal 30 April 2009, seluruh MTN Tranche A dan Tranche B masing-masing sebesar US$ 2.778.750 dan US$ 23.990.500 dijual kepada Far East Holding Ltd.

Based on confirmation letter from Asia Capital Holding Limited (ACHL) dated April 30, 2009, the remaining MTN Tranche A and Tranche B amounted to US$ 2,778,750 and US$ 23,990,500, respectively, were sold to Far East Holding Ltd.

Berdasarkan perjanjian restrukturisasi *medium term note* tanggal 11 Agustus 2009, Far East Holding Ltd. mengkonversi seluruh sisa MTN Tranche B senilai US$ 23.065.500 ke dalam Rupiah dengan kurs konversi sesuai kurs uang kertas BI tanggal 14 Mei 2009, yaitu Rp 10.942/US$.

Based on restructuring of medium term note agreement dated August 11, 2009, Far East Holding., convert the remaining balance of MTN Tranche B amounted to US$ 23,065,500 into Rupiah using BI notes rate as of May 14, 2009 as convertion rate, which is Rp 10,942/US$.

Pada tahun 2010, Entitas melakukan pelunasan pembayaran untuk Tranche A sebesar US$ 2.607.750.

In 2010, the Entity had fully paid for Tranche A amounting to US$ 2,607,750.

Pada tahun 2010, sehubungan dengan penerapan PSAK No. 55 (revisi 2006) pada tanggal 1 Januari 2010, MTN Tranche B sebesar Rp 243.382.701 diakui sebagai "Uang Muka Pemesanan Saham" (lihat Catatan 24).

In 2010, according to adoption of PSAK No. 55 (revised 2006) dated January 1, 2010, MTN tranche B amounting to Rp 243,382,701 recognized as "Advance for Subscription of Shares" (see Note 24).

16. HUTANG OBLIGASI / *16. BONDS PAYABLE*

Pada tanggal 11 Juni 1997, Entitas menerbitkan obligasi PT Suryamas Dutamakmur I tahun 1997 sebesar Rp 300.000.000 dengan wali amanat PT Bank Niaga Tbk yang jatuh tempo seluruhnya pada tanggal 11 Juni 2002. Obligasi ini tidak dijamin dengan aset tertentu milik Entitas dan dibagi dalam dua seri. Obligasi Seri A mempunyai tingkat bunga tetap sebesar 16,125% per tahun dan obligasi Seri B mempunyai tingkat bunga tetap sebesar 15,75% per tahun untuk dua tahun pertama dan tingkat bunga mengambang 2,25% di atas tingkat bunga rata-rata deposito Rupiah berjangka enam bulan dari tiga bank pemerintah dan tiga bank swasta nasional untuk tiga tahun berikutnya. Bunga dibayarkan setiap tiga bulan.

On June 11, 1997, the Entity issued PT Suryamas Dutamakmur I year 1997 bonds with PT Bank Niaga Tbk as trustee amounting to Rp 300,000,000. The entire bonds were due on June 11, 2002. These bonds were unsecured and consisted of two series. Series A bonds had a fixed interest rate of 16.125% per annum while Series B bonds had a fixed interest rate of 15.75% per annum for the first two years and floating interest rate at 2.25% above the average six month Rupiah time deposits rate from three state banks and three private banks for the succeeding years. Interest was payable quarterly.

Sehubungan dengan restrukturisasi pinjaman, sejak bulan Oktober 1998 Entitas menghentikan pembayaran bunga obligasi dan sejak tahun 1999 Entitas tidak membentuk

In relation to the debt restructuring plan, since October 1998, the Entity had deferred the payments of interest due on bonds payable and since 1999, the Entity had not

penyisihan dana pelunasan obligasi. Pada tanggal jatuh tempo obligasi, 11 Juni 2002, Entitas mengalami gagal bayar dan tidak dapat memenuhi ketentuan tertentu yang telah ditetapkan dalam perjanjian. Bunga dan denda yang belum dibayar sampai dengan tanggal 31 Desember 2004 adalah sebesar Rp 209.613.467.

established a sinking fund for the payment of the bonds. On June 11, 2002, the due date of the bonds, the Entity had defaulted and failed to fulfill certain covenants stated in the agreement. The overdue interest and penalty as of December 31, 2004 amounted to Rp 209,613,467.

Entitas sudah menandatangani perjanjian restrukturisasi hutang pada tahun 2005 yang kemudian diubah dengan perjanjian restrukturisasi hutang pada tahun 2006.

The Entity had signed the Debt Restructuring Agreement in 2005 which had been subsequently amended by Debt Restructuring Agreement in 2006.

Perubahan tersebut telah mendapatkan persetujuan pemegang saham melalui Rapat Umum Pemegang Saham Luar Biasa tanggal 17 Oktober 2006, yang dituangkan dalam Akta Notaris No. 48, dari F.X. Budi Santoso Isbandi, S.H., notaris di Jakarta.

The amendement was approved by the stockholders through Extraordinary General Meeting on Stockholders dated October 17, 2006 as stated at Notarial Deed No. 48, of F.X. Budi Santoso Isbandi, S.H., notary in Jakarta.

Berdasarkan perjanjian tersebut jumlah keseluruhan hutang pokok, bunga dan denda hutang obligasi sebesar Rp 384.586.949 direstrukturisasi dengan skema sebagai berikut:

Based on the agreements, the total amount of principal, interest and penalty amounted to Rp 384,586,949 were restructured with the following scheme:

- Obligasi Seri A sejumlah Rp 26.025.000 adalah obligasi tanpa jaminan dengan jangka waktu selama 10 tahun dengan tenggang waktu pembayaran pokok selama dua tahun. Tingkat bunga adalah 6% per tahun untuk dua tahun pertama, 8% per tahun untuk tahun ketiga, 8,5% per tahun untuk tahun keempat dan kelima, dan 9% per tahun untuk tahun-tahun setelah tahun kelima. Rata-rata tingkat bunga selama 10 tahun adalah 8,2% per tahun. Pokok dan bunga hutang tersebut dibayar setiap enam bulan.

- *The A series bonds amounting to Rp 26,025,000 are unsecured and has a term of 10 years with two years grace period. The interest rate is 6% per annum for the first two years, 8% per annum for the third year, 8.5% per annum for the fourth and fifth years and 9% per annum for the subsequent years. The average interest rate is 8.2% per annum for ten years. The principal amount and the interest are payable semi-annually.*

- Pembayaran tunai sebagian dari pokok obligasi sebesar Rp 2.602.500 pada saat tanggal efektif perjanjian restrukturisasi obligasi.

- *A portion of the principal amount of bonds payable amounting to Rp 2,602,500 should be paid in cash on the effective date of the bond restructuring agreement.*

- Obligasi Seri B sebesar Rp 345.223.619, merupakan sisa seluruh hutang setelah dikurangi Obligasi Seri A dan Pembayaran Tunai dengan jangka waktu selama 10 tahun, tingkat bunga 0,50% per tahun dan bunga dibayar setiap enam bulan. Para pemegang obligasi mempunyai opsi untuk mengkonversi hutang tersebut dengan saham Entitas dengan nilai nominal Rp 500 per saham setelah tahun pertama tanggal efektif perjanjian restrukturisasi dengan memberitahukan secara tertulis kepada Entitas minimal 90 hari kalender sebelum tanggal konversi. Konversi dilakukan dengan menggunakan (i) harga konversi saham sesuai dengan peraturan BAPEPAM, Bursa Efek dan lainnya yang berlaku saat itu; (ii) bila tidak diatur dalam peraturan-peraturan pada point (i) tersebut maka akan menggunakan harga rata-rata 25 hari bursa harga penutupan pasar regular sebelum tanggal konversi. Harga konversi saham yang dihitung dengan cara baik (i) atau (ii) minimal harus Rp 500 per saham. Apabila harga konversi saham yang dihitung dengan (i) atau (ii) lebih dari Rp 500 per saham maka harga konversi per saham adalah rata-rata dari Rp 500 ditambah dengan harga konversi saham yang dihitung dengan cara (i) atau (ii) tersebut.

- *The B series bond amounted to Rp 345,223,619 represent the remaining balance of the loan after deducting A Series bonds and cash payment, with a term of 10 years, an interest of 0.50% per annum and payable semi-annually. The bond holder has an option to convert the loan into the Entity's shares after the first year of the effective date of the restructuring agreement at Rp 500 par value per share, with written notice to the Entity at a minimum of 90 days before the conversion date. The conversion can be exercised with (i) the share's conversion price in accordance with BAPEPAM regulation, Stock Exchange and other regulations prevailing on the date of conversion; (ii) if it is not regulated on point (i) the price used is the average regular market closing price during the 25 exchange days before the conversion date. The minimum conversion price is Rp 500 at par value per share whether it is calculated with point (i) or (ii). If the price is more than Rp 500 at par value per share whether it is calculated by point (i) or (ii), then the share's conversion price is the average of Rp 500 added by the share's conversion price calculated using point (i) or (ii).*

- Hutang pokok tersebut akan dibayar apabila Entitas mempunyai arus kas bebas yang lebih dari apa yang telah

- *The principal amount of such loan will be paid when the Entity has cash flow exceeding the*

diproyeksikan. Kelebihan arus dana bebas dialokasikan untuk hutang Obligasi Seri B dan Hutang Medium Term Note Tranche B masing-masing 50%. Apabila pada akhir tahun ke 10, masih ada sisa hutang maka sisa hutang tersebut wajib dikonversi dengan saham Entitas dengan nilai nominal Rp 500 per saham. Saham hasil konversi baru bisa diperdagangkan/dialihkan dalam bentuk apapun juga kepada pihak ketiga satu tahun setelah tanggal konversi.

projected cash flow. The excess will be allocated 50% for the payment of the Entity's B series bonds and 50% for the payment of MTN loan Tranche B. If at the end of the tenth year, the loan remains payable, the remaining amount should be converted into the Entity's shares at Rp 500 par value per share. The shares resulting from conversion can be traded/transferred in any form to third parties one year after the conversion date.

Pada 14 Mei 2008 hutang obligasi Seri B sebesar Rp 341.207.608 dikonversi menjadi 682.415.216 saham Entitas.

On May 14, 2008 bonds payable B Series amounting to Rp 341,207,608 was converted into 682,415,216 shares of the Entity.

Berdasarkan surat konfirmasi dari Asia Capital Holding Limited (ACHL) tanggal 30 April 2009, seluruh sisa Obligasi Seri A sebesar Rp 25.210.500 dijual kepada Far East Holding Ltd (FEHL).

Based on confirmation letter from Asia Capital Holding Limited (ACHL) dated April 30, 2009, the remaning Bond Tranche A amounted to Rp 25,210,500 was sold to Far East Holding Ltd (FEHL).

Pada tanggal 29 Maret 2010, Entitas menandatangani addendum perjanjian dengan FEHL mengenai jatuh tempo obligasi Seri A menjadi 14 Mei 2012. Berdasarkan surat konfirmasi dari FEHL tanggal 28 April 2011, obligasi Seri A akan jatuh tempo pada tanggal 14 Nopember 2011. Pada tanggal 14 Nopember 2011, Entitas telah melunasi seluruh hutang obligasi ke FEHL.

On March 29, 2010, the Entity signed amendment agreement with FEHL about due date of bonds payable Tranche A become May 14, 2012. Based on confirmation letter from FEHL dated April 28, 2011, bonds payable Tranche A will due at November 14, 2011. As of November 14, 2011, the Entity has fully paid the bonds payable to FEHL.

Pada tahun 2010, sehubungan dengan penerapan PSAK No. 55 (revisi 2006) pada tanggal 1 Januari 2010, obligasi seri B sebesar Rp 3.979.097 diakui sebagai "Uang Muka Pemesanan Saham (lihat Catatan 24).

In 2010, accourding to adoption of PSAK No. 55 (revised 2006) dated January 1, 2010, the B series bonds amounting to Rp 3,979,097 recognized as "Advance for Subscription of Shares" (see Note 24).

17. HUTANG OBLIGASI KONVERSI

17. CONVERTIBLE BONDS PAYABLE

Berdasarkan Perjanjian Penerbitan Obligasi Konversi DRP pada tanggal 21 April 2008, Panama (pemegang saham DRP) menyetujui untuk mengganti piutangnya kepada DRP, Entitas Anak sebesar Rp 100.000.000 dengan obligasi konversi disertai opsi jual (hak pemegang obligasi untuk meminta DRP membeli kembali hutang obligasinya). Obligasi konversi tersebut berjangka waktu 5 tahun dengan tingkat pengembalian 1% per tahun. Opsi jual dan opsi konversi dapat dilakukan hingga 31 Desember 2012.

Based on DRP Convertible Bonds Payable Issuance Agreement dated April 21, 2008, Panama (stockholders of DRP) approved to replace its receivable from DRP, Subsidiary, amounted to Rp 100,000,000 with convertible bonds with put option (bond holder has option to require DRP to buy back its convertible bond). The convertible bonds have a term of 5 years with rate of return of 1% per annum. Put option and conversion option can be exercised until December 31, 2012.

Pada akhir tahun kelima, DRP memiliki opsi untuk menegosiasi ulang dengan Panama atas sisa saldo obligasi yang belum dikonversi menjadi saham.

At the end of the fifth year, DRP has an option to renegotiate with Panama for any remaining balance of bonds not yet converted into shares.

Sehubungan dengan penerapan PSAK No. 50 (revisi 2006) dan PSAK No. 55 (revisi 2006), pada tanggal 1 Januari 2010, obligasi konversi telah diukur pada nilai wajarnya dan dipisahkan antara nilai wajar hutang tanpa fitur derivatif melekat dan nilai wajar derivatif melekat. Derivatif melekat terdiri atas opsi konversi (hak pemegang obligasi untuk mengkonversi obligasi konversi menjadi saham) dan opsi jual (hak pemegang obligasi untuk meminta DRP membeli kembali hutang obligasi).

In accordance with adoption of PSAK No. 50 (revised 2006) and PSAK No. 55 (revised 2006), on January 1, 2010, convertible bonds was measured on its fair value and have been split between the fair value of convertible bonds without embedded derivative and fair value of embedded derivative. Embedded derivative consists of conversion option (bond holder has option to convert convertible bonds to stock) and put option (bond holder has option to require DRP to buy back convertible bonds).

	Jumlah/*Total*	
Nilai tercatat hutang obligasi konversi	100.000.000	*Carrying amount of convertible bonds*
Selisih perhitungan nilai wajar hutang obligasi konversi	8.010.959	*Differences of fair value of convertible bonds*
Nilai wajar hutang obligasi konversi	108.010.959	*Fair value of convertible bonds*
Nilai wajar opsi jual	(22.671.196)	*Fair value of put option*
Nilai wajar opsi konversi	-	*Fair value of convertion option*
Nilai wajar hutang obligasi tanpa fitur derivatif melekat	85.339.763	*Fair value of convertible bonds without embedded derivative*

Mutasi tahun berjalan hutang obligasi tanpa fitur derivatif melekat:

Mutation of convertible bonds without embedded derivative on current year:

	Jumlah/*Total*	
Saldo 1 Januari 2010	85.339.763	*Balance as of January 1, 2010*
Beban bunga	1.639.636	*Interest charges*
Amortisasi diskonto	4.466.462	*Unwinding discount*
Saldo 31 Desember 2010	91.445.861	*Balance as of December 31, 2010*
Beban bunga	555.507	*Interest charges*
Amortisasi diskonto	1.625.491	*Unwinding discount*
Saldo 30 April 2011	93.626.859	*Balance as of April 30, 2011*
Beban bunga	1.111.013	*Interest charges*
Amortisasi diskonto	3.250.982	*Unwinding discount*
Saldo 31 Desember 2011	97.988.854	*Balance as of December 31, 2011*

18. LIABILITAS DERIVATIF / *18. DERIVATIVE LIABILITIES*

Akun ini merupakan nilai wajar dari opsi jual hutang obligasi konversi, sebagai berikut:

This account represents fair value of put option of convertible bonds, as follows:

	Jumlah/*Total*	
Saldo awal (lihat Catatan 17)	22.671.196	*Beginning balance (see Note 17)*
Keuntungan atas perubahan nilai wajar liabilitas derivatif	(13.842.014)	*Gain on fair value change of derivative liabilities*
Saldo 31 Desember 2010	8.829.182	*Balance as of December 31, 2010*
Keuntungan atas perubahan nilai wajar liabilitas derivatif	(3.891.013)	*Gain on fair value change of derivative liabilities*
Saldo 30 April 2011	4.938.169	*Balance as of April 30, 2011*
Keuntungan atas perubahan nilai wajar liabilitas derivatif	(737.034)	*Gain on fair value change of derivative liabilities*
Saldo 31 Desember 2011	4.201.135	*Balance as of December 31, 2011*

19. HUTANG SEWA PEMBIAYAAN / *19. OBLIGATION UNDER FINANCE LEASES*

Pembayaran minimum sewa pembiayaan berdasarkan perjanjian sewa adalah sebagai berikut:

The future minimum finance lease payments based on lease agreements are as follows:

	31 Desember 2011/ *December 31, 2011*	30 April 2011/ *April 30, 2011*	31 Desember 2010/ *December 31, 2010*	
Jumlah pembayaran minimum sewa	-	44.474	69.888	*Total minimum lease payments*
Bunga	-	9.661	15.181	*Interest*
Nilai kini pembayaran minimum sewa	-	34.813	54.707	*Present value of minimum lease payments*

Seluruh transaksi dilakukan dengan PT BCA Finance.

All lease transactions are made with PT BCA Finance.

Jangka waktu sewa adalah 3 tahun dengan tingkat bunga efektif 17,72% per tahun. Semua hutang didenominasi dalam Rupiah yang dibayar setiap bulan dalam suatu jumlah yang tetap. Hutang ini dijamin dengan aset sewa pembiayaan yang bersangkutan (lihat Catatan 10). Pada tahun 2011, hutang sewa pembiayaan telah dilunasi.

The leases have term of 3 years with effective interest rate per annum at 17.72%. All the lease liabilities are denominated in Rupiah, payable every month at fixed amounts. The lease liabilities are secured by the related leased assets (see Note 10). In 2011, obligation under finance lease has fully paid.

20. HUTANG LEMBAGA KEUANGAN / *20. FINANCIAL INSTITUTION LOANS*

Pembayaran hutang minimum masa datang berdasarkan perjanjian hutang adalah sebagai berikut:

Minimum loans payments based on future loans agreements are as follows:

	31 Desember 2011/ *December 31, 2011*	30 April 2011/ *April 30, 2011*	31 Desember 2010/ *December 31, 2010*	
Jatuh tempo dalam satu tahun	844.096	67.148	-	*Matured in one year*
Jatuh tempo dalam dua tahun	880.633	86.544	-	*Matured in two years*
Jatuh tempo lebih dari dua tahun	488.001	57.639	-	*Matured more than two years*
Pembayaran hutang minimum masa datang	2.212.730	211.331	-	*Minimum future loan payment*
Dikurangi: bunga	140.040	34.721	-	*Less: interest*
Jumlah Nilai Tunai	2.072.690	176.610	-	*Total Cash Value*

Pada tahun 2011, Entitas memperoleh fasilitas kredit kepemilikan kendaraan dari PT BCA Finance dan PT DIPO Star Finance masing-masing sebesar Rp 1.564.000 dan Rp 222.000. Jangka waktu hutang adalah 3 tahun dan 1 tahun dengan tingkat bunga efektif masing-masing 10,06% dan 0% per tahun. Hutang ini dijamin dengan aset sewa pembiayaan yang bersangkutan (lihat Catatan 10).

In 2011, the Entity obtained loan facility to acquisitions vehicles from PT BCA Finance and PT DIPO Star Finance amounting to Rp 1,564,000 and Rp 222,000, respectively. The loans have term of each 3 years and 1 year with effective interest rate of each are 10.06% and 0% per annum. The lease liabilities are secured by the related leased assets (see Note 10).

Pada tahun 2011, DRP, Entitas Anak, memperoleh fasilitas kredit kepemilikan kendaraan dari PT Adira Dinamika Multi Finance Tbk dan PT BCA Finance masing-masing sebesar Rp 109.627 dan Rp 693.760 Jangka waktu hutang adalah 3 tahun dengan tingkat bunga efektif masing-masing adalah 12,02% dan 11,74% per tahun. Hutang ini dijamin dengan aset sewa pembiayaan yang bersangkutan (lihat Catatan 10).

In 2011, DRP, a Subsidiary, obtained loan facility to acquisitions vehicles from PT Adira Dinamika Multi Finance Tbk and PT BCA Finance amounting to Rp 109,627 and Rp 693,760, repectively. The loans have term of 3 years with effective interest rate of each are 12.02% and 11.74% per annum. The lease liabilities are secured by the related leased assets (see Note 10).

21. JAMINAN KEANGGOTAAN GOLF

Akun ini merupakan uang jaminan keanggotaan golf - *refundable deposit* yang akan dikembalikan kepada anggota setelah 30 tahun.

Pada awal tahun 2010, sehubungan dengan penerapan PSAK No. 55 (revisi 2006), Entitas menghitung biaya perolehan diamortisasi atas jaminan keanggotan golf dan selisih atas nilai tercatat dan biaya perolehan diamortisasi diakui sebagai pendapatan bunga yang ditangguhkan yang diamortisasi dengan metode suku bunga efektif.

21. GOLF MEMBERSHIP DEPOSITS

This account represents refundable deposits for golf memberships which will be returned to the members after 30 years.

In beginning of 2010, according with adoption of PSAK No. 55 (revised 2006), Entity recalculate amortized cost of golf membership deposits and difference of the carrying amount and amortized cost recorded as deferred interest income and will be amortized using effective interest rate.

22. MODAL SAHAM

Rincian pemegang saham dan jumlah kepemilikannya pada tanggal 31 Desember 2011 seperti yang tercatat oleh Biro Administrasi Efek, adalah sebagai berikut:

22. CAPITAL STOCK

The details of the Entity's stockholders and respective stockholdings as of December 31, 2011 as recorded by Securities Administration Bureau, include the followings:

Pemegang Saham/*Stockholders*	Saham Ditempatkan dan Disetor Penuh/ *Number of Share Issued and Fully Paid* (Lembar/*Share*)	Persentase Kepemilikan/ *Percentage of Ownership (%)*	Jumlah/ *Total*
Asia Capital Holding Limited (Seychelles) (ACHL)	2.951.642.239	73,67%	938.622.232
PT Suryapembangunan Utama	537.790.490	13,42%	171.017.376
Lain-lain (masing-masing di bawah 5%)/*Others (below 5% each)*	517.351.102	12,91%	164.517.650
Jumlah/Total	4.006.783.831	100,00%	1.274.157.258

Berdasarkan notulen Rapat Umum Pemegang Saham tanggal 27 Oktober 2011, yang telah diaktakan dengan Akta Notaris Fransiscus Xaverius Budi Santoso Isbandi, S.H., No. 90, tanggal 27 Oktober 2011, Notaris di Jakarta, pemegang saham Entitas telah menyetujui pelaksanaan kuasi reorganisasi Entitas dan Entitas Anak. Berkaitan dengan pelaksanaan kuasi reorganisasi tersebut, para pemegang saham Entitas menyetujui perubahan Anggaran Dasar sebagai berikut:

- Penurunan nilai nominal saham Entitas dari sebesar Rp 500 (Rupiah penuh) untuk 1 saham menjadi sebesar Rp 318 (Rupiah penuh) untuk 1 saham.
- Penurunan modal dasar dari Rp 2.350.000.000 menjadi Rp 1.494.600.000. Penurunan modal dasar tidak mengubah jumlah lembar saham modal dasar yaitu sebanyak 4.700.000.000. Penurunan terjadi karena penurunan nilai nominal saham.
- Penurunan modal ditempatkan dan disetor penuh Entitas dari Rp 2.003.391.915 menjadi Rp 1.274.157.258. Penurunan tersebut terjadi karena modal ditempatkan dan disetor sebesar Rp 729.234.657 telah digunakan untuk mengeliminasi defisit dalam rangka kuasi reorganisasi (lihat Catatan 4). Penurunan ini tidak mempengaruhi jumlah lembar saham yaitu tetap sebanyak 4.006.783.831.

Based on the General Meeting of Stockholders of the Entity on October 27, 2011, which was covered by Notarial Deed of Fransiscus Xaverius Budi Santoso Isbandi, S.H., No. 90, dated October 27, 2011, Notary in Jakarta, the stockholders of the Entity agreed the execution of quasi-reorganization of the Entity and Subsidiaries. In connection to quasi-reorganization the stockholders of the Entity agreed the amendment of the Company's Articles of Association include:

- *Decrease in par value of the Entity's stock from Rp 500 (full amount) per share to Rp 318 (full amount) per share.*
- *Decrease in authorized capital from Rp 2,350,000,000 to Rp 1,494,600,000. Decrease in the authorized capital not change the number of authorized shares, which is fixed as 4,700,000,000 shares. The decrease occurred because the decline in par value of shares.*
- *Decrease in issued and fully paid capital stock of Entity from Rp 2,003,391,915 to Rp 1,274,157,258. The decline occurred because the issued and fully paid capital as of Rp 729,234,657 has been used to eliminate the deficit within the framework of quasi-reorganization (see Note 4). This decrease does not affect the number of issued and fully paid capital stock that remains as 4,006,783,831 shares.*

Akta tersebut telah disahkan dengan Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia dalam Surat Keputusan No. AHU-64305.A.H.01.02.Tahun 2011, tanggal 28 Desember 2011 (lihat Catatan 1).

Amendment of the Deed was approved by Decree of the Minister of Law and Human Rights of the Republic of Indonesia in its Decision Letter No. AHU-64305.A.H.01.02.Tahun 2011, dated December 28, 2011 (see Note 1).

Rincian pemegang saham dan jumlah kepemilikannya pada tanggal 30 April 2011 dan 31 Desember 2010 seperti yang tercatat oleh Biro Administrasi Efek, adalah sebagai berikut:

The details of the Entity's stockholders and respective stockholdings as of April 30, 2011 and December 31, 2010 as recorded by Securities Administration Bureau, include the followings:

Pemegang Saham/*Stockholders*	Saham Ditempatkan dan Disetor Penuh/ *Number of Share Issued and Fully Paid* (Lembar/*Share*)	Persentase Kepemilikan/ *Percentage of Ownership (%)*	Jumlah/ *Total*
Asia Capital Holding Limited (Seychelles) (ACHL)	2.951.642.239	73,67%	1.475.821.119
PT Suryapembangunan Utama	537.790.490	13,42%	268.895.245
Lain-lain (masing-masing di bawah 5%)/*Others (below 5% each)*	517.351.102	12,91%	258.675.551
Jumlah/*Total*	4.006.783.831	100,00%	2.003.391.915

23. TAMBAHAN MODAL DISETOR / *ADDITIONAL PAID-IN CAPITAL*

Pada tanggal 30 April 2011, Entitas telah melaksanakan kuasi untuk mengeliminasi saldo defisit. Pada saat pelaksanaan kuasi, saldo akun ini adalah sebesar Rp 28.974.122. Entitas telah menggunakan nilai akun ini sebesar Rp 26.725.833 (lihat Catatan 4), untuk mengeliminasi saldo defisit, sehingga saldo akun ini pada tanggal 31 Desember 2011 adalah sebesar Rp 2.248.289.

As of April 30, 2011, the Entity execute quasi to eliminate deficits. As of implementation of quasi, this account amounted to Rp 28,974,122. The Entity used value of this account amounted to Rp 26,725,833 (see Note 4), to eliminate deficits, therefore, as of December 31, 2011, balance of this account as amounting to Rp 2,248,289.

Pada tanggal 30 April 2011 (sebelum kuasi reorganisasi) dan 31 Desember 2010 akun ini terdiri dari:

As of April 30, 2011 (before quasi-reorganization) and December 31, 2010, this account are consists of:

	30 April 2011 dan 31 Desember 2010/ *April 30, 2011 and December 31, 2010*			
	Agio Saham/ *Paid-in Capital*	Biaya Emisi/ *Share Issuance Cost*	Jumlah/ *Total*	
Pengeluaran 80.000.000 saham melalui penawaran umum kepada masyarakat tahun 1995	28.000.000	(5.475.795)	22.524.205	*Issuance of 80,000,000 shares through public offering in 1995*
Konversi obligasi konversi menjadi 78.566.667 saham tahun 1996	7.856.667	-	7.856.667	*Conversion of convertible bonds into 78,566,667 shares in 1996*
Pengeluaran 451.925.000 saham melalui penawaran umum terbatas tahun 1997	-	(1.406.750)	(1.406.750)	*Issuance of 451,925,000 shares through limited public offering in 1997*
Jumlah	35.856.667	(6.882.545)	28.974.122	*Total*

24. UANG MUKA PEMESANAN SAHAM

Sehubungan penerapan PSAK 55 (revisi 2006) pada tanggal 1 Januari 2010, maka pengakuan instrumen keuangan atas hutang *medium term note* Tranche B sebesar Rp 243.382.701 (lihat Catatan 15) dan obligasi seri B sebesar Rp 3.979.097 (lihat Catatan 16) diakui sebagai uang muka pemesanan saham yang diklasifikasikan dalam ekuitas.

24. ADVANCE FOR SUBSCRIPTION OF SHARES

In accordance with adoption of PSAK 55 (revised 2006) as of January 1, 2010, recognition of financial liabilities of medium term notes payable Tranche B amounting to Rp 243,382,701 (see Note 15) and B series bonds amounting to Rp 3,979,097 (see Note 16) as advance for subscription of shares that classified as equity.

25. SELISIH TRANSAKSI PERUBAHAN EKUITAS ENTITAS ANAK

Transaksi perubahan ekuitas Entitas Anak disebabkan oleh penerbitan saham baru Entitas Anak CNMP (DRP), yang diambil bagian oleh CNMP, Samsung Corporation dan Sojitz Corporation sehingga komposisi pemilikan setelah peningkatan modal disetor menjadi 60% CNMP, 20% Samsung Corporation dan 20% Sojitz Corporation. Dengan transaksi peningkatan modal ini yang sebagian besar diambil oleh investor baru, kepemilikan CNMP atas Entitas Anak turun dari 100% menjadi 60%.

Pada tahun 2007, CNMP menjual sebesar 10% kepemilikannya kepada PT Intan Buana Mandiri sehingga komposisi kepemilikannya di DRP turun menjadi 50%. Sehubungan dengan transaksi penjualan saham tersebut CNMP melakukan alokasi Selisih Transaksi Perubahan Ekuitas Entitas Anak secara proporsional.

Dalam rangka pelaksanaan kuasi tanggal 30 April 2011, akun ini telah dieliminasi dengan saldo defisit.

25. DIFFERENCE IN EQUITY TRANSACTIONS OF SUBSIDIARY

The change of equity in Subsidiary originated from issuance of additional shares of Subsidiary of CNMP (DRP), which were subscribed and paid up by CNMP, Samsung Corporation and Sojitz Corporation. The ownership interest after the increase in paid-up capital was 60% for CNMP, 20% for Samsung Corporation and 20% for Sojitz Corporation. The increase in capital which mostly paid-up by the new investor resulted in decrease of CNMP's ownership in the Subsidiary from 100% to 60%.

In 2007, CNMP sold 10% of its ownership in DRP to PT Intan Buana Mandiri which resulted in decrease in its ownership into 50%. In relation to the transfer of ownership, CNMP allocated Difference in Equity transactions of Subsidiary proportionally.

In connection to implementation on quasi as April 30, 2011, this account has been eliminated with deficits balance.

26. KEPENTINGAN NONPENGENDALI

26. NON-CONTROLLING INTEREST

	31 Desember 2011/ *December 31, 2011*	30 April 2011/ *April 30, 2011*	31 Desember 2010/ *December 31, 2010*	
a. Kepentingan nonpengendali atas aset bersih Entitas Anak				*a. Non-controlling interest in net assets of Subsidiaries*
PT Dwigunatama Rintisprima	504.912.598	500.568.524	491.093.657	*PT Dwigunatama Rintisprima*
PT Tajur Surya Abadi	6.665.791	-	-	*PT Tajur Surya Abadi*
PT Golden Integrity Sejati	494.158	496.189	420.177	*PT Golden Integrity Sejati*
Jumlah	512.072.547	501.064.713	491.513.834	*Total*
b. Kepentingan nonpengendali atas rugi (laba) bersih Entitas Anak				*b. Non-controlling interest in net loss (income) of Subsidiaries*
PT Dwigunatama Rintisprima	(6.302.831)	(1.743.276)	811.725	*PT Dwigunatama Rintisprima*
PT Tajur Surya Abadi	(65.791)	-	-	*PT Tajur Surya Abadi*
PT Golden Integrity Sejati	(49.553)	(51.584)	33.476	*PT Golden Integrity Sejati*
Jumlah	(6.418.175)	(1.794.860)	845.201	*Total*

27. PENJUALAN BERSIH DAN PENDAPATAN USAHA / *27. NET SALES AND OPERATING REVENUES*

Akun ini terdiri dari: / *This account consists of:*

	Untuk Tujuan Perbandingan/ *For Comparison Purposes* (Satu Tahun/ *A Year*)	31 Desember 2011/ *December 31, 2011* (Delapan Bulan/ *Eight Months*)	30 April 2011/ *April 30, 2011* (Empat Bulan/ *Four Months*)	31 Desember 2010/ *December 31, 2010* (Satu Tahun/ *A Year*)	
Penjualan tanah dan rumah tinggal	220.118.846	171.271.071	48.847.775	114.258.699	*Sale of land and houses*
Pendapatan operasi golf, *country club* dan estat manajemen	36.149.761	24.252.335	11.897.426	32.915.865	*Golf course, country club and estate management revenues*
Pendapatan keanggotaan golf	11.895.888	7.060.549	4.835.339	11.596.698	*Golf membership fees*
Pendapatan sekolah	1.177.102	800.041	377.061	876.484	*Educational revenues*
Pendapatan tiket dan sewa ruang	445.296	445.296	-	-	*Ticket and space rental revenue*
Jumlah	269.786.893	203.829.292	65.957.601	159.647.746	*Total*

28. BEBAN POKOK PENJUALAN DAN BEBAN LANGSUNG USAHA / *28. COST OF SALES AND DIRECT COSTS*

Akun ini terdiri dari: / *This account consists of:*

	Untuk Tujuan Perbandingan/ *For Comparison Purposes* (Satu Tahun/ *A Year*)	31 Desember 2011/ *December 31, 2011* (Delapan Bulan/ *Eight Months*)	30 April 2011/ *April 30, 2011* (Empat Bulan/ *Four Months*)	31 Desember 2010/ *December 31, 2010* (Satu Tahun/ *A Year*)	
Beban pokok tanah dan rumah tinggal	129.039.767	100.032.977	29.006.790	78.030.531	*Cost of sales of land and houses*
Beban operasi golf, *country club* dan estat manajemen	31.656.192	21.927.212	9.728.980	29.719.692	*Direct costs of golf course, country club and estate management*
Beban tiket dan sewa ruang	633.293	633.293	-	-	*Ticket and space rental cost*
Beban sekolah	140.930	84.495	56.435	127.472	*Educational expenses*
Jumlah	161.470.182	122.677.977	38.792.205	107.877.695	*Total*

The original consolidated financial statements included herein are in the Indonesian language.

29. PENDAPATAN LAIN-LAIN / *29. OTHERS INCOME*

Akun ini terdiri dari: / *This account consists of:*

	Untuk Tujuan Perbandingan/ *For Comparison Purposes* (Satu Tahun/ *A Year*)	31 Desember 2011/ *December 31, 2011* (Delapan Bulan/ *Eight Months*)	30 April 2011/ *April 30, 2011* (Empat Bulan/ *Four Months*)	31 Desember 2010/ *December 31, 2010* (Satu Tahun/ *A Year*)	
Penghasilan bunga	7.425.384	4.531.336	2.894.048	5.959.735	*Interest income*
Laba (rugi) penjualan aset tetap	111.954	114.277	(2.323)	191.508	*Gain (loss) on disposal of property and equipment*
Lain-lain	3.209.093	2.466.744	742.349	2.308.554	*Others*
Jumlah	10.746.431	7.112.357	3.634.074	8.459.797	*Total*

30. BEBAN PENJUALAN / *30. SELLING EXPENSES*

Akun ini terdiri dari: / *This account consists of:*

	Untuk Tujuan Perbandingan/ *For Comparison Purposes* (Satu Tahun/ *A Year*)	31 Desember 2011/ *December 31, 2011* (Delapan Bulan/ *Eight Months*)	30 April 2011/ *April 30, 2011* (Empat Bulan/ *Four Months*)	31 Desember 2010/ *December 31, 2010* (Satu Tahun/ *A Year*)	
Iklan dan promosi	6.887.356	3.925.464	2.961.892	5.767.580	*Advertising and promotion*
Komisi	1.636.095	940.656	695.439	1.584.597	*Commission*
Lain-lain	2.801.974	2.558.571	243.403	663.091	*Others*
Jumlah	11.325.425	7.424.691	3.900.734	8.015.268	*Total*

31. BEBAN UMUM DAN ADMINISTRASI / *31. GENERAL AND ADMINISTRATIVE EXPENSES*

Akun ini terdiri dari: / *This accounts consists of:*

	Untuk Tujuan Perbandingan/ *For Comparison Purposes* (Satu Tahun/ *A Year*)	31 Desember 2011/ *December 31, 2011* (Delapan Bulan/ *Eight Months*)	30 April 2011/ *April 30, 2011* (Empat Bulan/ *Four Months*)	31 Desember 2010/ *December 31, 2010* (Satu Tahun/ *A Year*)	
Gaji, upah dan tunjangan	31.235.717	22.721.996	8.513.721	23.394.123	*Salaries, wages and benefits*
Penyusutan (lihat Catatan 10)	8.144.058	7.140.852	1.003.206	2.956.150	*Depreciation (see Note 10)*
Sewa	3.439.806	2.432.703	1.007.103	2.854.452	*Rental*
Imbalan kerja (lihat Catatan 35)	3.142.497	2.036.371	1.106.126	3.688.580	*Employee benefits (see Note 35)*
Fee konsultan	2.146.359	1.176.143	970.216	1.037.851	*Consultancy fees*
Perjalanan dinas dan transportasi	1.320.274	615.093	705.181	1.758.351	*Transportation and travel*
Pemeliharaan, perbaikan dan keamanan	1.035.127	690.195	344.932	927.442	*Repairs, maintenance and security*

	Untuk Tujuan Perbandingan/ *For Comparison Purposes* (Satu Tahun/ *A Year*)	31 Desember 2011/ *December 31, 2011* (Delapan Bulan/ *Eight Months*)	30 April 2011/ *April 30, 2011* (Empat Bulan/ *Four Months*)	31 Desember 2010/ *December 31, 2010* (Satu Tahun/ *A Year*)	
Listrik, air dan telepon	957.488	599.240	358.248	1.000.317	*Electricity, water and telephone*
Perjamuan dan sumbangan	948.516	722.966	225.550	1.137.176	*Entertainment and donation*
Perlengkapan kantor	412.658	195.661	216.997	695.434	*Office supplies*
Asuransi	398.918	307.750	91.168	279.100	*Insurance*
Perijinan	335.604	287.630	47.974	539.852	*Permits*
Pendidikan, latihan, seragam dan rekruitmen	142.578	42.989	99.589	100.106	*Education, training, uniform and recruitment*
Beban piutang ragu-ragu (lihat Catatan 6)	120.000	80.000	40.000	4.333.848	*Provision for doubtful accounts (see Note 6)*
Lain-lain	1.460.956	1.244.646	216.310	698.551	*Others*
Jumlah	55.240.556	40.294.235	14.946.321	45.401.333	*Total*

32. PENDAPATAN (BEBAN) PENDANAAN / *32. FINANCING INCOME (EXPENSES)*

Akun ini terdiri dari: / *This account consists of:*

	Untuk Tujuan Perbandingan/ *For Comparison Purposes* (Satu Tahun/ *A Year*)	31 Desember 2011/ *December 31, 2011* (Delapan Bulan/ *Eight Months*)	30 April 2011/ *April 30, 2011* (Empat Bulan/ *Four Months)*	31 Desember 2010/ *December 31, 2010* (Satu Tahun/ *A Year*)	
Penerapan PSAK No. 55 – bersih (lihat Catatan 21)	(1.439.134)	(3.149.150)	1.710.016	201.869	*Adoption of PSAK No. 55 – net (see Note 21)*
Bunga hutang obligasi (lihat Catatan 16)	(1.249.789)	(523.873)	(725.916)	(2.019.395)	*Bonds payable interest (see Note 16)*
Bunga hutang bank (lihat Catatan 14)	(2.981.875)	(2.847.114)	(134.761)	(324.221)	*Bank loans interest (see Note 14)*
Bunga hutang sewa pembiayaan (lihat Catatan 19)	(48.417)	(42.896)	(5.521)	(16.562)	*Obligations under finance lease interest (see Note 19)*
Bunga hutang lembaga keuangan (lihat Catatan 20)	(23.829)	(18.229)	(5.600)	-	*Financial institutions loans interest (see Note 20)*
Beban provisi	(176.000)	(176.000)	-	-	*Provision expense*
Bunga hutang *medium term note*	-	-	-	(293.550)	*Medium term note payable interest*
Jumlah	(5.919.044)	(6.757.262)	838.218	(2.451.859)	*Total*

33. PAJAK PENGHASILAN / *33. INCOME TAX*

Beban pajak Entitas dan Entitas Anak terdiri dari: / *Tax expense of the Entity and Subsidiaries consists of:*

	Untuk Tujuan Perbandingan/ *For Comparison Purposes*	31 Desember 2011/ *December 31, 2011* (Delapan Bulan/ *Eight Months*)	30 April 2011/ *April 30, 2011* (Empat Bulan/ *Four Months)*	31 Desember 2010/ *December 31, 2010* (Satu Tahun/ *A Year*)	
Pajak kini					*Current tax*
Pajak final	(10.485.562)	(8.107.473)	(2.378.089)	(5.059.515)	*Final tax*
Pajak tidak final	(1.511.019)	(708.085)	(802.934)	(142.770)	*Non final tax*
Pajak tangguhan	320.445	93.780	226.665	(56.262)	*Deferred tax*
Jumlah	(11.676.136)	(8.721.778)	(2.954.358)	(5.258.547)	*Total*
Pajak kini					***Current tax***
Final					***Final***
Entitas					*The Entity*
Pendapatan kena pajak final	97.168.280	76.724.408	20.443.872	32.680.342	*Revenue subject to final tax*
Beban pajak – final	4.851.848	3.829.654	1.022.194	1.634.017	*Tax expense – final*
Pembayaran pajak final	6.149.035	5.000.773	1.148.262	3.379.013	*Payment of final tax*
Pajak final dibayar dimuka	1.297.187	1.171.119	126.068	1.744.996	*Prepaid final tax*
Saldo awal	1.744.996	1.871.064	1.744.996	-	*Beginning balance*
Saldo akhir pajak final dibayar di muka	3.042.183	3.042.183	1.871.064	1.744.996	*Ending balance of prepaid final tax*
Entitas Anak – PT Kharisma Buana Mandiri					*Subsidiary – PT Kharisma Buana Mandiri*
Pendapatan kena pajak final	37.682	37.682	-	-	*Revenue subject to final tax*
Beban pajak – final	3.768	3.768	-	-	*Tax expense – final*
Pembayaran pajak final	3.768	3.768	-	-	*Payment of final tax*
Saldo akhir pajak final dibayar di muka	-	-	-	-	*Ending balance of prepaid final tax*
Entitas Anak – PT Dwikarya Langgengsukses					*Subsidiary – PT Dwikarya Langgengsukses*
Pendapatan kena pajak final	105.729.466	77.325.564	28.403.902	81.578.356	*Revenue subject to final tax*
Beban pajak – final	5.167.737	3.811.842	1.355.895	3.425.498	*Tax expense – final*
Pembayaran pajak final	3.331.700	1.831.981	1.499.719	4.372.201	*Payment of final tax*
Pajak final dibayar di muka	(1.836.037)	(1.979.861)	143.824	946.702	*Prepaid final tax*
Saldo awal	3.662.261	3.806.085	3.662.261	2.715.558	*Beginning balance*
Saldo akhir pajak final dibayar di muka	1.826.224	1.826.224	3.806.085	3.662.261	*Ending balance of prepaid final tax*
Entitas Anak – PT Dwigunatama Rintisprima					*Subsidiary – PT Dwigunatama Rintisprima*
Pendapatan kena pajak final	17.221.100	17.221.100	-	-	*Revenue subject to final tax*

	Untuk Tujuan Perbandingan/ *For Comparison Purposes*	31 Desember 2011/ *December 31, 2011* (Delapan Bulan/ *Eight Months*)	30 April 2011/ *April 30, 2011* (Empat Bulan/ *Four Months)*	31 Desember 2010/ *December 31, 2010* (Satu Tahun/ *A Year*)	
Beban pajak – final	462.209	462.209	-	-	*Tax expense – final*
Pembayaran pajak final	3.011.117	2.786.290	224.827	-	*Payment of final tax*
Pajak final dibayar di muka	2.548.908	2.324.081	224.827	-	*Prepaid final tax*
Saldo awal	-	224.827	-	-	*Beginning balance*
Saldo akhir pajak final dibayar di muka	2.548.908	2.548.908	224.827	-	*Ending balance prepaid final tax*
Jumlah beban pajak final	10.485.562	8.107.473	2.378.089	5.059.515	*Total final tax expenses*

Tidak Final / ***Non Final***

Rekonsiliasi antara laba sebelum taksiran penghasilan (beban) pajak menurut laporan laba rugi komprehensif konsolidasi dengan laba kena pajak adalah sebagai berikut:

A reconciliation between income before provision for tax income (expenses) per consolidated statements of comprehensive income and taxable income of the Entity is as follows:

	Untuk Tujuan Perbandingan/ *For Comparison Purposes*	31 Desember 2011/ *December 31, 2011* (Delapan Bulan/ *Eight Months*)	30 April 2011/ *April 30, 2011* (Empat Bulan/ *Four Months)*	31 Desember 2010/ *December 31, 2010* (Satu Tahun/ *A Year*)	
Laba sebelum taksiran penghasilan (beban) pajak menurut laporan laba rugi komprehensif konsolidasi	46.329.305	33.559.169	12.770.136	2.573.499	*Income before provision for tax income (expenses) per consolidated statement of comprehensive income*
Rugi (laba) sebelum pajak Entitas Anak	(21.796.550)	(19.029.575)	(2.766.975)	1.564.930	*Loss (income) before tax of Subsidiaries*
Laba sebelum pajak Entitas	24.532.755	14.529.594	10.003.161	4.138.429	*Income before tax of the Entity*
Perbedaan temporer:					*Temporary differences:*
Perbedaan penyusutan komersial dan fiskal	189.386	136.169	53.217	575.121	*Difference between commercial and fiscal depreciation*
Beban piutang ragu-ragu	120.000	80.000	40.000	-	*Provision for doubtful accounts*
Jumlah	309.386	216.169	93.217	575.121	*Total*
Perbedaan yang tidak dapat diperhitungkan menurut fiskal:					*Non-deductible expenses (non-taxable income)*
Perbedaan penyusutan komersial dan fiskal	3.410.362	3.410.362	-	-	*Difference between commercial and fiscal depreciation*
Pajak penghasilan pasal 21	1.175.102	819.538	355.564	1.422.676	*Income tax article 21*
Beban pajak	95.669	95.669	-	-	*Tax expense*

	Untuk Tujuan Perbandingan/ *For Comparison Purposes*	31 Desember 2011/ *December 31, 2011* (Delapan Bulan/ *Eight Months*)	30 April 2011/ *April 30, 2011* (Empat Bulan/ *Four Months)*	31 Desember 2010/ *December 31, 2010* (Satu Tahun/ *A Year*)	
Beban pokok tanah dan rumah tinggal	72.791	72.791	-	-	*Cost of sales of land and houses*
Perjamuan dan sumbangan	29.343	4.369	24.974	228.186	*Entertainment and donation*
Beban piutang ragu-ragu	-	-	-	818.228	*Provision for doubtful accounts*
Pendapatan bunga atas penerapan PSAK No. 55	(475.812)	(316.922)	(158.890)	(476.911)	*Interest income related to adoption of PSAK No. 55*
Penghasilan jasa giro dan bunga deposito	(4.980.674)	(2.911.974)	(2.068.700)	(4.120.779)	*Interest income on current accounts and time deposits*
Laba atas penghasilan kena pajak final Entitas	(18.124.846)	(13.248.522)	(4.876.324)	(651.629)	*Income subject to final tax of the Entity*
Jumlah	(18.798.065)	(12.074.689)	(6.723.376)	(2.780.229)	*Total*
Laba kena pajak tahun berjalan	6.044.076	2.671.074	3.373.002	1.933.321	*Taxable income in the current year*
Akumulasi rugi fiskal tahun-tahun sebelumnya	-	-	-	(1.316.118)	*Accumulated fiscal loss carryforward*
Laba kena pajak	6.044.076	2.671.074	3.373.002	617.203	*Taxable income*
Beban pajak kini					*Current tax expense*
Entitas					*Entity*
12,5% x Rp 322.529	-	(40.316)	40.316	-	*12.5% x Rp 322,529*
Rp 617.203	-		-	77.150	*Rp 617,203*
25% x Rp 6.044.076	1.511.019	1.511.019	-	-	*25% x Rp 6,044,076*
Rp 3.050.473	-	(762.618)	762.618	-	*Rp 3,050,473*
Entitas Anak	-	-	-	65.620	*Subsidiaries*
Jumlah beban pajak kini (lihat Catatan 12)	1.511.019	708.085	802.934	142.770	*Total current tax expense and payable (see Note 12)*
Dikurangi pembayaran pajak penghasilan dibayar di muka:					*Less prepayment of income tax:*
Pasal 25	618.512	618.512	-	-	*Article 25*
Hutang Pajak Kini	892.507	89.573	802.934	142.770	*Tax Payable*

Pajak Tangguhan

Rincian dari aset pajak tangguhan Entitas dan Entitas Anak sebagai berikut:

Deferred Tax

The details of the Entity and Subsidiaries deferred tax assets are as follows:

	1 Januari 2010/ *January 1, 2010*	Dikreditkan (Dibebankan) ke laporan laba rugi/*Credited (charged) to income for the year*	31 Desember 2010/ *December 31, 2010*	Dikreditkan (Dibebankan) ke laporan laba rugi/*Credited (charged) to income for the period* (Empat Bulan/ *Four Months)*	30 April 2011/ *April 30, 2011*	Dikreditkan (Dibebankan) ke laporan laba rugi/*Credited (charged) to income for the period* (Delapan Bulan/ *Eight Months)*	31 Desember 2011/ *December 31, 2011*	
Aset (liabilitas) pajak tangguhan:								*Asset (liability) deferred tax:*
Penyusutan aset tetap	25.958	143.781	169.739	10.565	180.304	33.704	214.008	*Depreciation of property and equipment*
Beban piutang ragu-ragu	200.043	(200.043)	-	10.000	10.000	20.000	30.000	*Provision for doubtful accounts*
Rugi fiskal	-	-	-	206.100	206.100	40.076	246.176	*Fiscal loss*
Aset pajak tangguhan – bersih	226.001	(56.262)	169.739	226.665	396.404	93.780	490.184	*Deferred tax assets - net*

Berdasarkan Peraturan Menteri Keuangan No.243/PMK.03/2008 tanggal 31 Desember 2008, tentang pajak penghasilan atas penghasilan dari pengalihan hak atas tanah dan/atau bangunan mulai tanggal 1 Januari 2009, pendapatan yang berhubungan dengan pengalihan hak atas tanah dan/atau bangunan dikenakan pajak final. Dengan demikian aset pajak tangguhan yang berhubungan dengan pendapatan yang dikenakan pajak final dibebankan ke laporan laba rugi komprehensif konsolidasi tahun berjalan.

Based on the Ministry of Finance Regulation No.243/PMK.03/2008 dated December 31, 2008, regarding income tax of income from transfer of right and/or building starting January 1, 2009, income directly attributable to transfer of right and/or building is subject to final income tax. Accordingly, deferred tax assets which are directly attributable to the final tax are charged to the current consolidated statement of comprehensive income.

Rekonsiliasi antara beban pajak dan hasil perkalian laba akuntansi sebelum pajak penghasilan dengan tarif pajak yang berlaku adalah sebagai berikut:

A reconciliation between the tax expenses and the amounts computed by applying the effective tax rate to income before tax follows:

	Untuk Tujuan Perbandingan/ *For Comparison Purposes*	31 Desember 2011/ *December 31, 2011* (Delapan Bulan/ *Eight Months*)	30 April 2011/ *April 30, 2011* (Empat Bulan/ *Four Months*)	31 Desember 2010/ *December 31, 2010* (Satu Tahun/ *A Year*)	
Laba sebelum taksiran penghasilan (beban) pajak menurut laporan laba rugi komprehensif konsolidasi	46.329.305	33.559.169	12.770.136	2.573.499	*Income before provision for tax income (expenses) per consolidated statement of comprehensive income*
Rugi (laba) sebelum pajak Entitas Anak	(21.796.550)	(19.029.575)	(2.766.975)	1.564.930	*Loss (income) before tax of Subsidiaries*
Laba sebelum pajak Entitas	24.532.755	14.529.594	10.003.161	4.138.429	*Income before tax of the Entity*
Pajak dengan tarif yang berlaku					*Tax benefit at effective tax rate*
12,5% x					*12.5% x*
Rp 322.529	-	40.316	(40.316)	-	*Rp 322,529*
Rp 617.202	-	-	-	(77.150)	*Rp 617,202*
25% x					*25% x*
Rp 24.532.755	(6.133.189)	(6.133.189)	-	-	*Rp 24,532,755*
Rp 9.680.632	-	2.420.158	(2.420.158)	-	*Rp 9,680,632*
Rp 3.521.227	-	-	-	(880.307)	*Rp 3,521,227*
	(6.133.189)	(3.672.715)	(2.460.474)	(957.457)	

	Untuk Tujuan Perbandingan/ *For Comparison Purposes*	31 Desember 2011/ *December 31, 2011* (Delapan Bulan/ *Eight Months*)	30 April 2011/ *April 30, 2011* (Empat Bulan/ *Four Months*)	31 Desember 2010/ *December 31, 2010* (Satu Tahun/ *A Year*)	
Pengaruh pajak atas penghasilan (beban) yang tidak dapat diperhitungkan menurut fiskal:					*Tax effects of non-taxable income (non-deductible expenses):*
Perbedaan penyusutan komersial dan fiskal	(852.590)	(852.590)	-	-	*Difference between commercial and fiscal depreciation*
Pajak penghasilan pasal 21	(293.775)	(204.884)	(88.891)	(355.669)	*Income tax article 21*
Beban pajak	(23.917)	(23.917)	-	-	*Tax expense*
Beban pokok tanah dan rumah tinggal	(18.198)	(18.198)	-	-	*Cost of sales of land and houses*
Perjamuan dan sumbangan	(7.335)	(1.092)	(6.243)	(57.047)	*Entertainment and donation*
Beban piutang ragu-ragu	-	-	-	(204.557)	*Provision for doubtful accounts*
Pendapatan bunga atas penerapan PSAK No. 55	118.953	79.231	39.722	119.228	*Interest income related to adoption of PSAK No. 55*
Penghasilan jasa giro dan bunga deposito	1.245.168	727.993	517.175	1.030.195	*Interest income on current accounts and time deposits*
Laba atas penghasilan kena pajak final Entitas	4.531.211	3.312.130	1.219.081	162.907	*Income subject to final tax of the Entity*
Jumlah	4.699.517	3.018.673	1.680.844	695.057	*Total*
Akumulasi rugi fiskal yang dimanfaatkan pada tahun berjalan	-	-	-	329.029	*Accumulated fiscal loss utilized in current year*
Penyesuaian aset pajak tangguhan yang tidak dimanfaatkan	-	-	-	(200.042)	*Adjustment on deferred tax asset did not utilized*
Beban pajak Entitas	(1.433.672)	(654.043)	(779.629)	(133.412)	*Entity's tax expenses*
Beban pajak Entitas Anak	243.098	39.738	203.360	(65.620)	*Subsidiaries' tax expense*
Pajak final	(10.485.562)	(8.107.473)	(2.378.089)	(5.059.515)	*Final Tax*
Jumlah beban pajak	(11.676.136)	(8.721.778)	(2.954.358)	(5.258.547)	*Total tax expense*

34. LABA (RUGI) PER SAHAM DASAR

Berikut ini adalah data yang digunakan untuk perhitungan laba (rugi) per saham dasar:

34. BASIC EARNINGS (LOSS) PER SHARE

The following are the data used in the computation of the basic earning (loss) per share:

	Untuk Tujuan Perbandingan/ *For Comparison Purposes* (Satu Tahun/ *A Year*)	31 Desember 2011/ *December 31, 2011* (Delapan Bulan/ *Eight Months*)	30 April 2011/ *April 30, 2011* (Empat Bulan/ *Four Months)*	31 Desember 2010/ *December 31, 2010* (Satu Tahun/ *A Year*)	
Jumlah laba (rugi) periode/tahun berjalan pemilik entitas induk	28.234.994	20.214.076	8.020.918	(1.839.847)	*Total income (loss) for the current period/year of owners of the parent entity*
Jumlah rata-rata tertimbang saham biasa untuk perhitungan laba (rugi) per saham dasar	4.006.783.831	4.006.783.831	4.006.783.831	4.006.783.831	*Weighted average number of ordinary shares of computation of basic earnings(loss) per share*
Laba (rugi) per saham dasar (Rupiah penuh)	7,05	5,05	2,00	(0,46)	*Basic earnings (loss) per share (full amount)*

35. LIABILITAS DIESTIMASI ATAS IMBALAN KERJA

Entitas dan Entitas Anak membukukan imbalan kerja sesuai dengan Undang-Undang Ketenagakerjaan No. 13/2003. Jumlah karyawan yang berhak atas imbalan kerja tersebut adalah 531 pada tanggal 31 Desember 2011, 535 pada tanggal 30 April 2011 dan 549 pada tanggal 31 Desember 2010.

a. Beban imbalan kerja yang diakui di laporan laba rugi komprehensif konsolidasi adalah sebagai berikut:

35. ESTIMATED LIABILITIES FOR EMPLOYEE BENEFITS

The Entity and Subsidiaries provides employee benefits in accordance with Labor Law No. 13/2003. The number of employees entitled to the retirement benefits are 531 as of December 31, 2011, 535 as of April 30, 2011 and 549 as of December 31, 2010.

a. Amounts recognized as expense in the consolidated statement of comprehensive income in respect of these employee benefit are as follows:

	Untuk Tujuan Perbandingan/ *For Comparison Purposes* (Satu Tahun/ *A Year*)	31 Desember 2011/ *December 31, 2011* (Delapan Bulan/ *Eight Months*)	30 April 2011/ *April 30, 2011* (Empat Bulan/ *Four Months*)	31 Desember 2010/ *December 31, 2010* (Satu Tahun/ *A Year*)	
Biaya jasa kini	1.633.490	1.026.025	607.465	1.826.454	*Current service cost*
Biaya bunga	1.491.646	998.114	493.532	1.862.126	*Interest expense*
Amortisasi kerugian aktuarial	17.361	12.232	5.129	-	*Amortization of actuarial loss*
Bersih (lihat Catatan 31)	3.142.497	2.036.371	1.106.126	3.688.580	*Net (see Note 31)*

b. Liabilitas diestimasi atas imbalan kerja di laporan posisi keuangan konsolidasi adalah sebagai berikut:

b. The estimated liabilities for employee benefits in the consolidated statements of financial position are as follows:

	31 Desember 2011/ *December 31, 2011*	30 April 2011/ *April 30, 2011*	31 Desember 2010/ *December 31, 2010*	
Nilai kini liabilitas yang tidak didanai	16.215.958	18.250.927	16.273.907	*Present value of past service cost*
Keuntungan aktuarial yang belum diakui	3.186.218	(797.544)	161.528	*Unrecognized actuarial gain*
Liabilitas bersih	19.402.176	17.453.383	16.435.435	*Net liability*

c. Mutasi liabilitas bersih di laporan posisi keuangan konsolidasi adalah sebagai berikut:

c. Movement of the net liability in the consolidated statements of financial position are as follows:

	31 Desember 2011/ *December 31, 2011*	30 April 2011/ *April 30, 2011*	31 Desember 2010/ *December 31, 2010*	
Saldo awal	16.435.435	16.435.435	15.192.706	*Beginning balance*
Pembayaran imbalan pasca kerja pada periode/tahun berjalan	(175.756)	(88.178)	(593.654)	*Benefit paid during the period/year*
Beban periode/tahun berjalan	3.142.497	1.106.126	3.688.580	*Amount charge to expense for the period/year*
Penyesuaian atas data karyawan	-	-	(1.852.197)	*Adjustment of employee's data*
Saldo akhir	19.402.176	17.453.383	16.435.435	*Ending balance*

Perhitungan imbalan kerja dihitung oleh aktuaris independen PT Mitra Panca Buana Sejahtera pada tanggal 31 Desember 2011, 30 April 2011 dan 31 Desember 2010. Asumsi utama yang digunakan dalam menentukan penilaian aktuarial adalah sebagai berikut:

The cost of providing employee benefits is calculated by an independent actuary, PT Mitra Panca Buana Sejahtera as of December 31, 2011, April 30, 2011 and December 31, 2010. The actuarial valuation was carried out using the following key assumptions:

	31 Desember 2011/ *December 31, 2011*	30 April 2011/ *April 30, 2011*	31 Desember 2010/ *December 31, 2010*	
Tingkat diskonto	7%	9%	9%	*Discount rate*
Tingkat proyeksi kenaikan gaji	5%	8%	8%	*Projected salary increase rate*
Usia pensiun	Usia 55 tahun/ *55 years*	Usia 55 tahun/ *55 years*	Usia 55 tahun/ *55 years*	*Normal pension age*

36. INFORMASI SEGMEN / *36. SEGMENT INFORMATION*

Segmen primer

Entitas dan Entitas Anak dikelola dan dikelompokkan dalam divisi usaha yang terdiri dari real estat dan properti, golf dan *country club*, estat manajemen serta investasi dan lain-lain. Divisi usaha ini juga digunakan sebagai dasar pelaporan informasi primer.

Primary segment

The Entity and Subsidiaries present bussines segment information in four segments based on the business activities namely: real estate and property, golf and country club, estate management, and investment and others. This is also used as the basis of reporting on the primary segment information.

Informasi bentuk segmen primer berupa segmen usaha Entitas dan Entitas Anak adalah sebagai berikut:

The following are the primary segment information of the Entity and Subsidiaries:

31 Desember 2011/*December 31, 2011* (Untuk Tujuan Perbandingan/*For Comparison Purposes*)
(Satu Tahun/*A Year*)

	Real estat dan properti/ *Real estate and property*	Golf dan country club/ *Golf and country club*	Estat manajemen/ *Estate management*	Investasi dan lainnya/ *Investment and others*	Eliminasi/ *Elimination*	Konsolidasi/ *Consolidation*	
Pihak eksternal	220.564.142	40.513.059	7.532.590	1.177.102	-	269.786.893	*External*
Jumlah penjualan	220.564.142	40.513.059	7.532.590	1.177.102	-	269.786.893	*Net revenues*
Laba (rugi) kotor	91.085.510	18.116.148	(1.848.327)	1.036.172	(72.792)	108.316.711	*Gross profit (loss)*
Pendapatan lain-lain	18.712.856	257.588	569.622	1.194.125	(9.987.760)	10.746.431	*Other income*
Beban penjualan	(9.970.583)	(1.228.402)	-	(126.440)	-	(11.325.425)	*Selling expenses*
Beban umum dan administrasi	(39.472.579)	(10.453.862)	(2.909.800)	(1.714.978)	(689.337)	(55.240.556)	*General and administrative expenses*
Pendapatan (beban) pendanaan	(5.981.565)	127.211	(64.690)	-	-	(5.919.044)	*Financing income (expense)*

31 Desember 2011/*December 31, 2011* (Untuk Tujuan Perbandingan/*For Comparison Purposes*)
(Satu Tahun/*A Year*)

	Real estat dan properti/ *Real estate and property*	Golf dan country club/ *Golf and country club*	Estat manajemen/ *Estate management*	Investasi dan lainnya/ *Investment and others*	Eliminasi/ *Elimination*	Konsolidasi/ *Consolidation*	
Bagian laba bersih Entitas Anak	9.987.760	-	-	-	(9.987.760)	-	*Equity in net income of Subsidaries*
Beban lain-lain	(188.251)	(60.561)	-	-	-	(248.812)	*Other expense*
Laba (rugi) sebelum taksiran beban pajak	64.173.148	6.758.122	(4.253.195)	388.879	(20.737.649)	46.329.305	*Income (loss) before provision for tax expenses*
Taksiran beban pajak						(11.676.136)	*Provision for tax expense*
Kepentingan nonpengendali						(6.418.175)	*Non-controlling interest*
Jumlah laba periode/tahun berjalan						28.234.994	*Total income for the current period/year*

31 Desember 2011(Delapan Bulan)/*December 31, 2011(Eight Months)*

	Real estat dan properti/ *Real estate and property*	Golf dan country club/ *Golf and country club*	Estat manajemen/ *Estate management*	Investasi dan lainnya/ *Investment and others*	Eliminasi/ *Elimination*	Konsolidasi/ *Consolidation*	
Pihak eksternal	171.716.367	26.121.161	5.191.723	800.041	-	203.829.292	*External*
Jumlah penjualan	171.716.367	26.121.161	5.191.723	800.041	-	203.829.292	*Net revenues*
Laba (rugi) kotor	71.244.524	10.224.347	(960.310)	715.546	(72.792)	81.151.315	*Gross profit (loss)*
Pendapatan lain-lain	16.442.196	(694.188)	505.142	1.027.386	(10.168.179)	7.112.357	*Other income*
Beban penjualan	(6.527.353)	(801.454)	-	(95.884)	-	(7.424.691)	*Selling expenses*
Beban umum dan administrasi	(29.109.004)	(7.195.194)	(2.364.761)	(935.939)	(689.337)	(40.294.235)	*General and administrative expenses*
Pendapatan (beban) pendanaan	(7.146.510)	408.229	(18.981)	-	-	(6.757.262)	*Financing income (expense)*
Bagian laba bersih Entitas Anak	10.171.399	-	-	-	(10.171.399)	-	*Equity in net income of Subsidaries*
Beban lain-lain	(631.132)	(60.561)	2.063	461.315	-	(228.315)	*Other expense*
Laba (rugi) sebelum taksiran beban pajak	54.444.120	1.881.179	(2.836.847)	1.172.424	(21.101.707)	33.559.169	*Income (loss) before provision for tax expenses*
Taksiran beban pajak						(8.721.778)	*Provision for tax expense*
Kepentingan nonpengendali						(4.623.315)	*Non-controlling interest*
Jumlah laba periode/tahun berjalan						20.214.076	*Total income for the current period/year*

31 Desember 2011/*December 31, 2011*

Aset dan liabilitas	Real estat dan properti/ *Real estate and property*	Golf dan country club/ *Golf and country club*	Estat manajemen/ *Estate management*	Investasi dan lainnya/ *Investment and others*	Eliminasi/ *Elimination*	Konsolidasi/ *Consolidation*	*Assets and liabilities*
Aset segmen	2.395.584.652	168.993.428	2.881.822	47.077.856	(159.800.768)	2.454.736.990	*Segment assets*
Investasi pada entitas asosiasi	669.690.400	-	-	8.836.862	(678.302.262)	225.000	*Investment in associates*
Jumlah aset	3.065.275.052	168.993.428	2.881.822	55.914.718	(838.103.030)	2.454.961.990	*Total assets*
Liabilitas segmen	(395.751.590)	(167.112.428)	(5.718.676)	(5.560.768)	175.235.440	(398.908.022)	*Segment liabilities*
Pengeluaran modal	23.652.489	54.222.688	672.129	156.108	-	78.703.414	*Capital expenditures*
Penyusutan dan amortisasi	6.864.394	7.439.069	527.573	291.849	-	15.122.885	*Depreciation and amortization*
Beban non kas selain penyusutan dan amortisasi	-	120.000	-	-	-	120.000	*Noncash expense other than depreciation and amortization*

30 April 2011 (Empat Bulan)/*April 30, 2011 (Four Months)*

	Real estat dan properti/ *Real estate and property*	Golf dan country club/ *Golf and country club*	Estat manajemen/ *Estate management*	Investasi dan lainnya/ *Investment and others*	Eliminasi/ *Elimination*	Konsolidasi/ *Consolidation*	
Pihak eksternal	48.847.775	14.391.898	2.340.867	377.061	-	65.957.601	*External*
Jumlah penjualan	48.847.775	14.391.898	2.340.867	337.061	-	65.957.601	*Net revenues*
Laba (rugi) kotor	19.840.986	7.891.801	(888.017)	320.626	-	27.165.396	*Gross profit (loss)*
Pendapatan lain-lain	2.270.660	951.776	64.480	166.739	180.419	3.634.074	*Other income*
Beban penjualan	(3.443.230)	(426.948)	-	(30.556)	-	(3.900.734)	*Selling expenses*
Beban umum dan administrasi	(10.363.575)	(3.258.668)	(545.039)	(779.039)	-	(14.946.321)	*General and administrative expenses*
Pendapatan (beban) pendanaan	1.164.944	(281.018)	(45.708)	-	-	838.218	*Financing income (expense)*
Bagian laba bersih Entitas Anak	(183.639)	-	-	-	183.639	-	*Equity in net income of Subsidaries*
Beban lain-lain	442.881	-	(2.063)	(461.315)	-	(20.497)	*Other Expense*
Laba (rugi) sebelum taksiran beban pajak	9.729.027	4.876.943	(1.416.347)	(783.545)	364.058	12.770.136	*Income (loss) before provision for tax expenses*
Taksiran beban pajak						(2.954.358)	*Provision for tax expense*
Kepentingan nonpengendali						(1.794.860)	*Non-controlling interest*
Jumlah laba periode/tahun berjalan						8.020.918	*Total income for the current period/year*

30 April 2011 (Setelah Kuasi Reorganisasi) /*April 30, 2011 (After Quasi-Reorganization)*

Aset dan liabilitas	Real estat dan properti/ *Real estate and property*	Golf dan country club/ *Golf and country club*	Estat manajemen/ *Estate management*	Investasi dan lainnya/ *Investment and others*	Eliminasi/ *Elimination*	Konsolidasi/ *Consolidation*	*Assets and liabilities*
Aset segmen	2.247.813.394	172.816.513	2.881.290	37.278.646	(101.731.395)	2.359.058.448	*Segment assets*
Investasi pada entitas asosiasi	662.310.220	-	-	9.067.906	(671.153.126)	225.000	*Investment in associates*
Jumlah aset	2.910.123.614	172.816.513	2.881.290	46.346.552	(772.884.521)	2.359.283.448	*Total assets*
Liabilitas segmen	(334.292.472)	(15.537.811)	(67.911.357)	(940.611)	84.230.861	(334.451.390)	*Segment liabilities*
Pengeluaran modal	896.060	762.965	2.850	34.932	-	1.696.807	*Capital expenditures*
Penyusutan dan amortisasi	771.225	1.709.244	1.775	69.814	-	2.552.058	*Depreciation and amortization*
Beban non kas selain penyusutan dan amortisasi	-	40.000	-	-	-	40.000	*Noncash expense other than depreciation and amortization*

31 Desember 2010/*December 31, 2010*

	Real estat dan properti/ *Real estate and property*	Golf dan country club/ *Golf and country club*	Estat manajemen/ *Estate management*	Investasi dan lainnya/ *Investment and others*	Eliminasi/ *Elimination*	Konsolidasi/ *Consolidation*	
Pihak eksternal	114.258.699	37.697.715	6.814.848	876.484	-	159.647.746	*External*
Jumlah penjualan	114.258.699	37.697.715	6.814.848	876.484	-	159.647.746	*Net revenues*
Laba (rugi) kotor	36.280.873	19.119.685	(4.379.518)	749.011	-	51.770.051	*Gross profit (loss)*
Pendapatan lain-lain	7.243.087	408.662	592.236	215.812	-	8.459.797	*Other income*
Beban penjualan	(6.509.664)	(1.367.251)		(138.353)	-	(8.015.268)	*Selling expenses*
Beban umum dan administrasi	(29.957.716)	(12.174.163)	(1.980.501)	(1.288.953)	-	(45.401.333)	*General and administrative expenses*
Beban bunga	(1.595.033)	(652.632)	(204.194)	-	-	(2.451.859)	*Interest expense*
Bagian laba bersih Entitas Anak	4.210.846	-	-	-	(4.210.846)	-	*Equity in net income of Subsidaries*

	31 Desember 2010/*December 31, 2010*						
	Real estat dan properti/ *Real estate and property*	Golf dan country club/ *Golf and country club*	Estat manajemen/ *Estate management*	Investasi dan lainnya/ *Investment and others*	Eliminasi/ *Elimination*	Konsolidasi/ *Consolidation*	
Beban lain-lain	(1.615.314)	-	-	(172.575)	-	(1.787.889)	*Other expense*
Laba (rugi) sebelum taksiran beban pajak	8.057.079	5.334.301	(5.971.977)	(635.058)	(4.210.846)	2.573.499	*Income (loss) before provision for tax expenses*
Taksiran beban pajak						(5.258.547)	*Provision for tax expense*
Kepentingan nonpengendali						845.201	*Non-controlling interest*
Jumlah laba periode/tahun berjalan						(1.839.847)	*Total income for the period/year*

	31 Desember 2010/*December 31, 2010*						
Aset dan liabilitas	Real estat dan properti/ *Real estate and property*	Golf dan country club/ *Golf and country club*	Estat manajemen/ *Estate management*	Investasi dan lainnya/ *Investment and others*	Eliminasi/ *Elimination*	Konsolidasi/ *Consolidation*	*Assets and liabilities*
Aset segmen	2.221.789.463	124.037.933	2.156.511	139.902.210	(425.064.251)	2.062.821.866	*Segment assets*
Investasi pada entitas asosiasi	814.155.578			500.173.346	(1.314.103.924)	225.000	*Investment in associates*
Jumlah aset	3.035.945.041	124.037.933	2.156.511	640.075.556	(1.739.168.175)	2.063.046.866	*Total assets*
Liabilitas segmen	(636.494.190)	(23.578.631)	(66.276.290)	(342.857)	425.064.250	(301.627.719)	*Segment liabilities*
Pengeluaran modal	2.309.269	7.816.908	49.877	188.625	-	10.364.679	*Capital expenditures*
Penyusutan dan amortisasi	2.314.731	4.918.935	127.581	186.417	-	7.547.664	*Depreciation and amortization*
Beban non kas selain penyusutan dan amortisasi	3.515.620	818.228	-	-	-	4.333.848	*Noncash expense other than depreciation and amortization*

Segmen sekunder

Entitas dan Entitas Anak melakukan penjualan tanah dan bangunan dan memperoleh pendapatan golf di wilayah Jakarta, Bogor dan Bekasi. Manajemen berkeyakinan tidak terdapat informasi segmen geografis yang dapat diidentifikasi sebagaimana yang dimaksud pada PSAK No. 5 (Revisi 2009) mengenai "Segmen Operasi".

Secondary segment

The Entity and Subsidiaries' operations are located in three geographical areas, which are Jakarta, Bogor and Bekasi. Management believes that there are no identified geographical segment information as defined in Statement of Financial Accounting Standards (PSAK) No. 5 (Revised 2009) regarding "Operating Segments".

37. SALDO DAN TRANSAKSI SIGNIFIKAN DENGAN PIHAK-PIHAK BERELASI

Sifat Hubungan

PT Asuransi Sinarmas dan PT Bank Sinarmas Tbk merupakan entitas yang dimiliki secara tidak langsung oleh keluarga dekat Direksi dan Komisaris Entitas.

Transaksi dengan pihak-pihak yang berelasi:

a. Entitas dan Entitas Anak mengasuransikan kendaraan dan bangunan kepada PT Asuransi Sinarmas (lihat Catatan 10).

b. Entitas melakukan pembayaran terlebih dahulu beban-beban Direksi. Saldo yang timbul dari transaksi ini disajikan sebagai "Piutang Pihak Berelasi".

37. SIGNIFICANT BALANCES AND TRANSACTIONS WITH RELATED PARTIES

Nature of Relationship

PT Asuransi Sinarmas and PT Bank Sinarmas Tbk are owned indirectly by the close family members of the Entity's Directors and Commissioners.

Transactions with related parties:

a. The Entity and Subsidiaries insured their buildings, club house and transportation equipment with PT Asuransi Sinarmas (see Note 10).

b. The Entity paid in advance of Directors expenses. Balances arising from these transactions are presented as a "Due to Related Party".

c. Entitas dan Entitas Anak menempatkan dananya berupa deposito berjangka di PT Bank Sinarmas Tbk (lihat Catatan 5).

c. The Entity and Subsidiaries placed its fund in time deposits to PT Bank Sinarmas Tbk (see Note 5).

d. Entitas melakukan pembayaran kompensasi personil manajemen kunci yang terdiri dari Direksi, Dewan Komisaris dan personil yang mempunyai tanggung jawab untuk merencanakan, memimpin dan mengendalikan aktivitas Entitas secara langsung atau tidak langsung, termasuk direksi dan komisaris dengan rincian sebagai berikut:

d. The Entity has conducted payments of key management personnel compensations which consists of Directors, Board of Commissioners and those personnels having authority and responsibility for planning, directing and controlling the activities of the Entity, directly or indirectly, including any director and commissioner of the Entity which are as follows:

e. Gaji dan tunjangan lain yang diberikan untuk Dewan Komisaris dan Direksi Perusahaan adalah sebesar Rp 3.715.272 untuk periode delapan bulan yang berakhir pada tanggal 31 Desember 2011, Rp 1.426.302 untuk periode empat bulan yang berakhir pada tanggal 30 April 2011 dan Rp 4.821.042 untuk satu tahun yang berakhir pada tanggal 31 Desember 2010.

e. *Salaries and other compensation benefits of the Company's Board of Commissioners and Directors amounting to Rp 3.715.272 for eight months ended December 31, 2011, Rp 1.426.302 for four months ended April 30, 2011 and Rp 4.821.042 for a year ended December 31, 2010.*

38. PENGELOLAAN MODAL / *38. CAPITAL MANAGEMENT*

Tujuan pengelolaan modal adalah untuk pengamanan kemampuan Entitas dan Entitas Anak dalam melanjutkan kelangsungan usaha agar dapat memberikan hasil bagi pemegang saham dan manfaat kepada pihak berkepentingan lainnya dan untuk mempertahankan struktur permodalan yang optimum untuk meminimalkan biaya modal.

The objective of capital management are to secure the Entity and Subsidiaries ability to continue its business in order to deliver results for shareholders and benefits to other stakeholders and to maintain an optimal capital structure to minimize the cost of capital.

Dalam rangka mempertahankan atau menyesuaikan struktur permodalan, Entitas dan Entitas Anak memaksimalkan penerimaan kas dari penjualan untuk mengurangi pinjam.

In order to maintain or adjust the capital structure, the Entity and Subsidiaries maximize the cash proceeds from the sale to reduce borrowing.

Entitas dan Entitas Anak memonitor modal berdasarkan rasio *gearing* konsolidasi. Rasio *gearing* dihitung dengan membagi hutang bersih dengan jumlah ekuitas. Hutang bersih dihitung dengan mengurangkan jumlah pinjaman dengan kas dan setara kas.

The Entity and Subsidiaries monitors' capital on the basis of the consolidated gearing ratio. The gearing ratio is calculated as net debt divided by total equity. Net debt is calculated as total borrowings less cash and cash equivalents.

Rasio *gearing* pada tanggal 31 Desember 2011, 30 April 2011 dan 31 Desember 2010 adalah sebagai berikut :

The gearing ratios as of December 31, 2011, April 30, 2011 and December 31, 2010 are as follows:

	31 Desember 2011/ *December 31, 2011*	30 April 2011/ *April 30, 2011*	31 Desember 2010/ *December 31, 2010*	
Jumlah hutang	166.074.452	158.516.891	146.306.111	*Total borrowings*
Kas dan setara kas	162.921.932	164.628.620	142.021.275	*Cash and cash equivalents*
Hutang bersih	3.152.520	(6.111.729)	4.284.836	*Net Loans*
Jumlah ekuitas	2.056.053.968	2.024.832.058	1.761.419.147	*Total equity*
Rasio *gearing* konsolidasi (%)	0,15%	(0,30%)	0,24%	*Consolidated gearing ratio (%)*

39. IKATAN

a. Pada tanggal 26 April 2011, Entitas Anak, DRP, melakukan perjanjian dengan PT Bank Tabungan Negara (Persero) Tbk sehubungan dengan penyediaan fasilitas kredit kepemilikan rumah (KPR) untuk mendukung pembelian tanah dan rumah di Perumahan "Harvest City".

b. Entitas mempunyai kewajiban untuk membangun sarana dan prasarana umum di lingkungan proyek Rancamaya sebesar 40% dari luas lahan yang dikembangkan sesuai dengan Surat Keputusan Gubernur Kepala Daerah Tingkat I Jawa Barat No. 593.82/Sk.2367.Pem.Um/90 tanggal 9 Desember 1990 untuk lahan seluas 250 hektar dan No. 593.82/SK.965-Pem.Um/92 tanggal 20 Juni 1992 untuk lahan seluas 150 hektar.

c. Entitas Anak, PT Permainusa Megacitra (PM), menandatangani perjanjian pengikatan jual beli sebidang tanah di Jalan H.R. Rasuna Said, Setiabudi, Jakarta Selatan seluas satu hektar seharga US$ 12.000.000 dengan PT Irco Central (Irco) yang dinyatakan dalam akta No. 9 tanggal 6 Desember 1993 dari Lukman Kirana, S.H., notaris di Jakarta. Perjanjian pengikatan ini kemudian diperpanjang kembali dengan perjanjian tambahan, terakhir dinyatakan dalam akta No. 55 tanggal 8 Agustus 1997 dari Benny Kristianto, S.H., notaris di Jakarta. Perjanjian ini mengatur mengenai syarat-syarat pembayaran serta penyerahan tanah.

   Irco memberikan jaminan berupa bank garansi kepada PM senilai realisasi pembayaran. Bank garansi tersebut ditempatkan pada PT Bank Umum Nasional (BUN), yang telah dibekukan operasinya oleh Pemerintah pada tanggal 4 April 1998. Apabila Irco tidak dapat menyerahkan tanah untuk dibangun dalam keadaan kosong pada tanggal 31 Oktober 1997, maka akan dikenakan denda berupa bunga sebesar 9% dari uang yang telah dibayarkan beserta pencairan bank garansi. Pada tanggal 31 Oktober 1997, Irco tidak dapat menyerahkan keseluruhan tanah dalam keadaan kosong, dan untuk mencegah agar bank garansi tidak dicairkan, maka pada tanggal 2 Desember 1997, Irco mengajukan gugatan terhadap PM dan BUN dengan tujuan agar pengadilan menyita bank garansi yang telah diberikan sebesar US$ 7.100.310,65 dan sebidang tanah yang telah dibebaskan seluas 60.430 m^2 (diantaranya seluas 10.000 m^2 merupakan bagian PM) yang terletak di Jalan H.R. Rasuna Said, Kecamatan Setiabudi, Jakarta Selatan.

   Berdasarkan Putusan No. 472/Pdt.G/1997/ PN.Jak.Sel tanggal 13 Agustus 1998, Pengadilan Negeri Jakarta Selatan memutuskan untuk mengabulkan gugatan Irco, dan bank garansi baru dapat dicairkan setelah antara Irco dan PM mengadakan perhitungan terlebih dahulu untuk menetapkan jumlah/porsi masing-masing pihak.

   Menindaklanjuti Putusan Pengadilan Negeri No. 472/Pdt.G/1997/PN.Jak.Sel, Entitas mengajukan permohonan penetapan perhitungan jumlah/porsi untuk Irco dan PM dalam Surat Permohonan

39. COMMITMENTS

a. On April 26, 2011, Subsidiary, DRP, entered into an credit facility agreement with PT Bank Tabungan Negara (Persero) Tbk in connection with the provision of home ownership (mortgage) to support the purchase of land and houses in Housing "City Harvest".

b. The Entity has an obligation to develop at least 40% of the Rancamaya project area as public utilities and infrastructure for common use by residents and villagers according to the Decision Letter of Governor of West Java No. 593.82/Sk.2367.Pem.Um/90, dated December 9, 1990 for an area of 250 hectares and No. 593.82/SK.965-Pem.Um/92 dated June 20, 1992 for an area of 150 hectares.

c. PT Permainusa Megacitra (PM), Subsidiary, signed an agreement with PT Irco Central (Irco) to acquire a parcel of land at Jalan H.R. Rasuna Said, Setiabudi, South Jakarta with an area of one hectare for US$ 12,000,000 as stated in Deed No. 9 dated December 6, 1993 of Lukman Kirana, S.H., notary in Jakarta. This agreement was subsequently extended based on a supplemental agreement, as stated in Deed No. 55 dated August 8, 1997 of Benny Kristianto, S.H., notary in Jakarta. This agreement sets the price and terms of payments and the transfer of the land.

   Irco issued a bank guarantee to PM equivalent to the value of the land. The bank guarantee was placed with PT Bank Umum Nasional (BUN), which operations were suspended by the Government on April 4, 1998. It was agreed that if Irco could not deliver the land in ready condition for development on October 31, 1997, Irco will pay a penalty of 9% of the payments made, plus the release of the bank guarantee. On October 31, 1997, Irco was not able to deliver the entire land in ready condition for development. Accordingly, on December 2, 1997 to prevent the release of the bank guarantee, Irco filed a lawsuit against PM and BUN asking the court to foreclose the bank guarantee amounting to US$ 7,100,310.65 and cleared land with an area of 60,430 square meters (including 10,000 square meters which belongs to PM) at Jalan H.R. Rasuna Said, Setiabudi, South Jakarta.

   As stated in Deed No. 472/Pdt.G/1997/ PN.Jak.Sel dated August 13, 1998, the South Jakarta District Court decided to grant Irco's petition and the bank guarantee can be released only after Irco and PM have agreed on the computation of the share of each party.

   In response to the Decision of the District Court in Deed No. 472/Pdt.G/1997/ PN.Jak.Sel, the Entity filed an appeal to establish a computation of the total share of PM and Irco in Appeal Letter

No. 226/Pdt.P/2002/PN.Jak.Sel tanggal 2 Agustus 2002 di kepaniteraan Pengadilan Negeri Jakarta Selatan.

No. 226/Pdt.P/2002/PN.Jak.Sel dated August 2, 2002 in the South Jakarta District Court.

Berdasarkan Penetapan Perkara Perdata No. 226/Pdt.P/2002/PN.Jak.Sel tanggal 27 Agustus 2002, Pengadilan Negeri Jakarta Selatan menetapkan bahwa perhitungan liabilitas Irco kepada PM pada tanggal 15 Juni 2002 sebesar US$ 12.726.784,54 yang terdiri dari pokok bank garansi sebesar US$ 7.100.310,65 serta bunga dan denda sebesar US$ 5.626.473,89.

As stated in Deed No. 226/Pdt.P/2002/PN.Jak.Sel dated August 27, 2002, the South Jakarta District Court decided that as of June 15, 2002 Irco's liabilities to PM amounted to US$ 12,726,784.54 consisting of the principal bank guarantee of US$ 7,100,310.65 and interest and penalty of US$ 5,626,473.89.

Berdasarkan Putusan No. 588/Pdt.G/2004/ PN.Jak.Sel tanggal 22 Nopember 2004, Pengadilan Negeri Jakarta Selatan menetapkan untuk mengabulkan gugatan PM seluruhnya, menyatakan Irco telah melakukan wanprestasi, PM berhak mencairkan bank garansi dan menyatakan bahwa penetapan sita jaminan No. 472/Pdt.G/1997/PN.Jak.Sel menjadi tidak sah.

As stated in Deed No. 588/Pdt.G/2004/PN.Jak.Sel dated November 22, 2004, the South Jakarta District Court decided to grant all of PM's petitions, which resolved that Irco has failed to comply with the agreement, and that PM is to be awarded the bank guarantee and thus, rendering the enactment of guarantee foreclose No. 472/Pdt.G/1997/PN.Jak.Sel invalid.

Berdasarkan Akta No. 2 tanggal 6 Oktober 2010 dari Zulkifli Harahap, S.H., notaris di Jakarta mengenai perdamaian antara Irco dengan PM di Pengadilan Negeri Jakarta Selatan, PM dan Irco mengakhiri segala perselisihan baik perkara perdata serta segala permasalahan hukum terkait secara damai. Perdamaian ini disertai dengan pengembalian uang muka pembayaran sebesar Rp 18.000.000.

Based on notarial Deed No. 2 dated October 6, 2010 of Zulkifli Harahap, S.H., notary in Jakarta about settlement of all disputes between Irco and PM at South Jakarta District Court, PM and Irco ended all disputes both civil case and all related legal issues amicably. The settlement of disputes accompanied by refund of advance payment amounting to Rp 18,000,000.

Pada tanggal 11 Maret 2010, PM telah menerima pembayaran dari Irco sebesar US$ 1.200.000.

On March 11, 2010, PM received collection from Irco amounting to US$ 1,200,000.

Pada tanggal 24 Pebruari 2011 dan 2 Maret 2011, PM telah menerima pembayaran dari Irco sebesar Rp 7.500.000.

On February 24, 2011 and March 2, 2011, PM has received collection from Irco amounting to Rp 7,500,000.

40. ASET MONETER DALAM MATA UANG ASING

Pada tanggal 31 Desember 2011, 30 April 2011 dan 31 Desember 2010, Entitas dan Entitas Anak mempunyai aset moneter dalam Dolar Amerika Serikat sebagai berikut:

40. MONETARY ASSETS DENOMINATED IN FOREIGN CURRENCY

As of December 31, 2011, April 30, 2011 and December 31, 2010, the Entity and Subsidiaries had monetary assets denominated in United States Dollar as follows:

	31 Desember 2011/ *December 31, 2011*		30 April 2011/ *April 30, 2011*		31 Desember 2010/ *December 31, 2010*		
	US$	Ekuivalen/ *Equivalent in* Rp	US$	Ekuivalen/ *Equivalent in* Rp	US$	Ekuivalen/ *Equivalent in* Rp	
Aset							*Asset*
Kas dan setara kas	2.228.391	20.207.052	2.203.390	18.891.865	2.251.551	20.243.693	*Cash and cash equivalents*

Pada tanggal 31 Desember 2011, 30 April 2011 dan 31 Desember 2010 kurs konversi yang digunakan Entitas dan Entitas Anak masing-masing sebesar Rp 9.068, Rp 8.574 dan Rp 8.991 untuk US$ 1.

On December 31, 2011, April 30, 2011 and December 31, 2010, the conversion rates used by the Entity and Subsidiaries were Rp 9,068, Rp 8,574 and Rp 8,991 to US$ 1, respectively.

41. INSTRUMEN KEUANGAN, MANAJEMEN RISIKO KEUANGAN DAN RISIKO MODAL

a. Tujuan dan kebijakan manajemen risiko keuangan

Tujuan dan kebijakan manajemen risiko keuangan Entitas dan Entitas Anak adalah untuk memastikan bahwa sumber daya keuangan yang memadai tersedia untuk operasi dan pengembangan bisnis, serta untuk mengelola risiko mata uang asing, tingkat bunga, kredit dan risiko likuiditas. Entitas dan Entitas Anak beroperasi dengan pedoman yang telah ditentukan oleh Direksi.

i. Manajemen risiko mata uang asing

Entitas dan Entitas Anak mengelola eksposur terhadap mata uang asing dengan mencocokkan, sebisa mungkin, penerimaan dan pembayaran dalam masing-masing individu mata uang. Jumlah eksposur mata uang asing bersih Entitas dan Entitas Anak pada tanggal laporan posisi keuangan konsolidasi diungkapkan dalam Catatan 40.

ii. Manajemen risiko tingkat bunga

Entitas dan Entitas Anak juga terekspos terhadap dampak perubahan tingkat bunga karena adanya dampak perubahan terhadap deposito bank dan pinjaman yang mempunyai tingkat bunga mengambang.

Untuk mengelola risiko tingkat bunga, Entitas dan Entitas Anak memiliki kebijakan dalam memperoleh pembiayaan yang akan memberikan campuran yang sesuai tingkat suku bunga mengambang dan tingkat bunga tetap.

iii. Manajemen risiko kredit

Risiko kredit mengacu pada risiko rekanan gagal dalam memenuhi liabilitas kontraktualnya yang mengakibatkan kerugian bagi Entitas dan Entitas Anak.

Risiko kredit Entitas dan Entitas Anak terutama melekat pada rekening bank, piutang kepada pihak berelasi dan piutang usaha. Entitas dan Entitas Anak menempatkan saldo bank pada institusi keuangan yang layak serta terpercaya. Piutang usaha dilakukan dengan pihak ketiga terpercaya dan pihak berelasi.

Nilai tercatat aset keuangan pada laporan keuangan konsolidasi setelah dikurangi dengan penyisihan untuk kerugian mencerminkan eksposur Entitas dan Entitas Anak terhadap risiko kredit.

iv. Manajemen risiko likuiditas

Tanggung jawab utama manajemen risiko likuiditas

41. FINANCIAL INSTRUMENTS, FINANCIAL RISK AND CAPITAL RISK MANAGEMENT

a. Financial risk management objectives and policies

The Entity and Subsidiaries overall financial risk management and policies seek to ensure that adequate financial resources are available for operation and development of their business, while managing their exposure to foreign exchange risk, interest rate risk, credit and liquidity risks. The Entity and Subsidiaries operate within defined guidelines that are approved by the Directors.

i. Foreign currency risk management

The Entity and Subsidiaries manage the foreign currency exposure by matching, as far as possible, receipts and payments in each individual currency. The Entity and Subsidiaries net open foreign currency exposure as of consolidated statement of financial position is disclosed in Note 40.

ii. Interest rate risk management

The Entity and Subsidiaries are also exposed to changes in interest rate due to the impact such changes may have on bank deposits and borrowings that carry floating interest rate.

To manage the interest rate risk, the Entity and Subsidiaries have a policy of obtaining financing that would provide an appropriate mix of floating and fixed interest rate.

iii. Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligation resulting in a loss to the Entity and Subsidiaries.

The Entity and Subsidiaries' credit risk is primarily attribute to its cash in banks, due from related parties and trade receivables. The Entity and Subsidiaries place their bank balances with credit worthy financial institutions. Trade receivables are entered with respected and credit worthy third parties and related parties Entity.

The carrying amount of financial assets recorded in the consolidated financial statements, net of any allowance for losses represents the Entity and Subsidiaries' exposure to credit risk.

iv. Liquidity risk management

Ultimate responsibility for liquidity risk

terletak pada Direksi, yang telah membangun kerangka manajemen risiko likuiditas yang sesuai untuk persyaratan manajemen likuiditas dan pendanaan jangka pendek, menengah dan jangka panjang Entitas dan Entitas Anak. Entitas dan Entitas Anak mengelola risiko likuiditas dengan menjaga kecukupan simpanan, fasilitas bank dan fasilitas simpan pinjam dengan terus-menerus memonitor perkiraan dan arus kas aktual dan mencocokkan profil jatuh tempo aset dan liabilitas keuangan.

Entitas dan Entitas Anak memelihara kecukupan dana untuk membiayai kebutuhan modal kerja yang berkelangsungan.

management rests with the Directors, which has built an appropriate liquidity risk management framework for the management of the Entity and Subsidiaries short, medium and long-term funding and liquidity management requirements. The Entity and Subsidiaries manage liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The Entity and Subsidiaries maintain sufficient funds to finance its ongoing working capital requirements.

b. Nilai wajar instrumen keuangan

Kecuali disebutkan pada tabel di bawah ini, manajemen berpendapat bahwa nilai tercatat aset dan liabilitas keuangan yang dicatat sebesar biaya perolehan diamortisasi dalam laporan keuangan konsolidasi mendekati nilai wajarnya baik karena jatuh tempo dalam jangka pendek atau menggunakan suku bunga pasar yang berlaku, sebagai berikut:

b. Fair value of financial instruments

Except as detailed in the following table, management considers that the carrying amounts of financial assets and financial liabilities recorded at amortized cost in the consolidated financial statements approximate their fair values either because of their short-term maturities or they carry market rates of interest, as follows:

	31 Desember 2011/*December 31, 2011*		
	Nilai tercatat/ *Carrying value*	Nilai wajar/ *Fair value*	
Liabilitas			***Liabilities***
Hutang obligasi konversi	100.000.000	97.988.854	*Convertible bonds payable*
Jaminan keanggotaan golf	15.277.150	3.572.471	*Golf membership deposits*
Jumlah Liabilitas	115.277.150	101.561.325	*Total Liabilities*

	30 April 2011/*April 30, 2011*		
	Nilai tercatat/ *Carrying value*	Nilai wajar/ *Fair value*	
Liabilitas			***Liabilities***
Hutang obligasi konversi	100.000.000	93.626.859	*Convertible bonds payable*
Jaminan keanggotaan golf	15.277.150	3.333.749	*Golf membership deposits*
Jumlah Liabilitas	115.277.150	96.960.608	*Total Liabilities*

	31 Desember 2010/ *December 31, 2010*		
	Nilai tercatat/ *Carrying value*	Nilai wajar/ *Fair value*	
Liabilitas			***Liabilities***
Hutang obligasi konversi	100.000.000	91.445.861	*Convertible bonds payable*
Jaminan keanggotaan golf	15.277.150	3.218.514	*Golf membership deposits*
Jumlah Liabilitas	115.277.150	94.664.375	*Total Liabilities*

Nilai wajar instrumen keuangan di atas ditentukan melalui analisis arus kas yang didiskonto dengan menggunakan tingkat diskonto yang setara dengan tingkat pengembalian yang berlaku bagi instrumen keuangan yang memiliki syarat dan periode jatuh tempo yang sama.

The fair value for the above financial instruments was determined by discounting estimated cash flows using discount rates for financial instruments with similar term and maturity.

42. KELANGSUNGAN USAHA ENTITAS

Laporan keuangan konsolidasi disusun dengan asumsi bahwa Entitas dan Entitas Anak akan melanjutkan usahanya secara berkesinambungan.

Rencana manajemen untuk menghadapi kondisi tersebut adalah sebagai berikut:

- Mengusahakan kerjasama untuk mengadakan fasilitas penunjang berupa hotel, spa dan sekolah dengan pihak ketiga tanpa mengeluarkan dana yang besar. Entitas telah merealisasikan salah satu proyeknya yaitu sekolah dengan nama "HIGH SCOPE".

- Melakukan riset pasar dan melakukan revisi master plan yang disesuaikan dengan permintaan pasar saat ini, dimana dalam revisi master plan tersebut terlihat adanya beberapa pengembangan kawasan seperti merancang ulang klaster-klaster yang belum terbangun, merancang ulang kavling-kavling yang belum terjual, mengkaji dan melengkapi desain lansekap untuk seluruh kawasan Rancamaya dengan tetap menjaga citra Rancamaya sebagai resort dan golf residensial. Salah satu dari hasil riset tersebut adalah telah selesainya dibangun sarana dan prasarana klaster baru Istana Bunga seluas ± 5,4 hektar dan klaster Bogor Balcony seluas ± 1,9 hektar, dimana dijual rumah dengan harga jual yang lebih terjangkau. Saat ini sudah dibangun rumah-rumah dan sudah ada yang terjual.

- Untuk rencana jangka panjang dan diversifikasi produk, Entitas dan Entitas Anak telah memulai membangun proyeknya dengan nama "Harvest City" di Bekasi.

Dengan rencana tersebut di atas, manajemen memiliki ekspektasi yang wajar bahwa Entitas dan Entitas Anak akan dapat mengelola risiko usaha dengan baik.

Manajemen berkeyakinan bahwa Entitas dan Entitas Anak memiliki sumber daya yang memadai untuk melanjutkan kegiatan usahanya dalam waktu mendatang yang dapat diduga secara wajar. Oleh karena itu, dasar kelangsungan usaha tetap digunakan sebagai dasar penyusunan laporan keuangan konsolidasi.

42. GOING CONCERN MATTERS

The consolidated financial statements are prepared under the assumption that the Entity and Subsidiaries will continue as going concern.

Plans taken by the management to overcome such conditions are as follows:

- *Enter into a cooperation agreement to provide infrastructure facilities such as hotel, spa and school with third parties without the need for significant funds. The Entity has realized one of its plan by developing a school by the name of "HIGH SCOPE".*

- *Induce a market research and revise the master plan according to the present demand in the market, where in such master plan revision include several regional developments like re-drafting of unconstructed clusters and unsold blocks, assessment and completion of the landscape design for the overall Rancamaya area while still maintaining the Rancamaya image as a resort and golf residential. One of the research results is the completion of new cluster Istana Bunga infrastructure with an area of ± 5.4 hectares and cluster Bogor Balcony an area of ± 1.9 hectares, where the houses are sold at more affordable prices. At present, the Entity is constructing the houses and some of the houses already sold.*

- *For the long-term plan and product diversification, the Entity and Subsidiaries has started the "Harvest City" project in Bekasi.*

By executing those plan mentioned above, the management has a reasonable expectation that the Entity and Subsidiaries will be able to manage the business risks successfully.

Management believes that the Entity and Subsidiaries have adequate resources to run the operation in the future and therefore going concern assumption still used as a basis in preparing the consolidated financial statements.

43. REKLASIFIKASI AKUN

Akun hak minoritas dalam laporan keuangan konsolidasi untuk tahun yang berakhir pada tanggal 31 Desember 2010 dan 1 Januari 2010 masing-masing sebesar Rp 491.513.834 dan Rp 492.384.035 direklasifikasi menjadi akun kepentingan nonpengendali untuk menyesuaikan dengan penyajian laporan keuangan tanggal 31 Desember 2011 dan 30 April 2011.

43. ACCOUNT RECLASSIFICATION

Account minority interests in consolidated financial statements for the years ended December 31, 2010 and Januari 1, 2010 amounted to Rp 491,513,834 and Rp 492,384,035, respectively, had been reclassified into account the non-controling interests to conform with the presentation of financial statements as of December 31, 2011 and April 30, 2011.

44. PENERAPAN PERNYATAAN STANDAR AKUNTANSI KEUANGAN (PSAK) REVISI

a. Standar dan interpretasi revisi yang berlaku efektif untuk laporan keuangan yang dimulai pada atau setelah tanggal 1 Januari 2012 adalah sebagai berikut:

- PSAK No. 10 (Revisi 2010), mengenai "Pengaruh Perubahan Kurs Valuta Asing"
- PSAK No. 13 (Revisi 2011), mengenai "Properti Investasi"
- PSAK No. 16 (Revisi 2011), mengenai "Aset Tetap"
- PSAK No. 18 (Revisi 2010), mengenai "Akuntansi dan Pelaporan Program Manfaat Purnakarya"
- PSAK No. 24 (Revisi 2010), mengenai "Imbalan Kerja"
- PSAK No. 26 (Revisi 2011), mengenai "Biaya Pinjaman"
- PSAK No. 28 (Revisi 2010), mengenai "Akuntansi Kontrak Asuransi Kerugian"
- PSAK No. 30 (Revisi 2011), mengenai "Sewa"
- PSAK No. 33 (Revisi 2010), mengenai "Aktivitas Pengupasan Lapisan Tanah dan Pengelolaan Lingkungan Hidup pada Pertambangan Umum"
- PSAK No. 34 (Revisi 2010), mengenai "Kontrak Konstruksi"
- PSAK No. 36 (Revisi 2010), mengenai "Akuntansi Kontrak Asuransi Jiwa""
- PSAK No. 45 (Revisi 2010), mengenai "Pelaporan Keuangan Organisasi Nirlaba"
- PSAK No. 46 (Revisi 2010), mengenai "Pajak Penghasilan"
- PSAK No. 50 (Revisi 2010), mengenai "Instrumen Keuangan: Penyajian"
- PSAK No. 55 (Revisi 2011), mengenai "Instrumen Keuangan: Pengakuan dan Pengukuran"
- PSAK No. 56 (Revisi 2010), mengenai "Laba per Saham"
- PSAK No. 60, mengenai "Instrumen Keuangan: Pengungkapan"
- PSAK No. 61, mengenai "Akuntansi Hibah Pemerintah dan Pengungkapan Bantuan Pemerintah"
- PSAK No. 62, mengenai "Kontrak Asuransi"
- PSAK No. 63, mengenai "Pelaporan Keuangan Dalam Ekonomi Hiperinflasi"
- PSAK No. 64, mengenai "Aktivitas Eksplorasi dan Evaluasi pada Pertambangan Sumber Daya Mineral"
- ISAK No. 13, mengenai "Lindung Nilai Investasi Neto dalam Kegiatan Usaha Luar Negeri"
- ISAK No. 15, mengenai "PSAK No. 24 – Batas Aset Manfaat Pasti, Persyaratan Minimum dan Interaksinya"
- ISAK No. 16, mengenai "Perjanjian Konsesi Jasa"
- ISAK No. 18, mengenai "Bantuan Pemerintah – Tidak Ada Relasi Spesifik dengan Aktivitas Operasi"

44. APPLICATION OF REVISION OF STATEMENT OF FINANCIAL ACCOUNTING STANDARDS (PSAK)

a. Revised standards and interpretations effective for financial statements beginning on or after Januari 1, 2012 as follows:

- *PSAK No. 10 (Revised 2010), regarding "The Effects of Changes in Foreign Exchange Rates"*
- *PSAK No. 13 (Revised 2011), regarding "Investment Property"*
- *PSAK No. 16 (Revised 2011), regarding "Property, Plant and Equipment"*
- *PSAK No. 18 (Revised 2010), regarding "Accounting and Reporting by Retirement Benefit Plans"*
- *PSAK No. 24 (Revised 2010), regarding "Employee Benefits"*
- *PSAK No. 26 (Revised 2011), regarding "Borrowing Costs"*
- *PSAK No. 28 (Revised 2010), regarding "Accounting for Casualty Insurance Contracts"*
- *PSAK No. 30 (Revised 2011), regarding "Leases"*
- *PSAK No. 33 (Revised 2010), regarding "Stripping Cost Activity and Environmental Management in the Public Mining"*
- *PSAK No. 34 (Revised 2010), regarding "Construction Contracts"*
- *PSAK No. 36 (Revised 2010), regarding "Accounting for Life Insurance Contracts"*
- *PSAK No. 45 (Revised 2010), regarding "Financial Reporting for Non-profit Organizations"*
- *PSAK No. 46 (Revised 2010), regarding "Income Taxes"*
- *PSAK No. 50 (Revised 2010), regarding "Financial Instruments: Presentation"*
- *PSAK No. 55 (Revised 2011), regarding "Financial Instruments: Recognition and Measurement"*
- *PSAK No. 56 (Revised 2010), regarding "Earnings per Share"*
- *PSAK No. 60, regarding "Financial Instruments: Disclosures"*
- *PSAK No. 61, regarding "Accounting for Government Grants and Disclosure of Government Assistance"*
- *PSAK No. 62, regarding "Insurance Contracts"*
- *PSAK No. 63, regarding "Financial Reporting in Hyperinflationary Economies"*
- *PSAK No. 64, regarding "Mining Exploration Activity and Mineral Resources Mining Evaluation"*
- *ISAK No. 13, regarding "Hedges of Net Investments in Foreign Operations"*
- *ISAK No. 15, regarding "PSAK No. 24 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction"*
- *ISAK No. 16, regarding "Service Concession Arrangements"*
- *ISAK No. 18, regarding "Government Assistance – No Specific Relation to Operating Activities"*

- ISAK No. 19, mengenai "Penerapan Pendekatan Penyajian Kembali Dalam PSAK No. 63: Pelaporan Keuangan Dalam Ekonomi Hiperinflasi"
- ISAK No. 20, mengenai "Pajak Penghasilan – Perubahan dalam status Pajak Entitas atau Para Pemegang Saham"
- ISAK No. 22, mengenai "Perjanjian Konsesi Jasa: Pengungkapan"
- ISAK No. 23, mengenai "Sewa Operasi – Insentif"
- ISAK No. 24, mengenai "Evaluasi Substansi Beberapa Transaksi yang Melibatkan Suatu Bentuk Legal Sewa"
- ISAK No. 25, mengenai "Hak atas Tanah"
- ISAK No. 26, mengenai "Penilaian Ulang Derivatif Melekat"

b. Efektif untuk periode yang dimulai pada atau setelah tanggal 1 Januari 2013 adalah ISAK No. 21, mengenai "Perjanjian Konstruksi Real Estate"

Manajemen Entitas dan Entitas Anak sedang mengevaluasi dampak dari standar dan interpretasi ini terhadap laporan keuangan konsolidasi.

- *ISAK No. 19, regarding "Applying the Restatement Approach Under PSAK 63: Financial Reporting in Hyperinflationary Economies"*
- *ISAK No. 20, regarding "Income Taxes – Changes in the Tax Status of an Enterprise or its Shareholders"*
- *ISAK No. 22, regarding "Service Concession Arrangements: Disclosures"*
- *ISAK No. 23, regarding "Operating Lease – Incentives"*
- *ISAK No. 24, regarding "Evaluating the Substance of Transaction Involving the Legal form of a Lease"*
- *ISAK No. 25, regarding "Land Rights"*
- *ISAK No. 26, regarding "Reassessment of Embedded Derivatives"*

b. Effective for period beginning on or after January 1, 2013 is ISAK No. 21, regarding "Agreement for the Construction of Real Estate".

Management of the Entity and Subsidiaries currently evaluating the impact of standards and interpretations on the consolidated financial statements.

45. PENYELESAIAN LAPORAN KEUANGAN KONSOLIDASI

Manajemen Entitas dan Entitas Anak bertanggung jawab atas penyusunan laporan keuangan konsolidasi yang telah diselesaikan pada tanggal 29 Maret 2012.

45. COMPLETION OF THE CONSOLIDATED FINANCIAL STATEMENTS

The management of the Entity and Subsidiaries are responsible for the preparation of the consolidated financial statements that were completed on March 29, 2012.

PT SURYAMAS DUTAMAKMUR Tbk
DAN ENTITAS ANAK/*AND SUBSIDIARIES*

LAPORAN KEUANGAN KONSOLIDASI/
CONSOLIDATED FINANCIAL STATEMENTS

UNTUK TAHUN YANG BERAKHIR PADA TANGGAL 31 DESEMBER 2012
DAN PERIODE DELAPAN BULAN DAN EMPAT BULAN YANG BERAKHIR
PADA TANGGAL-TANGGAL 31 DESEMBER 2011 DAN 30 APRIL 2011/
FOR YEAR ENDED DECEMBER 31, 2012
AND THE EIGHT MONTHS PERIOD AND FOUR MONTHS PERIOD ENDED
DECEMBER 31, 2011 AND APRIL 30, 2011

DAN/*AND*

LAPORAN AUDITOR INDEPENDEN/
INDEPENDENT AUDITORS' REPORT

PT. SURYAMAS DUTAMAKMUR, Tbk.

SURAT PERNYATAAN DIREKSI
TENTANG
TANGGUNG JAWAB ATAS LAPORAN KEUANGAN KONSOLIDASI
UNTUK TAHUN-TAHUN YANG BERAKHIR TANGGAL
31 DESEMBER 2012 DAN 2011
PT SURYAMAS DUTAMAKMUR Tbk
DAN ENTITAS ANAK

DIRECTORS' STATEMENT
ON
THE RESPONSIBILITY FOR
THE CONSOLIDATED
FINANCIAL STATEMENTS FOR THE YEARS ENDED
DECEMBER 31, 2012 AND 2011
PT SURYAMAS DUTAMAKMUR Tbk
AND SUBSIDIARIES

Kami yang bertanda tangan di bawah ini:

We, the undersigned:

1. Nama/*Name* : Kenneth Lian
   Alamat Kantor/*Office address* : Sudirman Plaza Business Complex, Plaza Marein *16th Floor*, Jl. Jend. Sudirman Kav. 76-78, Jakarta 12910
   Alamat Domisili/sesuai KTP atau Kartu identitas lain/*Residential Address/in accordance with Personal Identity Card* : Jl. Widia Chandra VIII/33 RT. 004 RW. 001, Jakarta
   Nomor Telepon/*Telephone number* : (62-21) 5793733
   Jabatan/*Title* : Direktur Utama/*President Director*

2. Nama/*Name* : Sujanto Handoko
   Alamat Kantor/*Office address* : Sudirman Plaza Business Complex, Plaza Marein *16th Floor*, Jl. Jend. Sudirman Kav. 76-78, Jakarta 12910
   Alamat Domisili/sesuai KTP atau Kartu identitas lain/*Residential Address/in accordance with Personal Identity Card* : Jl. Tari Klasik Blok F-22 RT. 005 RW. 008, Jakarta
   Nomor Telepon/*Telephone number* : (62-21) 5793733
   Jabatan/*Title* : Direktur Keuangan/*Finance Director*

Menyatakan bahwa:

State that:

1. Kami bertanggung jawab atas penyusunan dan penyajian laporan keuangan konsolidasi PT Suryamas Dutamakmur Tbk (Entitas) dan Entitas Anak.
1. *We are responsible for the preparation and presentation of the consolidated financial statements of the PT Suryamas Dutamakmur Tbk (Entity) and Subsidiaries.*

2. Laporan keuangan konsolidasi Entitas dan Entitas Anak tersebut telah disusun dan disajikan sesuai dengan Standar Akuntansi Keuangan di Indonesia.
2. *The consolidated financial statements of the Entity and Subsidiaries have been prepared and presented in accordance with Indonesian Financial Accounting Standards.*

3. a. Semua informasi dalam laporan keuangan konsolidasi Entitas dan Entitas Anak tersebut telah dimuat secara lengkap dan benar.
   b. Laporan keuangan konsolidasi Entitas dan Entitas Anak tersebut tidak mengandung informasi atau fakta material yang tidak benar, dan tidak menghilangkan informasi atau fakta material.
3. *a. All information contained in the consolidated financial statements of the Entity and Subsidiaries are complete and correct.*
   b. The consolidated financial statements of the Entity and Subsidiaries do not contain misleading material information or facts and do not omit material information or facts.

4. Kami bertanggung jawab atas sistem pengendalian intern dalam Entitas dan Entitas Anak.
4. *We are responsible for the internal control system of the Entity and Subsidiaries.*

Demikian pernyataan ini dibuat dengan sebenarnya.

This statement letter is made truthfully.

27 Maret 2013 / *March 27, 2013*

[Kenneth Lian]
Direktur Utama/*President Director*

[Sujanto Handoko]
Direktur Keuangan/*Finance Director*

Sudirman Plaza Business Complex, Plaza Marein 16th Floor Jl. Jend. Sudirman Kav. 76-78 Jakarta 12910, INDONESIA
Tel. : (62-21) 5793 6733 (Hunting) Fax. : (62-21) 5793 6750

HLB

Hadori Sugiarto Adi & Rekan

Certified Public Accountants

LAPORAN AUDITOR INDEPENDEN

Laporan No. 063/LA-SMDM/JKT1/III/2013

Pemegang Saham, Dewan Komisaris dan Direksi
PT Suryamas Dutamakmur Tbk

Kami telah mengaudit laporan posisi keuangan (neraca) konsolidasi PT Suryamas Dutamakmur Tbk (Entitas) dan Entitas Anak tanggal 31 Desember 2012, 31 Desember 2011 dan 30 April 2011 serta laporan laba rugi komprehensif, laporan perubahan ekuitas dan laporan arus kas konsolidasi untuk tahun, periode delapan bulan dan empat bulan yang berakhir pada tanggal-tanggal tersebut. Laporan keuangan adalah tanggung jawab manajemen Entitas. Tanggung jawab kami terletak pada pernyataan pendapat atas laporan keuangan berdasarkan audit kami.

Kami melaksanakan audit berdasarkan standar auditing yang ditetapkan Institut Akuntan Publik Indonesia. Standar tersebut mengharuskan kami merencanakan dan melaksanakan audit agar kami memperoleh keyakinan yang memadai bahwa laporan keuangan bebas dari salah saji material. Suatu audit meliputi pemeriksaan, atas dasar pengujian, bukti-bukti yang mendukung jumlah-jumlah dan pengungkapan dalam laporan keuangan. Audit juga meliputi penilaian atas prinsip akuntansi yang digunakan dan estimasi signifikan yang dibuat oleh manajemen, serta penilaian terhadap penyajian laporan keuangan secara keseluruhan. Kami yakin bahwa audit kami memberikan dasar memadai untuk menyatakan pendapat.

Menurut pendapat kami, laporan keuangan konsolidasi yang kami sebut di atas menyajikan secara wajar, dalam semua hal yang material, posisi keuangan PT Suryamas Dutamakmur Tbk dan Entitas Anak tanggal 31 Desember 2012, 31 Desember 2011 dan 30 April 2011, dan hasil usaha, serta arus kas untuk tahun, periode delapan bulan dan empat bulan yang berakhir pada tanggal-tanggal tersebut sesuai dengan Standar Akuntansi Keuangan di Indonesia.

INDEPENDENT AUDITORS' REPORT

Report No. 063/LA-SMDM/JKT1/III/2013

The Stockholders, Board of Commissioners and Directors
PT Suryamas Dutamakmur Tbk

We have audited the accompanying consolidated statements of financial position of PT Suryamas Dutamakmur Tbk (the Entity) and Subsidiaries as of December 31, 2012, December 31, 2011 and April 30, 2011, the related consolidated statements of comprehensive income, changes in stockholders' equity and cash flows for the year, eight months and four months period then ended. These financial statements are the responsibility of the Entity's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards established by the Indonesian Institute of Certified Public Accountants. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of PT Suryamas Dutamakmur Tbk and Subsidiaries as of December 31, 2012, December 31, 2011 and April 30, 2011, and the results of their operations, and their cash flows for the year, eight months and four months period then ended in conformity with Indonesian Financial Accounting Standards.

HADORI SUGIARTO ADI & REKAN

Wahyu Wibowo, CPA
Nomor Registrasi Akuntan Publik AP. 0221/*Public Accountant Registered Number AP. 0221*
27 Maret 2013/*March 27, 2013*

The accompanying consolidated financial statements are not intended to present the financial position, results of operations, and cash flows in accordance with accounting principles and practices generally accepted in countries and jurisdictions other than Indonesia. The standards, procedures and practices to audit such consolidated financial statements are those generally accepted and applied in Indonesia.

Kantor Cabang Jakarta Satu Nomor Ijin Usaha KAP: KEP-442/KM.1/2009
Menara Rajawali Lt. 11 Jl. Mega Kuningan Lot# 5.1 Kawasan Mega Kuningan, Jakarta Selatan 12950 Indonesia
Tel: +62 21 576 1667, 576 1468 Fax: +62 21 576 1668 email: info@hlbjakarta.com
HLB Hadori Sugiarto Adi & Rekan is a member of HLB International. A world-wide organization of accounting firms and business advisers

The original consolidated financial statements included herein are in the Indonesian language.

PT SURYAMAS DUTAMAKMUR Tbk
DAN ENTITAS ANAK
LAPORAN POSISI KEUANGAN (NERACA) KONSOLIDASI
31 DESEMBER 2012, 31 DESEMBER 2011 DAN
30 APRIL 2011
(Disajikan dalam ribuan Rupiah, kecuali dinyatakan lain)

PT SURYAMAS DUTAMAKMUR Tbk
AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
DECEMBER 31, 2012, DECEMBER 31, 2011 AND
APRIL 30, 2011
(Expressed in thousands of Rupiah, unless otherwise stated)

	Catatan/ *Notes*	31 Desember 2012/ *December 31, 2012*	31 Desember 2011/ *December 31, 2011*	30 April 2011 (Setelah Kuasi Reorganisasi)/ *April 30, 2011 (After Quasi-Reorganization)*	
ASET					***ASSETS***
Kas dan setara kas	2, 5, 37				*Cash and cash equivalents*
Pihak berelasi		21.853.261	52.451.652	65.162.153	*Related party*
Pihak ketiga		159.739.613	110.470.280	99.466.467	*Third parties*
Piutang usaha – pihak ketiga – setelah dikurangi penyisihan piutang ragu-ragu sebesar Rp 1.052.604 pada tanggal 31 Desember 2012, Rp 1.044.514 pada tanggal 31 Desember 2011 dan Rp 964.514 pada tanggal 30 April 2011	2, 3, 6	17.860.650	17.736.133	7.610.952	*Trade receivables – third parties – net of allowance for doubtful accounts of Rp 1,052,604 as of December 31, 2012, Rp 1,044,514 as of December 31, 2011, and Rp 964,514 as of April 30, 2011*
Piutang lain-lain – pihak ketiga – setelah dikurangi penyisihan piutang ragu-ragu sebesar Rp 2.595.620 pada tanggal 31 Desember 2011 dan 30 April 2011	2	2.907.277	2.498.363	4.196.620	*Other receivables – third parties – net of allowance for doubtful accounts of Rp 2,595,620 as of December 31, 2011 and April 30, 2011*
Persediaan	2	1.437.349	1.493.885	1.216.753	*Inventories*
Biaya dibayar di muka	2	1.487.677	1.705.544	2.040.443	*Prepaid expenses*
Pajak dibayar di muka	2, 7	14.803.738	8.389.870	6.395.061	*Prepaid taxes*
Taksiran tagihan pajak penghasilan	2, 33	200.612	-	-	*Estimated claims for tax refunds*
Uang muka	8	78.158.171	30.396.004	11.844.907	*Advance payments*
Aset real estat	2, 4, 9	2.124.754.853	2.011.171.233	1.941.595.256	*Real estate assets*
Piutang pihak berelasi	2, 37	810.120	759.440	2.024.097	*Due from related party*
Aset pajak tangguhan	2, 33	851.301	490.184	396.404	*Deferred tax assets*
Investasi saham	2	225.000	225.000	225.000	*Stock investments*
Aset tetap – setelah dikurangi akumulasi penyusutan sebesar Rp 66.643.396 pada tanggal 31 Desember 2012, Rp 56.745.702 pada tanggal 31 Desember 2011 dan Rp 44.402.408 pada tanggal 30 April 2011	2, 3, 4, 10	211.368.931	216.096.851	216.226.967	*Property and equipment – net of accumulated depreciation of Rp 66,643,396 as of December 31, 2012, Rp 56,745,702 as of December 31, 2011 and Rp 44,402,408 as of April 30, 2011*
Aset lain-lain	2	1.206.223	1.077.551	882.368	*Other assets*
JUMLAH ASET		2.637.664.776	2.454.961.990	2.359.283.448	***TOTAL ASSETS***

Lihat Catatan atas Laporan Keuangan Konsolidasi yang merupakan bagian yang tidak terpisahkan dari laporan keuangan konsolidasi secara keseluruhan.

See accompanying Notes to Consolidated Financial Statements which are an integral part of the consolidated financial statements.

The original consolidated financial statements included herein are in the Indonesian language.

PT SURYAMAS DUTAMAKMUR Tbk
DAN ENTITAS ANAK
LAPORAN POSISI KEUANGAN (NERACA) KONSOLIDASI
(Lanjutan)
31 DESEMBER 2012, 31 DESEMBER 2011 DAN 30 APRIL 2011
(Disajikan dalam ribuan Rupiah, kecuali dinyatakan lain)

PT SURYAMAS DUTAMAKMUR Tbk
AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Continued)
DECEMBER 31, 2012, DECEMBER 31, 2011 AND APRIL 30, 2011
(Expressed in thousands of Rupiah, unless otherwise stated)

	Catatan/ *Notes*	31 Desember 2012/ *December 31, 2012*	31 Desember 2011/ *December 31, 2011*	30 April 2011 (Setelah Kuasi Reorganisasi)/ *April 30, 2011 (After Quasi-Reorganization)*	
LIABILITAS DAN EKUITAS					***LIABILITIES AND STOCKHOLDERS' EQUITY***
LIABILITAS					***LIABILITIES***
Utang bank	2, 14	92.993.121	50.729.817	25.722.089	*Bank loans*
Utang usaha – pihak ketiga	2, 11	23.899.729	18.127.884	1.454.286	*Trade payables – third parties*
Utang lain-lain	2	17.760.253	9.663.849	12.263.817	*Other payables*
Utang pajak	2, 3, 12, 33	3.713.912	4.621.637	2.788.265	*Taxes payable*
Beban masih harus dibayar	2	1.048.904	1.067.682	1.799.506	*Accrued expenses*
Uang muka diterima	2, 13	274.872.828	174.727.871	136.841.493	*Advances received*
Utang obligasi	2, 16, 24	330.000	330.000	22.710.751	*Bonds payable*
Utang obligasi konversi	2, 17, 18	68.301.345	97.988.854	93.626.859	*Convertible bonds payable*
Liabilitas derivatif	2, 18	3.675.862	4.201.135	4.938.169	*Derivative liabilities*
Utang sewa pembiayaan	2,19	-	-	34.813	*Obligations under finance leases*
Utang lembaga keuangan	2, 20	1.253.645	2.072.690	176.610	*Financial institution loans*
Jaminan keanggotaan golf	2, 21	3.956.198	3.572.471	3.333.749	*Golf membership deposits*
Utang kepada pemegang saham kepentingan nonpengendali Entitas Anak	2	-	1.650.000	-	*Due to non-controlling interests of stockholder of Subsidiary*
Pendapatan bunga yang ditangguhkan	2, 21	9.894.407	10.751.956	11.307.600	*Deferred interest income*
Liabilitas diestimasi atas imbalan kerja	2, 3, 35	21.593.664	19.402.176	17.453.383	*Estimated liabilities for employee benefits*
JUMLAH LIABILITAS		523.293.868	398.908.022	334.451.390	***TOTAL LIABILITIES***
EKUITAS					***STOCKHOLDERS' EQUITY***
Ekuitas yang dapat diatribusikan kepada pemilik entitas induk					***Stockholders' equity attributable to owners of the parent entity***
Modal saham – nilai nominal Rp 318 (Rupiah penuh) per saham pada tanggal 31 Desember 2012, 31 Desember 2011 dan 30 April 2011 Modal dasar – 4.700.000.000 saham Modal ditempatkan dan disetor penuh – 4.006.783.831 saham	1, 2, 4, 22	1.274.157.258	1.274.157.258	1.274.157.258	*Capital stock – par value Rp 318 (full amount) per share as of December 31, 2012, December 31, 2011 and April 30, 2011 Authorized – 4,700,000,000 shares Issued and fully paid capital – 4,006,783,831 shares*
Tambahan modal disetor	2, 4, 23	2.248.289	2.248.289	2.248.289	*Additional paid-in capital*
Uang muka pemesanan saham	15, 16, 24	247.361.798	247.361.798	247.361.798	*Advance for subscription of shares*
Saldo laba (Defisit sebesar Rp 1.010.014.529 dieliminasi melalui kuasi reorganisasi pada tanggal 30 April 2011)	2, 4, 22, 23, 25	33.560.178	20.214.076	-	*Retained earnings (Deficits of Rp 1,010,014,529 was eliminated as a result of the quasi-reorganization as of April 30, 2011)*
Sub-jumlah		1.557.327.523	1.543.981.421	1.523.767.345	*Sub-total*

Lihat Catatan atas Laporan Keuangan Konsolidasi yang merupakan bagian yang tidak terpisahkan dari laporan keuangan konsolidasi secara keseluruhan.

See accompanying Notes to Consolidated Financial Statements which are an integral part of the consolidated financial statements.

The original consolidated financial statements included herein are in the Indonesian language.

PT SURYAMAS DUTAMAKMUR Tbk
DAN ENTITAS ANAK
LAPORAN POSISI KEUANGAN (NERACA) KONSOLIDASI
(Lanjutan)
31 DESEMBER 2012, 31 DESEMBER 2011 DAN 30 APRIL 2011
(Disajikan dalam ribuan Rupiah, kecuali dinyatakan lain)

PT SURYAMAS DUTAMAKMUR Tbk
AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Continued)
DECEMBER 31, 2012, DECEMBER 31, 2011 AND APRIL 30, 2011
(Expressed in thousands of Rupiah, unless otherwise stated)

	Catatan/ *Notes*	31 Desember 2012/ *December 31, 2012*	31 Desember 2011/ *December 31, 2011*	30 April 2011 (Setelah Kuasi Reorganisasi)/ *April 30, 2011 (After Quasi-Reorganization)*	
Kepentingan nonpengendali	2, 4, 26, 43	557.043.385	512.072.547	501.064.713	***Non-controlling interests***
JUMLAH EKUITAS		2.114.370.908	2.056.053.968	2.024.832.058	***TOTAL STOCKHOLDERS' EQUITY***
JUMLAH LIABILITAS DAN EKUITAS		2.637.664.776	2.454.961.990	2.359.283.448	***TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY***

Lihat Catatan atas Laporan Keuangan Konsolidasi yang merupakan bagian yang tidak terpisahkan dari laporan keuangan konsolidasi secara keseluruhan.

See accompanying Notes to Consolidated Financial Statements which are an integral part of the consolidated financial statements.

The original consolidated financial statements included herein are in the Indonesian language.

PT SURYAMAS DUTAMAKMUR Tbk
DAN ENTITAS ANAK
LAPORAN LABA RUGI KOMPREHENSIF KONSOLIDASI
UNTUK PERIODE SATU TAHUN, DELAPAN BULAN DAN EMPAT BULAN YANG BERAKHIR PADA TANGGAL-TANGGAL 31 DESEMBER 2012, 31 DESEMBER 2011 DAN 30 APRIL 2011
(Disajikan dalam ribuan Rupiah, kecuali dinyatakan lain)

PT SURYAMAS DUTAMAKMUR Tbk
AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEAR, EIGHT MONTHS AND FOUR MONTHS PERIOD ENDED
DECEMBER 31, 2012, DECEMBER 31, 2011 AND APRIL 30, 2011
(Expressed in thousands of Rupiah, unless otherwise stated)

	Catatan/ *Notes*	31 Desember 2012/ *December 31, 2012* (Satu Tahun/ *A Year*)	Untuk Tujuan Perbandingan/ *For Comparison Purposes* (Satu Tahun/ *A Year*)	31 Desember 2011/ *December 31, 2011* (Delapan Bulan/ *Eight Months*)	30 April 2011/ *April 30, 2011* (Empat Bulan/ *Four Months*)	
PENJUALAN BERSIH DAN PENDAPATAN USAHA	2, 27	267.813.147	269.786.893	203.829.292	65.957.601	***NET SALES AND OPERATING REVENUES***
BEBAN POKOK PENJUALAN DAN BEBAN LANGSUNG USAHA	2, 28	(174.487.009)	(161.470.182)	(122.677.977)	(38.792.205)	***COST OF SALES AND DIRECT COSTS***
LABA KOTOR		93.326.138	108.316.711	81.151.315	27.165.396	***GROSS PROFIT***
Pendapatan lain-lain	2, 29	13.488.786	10.746.431	7.112.357	3.634.074	*Other income*
Beban penjualan	2, 30	(15.920.260)	(11.325.425)	(7.424.691)	(3.900.734)	*Selling expenses*
Beban umum dan administrasi	2, 31	(54.178.644)	(55.240.556)	(40.294.235)	(14.946.321)	*General and administrative expenses*
Pendapatan (beban) pendanaan	2, 32	21.050.556	(5.919.044)	(6.757.262)	838.218	*Financing income (expenses)*
Beban lain-lain	2	(203.812)	(248.812)	(228.315)	(20.497)	*Other charges*
LABA SEBELUM TAKSIRAN PENGHASILAN (BEBAN) PAJAK		57.562.764	46.329.305	33.559.169	12.770.136	***INCOME BEFORE PROVISION FOR TAX INCOME (EXPENSE)***
TAKSIRAN PENGHASILAN (BEBAN) PAJAK	2, 33					***PROVISION FOR TAX INCOME (EXPENSE)***
Kini						*Current*
Final		(10.120.921)	(10.485.562)	(8.107.473)	(2.378.089)	*Final*
Tidak final		(1.483.274)	(1.511.019)	(708.085)	(802.934)	*Non final*
Tangguhan		361.117	320.445	93.780	226.665	*Deferred*
Jumlah Taksiran Beban Pajak		(11.243.078)	(11.676.136)	(8.721.778)	(2.954.358)	*Total Provision for Tax Expenses*
JUMLAH LABA PERIODE/TAHUN BERJALAN		46.319.686	34.653.169	24.837.391	9.815.778	***TOTAL INCOME FOR THE CURRENT PERIOD/YEAR***
Pendapatan komprehensif lain:						*Other comprehensive income:*
Keuntungan aktuarial	2, 35	688.584	-	-	-	*Actuarial gain*
JUMLAH LABA KOMPREHENSIF PERIODE/TAHUN BERJALAN		47.008.270	34.653.169	24.837.391	9.815.778	***TOTAL COMPREHENSIVE INCOME FOR THE CURRENT PERIOD/YEAR***
Jumlah laba yang dapat diatribusikan kepada:						***Total income that can be attributed to:***
Pemilik entitas induk		12.415.930	28.234.994	20.214.076	8.020.918	*Owners of the parents entity*
Kepentingan nonpengendali	2, 26	33.903.756	6.418.175	4.623.315	1.794.860	*Non-controlling interests*
		46.319.686	34.653.169	24.837.391	9.815.778	

Lihat Catatan atas Laporan Keuangan Konsolidasi yang merupakan bagian yang tidak terpisahkan dari laporan keuangan konsolidasi secara keseluruhan.

See accompanying Notes to Consolidated Financial Statements which are an integral part of the consolidated financial statements.

The original consolidated financial statements included herein are in the Indonesian language.

PT SURYAMAS DUTAMAKMUR Tbk
DAN ENTITAS ANAK
LAPORAN LABA RUGI KOMPREHENSIF KONSOLIDASI (Lanjutan)
UNTUK PERIODE SATU TAHUN, DELAPAN BULAN DAN EMPAT BULAN YANG BERAKHIR PADA TANGGAL-TANGGAL 31 DESEMBER 2012, 31 DESEMBER 2011 DAN 30 APRIL 2011
(Disajikan dalam ribuan Rupiah, kecuali dinyatakan lain)

PT SURYAMAS DUTAMAKMUR Tbk
AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (Continued)
FOR THE YEAR, EIGHT MONTHS AND FOUR MONTHS PERIOD ENDED
DECEMBER 31, 2012, DECEMBER 31, 2011 AND APRIL 30, 2011
(Expressed in thousands of Rupiah, unless otherwise stated)

	Catatan/ *Notes*	31 Desember 2012/ *December 31, 2012* (Satu Tahun/ *A Year*)	Untuk Tujuan Perbandingan/ *For Comparison Purposes* (Satu Tahun/ *A Year*)	31 Desember 2011/ *December 31, 2011* (Delapan Bulan/ *Eight Months*)	30 April 2011/ *April 30, 2011* (Empat Bulan/ *Four Months*)	
Jumlah laba komprehensif yang dapat diatribusikan kepada:						***Total comprehensive income that can be attributed to:***
Pemilik entitas induk		13.346.102	28.234.994	20.214.076	8.020.918	*Owners of the parents entity*
Kepentingan nonpengendali	2, 26	33.662.168	6.418.175	4.623.315	1.794.860	*Non-controlling interests*
		47.008.270	34.653.169	24.837.391	9.815.778	
Rata-rata tertimbang jumlah saham yang beredar (saham)	2, 34	4.006.783.831	4.006.783.831	4.006.783.831	4.006.783.831	*Weighted average number of outstanding share (share)*
Laba per saham dasar (Rupiah penuh)		3,10	7,05	5,05	2,00	*Basic earnings per share (full amount)*

Lihat Catatan atas Laporan Keuangan Konsolidasi yang merupakan bagian yang tidak terpisahkan dari laporan keuangan konsolidasi secara keseluruhan.

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PT SURYAMAS DUTAMAKMUR Tbk
DAN ENTITAS ANAK
LAPORAN PERUBAHAN EKUITAS KONSOLIDASI
UNTUK PERIODE SATU TAHUN, DELAPAN BULAN DAN EMPAT BULAN YANG BERAKHIR
PADA TANGGAL-TANGGAL 31 DESEMBER 2012, 31 DESEMBER 2011 DAN 30 APRIL 2011
(Disajikan dalam ribuan Rupiah,kecuali dinyatakan lain)

PT SURYAMAS DUTAMAKMUR Tbk
AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
FOR THE YEAR, EIGHT MONTHS AND FOUR MONTHS PERIOD ENDED
DECEMBER 31, 2012, DECEMBER 31, 2011 AND APRIL 30, 2011
(Expressed in thousands of Rupiah, unless otherwise stated)

		Ekuitas yang Dapat Diatribusikan Kepada Pemilik Entitas Induk/*Stockholders' Equity Attributable to Owners of The Parent Entity*									
	Catatan/ *Notes*	Modal Ditempatkan dan Disetor Penuh/ *Issued and Fully Paid Capital*	Tambahan Modal Disetor/*Additional Paid-in Capital*	Uang Muka Pemesanan Saham/*Advance for Subscription of Shares*	Selisih Transaksi Perubahan Ekuitas Entitas Anak/*Difference in Equity Transactions of Subsidiary*	Selisih Penilaian Aset Dan Liabilitas/ *Difference in Valuation of Assets and Liabilities*	Saldo Laba (Defisit)/*Retained Earnings (Deficits)*	Jumlah /*Total*	Kepentingan Nonpengendali/ *Non-Controlling Interests*	Jumlah Ekuitas/*Total Stockholders' Equity*	
Saldo 1 Januari 2011		2.003.391.915	28.974.122	247.361.798	192.007	-	(1.010.014.529)	1.269.905.313	491.513.834	1.761.419.147	*Balance as of Januari 1, 2011*
Jumlah laba komprehensif periode berjalan (empat bulan)		-	-	-	-	-	8.020.918	8.020.918	1.794.860	9.815.778	*Total comprehensive income for the current period (four months)*
Saldo 30 April 2011 (sebelum kuasi reorganisasi)		2.003.391.915	28.974.122	247.361.798	192.007	-	(1.001.993.611)	1.277.926.231	493.308.694	1.771.234.925	*Balance as of April 30, 2011 (before quasi-reorganization)*
Selisih penilaian aset dan liabilitas	2, 4	-	-	-	-	236.504.601	-	236.504.601	-	236.504.601	*Difference in valuation of assets and liabilities*
Selisih penilaian aset dan liabilitas Entitas Anak	2, 4		-	-	9.336.513	-	-	9.336.513	7.756.019	17.092.532	*Difference in valuation of assets and liabilities of Subsidiary*
Pengeliminasian saldo defisit sehubungan dengan kuasi reorganisasi	2, 4, 22, 23, 25	(729.234.657)	(26.725.833)	-	(9.528.520)	(236.504.601)	1.001.993.611	-	-	-	*Elimination of the deficit balance in related to quasi-reorganization*
Saldo 30 April 2011 (setelah kuasi reorganisasi)		1.274.157.258	2.248.289	247.361.798	-	-	-	1.523.767.345	501.064.713	2.024.832.058	*Balance as of April 30, 2011 (after quasi-reorganization)*
Penerbitan saham kepada nonpengendali		-	-	-	-	-	-	-	6.600.000	6.600.000	*Issuence of shares to non-controlling interests*
Bagian nonpengendali atas pembebanan selisih penilaian aset dan liabilitas Entitas Anak	2, 4	-	-	-	-	-	-	-	(215.481)	(215.481)	*Difference in valuation of assets and liabilities of Subsidiaries charged to non-controlling interests portion*
Jumlah laba komprehensif periode berjalan (delapan bulan)		-	-	-	-	-	20.214.076	20.214.076	4.623.315	24.837.391	*Total comprehensive income for the current period (eight months)*
Saldo 31 Desember 2011		1.274.157.258	2.248.289	247.361.798	-	-	20.214.076	1.543.981.421	512.072.547	2.056.053.968	*Balance as of December 31, 2011*
Penerbitan saham kepada nonpengendali		-	-	-	-	-	-	-	11.550.000	11.550.000	*Issuence of shares to non-controlling interests*
Bagian nonpengendali atas pembebanan selisih penilaian aset dan liabilitas Entitas Anak	2, 4	-	-	-	-	-	-	-	(241.330)	(241.330)	*Difference in valuation of assets and liabilities of Subsidiaries charged to non-controlling interest portion*
Jumlah laba komprehensif tahun berjalan		-	-	-	-	-	13.346.102	13.346.102	33.662.168	47.008.270	*Total comprehensive income for the current year*
Saldo 31 Desember 2012		1.274.157.258	2.248.289	247.361.798	-	-	33.560.178	1.557.327.523	557.043.385	2.114.370.908	*Balance as of December 31, 2012*

Lihat Catatan atas Laporan Keuangan Konsolidasi yang merupakan bagian yang tidak terpisahkan dari laporan keuangan konsolidasi secara keseluruhan.

See accompanying Notes to Consolidated Financial Statements which are an integral part of the consolidated financial statements.

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PT SURYAMAS DUTAMAKMUR Tbk
DAN ENTITAS ANAK
LAPORAN ARUS KAS KONSOLIDASI
UNTUK PERIODE SATU TAHUN, DELAPAN BULAN DAN EMPAT BULAN YANG BERAKHIR PADA TANGGAL-TANGGAL 31 DESEMBER 2012, 31 DESEMBER 2011 DAN 30 APRIL 2011
(Disajikan dalam ribuan Rupiah, kecuali dinyatakan lain)

PT SURYAMAS DUTAMAKMUR Tbk
AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEAR, EIGHT MONTHS AND FOUR MONTHS PERIOD AND YEAR ENDED
DECEMBER 31, 2012, DECEMBER 31, 2011 AND APRIL 30, 2011
(Expressed in thousands of Rupiah, unless otherwise stated)

	Catatan/ *Notes*	31 Desember 2012/ *December 31, 2012* (Satu Tahun/ *A Year*)	Untuk Tujuan Perbandingan/ *For Comparison Purposes* (Satu Tahun/ *A Year*)	31 Desember 2011/ *December 31, 2011* (Delapan Bulan/ *Eight Months*)	30 April 2011/ *April 30, 2011* (Empat Bulan/ *Four Months*)	
ARUS KAS DARI AKTIVITAS OPERASI						***CASH FLOWS FROM OPERATING ACTIVITIES***
Penerimaan kas dari pembeli real estat dan anggota golf		374.726.534	319.192.340	233.226.345	85.965.995	*Cash receipts from buyers of real estate assets and from golf members*
Perolehan aset real estat		(253.713.817)	(206.595.315)	(157.315.682)	(49.279.633)	*Acquisitions of real estate assets*
Pembayaran kas kepada pemasok, konsultan dan karyawan		(127.456.802)	(89.336.285)	(63.700.734)	(25.635.551)	*Cash paid to supplier, consultants and employees*
Kas yang dihasilkan dari (digunakan untuk) operasi		(6.444.085)	23.260.740	12.209.929	11.050.811	*Cash generated from (used in) operations*
Pembayaran pajak penghasilan dan tagihan pajak		(20.954.937)	(13.296.408)	(10.403.103)	(2.893.305)	*Payment of income tax and tax penalty*
Pembayaran bunga		(9.636.046)	(3.196.886)	(3.051.004)	(145.882)	*Payment of interest*
Kas Bersih yang Diperoleh dari (Digunakan untuk) Aktivitas Operasi		(37.035.068)	6.767.446	(1.244.178)	8.011.624	*Net Cash Provided by (Used in) Operating Activities*
ARUS KAS DARI AKTIVITAS INVESTASI						***CASH FLOWS FROM INVESTING ACTIVITIES***
Penerimaan bunga		9.700.705	7.811.290	4.691.664	3.119.626	*Interest received*
Perolehan aset tetap		(5.805.274)	(11.952.472)	(10.474.918)	(1.477.554)	*Acquisitions of property and equipment*
Hasil penjualan aset tetap	10	517.000	138.932	138.932	-	*Proceeds from sale of Property and equipment*
Kas Bersih yang Diperoleh dari (Digunakan untuk) Aktivitas Investasi		4.412.431	(4.002.250)	(5.644.322)	1.642.072	*Net Cash Provided by (Used in) Investing Activities*

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PT SURYAMAS DUTAMAKMUR Tbk
DAN ENTITAS ANAK
LAPORAN ARUS KAS KONSOLIDASI (Lanjutan)
UNTUK PERIODE SATU TAHUN, DELAPAN BULAN DAN EMPAT BULAN YANG BERAKHIR PADA TANGGAL-TANGGAL 31 DESEMBER 2012, 31 DESEMBER 2011 DAN 30 APRIL 2011
(Disajikan dalam ribuan Rupiah, kecuali dinyatakan lain)

PT SURYAMAS DUTAMAKMUR Tbk
AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)
FOR THE YEAR, EIGHT MONTHS AND FOUR MONTHS PERIOD AND YEAR ENDED
DECEMBER 31, 2012, DECEMBER 31, 2011 AND APRIL 30, 2011
(Expressed in thousands of Rupiah, unless otherwise stated)

	Catatan/ *Notes*	31 Desember 2012/ *December 31, 2012* (Satu Tahun/ *A Year*)	Untuk Tujuan Perbandingan/ *For Comparison Purposes* (Satu Tahun/ *A Year*)	31 Desember 2011/ *December 31, 2011* (Delapan Bulan/ *Eight Months*)	30 April 2011/ *April 30, 2011* (Empat Bulan/ *Four Months*)	
ARUS KAS DARI AKTIVITAS PENDANAAN						***CASH FLOWS FROM FINANCING ACTIVITIES***
Penerimaan utang bank		42.263.304	39.045.931	25.007.728	14.038.203	*Received of bank loans*
Pembayaran utang pokok obligasi		-	(22.380.750)	(22.380.750)	-	*Payment of principal of bonds payable*
Pembayaran utang pemegang saham nonpengendali Entitas Anak		-	1.650.000	1.650.000	-	*Payment of due to Stockholders of non-controlling interests of Subsidiary*
Pembayaran (penambahan) piutang pihak berelasi		(50.680)	11.997	1.076.657	(1.064.660)	*Payment (addition) of due from related parties*
Pembayaran utang sewa pembiayaan		-	(164.334)	(144.440)	(19.894)	*Payment of obligations under finance leases*
Pembayaran utang lembaga keuangan		(819.045)	(27.383)	(27.383)	-	*Payment of financial institution loans*
Penambahan modal saham Entitas Anak		9.900.000	-	-	-	*Paid-up capital of Subsidiaries*
Kas Bersih yang Diperoleh dari Aktivitas Pendanaan		51.293.579	18.135.461	5.181.812	12.953.649	*Net Cash Provided by Financing Activities*
KENAIKAN (PENURUNAN) BERSIH KAS DAN SETARA KAS		18.670.942	20.900.657	(1.706.688)	22.607.345	***NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS***
KAS DAN SETARA KAS AWAL PERIODE/TAHUN		162.921.932	142.021.275	164.628.620	142.021.275	***CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD/YEAR***
KAS DAN SETARA KAS AKHIR PERIODE/TAHUN		181.592.874	162.921.932	162.921.932	164.628.620	***CASH AND CASH EQUIVALENTS AT END OF THE PERIOD/YEAR***

Lihat Catatan atas Laporan Keuangan Konsolidasi yang merupakan bagian yang tidak terpisahkan dari laporan keuangan konsolidasi secara keseluruhan.

See accompanying Notes to Consolidated Financial Statements which are an integral part of the consolidated financial statements.

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PT SURYAMAS DUTAMAKMUR Tbk
DAN ENTITAS ANAK
CATATAN ATAS LAPORAN KEUANGAN KONSOLIDASI
(Disajikan dalam ribuan Rupiah, kecuali dinyatakan lain)

PT SURYAMAS DUTAMAKMUR Tbk
AND SUBSIDIARIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in thousands of Rupiah, unless otherwise stated)

1. UMUM

a. Pendirian Entitas

PT Suryamas Dutamakmur Tbk (Entitas) didirikan berdasarkan akta No. 322, tanggal 21 September 1989 dari Benny Kristianto, S.H., notaris di Jakarta. Akta pendirian ini disahkan oleh Menteri Kehakiman Republik Indonesia dalam Surat Keputusannya No. C2-5896.HT.01.01.Th.90, tanggal 9 Oktober 1990 serta diumumkan dalam Berita Negara Republik Indonesia No. 98, tanggal 7 Desember 1990, Tambahan No. 4968. Anggaran Dasar Entitas telah mengalami beberapa kali perubahan, terakhir dengan Akta Notaris Fransiscus Xaverius Budi Santoso Isbandi, S.H., No. 90, tanggal 27 Oktober 2011, mengenai perubahan modal dasar dan modal ditempatkan dan disetor penuh. Akta perubahan Anggaran Dasar tersebut telah disahkan dengan Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia dalam Surat Keputusan No. AHU-64305.A.H.01.02.Tahun 2011, tanggal 28 Desember 2011 (lihat Catatan 4 dan 22).

Entitas berdomisili di Rancamaya, Bogor, Jawa Barat. Kantor pusat Entitas beralamat di Sudirman Plaza Business Complex, Plaza Marein Lantai 16, Jalan Jenderal Sudirman Kavling 76-78, Jakarta.

Sesuai dengan pasal 3 Anggaran Dasar, ruang lingkup kegiatan usaha Entitas meliputi bidang perdagangan umum, real estat dan bangunan pada umumnya, antara lain sebagai developer, pemborong, perencana, penyelenggara pelaksana pembuatan gedung, rumah, jalan, jembatan, landasan dan instalatir. Entitas mulai beroperasi komersial pada tahun 1993.

Entitas saat ini berusaha di bidang real estat berupa penjualan tanah serta tanah dan rumah tinggal, pengoperasian lapangan golf, country club dan fasilitas resort lainnya di daerah Rancamaya, Bogor, Jawa Barat.

b. Dewan Komisaris, Direksi dan Karyawan

Susunan Dewan Komisaris dan Direksi Entitas pada tanggal 31 Desember 2012, 31 Desember 2011 dan 30 April 2011 adalah sebagai berikut:

Dewan Komisaris				
Presiden Komisaris	:	Wismoyo Arismunandar	:	Presiden Komisaris
Komisaris	:	Fifi Julia Maeloa	:	Komisaris
Komisaris	:	Ramelan	:	Komisaris
Direksi				
Presiden Direktur	:	Kenneth Lian	:	Presiden Direktur
Direktur	:	Sujanto Handoko	:	Direktur
Direktur	:	Wing Indrasmoro	:	Direktur
Direktur	:	Henny Kusuma Hendrawan	:	Direktur
Komite Audit				
Ketua	:	Ramelan	:	Ketua
Anggota	:	Amin Anwar	:	Anggota
Anggota	:	Sengman Tjahja	:	Anggota

1. GENERAL

a. Establishment of the Entity

PT Suryamas Dutamakmur Tbk (the Entity) was established based on notarial deed No. 322, dated September 21, 1989 of Benny Kristianto, S.H., notary in Jakarta. The deed of establishment was approved by the Minister of Justice of the Republic of Indonesia in his Decision Letter No. C2-5896.HT.01.01.Th.90, dated October 9, 1990 and was published in the State Gazette of the Republic of Indonesia No. 98, dated December 7, 1990, Supplement No. 4968. The Entity's Articles of Association have been amended several times, the last with Notarial Deed Fransiscus Xaverius Budi Santoso Isbandi, S.H., No. 90, dated October 27, 2011, regarding the changes of authorized capital stock and issued and fully paid capital. Amendment of the Deed was approved by Decree of the Minister of Laws and Human Rights of the Republic of Indonesia in its Decision Letter No.AHU-64305.A.H.01.02.Tahun 2011, dated December 28, 2011 (see Notes 4 and 22).

The Entity is domiciled in Rancamaya, Bogor, West Java. The Entity's head office is located at Sudirman Plaza Business Complex, Plaza Marein 16th Floor, Jalan Jenderal Sudirman Kavling 76 - 78, Jakarta.

In accordance with article 3 of the Entity's Articles of Association, the scope of its activities is to engage in general trading, construction and real estate as developer, contractor, planner and executive contractor of buildings, houses, roads, bridges, runways and other infrastructures.The Entity started commercial operations in 1993.

The Entity is currently engaged in real estate activities including selling of land, land and houses, and the operation of the golf course, country club and other resort facilities located in Rancamaya, Bogor, West Java.

b. The Board of Commissioners, Directors and Employees

The composition of the Entity's Board of Commissioners and Directors as of December 31, 2012, December 31, 2011 and April 30, 2011 are as follows:

Board of Commissioners				
President Commissioner	:	Wismoyo Arismunandar	:	President Commissioner
Commissioner	:	Fifi Julia Maeloa	:	Commissioner
Commissioner	:	Ramelan	:	Commissioner
Directors				
President Director	:	Kenneth Lian	:	President Director
Director	:	Sujanto Handoko	:	Director
Director	:	Wing Indrasmoro	:	Director
Director	:	Henny Kusuma Hendrawan	:	Director
Audit Committees				
Chairman	:	Ramelan	:	Chairman
Member	:	Amin Anwar	:	Member
Member	:	Sengman Tjahja	:	Member

Jumlah rata-rata karyawan Entitas dan Entitas Anak adalah 685, 663 dan 660 masing-masing pada tanggal 31 Desember 2012, 31 Desember 2011 dan 30 April 2011.

The Entity and Subsidiaries have an average total number of employees of 685, 663 and 660 as of December 31, 2012, December 31, 2011 and April 30, 2011.

c. Entitas Anak

Entitas memiliki baik secara langsung maupun tidak langsung lebih dari 50% saham dan/atau mempunyai kendali atas Entitas Anak.

Rincian penyertaan langsung dan tidak langsung pada Entitas Anak pada tanggal 31 Desember 2012, 31 Desember 2011 dan 30 April 2011 adalah sebagai berikut:

c. *Subsidiaries*

The Entity has direct and indirect ownerships of more than 50% shares and/or has control in the Subsidiaries.

The details of direct and indirect ownership on Subsidiaries as of December 31, 2012, December 31, 2011 and April 30, 2011 are as follows:

Entitas Anak/*Subsidiaries*	Domisil/ *Domicile*	Kegiatan Usaha/ *Principal Activity*	Persentase Kepemilikan/ *Percentage of Ownership*	Beroperasi Secara Komersial/ *Start of Commercial Operations*	Jumlah Aset Tanggal 31 Desember 2012/*Total Assets as of December 31, 2012*	Jumlah Aset Tanggal 31 Desember 2011/*Total Assets as of December 31, 2011*	Jumlah Aset Tanggal 30 April 2011/ *Total Assets as of April 30, 2011*
Kepemilikan Langsung/*DirectOwnership:*							
PT Centranusa Majupermai (CNMP)	Jakarta	Investasi dan real estat/*Investments and real estate*	98,85%	1997	1.467.318.393	1.380.558.707	1.325.787.308
PT Multiraya Sinarindo (MS)	Jakarta	Real estat/ *Real estate*	99,98%	2004	26.784.810	25.475.981	24.689.219
PT Inti Sarana Papan (ISP)	Jakarta	Real estat/ *Real estate*	99,99%	-	18.261.298	18.259.253	18.257.658
PT Permainusa Megacitra (PM)	Jakarta	Properti/*Property*	99,91%	-	134.635	1.214.226	16.691.747
PT Saptakreasi Indah (SKI)	Jakarta	Investasi/ *Investments*	99,99%	1994	9.359.921	9.378.914	9.394.628
PT Golden Integrity Sejati (GIS)	Bogor	Jasa pendidikan/ *Educational service*	70,00%	2008	1.830.915	1.656.404	1.790.004
PT Rancamaya Asri Golf and Country (RAGC)	Jakarta	Operator lapangan golf/*Golf course operator*	99,60%	-	108.477	123.962	136.086
PT Tajur Surya Abadi (TSA)	Jakarta	Real estat/ *Real estate*	67,00%	2012	70.259.435	25.281.959	-
Kepemilikan Tidak Langsung/ *Indirect Ownership*							
1. Melalui/*Through* SKI							
PT Rancamaya Indah Hotel (RIH)	Jakarta	Hotel/*Hotel*	98,00%	-	230.853	242.922	251.044
PT Centranusa Majupermai (CNMP)	Jakarta	Investasi dan real estat/*Investments and real estate*	1,14%	1997	1.467.318.393	1.380.558.707	1.325.787.308
PT Multiraya Sinarindo (MS)	Jakarta	Real estat/ *Real estate*	0,02%	2004	26.784.810	25.475.981	24.689.219
PT Inti Sarana Papan (ISP)	Jakarta	Real estat/ *Real estate*	0,01%	-	18.261.298	18.259.253	18.257.658
PT Permainusa Megacitra (PM)	Jakarta	Properti/*Property*	0,09%	-	134.635	1.214.226	16.691.747
PT Rancamaya Asri Golf and Country (RAGC)	Jakarta	Operator lapangan golf/*Golf course operator*	0,40%	-	108.477	123.962	136.086

Entitas Anak/*Subsidiaries*	Domisil/ *Domicile*	Kegiatan Usaha/ *Principal Activity*	Persentase Kepemilikan/ *Percentage of Ownership*	Beroperasi Secara Komersial/ *Start of Commercial Operations*	Jumlah Aset Tanggal 31 Desember 2012/*Total Assets as of December 31, 2012*	Jumlah Aset Tanggal 31 Desember 2011/*Total Assets as of December 31, 2011*	Jumlah Aset Tanggal 30 April 2011/ *Total Assets as of April 30, 2011*
2. Melalui/*Through* RAGC							
PT SaptakreasiIndah (SKI)	Jakarta	Investasi/*Investments*	0,01%	1994	9.359.921	9.378.914	9.394.628
3. Melalui/*Through* PM							
PT Rancamaya Indah Hotel (RIH)	Jakarta	Hotel/*Hotel*	2,00%	-	230.853	242.922	251.044
4. Melalui/*Through* RIH							
PT Centranusa Majupermai (CNMP)	Jakarta	Investasi dan real estat/*Investments and real estate*	0,01%	1997	1.467.318.393	1.380.558.707	1.325.787.308
5. Melalui/*Through* CNMP							
PT Dwigunatama Rintisprima (DRP)	Jakarta	Real estat/*Real estate*	50,00%	1994	1.466.267.097	1.379.541.414	1.324.780.822
6. Melalui/*Through* DRP dan/*and* CNMP							
PT Dwikarya Langgengsukses (DLS)	Jakarta	Real estat/*Real estate*	50,00%	2009	480.857.982	468.560.296	498.045.301
7. Melalui/*Through* DRP, DLS dan/*and* CNMP							
PT Kharisma Buana Mandiri (KBM)	Jakarta	Jasa/*Service*	50,00%	2011	11.379.961	10.376.461	2.757.217

Berdasarkan akta Notaris Soeleman Odang, S.H., No. 7, tanggal 15 Agustus 2011, Entitas melakukan penyertaan saham pada TSA sebesar Rp 13.400.000. Akta tersebut telah disahkan oleh Menteri Hukum dan Hak Asasi Manusia Republik Indonesia berdasarkan Surat Keputusan No. AHU-49889.AH.01.01, pada tanggal 13 Oktober 2011. Berdasarkan akta Notaris Soeleman Odong, S.H., No. 6, tanggal 28 Desember 2012, Entitas melakukan peningkatan penyertaan saham pada TSA sebesar Rp 23.450.000.

Based on Notarial Deed Soeleman Odang, S.H., No.7, dated August 15, 2011, the Entity have investment in TSA at Rp 13,400,000. The Deed was approved by Decree of the Minister of Law and Human Rights of the Republic of Indonesia in its Decision Letter No. AHU-49889.AH.01.01, dated October 13, 2011. Based on Notarial Deed Soeleman Odang, S.H., No. 6, dated December 28, 2012, the Entity increase the investment in TSA amounted Rp 23,450,000.

Berdasarkan akta Notaris Soeleman Odang, S.H., No. 47, tanggal 26 Juni 2012, PM, Entitas Anak, melakukan penurunan modal sehingga penyertaan saham Entitas pada PM turun sebesar Rp 900.000. Akta tersebut telah disahkan oleh Menteri Hukum dan Hak Asasi Manusia Republik Indonesia berdasarkan Surat Keputusan No. AHU-45521.AH.01.02. Tahun 2012, pada tanggal 27 Agustus 2012.

Based on Notarial Soeleman Odang, S.H.,No. 47, dated June 26, 2012, PM, Subsidiary, has capital stock reduction, in which the investment Entity in PM decreased by Rp 900,000. The Deed was approved by Decree of the Minister of Law and Human Rights of the Republic of Indonesia in its Decision Letter No. AHU-45521.AH.01.02. Tahun 2012, dated August 27, 2012.

RAGC, PM, ISP dan RIH masih dalam tahap pengembangan.

RAGC, PM, ISP and RIH are still in the development stage.

2. IKHTISAR KEBIJAKAN AKUNTANSI YANG SIGNIFIKAN

a. Pernyataan Kepatuhan

Manajemen bertanggung jawab atas penyusunan dan penyajian laporan keuangan konsolidasi. Laporan keuangan konsolidasi telah disusun sesuai dengan Standar Akuntansi Keuangan di Indonesia yang mencakup Pernyataan Standar Akuntansi Keuangan (PSAK) dan Interpretasi Standar Akuntansi Keuangan (ISAK) yang

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. Statement of Compliance

Management responsible for the preparation and presentation on the consolidated financial statements and have been prepared in accordance with the Indonesian Financial Accounting Standards which include Statement and Interpretations of Financial Accounting Standards issued by Financial Accounting

dikeluarkan oleh Dewan Standar Akuntansi Keuangan Ikatan Akuntan Indonesia serta Peraturan Badan Pengawas Pasar Modal dan Lembaga Keuangan (BAPEPAM-LK) No. VIII.G.7, mengenai "Penyajian dan Pengungkapan Laporan Keuangan Emiten atau Perusahaan Publik" yang terlampir dalam Surat Keputusan No. KEP- 347/BL/2012 tanggal 25 Juni 2012.

Standards Board of the Indonesian Accountant Institute and the Capital Market and Financial Institution Supervisory Agency (BAPEPAM-LK) Regulation No. VIII.G.7, regarding "the Presentations and Disclosures of Financial Statements of Listed Entity" enclosed in the Decision Letter No. KEP- 347/BL/2012, dated June 25, 2012.

b. Dasar Penyusunan Laporan Keuangan Konsolidasi

b. Basis of Preparation of Consolidated Financial Statement

Laporan keuangan konsolidasi, kecuali untuk laporan arus kas konsolidasi, disusun berdasarkan pada saat terjadinya *(accrual basis)* dengan konsep biaya perolehan *(historical cost)*, kecuali beberapa akun tertentu disusun berdasarkan pengukuran lain sebagaimana diuraikan dalam kebijakan akuntansi masing-masing akun tersebut.

The consolidated financial statements except for the consolidated statements of cash flows, have been prepared on the accrual basis using historical cost concept of accounting, except for inventories which are stated at the lower of cost or net realizable value.

Pada tanggal 1 Januari 2012, Entitas dan Entitas Anak telah mengadopsi PSAK dan ISAK baru dan revisi yang efektif pada tahun 2012. Perubahan kebijakan akuntansi Entitas dan Entitas Anak telah dibuat sesuai dengan ketentuan transisi dalam masing-masing standar dan interpretasi.

Since January 1, 2012, the Entity and Subsidiaries have adopted new and revised PSAK and ISAK, which effective on 2012. Changes in the Entity and Subsidiaries accounting policies has been prepared based on transition requirements in the respective standards and interpretations.

Penerapan dari standar, interpretasi baru/revisi standar berikut, tidak menimbulkan perubahan signifikan terhadap kebijakan akuntansi Entitas dan Entitas Anak dan efek material terhadap laporan keuangan konsolidasi:

Implementation of standards, new interpretations/ revisions following standards, did not result in significant changes to the accounting policies the Entity and Subsidiaries and material effect on the consolidated financial statements:

- PSAK No. 10 (Revisi 2010), mengenai "Pengaruh Perubahan Nilai Tukar Valuta Asing"
- PSAK No. 13 (Revisi 2011), mengenai "Properti Investasi"
- PSAK No. 16 (Revisi 2011), mengenai "Aset Tetap"
- PSAK No. 18 (Revisi 2010), mengenai "Akuntansi dan Pelaporan Program Manfaat Purnakarya"
- PSAK No. 26 (Revisi 2011), mengenai "Biaya Pinjaman"
- PSAK No. 28 (Revisi 2010), mengenai "Akuntansi Kontrak Asuransi Kerugian"
- PSAK No. 30 (Revisi 2011), mengenai "Sewa"
- PSAK No. 33 (Revisi 2010), mengenai "Aktivitas Pengupasan Lapisan Tanah dan Pengelolaan Lingkungan Hidup pada Pertambangan Umum"
- PSAK No. 34 (Revisi 2010), mengenai "Kontrak Konstruksi"
- PSAK No. 36 (Revisi 2010), mengenai "Akuntansi Kontrak Asuransi Jiwa""
- PSAK No. 45 (Revisi 2010), mengenai "Pelaporan Keuangan Organisasi Nirlaba"
- PSAK No. 46 (Revisi 2010), mengenai "Pajak Penghasilan"
- PSAK No. 50 (Revisi 2010), mengenai "Instrumen Keuangan: Penyajian"
- PSAK No. 53 (Revisi 2010), mengenai "Pembayaran Berbasis Saham"
- PSAK No. 55 (Revisi 2011), mengenai "Instrumen Keuangan: Pengakuan dan Pengukuran"
- PSAK No. 56 (Revisi 2010), mengenai "Laba per Saham"
- PSAK No. 61, mengenai "Akuntansi Hibah Pemerintah dan Pengungkapan Bantuan Pemerintah"
- PSAK No. 62, mengenai "Kontrak Asuransi"

- *PSAK No. 10 (Revised 2010), regarding "The Effects of Changes in Foreign Exchange Rates"*
- *PSAK No. 13 (Revised 2011), regarding "Investment Property"*
- *PSAK No. 16 (Revised 2011), regarding "Property, Plant and Equipment"*
- *PSAK No. 18 (Revised 2010), regarding "Accounting and Reporting by Retirement Benefit Plans"*
- *PSAK No. 26 (Revised 2011), regarding "Borrowing Costs"*
- *PSAK No. 28 (Revised 2010), regarding "Accounting for Casualty Insurance Contracts"*
- *PSAK No. 30 (Revised 2011), regarding "Leases"*
- *PSAK No. 33 (Revised 2010), regarding "Stripping Cost Activity and Environmental Management in the Public Mining"*
- *PSAK No. 34 (Revised 2010), regarding "Construction Contracts"*
- *PSAK No. 36 (Revised 2010), regarding "Accounting for Life Insurance Contracts"*
- *PSAK No. 45 (Revised 2010), regarding "Financial Reporting for Non-profit Organizations"*
- *PSAK No. 46 (Revised 2010), regarding "Income Taxes"*
- *PSAK No. 50 (Revised 2010), regarding "Financial Instruments: Presentation"*
- *PSAK No. 53 (Revised 2010), regarding "Share-based Payments"*
- *PSAK No. 55 (Revised 2011), regarding "Financial Instruments: Recognition and Measurement"*
- *PSAK No. 56 (Revised 2010), regarding "Earnings per Share"*
- *PSAK No. 61, regarding "Accounting for Government Grants and Disclosure of Government Assistance"*
- *PSAK No. 62, regarding "Insurance Contracts"*

- PSAK No. 63, mengenai "Pelaporan Keuangan Dalam Ekonomi Hiperinflasi"
- PSAK No. 64, mengenai "Aktivitas Eksplorasi dan Evaluasi pada Pertambangan Sumber Daya Mineral"
- ISAK No. 13, mengenai "Lindung Nilai Investasi Neto dalam Kegiatan Usaha Luar Negeri"
- ISAK No. 15, mengenai "PSAK No. 24 – BatasAset Manfaat Pasti, Persyaratan Minimum dan Interaksinya"
- ISAK No. 16, mengenai "Perjanjian Konsesi Jasa"
- ISAK No. 18, mengenai "Bantuan Pemerintah – Tidak Ada Relasi Spesifik dengan Aktivitas Operasi"
- ISAK No. 19, mengenai "Penerapan Pendekatan Penyajian Kembali Dalam PSAK No. 63: Pelaporan Keuangan Dalam Ekonomi Hiperinflasi"
- ISAK No. 20, mengenai "Pajak Penghasilan – Perubahandalam status Pajak Entitas atau Para Pemegang Saham"
- ISAK No. 22, mengenai "Perjanjian Konsesi Jasa: Pengungkapan"
- ISAK No. 23, mengenai "Sewa Operasi – Insentif"
- ISAK No. 24, mengenai "Evaluasi Substansi Beberapa Transaksi yang Melibatkan Suatu Bentuk Legal Sewa"
- ISAK No. 25, mengenai "Hak atas Tanah"
- ISAK No. 26, mengenai "Penilaian Ulang Derivatif Melekat"

Laporan arus kas konsolidasi disajikan dengan metode langsung yang dikelompokkan dalam aktivitas operasi, investasi dan pendanaan.

Mata uang fungsional dan pelaporan yang digunakan dalam laporan keuangan konsolidasi adalah Rupiah.

c. Prinsip Konsolidasi

Sejak tanggal 1 Januari 2011, Entitas dan Entitas Anak menerapkan PSAK No. 4 (Revisi 2009), mengenai "Laporan Keuangan Konsolidasi dan Laporan Keuangan Tersendiri".

Laporan keuangan konsolidasi menggabungkan seluruh Entitas Anak yang dikendalikan oleh Entitas. Pengendalian dianggap ada ketika Entitas memiliki secara langsung atau tidak langsung melalui Entitas Anak lebih dari setengah kekuasaan suara suatu entitas, kecuali dalam keadaan yang jarang dapat ditunjukkan secara jelas bahwa kepemilikan tersebut tidak diikuti dengan pengendalian. Pengendalian juga ada ketika Entitas memiliki setengah atau kurang kekuasaan suara suatu entitas jika terdapat:

- Kekuasaan yang melebihi setengah hak suara sesuai perjanjian dengan investor lain;
- Kekuasaan untuk mengatur kebijakan keuangan dan operasional entitas berdasarkan anggaran dasar atau perjanjian;
- Kekuasaan untuk menunjuk atau mengganti sebagian besar dewan direksi dan dewan komisaris atau organ pengatur setara dan mengendalikan entitas melalui dewan atau organ tersebut; atau
- Kekuasaan untuk memberikan suara mayoritas pada

- *PSAK No. 63, regarding "Financial Reporting in Hyperinflationary Economies"*
- *PSAK No. 64, regarding "Mining Exploration Activity and Mineral Resources Mining Evaluation"*
- *ISAK No. 13, regarding "Hedges of Net Investments in Foreign Operations"*
- *ISAK No. 15, regarding "PSAK No. 24 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction"*
- *ISAK No. 16, regarding "Service Concession Arrangements"*
- *ISAK No. 18, regarding "Government Assistance – No Specific Relation to Operating Activities"*
- *ISAK No. 19, regarding "Applying the Restatement Approach Under PSAK 63: Financial Reporting in Hyperinflationary Economies"*
- *ISAK No. 20, regarding "Income Taxes – Changes in the Tax Status of an Enterprise or its Shareholders"*
- *ISAK No. 22, regarding "Service Concession Arrangements: Disclosures"*
- *ISAK No. 23, regarding "Operating Lease – Incentives"*
- *ISAK No. 24, regarding "Evaluating the Substance of Transaction Involving the Legal form of a Lease"*
- *ISAK No. 25, regarding "Land Rights"*
- *ISAK No. 26, regarding "Reassessment of Embedded Derivatives"*

The consolidated statements of cash flows were presented using the direct method, cash flows were classified into operating, investing and financing activities.

The functional and reporting currency used in the consolidated financial statements is Indonesian Rupiah.

c. Principles of Consolidation

Since January 1, 2011, the Entity and Subsidiaries adopts PSAK No. 4 (Revised 2009), regarding "Consolidated and Separate Financial Statements".

The consolidated financial statements include all Subsidiaries that are controlled by the Entity. Control is presumed to exist when the Entity, directly or indirectly through Subsidiaries, owns more than half of the voting power of an entity unless, in exceptional circumstances, it can be clearly demonstrated that such ownership does not constitute control. Control also exists when the Entity owns half or less of the voting power of an entity when there is:

- *Power over more than half of the voting rights by virtue of an agreement with other investors;*
- *Power to govern the financial and operating policies of the entity under a statute or an agreement;*
- *Power to appoint or remove the majority of the members of the board of directors and board of commissioners or equivalent governing body and control of the entity is by that board or body; or*
- *Power to cast the majority of votes at meetings of the*

rapat dewan direksi dan dewan komisaris atau organ pengatur setara dan mengendalikan entitas melalui dewan direksi dan dewan komisaris atau organ tersebut.

board of directors and board of commissioners or equivalent governing body and control of the entity is by that board or body.

Kepentingan nonpengendali merupakan proporsi atas laba atau rugi dan aset neto yang tidak dimiliki Entitas dan disajikan secara terpisah dalam laporan laba rugi komprehensif konsolidasi dan ekuitas pada laporan posisi keuangan konsolidasi, dipisahkan dengan ekuitasyang dapat diatribusikan kepada entitas induk.

Non-controlling interest represents the portion of profit or loss and the net assets not held by the Entity, and presented separately inthe consolidated statements of comprehensive income, and within equity inthe consolidated statements of financial position, separate from equity attributable to the parent entity.

Penyesuaian dapat dilakukan terhadap laporan keuangan Entitas Anak agar kebijakan akuntansi yang digunakan sesuai dengan kebijakan akuntansi yang digunakan oleh Entitas.

Where necessary, adjustments are made to the financial statements of the Subsidiaries to bring the accounting policies used in line with those used by the Entity.

Seluruh transaksi antara Entitas dan Entitas Anak, saldo, penghasilan dan beban di eliminasi pada saat konsolidasi.

All inter transactions of the Entity and Subsidiaries, balances, income and expenses are eliminated on consolidation.

Penerapan PSAK No. 4 (Revisi 2009) tidak memiliki pengaruh yang signifikan terhadaplaporan keuangan konsolidasi kecuali bagi pengungkapannya.

The adoption of PSAK No. 4 (Revised 2009) did not have significant impact on the consolidated financial statements except for related disclosures.

d. Kombinasi Bisnis

d. Business Combinations

Sejak tanggal tanggal 1 Januari 2011, Entitas dan Entitas Anak menerapkan PSAK No. 22 (Revisi 2010), "Kombinasi Bisnis". PSAK revisi ini diterapkan secara prospektif untuk penggabungan usaha pada dan setelah tanggal 1 Januari 2011 dimana tidak memerlukan penyesuaian untuk aset dan liabilitas atas penggabungan usaha yang dimasuki sebelum tanggal 1 Januari 2011.

Since January 1, 2011, the Entity and Subsidiaries adopts PSAK No. 22 (Revised 2010), regarding "Business Combinations". The revised PSAK is applied prospectively for business combination onand after January 1, 2011 which requires no adjustment for assets and liabilities of business combination entered into prior to January 1, 2011.

Entitas mencatat setiap kombinasi bisnis dengan menggunakan metode akuisisi. Biaya kombinasi bisnis adalah keseluruhan nilai wajar (pada tanggal pertukaran) dari aset yang diperoleh, liabilitas yang terjadi atau yang diasumsikan dan instrumen ekuitas yang diterbitkan sebagai penggantian atas pengendalian Entitas Anak. Biaya-biaya terkait dengan akuisisi langsung diakui dalam laporan laba rugi komprehensif konsolidasi.

Entitity are accounted business combination using the acquisition method. The cost of the business combination is the aggregate of the fair values (at the date of exchange) of assets given, liabilities incurred or assumed, and equity instruments issued in exchange for control of the acquiree. Acquisition-related costs are recognized in the consolidated statement of comprehensive income as incurred.

Pada saat akuisisi, aset dan liabilitas Entitas Anak diukur sebesar nilai wajarnya pada tanggal akuisisi. Selisih lebih antara biaya perolehan dan bagian Entitas atas nilai wajar aset dan liabilitas yang dapat diidentifikasi diakui sebagai *goodwill*. Sejak tanggal 1 Januari 2011, *goodwill* tidak lagi diamortisasi dan akumulasi amortisasi dihapuskan bersama biaya perolehan. Sebaliknya, *goodwill* selanjutnya diukur sebesar biaya perolehan dikurangi akumulasi kerugian atas penurunan nilai, jika ada. Hal ini mengacu pada pengujian penurunan nilai tahunan sesuai dengan PSAKNo. 48 (Revisi 2009), "Penurunan Nilai Aset".

On acquisition, the assets and liabilities of Subsidiaries are measured at their fair values at the date of acquisition. Any excess of the cost of acquisition over the fair values of the identifiable net assets acquired is recognized as goodwill. Starting January 1, 2011, goodwill is no longer amortized and the accumulated amortization is written-off against its cost. Instead, goodwill is subsequently measured at cost less accumulated impairment losses, if any. It is subject to annual impairment testing in accordance with PSAK No. 48 (Revised 2009), "Impairment of Assets".

Sebelum tanggal 1 Januari 2011, *goodwill* diamortisasi dengan menggunakan metode garis lurus selama 20 (dua puluh) tahun sedangkan *goodwill* negatif yang berasal dari kombinasi bisnis yang tanggal akuisisinya sebelum tanggal 1 Januari 2011, dihentikan pengakuannya dengan melakukan penyesuaian terhadap saldo laba awal periode tahun buku yang dimulai pada atau setelah tanggal 1 Januari 2011.

Prior to January 1, 2011, goodwill was amortized using the straight-line method over 20 (twenty) years, while negative goodwill from business combination prior to January 1, 2011 of the date acquisition is terminated the recognation with adjustment to retained earnings beginning on or after January 1, 2011.

e. Transaksi dan Saldo Dalam Mata Uang Asing

Transaksi dalam mata uang asing dicatat dalam Rupiah berdasarkan kurs yang berlaku pada saat transaksi dilakukan. Pada tanggal posisi keuangan konsolidasi, aset dan liabilitas moneter dalam mata uang asing disesuaikan untuk mencerminkan kurs yang berlaku pada tanggal tersebut yang dipublikasikan oleh Bank Indonesia. Laba atau rugi kurs yang timbul dikreditkan atau dibebankan pada operasi tahun berjalan.

Pada tanggal 31 Desember 2012, 31 Desember 2011 dan 30 April 2011, kurs yang digunakan masing-masing adalahRp 9.670, Rp 9.068 danRp 8.574 untuk US$ 1 yang dihitung berdasarkan rata-rata kurs beli dan jual yang dipublikasikan terakhir pada tahun tersebut untuk uang kertas dan kurs transaksi Bank Indonesia.

e. Foreign Currency Transactions and Balances

Transactions involving foreign currencies are recorded in Rupiah at the exchange rates prevailing at the time the transactions are made. At consolidated statements of financial position date, monetary assets and liabilities denominated in foreign currencies are adjusted to reflect the prevailing rates of exchange and any resulting gains or losses are credited or charged to current operations.

As of December 31, 2012, December 31, 2011 and April 30, 2011, the exchange rate used to adjust monetary assets and liabilities was average of the last published buying and selling rate for bank notes and/or transaction exchange rates by Bank Indonesia amounting toRp 9,670, Rp 9,068 and Rp 8,574 to US$ 1, respectively.

f. Transaksi dengan Pihak-pihak Berelasi

Entitas dan Entitas Anak melakukan transaksi dengan pihak-pihak berelasi seperti yang dinyatakan dalam PSAK No. 7 (Revisi 2010) mengenai "Pengungkapan Pihak-pihak Berelasi" yang efektif berlaku mulai tanggal 1 Januari 2011.

Pihak-pihak berelasi adalah orang atau entitas yang terkait dengan entitas pelapor:

(a) Orang atau anggota keluarga terdekat mempunyai relasi dengan entitas pelapor jika orang tersebut:
  (i) memiliki pengendalian atau pengendalian bersama atas entitas pelapor;
  (ii) memiliki pengaruh signifikan atas entitas pelapor; atau
  (iii) personil manajemen kunci entitas pelapor atau entitas induk entitas pelapor.

(b) Suatu entitas berelasi dengan entitas pelapor jika memenuhi salah satu hal berikut:
  (i) entitas dan entitas pelapor adalah anggota dari kelompok usaha yang sama (artinya entitas induk, entitas anak, dan entitas anak berikutnya terkait dengan entitas lain).
  (ii) satu entitas adalah entitas asosiasi atau ventura bersama dari entitas lain (atau entitas asosiasi atau ventura bersama yang merupakan anggota suatu kelompok usaha, yang mana entitas lain tersebut adalah anggotanya).
  (iii) kedua entitas tersebut adalah ventura bersama dari pihak ketiga yang sama.
  (iv) satu entitas adalah ventura bersama dari entitas ketiga dan entitas yang lain adalah entitas asosiasi dari entitas ketiga.
  (v) entitas tersebut adalah suatu program imbalan pascakerja untuk imbalan kerja dari salah satu entitas pelapor atau entitas yang terkait dengan entitas pelapor. jika entitas pelapor adalah entitas yang menyelenggarakan program tersebut, maka entitas sponsor juga berelasi dengan entitas pelapor.
  (vi) entitas yang dikendalikan atau dikendalikan bersama oleh orang yang diidentifikasi dalam huruf (a).

f. Transactions with Related Parties

The Entity and Subsidiaries has transactions with entities that are regarded as having special relationship as defined by PSAK No. 7 (Revised 2010) regarding "Related Parties Disclosures" which has been effective since January 1, 2011.

Related party represents a person or an entity who is related to the reporting entity:

(a) A person or a close member of the person's family is related to a reporting entity if that person:
  (i) has control or joint control over the reporting entity;
  (ii) has significant influence over the reporting entity; or
  (iii) is a member of the key management personnel of the reporting entity or of a parent of the reporting entity.

(b) An entity is related to a reporting entity if any of the following conditions applies:
  (i) the entity and the reporting entity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
  (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
  (iii) both entities are joint ventures of the same third party.
  (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity.
  (v) the entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity. if the reporting entity is itself such a plan, the sponsoring employers are also related to the reporting entity.
  (vi) the entity is controlled or jointly controlled by a person identified in (a).

(vii) orang yang diidentifikasi dalam huruf (a)(i) memiliki pengaruh signifikan atas entitas atau personil manajemen kunci entitas (atau entitas induk dari entitas).

Seluruh saldo dan transaksi yang signifikan dengan pihak berelasi, baik yang dilakukan dengan persyaratan dan kondisi normal sebagaimana yang dilakukan dengan pihak ketiga, diungkapkan dalam catatan atas laporan keuangan.

g. Instrumen Keuangan

Entitas dan Entitas Anak telah menerapkan PSAK No. 50 (Revisi 2010) mengenai "Instrumen Keuangan: Penyajian", PSAK No. 55 (Revisi 2011) mengenai "Instrumen Keuangan: Pengakuan dan Pengukuran" dan PSAK No. 60, mengenai "Instrumen Keuangan: Pengungkapan".

Aset Keuangan

Entitasdan Entitas Anak mengklasifikasikan aset keuangan dalam kategori sebagai berikut: (i) aset keuangan yang diukur pada nilai wajar melalui laporan laba rugi; (ii) investasi yang dimiliki hingga jatuh tempo; (iii) pinjaman dan piutang; dan (iv) aset keuangan yang tersedia untuk dijual.

Klasifikasi ini tergantung pada tujuan saat aset keuangan tersebut diperoleh. Manajemen menentukan klasifikasi aset keuangan tersebut pada saat pengakuan awal. Aset keuangan tidak diakui apabila hak untuk menerima arus kas dari suatu investasi telah berakhir atau telah ditransfer dan Entitas dan Entitas Anak telah mentransfer secara substansial seluruh risiko dan manfaat atas kepemilikan aset keuangan tersebut.

(i) Aset keuangan yang diukur pada nilai wajar melalui laporan laba rugi

Aset keuangan yang diukur pada nilai wajar melalui laporan laba rugi adalah aset keuangan yang diperoleh untuk tujuan diperdagangkan. Aset keuangan yang diklasifikasikan dalam kelompok ini jika diperoleh terutama untuk tujuan dijual dalam jangka pendek. Derivatif juga diklasifikasikan sebagai kelompok diperdagangkan kecuali yang merupakan kontrak jaminan keuangan atau instrumen lindung nilai yang ditetapkan efektif. Keuntungan atau kerugian yang timbul dari perubahan nilai wajar dari aset keuangan ini disajikan dalam laporan laba rugi komprehensif sebagai "keuntungan (kerugian) lain-lain – bersih " di dalam periode terjadinya. Pendapatan dividen dari aset keuangan ini diakui didalam laporan laba rugi komprehensif sebagai bagian dari pendapatan lain-lain pada saat ditetapkannya hak Entitas dan Entitas Anak untuk menerima pembayaran tersebut.

Aset keuangan yang diukur pada nilai wajar melalui laporan laba rugi, pada awalnya diakui sebesar nilai wajar dan biaya transaksi dibebankan pada laporan laba rugi komprehensif, dan kemudian diukur pada nilai wajarnya.

(vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

All significant accounts and transactions with related parties, whetre ot not cunducted under the normal terms and conditions similar to those transacted with parties, are disclosed herein.

g. Financial Instruments

The Entity and Subsidiaries have been adopted PSAK No. 50 (Revised 2010) regarding "Financial Instruments: Presentation", PSAK No. 55 (Revised 2011) regarding "Financial Instruments: Recognition and Measurement" and PSAK No. 60, on "Financial Instruments: Disclosures".

Financial Assets

The Entityand Subsidiaries classifies its financial assets into the categories of: (i) financial assets at fair value through profit or loss; (ii) held-to-maturity investments; (iii) loans and receivables; and (iv) available-for-sale financial assets.

The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition. Financial assets are derecognized when the rights to receive cash flows from the investments have expired or have been transferred and the Entity has transferred substantially all risks and rewards of ownership.

(i) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short-term. Derivatives are also categorized as held for trading unless they are financial guarantee contracts or designated as hedges. Gains or losses arising from changes in fair value of the financial assets are presented in the statements of comprehensive income within "other gains (losses)-net" in the period in which they arise. Dividend income from the financial assets at fair value through profit or loss is recognized in the statements of comprehensive income as part of other income when the Entity and Subsidiaries right to receive payments is established.

Financial assets carried at fair value through profit or loss are initially recognized at fair value and transaction costs are expensed in the statements of comprehensive income and subsequently carried at fair value.

Aset dalam kategori ini diklasifikasikan sebagai aset lancar jika diharapkan dapat direalisasikan dalam 12 bulan; sebaliknya, diklasifikasikan sebagai tidak lancar.

Assets in this category are classified as current assets if expected to be settled within 12 months; otherwise, they are classified as non-current.

(ii) Investasi yang dimiliki hingga jatuh tempo

(ii) Held-to-maturity investments

Investasi yang dimiliki hingga jatuh tempo adalah aset keuangan non-derivatif dengan pembayaran tetap atau telah ditentukan dan jatuh temponya telah ditetapkan, serta Entitas dan Entitas Anak mempunyai intensi positif dan kemampuan untuk memiliki aset keuangan tersebut hingga jatuh tempo, kecuali:

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Entity and Subsidiaries has the positive intention and ability to hold to maturity, except for:

a) investasi yang pada saat pengakuan awal ditetapkan sebagai aset keuangan yang diukur pada nilai wajar melalui laporan laba rugi;
b) investasi yang ditetapkan oleh Entitas dan Entitas Anak dalam kelompok tersedia untuk dijual; dan
c) investasi yang memenuhi definisi pinjaman dan piutang.

a) investments that upon initial recognition are designated as financial assets at fair value through profit or loss;
b) investments that are designated Entity and Subsidiariesin the category of available-for-sale; and
c) investments that meet the definition of loans and receivables.

Investasi diatas dimasukkan di dalam aset tidak lancar kecuali investasinya jatuh tempo atau manajemen bermaksud untuk melepasnya dalam waktu 12 bulan dari akhir periode pelaporan.

They are included in non-current assets unless the investment matures or management intends todispose of it within 12 months of the end of the reporting period.

Investasi yang dimiliki hingga jatuh tempo pada awalnya diakui sebesar nilai wajar termasuk biaya transaksi yang dapat diatribusikan secara langsung dan kemudian diukur pada biaya perolehan diamortisasi dengan menggunakan metode bunga efektif.

Held-to-maturity investments are initially recognized at fair value including directly attributable transaction costs and subsequently carried at amortized cost using the effective interest method.

Bunga dari investasi tersebut yang dihitung dengan menggunakan metode bunga efektif diakui didalam laporan laba rugi komprehensif konsolidasi sebagai bagian dari pendapatan lain-lain.

Interest on the investments calculated using the effective interest method is recognized in the consolidated statements of comprehensive income as part of other income.

(iii) Pinjaman dan piutang

(iii) Loans and receivables

Pinjaman dan piutang adalah aset keuangan non-derivatif dengan pembayaran tetap atau telah ditentukan dan tidak mempunyai kuotasi di pasar aktif. Pinjaman dan piutang tersebut dimasukkan di dalam aset lancar kecuali untuk yang jatuh temponya lebih dari 12 bulan setelah akhir periode pelaporan. Aset keuangan ini diklasifikasikan sebagai aset tidak lancar.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables are included in current assets, except for maturities more than 12 months after the end of the reporting period. These are classified as non-current assets.

Pinjaman dan piutang pada awalnya diakui sebesar nilai wajar termasuk biaya transaksi yang dapat diatribusikan secara langsung dan kemudian diukur pada biaya perolehan diamortisasi dengan menggunakan metode bunga efektif.

Loans and receivables are initially recognized at fair value including directly attributable transaction costs and subsequently carried at amortized cost using the effective interest method.

(iv) Aset keuangan yang tersedia untuk dijual

(iv) Available-for-sale financial assets

Aset keuangan yang tersedia untuk dijual adalah aset keuangan non-derivatif yang ditetapkan sebagai

Available-for-sale financial assets are non-derivative financial assets that are designated as available-for-

tersedia untuk dijual atau yang tidak diklasifikasikan sebagai pinjaman atau piutang, investasi yang dimiliki hingga jatuh tempo, dan aset keuangan yang diukur pada nilai wajar melalui laporan laba rugi. Aset keuangan tersebut dimasukkan di dalam aset tidak lancar kecuali investasinya jatuh tempo atau manajemen bermaksud untuk melepasnya dalam waktu 12 bulan dari akhir periode pelaporan.

sale or that is not classified as loans or receivables, held-to-maturity investments and financial assets at fair value through profit or loss. They are included in non-current assets unless the investment matures or management intends to dispose of them within 12 months of the end of the reporting period.

Aset keuangan yang tersedia untuk dijual pada awalnya diakui sebesar nilai wajar, ditambah biaya transaksi yang dapat diatribusikan secara langsung. Setelah pengakuan awal, aset keuangan tersebut diukur dengan nilai wajar, dimana keuntungan atau kerugian diakui di ekuitas, kecuali untuk kerugian akibat penurunan nilai dan keuntungan atau kerugian akibat perubahan nilai tukar, sampai aset keuangan tersebut dihentikan pengakuannya. Jika suatu aset keuangan tersedia untuk dijual mengalami penurunan nilai, maka akumulasi keuntungan atau kerugian yang sebelumnya telah diakui di ekuitas, diakui dalam laporan laba rugi komprehensif konsolidasi.

Available-for-sale financial assets are initially recognized at fair value, including directly attributable transaction costs. Subsequently, the financial assets are carried at fair value, with gains or losses recognized in equity, except for impairment losses and foreign exchange gains or losses, until the financial assets are derecognized. If the available-for-sale financial assets are impaired, the cumulative gain or loss previously recognized in equity, is recognized in the consolidated statements of comprehensive income.

Bunga atas sekuritas yang tersedia untuk dijual yang dihitung dengan metode bunga efektif diakui didalam laporan laba rugi komprehensif sebagai bagian dari pendapatan lain-lain. Dividen atas instrumen ekuitas yang tersedia untuk dijual diakui didalam laporan laba rugi komprehensif sebagai bagian dari pendapatan keuangan pada saat hak Entitas dan Entitas Anak untuk menerima pembayaran tersebut ditetapkan.

Interest on available-for-sale securities calculated using the effective interest method is recognized in the statements of comprehensive income as part of other income. Dividends on available-for-sale equity instruments are recognized in the statements of comprehensive income as part of finance income when the Entity and Subsidiaries right to receive the payments is established.

Penurunan Nilai Aset Keuangan

Impairment of Financial Assets

i. Aset yang dicatat berdasarkan biaya perolehan diamortisasi

i. Assets carried at amortized cost

Pada setiap tanggal laporan posisi keuangan, Entitas dan Entitas Anak mengevaluasi apakah terdapat bukti yang objektif bahwa aset keuangan atau kelompok aset keuangan mengalami penurunan nilai. Aset keuangan atau kelompok aset keuangan diturunkan nilainya dan kerugian penurunan nilai telah terjadi, jika dan hanya jika, terdapat bukti yang objektif mengenai penurunan nilai tersebut sebagai akibat dari satu atau lebih peristiwa yang terjadi setelah pengakuan awal aset tersebut (peristiwa yang merugikan), dan peristiwa yang merugikan tersebut berdampak pada estimasi arus kas masa depan atas aset keuangan atau kelompok aset keuangan yang dapat diestimasi secara andal.

The Entity and Subsidiariesassesses at the statement of financial position date whether there is objective evidence that a financial asset or Entityand Subsidiaries of financial assets is impaired. A financial asset or a Entityand Subsidiaries of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a "loss event") and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

Kriteria yang Entitas dan Entitas Anak gunakan untuk menentukan bahwa ada bukti objektif dari suatu penurunan nilai meliputi:

The criteria that the Entity and Subsidiariesuse to determine that there is objective evidence of an impairment loss include:

- kesulitan keuangan signifikan yang dialami penerbit atau pihak peminjam;
- pihak pemberi pinjaman, dengan alasan ekonomi atau hukum sehubungan dengan kesulitan keuangan yang dialami pihak peminjam,

- *significant financial difficulty of the issuer or borrowers;*
- *the lenders, for economic or legal reasons relating to the borrower's financial difficulty, granting to the borrower a concession that the*

memberikan keringanan pada pihak peminjam yang tidak mungkin diberikan jika pihak peminjam tidak mengalami kesulitan tersebut;
- terdapat kemungkinan bahwa pihak peminjam akan dinyatakan pailit atau melakukan reorganisasi keuangan lainnya;
- hilangnya pasar aktif dari aset keuangan akibat kesulitan keuangan; atau
- data yang dapat diobservasi mengindikasikan adanya penurunan yang dapat diukur atas estimasi arus kas masa depan dari kelompok aset keuangan sejak pengakuan awal aset dimaksud, meskipun penurunannya belum dapat diidentifikasi terhadap aset keuangan secara individual dalam kelompok aset tersebut, termasuk:

  - memburuknya status pembayaran pihak peminjam dalam kelompok tersebut; dan
  - kondisi ekonomi nasional atau lokal yang berkorelasi dengan wanprestasi atas aset dalam kelompok tersebut.

Jika terdapat bukti objektif bahwa kerugian penurunan nilai telah terjadi, maka jumlah kerugian tersebut diukur sebagai selisih nilai tercatat aset dengan nilai kini estimasi arus kas masa depan (tidak termasuk kerugian kredit di masa depan yang belum terjadi) yang didiskonto menggunakan suku bunga efektif awal dari aset tersebut. Nilai tercatat aset tersebut dikurangi, baik secara langsung maupun menggunakan pos cadangan. Jumlah kerugian yang terjadi diakui pada laporan laba rugi komprehensif.

Jika, pada periode berikutnya, jumlah kerugian penurunan nilai berkurang dan pengurangan tersebut dapat dikaitkan secara objektif pada peristiwa yang terjadi setelah penurunan nilai diakui (seperti meningkatnya peringkat kredit debitur), maka kerugian penurunan nilai yang sebelumnya diakui harus dipulihkan, baik secara langsung, atau dengan menyesuaikan pos cadangan. Pemulihan tersebut tidak boleh mengakibatkan nilai tercatat aset keuangan melebihi biaya perolehan diamortisasi sebelum adanya pengakuan penurunan nilai pada tanggal pemulihan dilakukan. Jumlah pemulihan aset keuangan diakui pada laporan laba rugi komprehensif.

ii. Aset yang tersedia untuk dijual

Ketika penurunan nilai wajar atas aset keuangan yang diklasifikasikan dalam kelompok tersedia untuk dijual telah diakui secara langsung dalam pendapatan komprehensif lainnya dalam ekuitas dan terdapat bukti objektif bahwa aset tersebut mengalami penurunan nilai, maka kerugian kumulatif yang sebelumnya diakui secara langsung dalam pendapatan komprehensif lainnya dalam ekuitas harus dikeluarkan dari pendapatan komprehensif lainnya dalam ekuitas dan diakui pada laporan laba rugi komprehensif meskipun aset

lender would not otherwise consider;

- *it becoming probable that the borrower will enter bankruptcy or other financial reorganization;*
- *the disappearance of an active market for that financial asset because of financial difficulties; or*
- *observable data indicating that there is a measurable decrease in the estimated future cash flows from a portfolio of financial assets since the initial recognition of those assets, although the decrease cannot yet be identified with the individual financial assets in the portfolio, including:*

  - *adverse changes in the payment status of borrowers in the portfolio; and*
  - *national or local economic conditions that correlate with defaults on the assets in the portfolio.*

If there is objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. Thecarrying amount of the asset is reduced either directly or through the use of an allowance account. The amount of the loss is recognized in the statements of comprehensive income.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized (such as an improvement in the debtor's credit rating), the previously recognized impairment loss will be reversed either directly or by adjusting an allowance account. The reversal will not result in the carrying of a financial asset that exceeds what the amortized cost would have been had the impairment not been recognized at the date at which the impairment was reversed. The reversal amount will be recognized in the statements of comprehensive income.

ii. Assets classified as available-for-sale

When a decline in the fair value of an available for sale financial asset has been recognized directly in other comprehensive income within equity and there is objective evidence that the assets are impaired, the cumulative loss that had been recognized in other comprehensive income within equity will be reclassified from other comprehensive income within equity to the statements of comprehensive income even though the financial asset has not been derecognized. The amount of the cumulative loss that is reclassified

keuangan tersebut belum dihentikan pengakuannya. Jumlah kerugian kumulatif yang dikeluarkan dari pendapatan komprehensif lainnya dalam ekuitas dan diakui pada laporan laba rugi komprehensif merupakan selisih antara biaya perolehan dengan nilai wajar kini, dikurangi kerugian penurunan nilai aset keuangan yang sebelumnya telah diakui pada laporan laba rugi komprehensif konsolidasi.

from other comprehensive income within equity to the statements of comprehensive income will be the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognized in the consolidated statements of comprehensive income.

Kerugian penurunan nilai yang diakui pada laporan laba rugi komprehensif atas investasi instrumen ekuitas yang diklasifikasikan sebagai instrumen ekuitas yang tersedia untuk dijual tidak boleh dipulihkan melalui laporan laba rugi komprehensif konsolidasi.

The impairment losses recognized in the statements of comprehensive income for an investment in an equity instrument classified as available-for-sale will not be reversed through the consolidated statements of comprehensive income.

Jika, pada periode berikutnya, nilai wajar instrumen utang yang diklasifikasikan dalam kelompok tersedia untuk dijual meningkat dan peningkatan tersebut dapat secara objektif dihubungkan dengan peristiwa yang terjadi setelah pengakuan kerugian penurunan nilai pada laporan laba rugi komprehensif, maka kerugian penurunan nilai tersebut harus dipulihkan melalui laporan laba rugi komprehensif konsolidasi.

If, in a subsequent period, the fair value of a debt instrument classified as available-for-sale increases and the increase can be objectively related to an event occurring after the impairment loss was recognized in the statements of comprehensive income, the impairment loss is reversed through the consolidated statements of comprehensive income.

Liabilitas Keuangan

Financial Liabilities

Entitas dan Entitas Anak mengklasifikasikan liabilitas keuangan dalam kategori sebagai berikut: (i) liabilitas keuangan yang diukur pada nilai wajar melalui laporan laba rugi dan (ii) liabilitas keuangan yang diukur pada biaya perolehan diamortisasi. Klasifikasi ini tergantung pada tujuan saat liabilitas keuangan tersebut diperoleh. Manajemen menentukan klasifikasi liabilitas keuangan tersebut pada saat pengakuan awal. Liabilitas keuangan tidak diakui ketika kewajiban tersebut berakhir yaitu ketika kewajiban yang ditetapkan dalam kontrak dilepaskan atau dibatalkan atau kadaluarsa.

The Entity and Subsidiaries classifies its financial liabilities into the categories of: (i) financial liabilities at fair value through profit or loss and (ii) financial liabilities carried at amortized cost. The classification depends on the purpose for which the financial liabilities were acquired. Management determines the classification of its financial liabilities at initial recognition. Financial liabilities are derecognized when they are extinguished which is when the obligation specified in the contract is discharged or is cancelled or expires.

(i) Liabilitas keuangan yang diukur pada nilai wajar melalui laporan laba rugi

(i) Financial liabilities at fair value through profit or loss

Liabilitas keuangan yang diukur pada nilai wajar melalui laporan laba rugi adalah liabilitas keuangan yang diperoleh untuk tujuan diperdagangkan. Liabilitas keuangan yang diklasifikasikan dalam kelompok ini jika dimiliki terutama untuk tujuan dibeli kembali dalam jangka pendek.

Financial liabilities at fair value through profit or loss are financial liabilities held for trading. A financial liability is classified in this category if incurred principally for the purpose of repurchasing it in the short-term.

Liabilitas keuangan yang diukur pada nilai wajar melalui laporan laba rugi, pada awalnya diakui sebesar nilai wajar dan kemudian diukur pada nilai wajarnya, dimana keuntungan atau kerugiannya diakui dalam laporan laba rugi komprehensif konsolidasi.

Financial liabilities carried at fair value through profit or loss are initially recognized at fair value and subsequently carried at fair value, with gains and losses recognized in the consolidated statements of comprehensive income.

(ii) Liabilitas keuangan yang diukur pada biaya perolehan diamortisasi

(ii) Financial liabilities carried at amortized cost

Liabilitas keuangan yang tidak diklasifikasikan sebagai liabilitas keuangan yang dicatat pada nilai wajar melalui laporan laba rugi, pada awalnya diakui sebesar nilai wajar dikurangi biaya transaksi

Financial liabilities that are not classified as financial liabilities carried at fair value through profit or loss, are initially recognized at fair value less directly attributable transaction costs.

yang dapat diatribusikan secara langsung. Setelah pengakuan awal, liabilitas keuangan tersebut diukur pada biaya perolehan yang diamortisasi dengan menggunakan metode bunga efektif. Mereka dimasukkan di dalam liabilitas jangka pendek, kecuali untuk yang jatuh temponya lebih dari 12 bulan setelah akhir periode pelaporan. Liabilitas keuangan ini diklasifikasikan sebagai liabilitas jangka panjang.

Subsequently, the financial liabilities are carried at amortized cost using the effective interest method. They are included in short-term liabilities, except for maturities more than 12 months after the end of the reporting period. These are classified as long-term liabilities.

Keuntungan dan kerugian diakui dalam laporan laba rugi komprehensif ketika liabilitas keuangan tersebut dihentikan pengakuannya atau mengalami penurunan nilai, dan melalui proses amortisasi.

Gains and losses are recognized in the statements of comprehensive income when the financial liabilities are derecognized or impaired, as well as through the amortization process.

Estimasi Nilai Wajar

Entitas dan Entitas Anak menggunakan beberapa teknik penilaian yang digunakan secara umum untuk menentukan nilai wajar dari instrumen keuangan dengan tingkat kompleksitas yang rendah. Input yang digunakan dalam teknik penilaian untuk instrumen keuangan di atas adalah data pasar yang dapat diobservasi.

Fair Value Estimation

The Entity and Subsidiaries uses widely recognized valuation models for determining fair values of non-standardized financial instruments of lower complexity. For these financial instruments, inputs into models are generally market observable.

Saling Hapus Antar Instrumen Keuangan

Aset keuangan dan liabilitas keuangan disajikan secara saling hapus dan nilai bersihnya disajikan di dalam laporan posisi keuangan jika terdapat hak yang berkekuatan hukum untuk melakukan saling hapus atas jumlah yang telah diakui tersebut dan ada niat untuk menyelesaikan secara neto, atau merealisasikan aset dan menyelesaikan liabilitas secara simultan.

Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount reported in the statements of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously.

h. Kuasi Reorganisasi

Sesuai dengan PSAK No. 51 (Revisi 2003) (PSAK No. 51) mengenai "Akuntansi Kuasi Reorganisasi", kuasi reorganisasi (kuasi) merupakan prosedur akuntansi yang mengatur entitas merestrukturisasi ekuitasnya dengan menghilangkan defisit dan menilai kembali seluruh aset dan liabilitasnya berdasarkan nilai wajar. Melalui kuasi, Entitas mendapatkan awal yang baik (*fresh start*), dengan neraca yang menunjukkan nilai sekarang dan tanpa dibebani defisit.

h. Quasi-Reorganization

In accordance with PSAK No. 51 (Revised 2003) (PSAK No. 51), regarding "Accounting for Quasi-Reorganization", quasi-reorganization (quasi) is an accounting procedure which allows the Entity to restructure its equity by eliminating deficit and restate its assets and liabilities at fair values to establish a fresh start, with a balance sheet which shows present value and without being encumbered by an accumulated deficit.

Penentuan nilai wajar aset dan liabilitas Entitas dan Entitas Anak dalam rangka kuasi dilakukan sesuai dengan nilai pasar pada tanggal kuasi reorganisasi. Apabila nilai pasar tidak tersedia atau tidak menggambarkan nilai yang sebenarnya, estimasi nilai wajar aset dan liabilitas dilakukan dengan mempertimbangkan nilai wajar instrumen lain yang substansinya sejenis.

The fair value of the Entity and Subsidiaries assets and liabilities for quasi purposes is determined based on market value. If market value is not available, the estimation is done by considering the value of similar assets and the valuation technique most appropriate to the characteristics of the related assets and liabilities.

Defisit akan dieliminasi sesuai urutan sebagai berikut:

- cadangan umum;
- cadangan khusus;
- selisih penilaian aset dan liabilitas (termasuk revaluasi aset tetap) dan selisih penilaian sejenisnya;
- tambahan modal disetor; dan,
- Modal saham

The deficit are eliminated in following order (if any):

- *legal reserve;*
- *special reserve;*
- *differences arising from revaluation of assets and liabilities (including revaluation increment in property and equipment) and other revaluation differences;*
- *addional paid-in capital; and,*
- *Capital stock*

i. Kas dan Setara Kas

Kas dan setara kas terdiri dari kas, bank dan deposito berjangka dengan jangka waktu 3 (tiga) bulan atau kurang sejak tanggal penempatannya serta dapat segera dijadikan kas tanpa terjadi perubahan nilai yang signifikan. Kas dan setara kas tidak digunakan sebagai jaminan atas liabilitas dan pinjaman lainnya dan tidak dibatasi penggunaannya.

i. Cash and Cash Equivalents

Cash and cash equivalents consist of cash on hand, cash in bank, and time deposits with maturity period of 3 (three) months or less from the date of placement and can be cash soon without significant value changes. Cash and cash equivalents are not pledged as collaterals for liabilities and others loans and no restricted.

j. Persediaan

Persediaan dinilai berdasarkan biaya perolehan atau nilai realisasi neto, mana yang lebih rendah *(the lower of cost or net realizable value)*. Biaya perolehan ditentukan dengan metode masuk pertama keluar pertama *(first-in first-out method)*.

Nilai realisasi neto merupakan estimasi harga jual dalam kegiatan usaha normal dikurangi estimasi biaya penyelesaian dan estimasi biaya yang diperlukan untuk membuat penjualan.

j. Inventories

Inventories are stated at cost or net realizable value, whichever is lower. Cost is determined using the first-in first-out method.

Net realizable value represents the estimated selling price in the ordinary course of business less the estimated cost of completion and the estimated costs necessary to make the sale.

k. Biaya Dibayar di Muka

Biaya dibayar dimuka diamortisasi selama masa manfaat masing-masing biaya dengan menggunakan metode garis lurus.

k. Prepaid Expenses

Prepaid expenses are amortized over their beneficial periods using straight-line method.

l. Aset Real Estat

Aset real estat yang meliputi tanah dan bangunan yang siap dijual, bangunan yang sedang dikonstruksi, tanah yang sedang dikembangkan dan tanah yang belum dikembangkan dinyatakan sebesar biaya perolehan atau nilai realisasi neto, mana yang lebih rendah.

Biaya perolehan tanah yang belum dikembangkan meliputi biaya praperolehan dan perolehan tanah ditambah biaya pinjaman (beban bunga dan selisih kurs) yang berkenaan dengan perolehan tanah, dan akan dipindahkan ke tanah yang sedang dikembangkan pada saat pematangan tanah dimulai.

Biaya perolehan tanah yang sedang dikembangkan meliputi biaya perolehan tanah yang belum dikembangkan ditambah dengan biaya langsung maupun tidak langsung yang dapat diatribusikan pada aktivitas pengembangan real estat, termasuk biaya pinjaman (beban bunga dan selisih kurs). Tanah yang sedang dikembangkan akan dipindahkan ke bangunan yang sedang dikonstruksi pada saat tanah tersebut selesai dikembangkan atau dipindahkan ke aset tanah bila tanah tersebut siap dijual dengan menggunakan metode luas areal.

Biaya pengembangan tanah, termasuk tanah yang digunakan sebagai jalan dan prasarana atau area yang tidak dijual lainnya, dialokasi ke proyek berdasarkan luas area yang dapat dijual.

Biaya perolehan bangunan yang sedang dikonstruksi meliputi biaya perolehan tanah yang telah selesai dikembangkan ditambah biaya perencanaan dan konstruksi serta biaya pinjaman (beban bunga dan selisih kurs) dan akan dipindahkan ke aset tanah dan bangunan pada saat selesai dibangun dan siap dijual dengan menggunakan metode identifikasi khusus.

l. Real Estate Assets

Real estate assets which consists of land and buildings ready for sale, buildings under construction, land under development, and land for development are stated at cost or net realizable value, whichever is lower.

The cost of land for development consists of the pre-acquisition cost, purchase cost of land, borrowing costs (capitalized interest and foreign exchange differences) and other costs related to the acquisition of land and is transferred to land under development when the development of land has started.

The cost of land under development consists of the cost of land for development, direct and indirect costs of development of real estate assets and borrowing costs (capitalized interest and foreign exchange differences). Land under development is transferred to building under construction land when the land development is completed or transferred to the land when the land is ready for sale, based on the area of salable lots.

The cost of land development, which includes land that is used as road and infrastructure or other not-for sale area, is allocated to the project based on the area of salable costs.

The cost of buildings under construction consists of the cost of land development is completed cost of planning, construction costs and borrowing costs (capitalized interest and foreign exchange differences), and is transferred to buildings ready for sale when the construction of buildings is completed using the specific identification method.

Kapitalisasi biaya pinjaman (beban bunga dan selisih kurs) berkenaan dengan pinjaman yang diterima untuk membelanjai perolehan dan pengembangan aset real estat akan dihentikan pada saat aset tersebut secara substansial siap untuk digunakan sesuai tujuannya atau apabila kegiatan konstruksi bangunan tertunda cukup lama.

Capitalization of borrowing costs (interest expenses and foreign exchange differences) from debts obtained to finance the real estate assets are stopped when the assets are substantially ready for their intended use or when the building construction progress is delayed for long time.

m. Investasi Saham

m. Stock Investments

Investasi saham dengan kepemilikan antara 20% hingga 50% hak suara dan mempunyai pengaruh signifikan tetapi tidak mengendalikan (entitas asosiasi) dan entitas dimana Entitas atau Entitas Anak memiliki 50% atau lebih hak suara tetapi dikendalikan secara bersama dengan pemegang saham lain (entitas pengendalian bersama), dicatat dengan menggunakan metode ekuitas.

Investments in shares of stock with ownership interest of 20% to 50% of the voting rights and exert significant influence, but which it do not control (associated entities) and entities in which the Entity or Subsidiaries have 50% or more of the voting rights but are controlled jointly with another shareholder (jointly controlled entities), are accounted for using equity method.

Investasi dalam bentuk saham dengan kepemilikan kurang dari 20% yang nilai wajarnya tidak tersedia dan dimaksudkan untuk investasi jangka panjang diakui berdasarkan PSAK No. 55. Bila terjadi penurunan nilai yang bersifat permanen, nilai tercatatnya dikurangi untuk mengakui penurunan tersebut dan kerugiannya dibebankan pada laporan laba rugi komprehensif konsolidasi.

Investments in shares of stock with ownership interest of less than 20% that do not have readily determinable fair values and are intended for long-term investments are recognized under PSAK No. 55. The carrying amount of the investments is written-down to recognize a permanent decline in value of the individual investments. Any such write down is charged directly as expense in the consolidated statement of comprehensive income.

n. Aset Tetap

n. Property and Equipment

Aset tetap yang dimiliki untuk digunakan dalam produksi atau penyediaan barang atau jasa atau untuk tujuan administratif dicatat berdasarkan biaya perolehan setelah dikurangi akumulasi penyusutan dan akumulasi kerugian penurunan nilai.

Property and equipment held for use in the production or supply of goods or services, or for administrative purposes are stated at cost less accumulated depreciation and any accumulated impairment losses.

Penyusutan dihitung dengan menggunakan metode garis lurus berdasarkan taksiran masa manfaat ekonomis aset tetap sebagai berikut:

Depreciation is computed using the straight-line method based on the estimated useful lives of the assets as follows:

	Tahun/ *Years*	Nilai Residu/ *Salvage Value* (%)	
Lapangan golf	14 - 20	10	*Golf course*
Bangunan dan *club house*	15 - 20	10	*Buildings and club house*
Kendaraan	4	10	*Transportation equipment*
Perabot dan peralatan kantor	4 - 8	5	*Office furniture and fixtures*

Masa manfaat ekonomis, nilai residu dan metode penyusutan direview setiap akhir tahun dan pengaruh dari setiap perubahan estimasi tersebut berlaku prospektif.

The estimated useful lives, residual values and depreciation method are reviewed ateach year end, with the effect of any changesin estimate accounted for on a prospective basis.

Tanah dinyatakan berdasarkan biaya perolehan dan tidak disusutkan.

Land is stated at cost and is not depreciated.

Beban pemeliharaan dan perbaikan dibebankan pada laporan laba rugi komprehensif konsolidasi pada saat terjadinya. Biaya-biaya lain yang terjadi selanjutnya yang timbul untuk menambah, mengganti atau memperbaiki aset tetap dicatat sebagai biaya perolehan aset jika dan hanya jika besar kemungkinan manfaat ekonomis di masa depan berkenaan dengan aset tersebut akan mengalir ke entitas dan biaya perolehan aset dapat diukur secara andal. Aset tetap yang sudah tidak digunakan lagi atau yang dijual dikeluarkan dari kelompok aset tetap berikut

The cost of maintenance and repairs is charged to consolidated statements of comprehensive income as incurred. Other costs incurred subsequently to add to, replace part of, orservice an item of property and equipment, are recognized as asset if, and only if it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. When assets are retired or otherwise disposed of their carrying values and the related accumulated depreciation and any impairment

akumulasi penyusutannya. Keuntungan atau kerugian dari penjualan aset tetap tersebut dibukukan dalam laporan laba rugi komprehensif konsolidasi pada tahun yang bersangkutan.

Aset tetap sewa pembiayaan disusutkan berdasarkan taksiran masa manfaat ekonomis yang sama dengan aset yang dimiliki atau disusutkan selama jangka waktu yang lebih pendek antara periode masa sewa dan umur manfaatnya.

o. Penurunan Nilai Aset Non-Keuangan

Sejak tanggal 1 Januari 2011, Entitas dan Entitas Anak menerapkan PSAK No. 48 (Revisi 2009), mengenai "Penurunan Nilai Aset".

Pada tanggal posisi keuangan, Entitas dan Entitas Anak menelaah nilai tercatat aset non-keuangan untuk menentukan apakah terdapat indikasi bahwa aset tersebut telah mengalami penurunan nilai. Jika terdapat indikasi tersebut, nilai yang dapat diperoleh kembali dari aset diestimasi untuk menentukan tingkat kerugian penurunan nilai (jika ada). Bila tidak memungkinkan untuk mengestimasi nilai yang dapat diperoleh kembali atas suatu aset individu, Entitas mengestimasi nilai yang dapat diperoleh kembali dari unit penghasil kas atas aset.

Perkiraan jumlah yang dapat diperoleh kembali adalah nilai tertinggi antara harga jual neto atau nilai pakai. Jika jumlah yang dapat diperoleh kembali dari aset nonkeuangan (unit penghasil kas) kurang dari nilai tercatatnya, nilai tercatat aset (unit penghasil kas) dikurangi menjadi sebesar nilai yang dapat diperoleh kembali dan rugi penurunan nilai diakui langsung ke laba rugi.

Penerapan PSAK No. 48 (Revisi 2009) tidak memberikan pengaruh yang berarti pengukuran pelaporan keuangan kecuali bagi pengungkapannya.

p. Sewa

Sewa diklasifikasikan sebagai sewa pembiayaan jika sewa tersebut mengalihkan secara substantial seluruh risiko dan manfaat yang terkait dengan kepemilikan aset. Sewa lainnya, yang tidak memenuhi kriteria tersebut, diklasifikasikan sebagai sewa operasi.

Sebagai *Lessee*

Aset sewa pembiayaan dicatat pada awal masa sewa sebesar nilai wajar aset sewaan Entitas Anak yang ditentukan pada awal kontrak atau, jika lebih rendah, sebesar nilai kini dari pembayaran sewa minimum. Liabilitas kepada *lessor* disajikan di dalam posisi keuangan sebagai utang sewa pembiayaan.

Pembayaran sewa harus dipisahkan antara bagian yang merupakan beban keuangan dan bagian yang merupakan pengurangan dari liabilitas sewa sehingga mencapai suatu tingkat bunga yang konstan (tetap) atas saldo liabilitas. Rental kontinjen dibebankan pada periode terjadinya.

loss are removed from the accounts and any resulting gain or loss is reflected in the consolidated statements of comprehensive income for the respective year.

Property and equipment under finance leases are depreciated over their expected useful lives on the same basis as owned assets or where shorter, the term of the relevant lease.

o. Impairment of Non – Financial Asset

Since January 1, 2011, the Entity and Subsidiaries adopts PSAK No. 48 (Revised 2009), regarding "Impairment of Assets".

At statements of financial position dates, the Entity and Subsidiaries review the carrying amount of non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Entity estimate the recoverable amount of the cash generating unit to which the asset belongs.

Estimated recoverable amount is the higher of net selling price or value in use. If the recoverable amount of a non-financial asset (cash generating unit) is less than its carrying amount, the carrying amount of the asset (cash generating unit) is reduced to its recoverable amount and an impairment loss is recognized immediately against earnings.

The adoption of PSAKNo. 48 (Revised 2009) did not have significant impact on the financial reporting except for related disclosures.

p. Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

As Lessee

Assets under finance leases are initially recognized as assets of the Subsidiaries at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor isincluded in the statements of financial position as a obligation under finance lease.

Lease payments are apportioned between finance charges and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Contingent rentals are recognized as expenses in the period in which they areincurred.

q. Pengakuan Pendapatan dan Beban

Pendapatan penjualan kapling tanah tanpa bangunan, diakui dengan menggunakan metode akrual penuh *(full accrual method*) pada saat pengikatan jual beli apabila seluruh kriteria berikut ini terpenuhi:

- Jumlah pembayaran oleh pembeli telah mencapai 20% dari harga jual yang disepakati dan jumlah tersebut tidak dapat diminta kembali oleh pembeli;
- Harga jual akan tertagih;
- Tagihan penjual tidak akan bersifat subordinasi terhadap pinjaman lain yang akan diperoleh pembeli dimasa yang akan datang;
- Proses pengembangan tanah telah selesai sehingga penjual tidak berkewajiban lagi untuk menyelesaikan kapling tanah yang dijual, seperti kewajiban untuk mematangkan kapling tanah atau kewajiban untuk membangun fasilitas-fasilitas pokok yang dijanjikan oleh atau yang menjadi kewajiban penjual, sesuai dengan pengikatan jual beli atau ketentuan peraturan perundang-undangan; dan
- Hanya kapling tanah saja yang dijual, tanpa diwajibkan keterlibatan penjual dalam pendirian bangunan di atas kapling tanah tersebut.

Pendapatan penjualan bangunan rumah tinggal dan rumah toko (ruko) beserta kapling tanahnya diakui dengan metode akrual penuh (*full accrual method*) apabila seluruh kriteria berikut terpenuhi:

- Proses penjualan telah selesai;
- Harga jual akan tertagih;
- Tagihan penjul tidak bersifat subordinasi dimasa yang akan datang terhadap pinjaman lain yang akan diperoleh pembeli; dan
- Penjual telah mengalihkan risiko dan manfaat kepemilikan unit bangunan kepada pembeli melalui suatu transaksi yang secara substansi adalah penjualan dan penjual tidak lagi berkewajiban atau terlibat secara signifikan dengan unit bangunan tersebut.

Apabila persyaratan tersebut di atas tidak dapat dipenuhi, maka seluruh uang yang diterima dari pembeli diperlakukan sebagai uang muka dan dicatat dengan *deposit method* sampai seluruh persyaratan tersebut dipenuhi.

Jenis keanggotaan dan fee keanggotaan golf sebagai berikut:

q. Revenue and Expense Recognition

Revenues from retail sale of land without building there on is recognized based on the full accrual method when the sale and purchase agreement is signed and all of the following conditions are met:

- *Cumulative payments equal or exceed 20% of the agreed sales price and there fund period has expired;*
- *Sales price is collectible;*
- *The seller's receivable is not subject to future subordination over other loans of the buyer;*
- *Development of the land is completed where in the seller is not obligated to complete improvements of lots sold or to construct amenities or other facilities applicable to lots sold in accordance with the sale and purchase agreement or regulations; and*
- *Only lots are sold and the seller is not obligated to construct buildings thereon.*

Revenues from sale of land and houses, shop houses and other similar buildings are recognized based on the full accrual method when all the following conditions are met:

- *The sale is consummated;*
- *Sales price is collectible;*
- *The seller's receivable is not subject to future subordination over other loans ofthe buyer; and*
- *The seller has transferred to the buyer the risks and rewards of ownership in a transaction that is in substance a sale and does not have a substantial continuing involvement with the property.*

If any of the above conditions is not met, the amounts received from the buyers are recorded as "Advances Received" using the deposit method, until all of the conditions aremet.

Golf membership and membership fees consist of the follow:

	Fee keanggotaan Golf/*Golf Membership fees Golf*			
Keanggotaan	*Refundable*	*Non refundable*	Periode/*Period*	*Type of Membership*
Founder	90%	10%	1993 – 1995	*Founder*
Gold Chartered	50%	50%	1995 – 1996	*Gold Chartered*
Chartered	-	100%	1996 – sekarang/*now*	*Chartered*

Refundable *deposit* akan dikembalikan setelah 30 tahun senilai ekuivalen Rupiah pada saat penerimaan uang keanggotaan tersebut. Entitas mengakui *non refundable deposit* sebagai pendapatan pada saat deposit yang diterima telah mencapai 10% dari keseluruhan *fee* keanggotaan golf.

Refundable deposits will be returned to the members after 30 years at the Rupiah equivalent when the fees were received. Non refundable deposits are recognized as revenue when 10% of the golf membership fee has been collected.

Penjualan Barang

- Entitas dan Entitas Anak telah memindahkan risiko secara signifikan dan memindahkan manfaat kepemilikan barang kepada pembeli;
- Entitas dan Entitas Anak tidak lagi mengelola atau melakukan pengendalian efektif atas barang yang dijual;
- Jumlah pendapatan tersebut dapat diukur dengan andal;
- Besar kemungkinan manfaat ekonomi yang dihubungkan dengan transaksi akan mengalir kepada Entitas dan Entitas Anak tersebut; dan
- Biaya yang terjadi atau yang akan terjadi sehubungan transaksi penjualan dapat diukur dengan andal.

Sale of Goods

- *The Entity and Subsidiaries have transferred to the buyer the significant risks and rewards of ownership of the goods;*
- *The Entity and Subsidiaries retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;*
- *The amount of revenue can be measured reliably;*
- *It is probable that the economic benefits associated with the transaction will flow to the Entity and Subsidiaries; and*
- *The cost incurred or to be incurred in respect of the transaction can be measured reliably.*

Penjualan Jasa

Pendapatan dari kontrak atas penyediaan jasa diakui dengan acuan pada tingkat penyelesaian berdasarkan kontrak.

Rendering of Services

Revenue from contract to provide services is recognized by reference to the percentage of completion of the contract.

Beban

Beban diakui pada saat terjadinya.

Expenses

Expenses are recognized when incurred.

r. Pajak Penghasilan

Pajak Penghasilan Final

Berdasarkan peraturan pajak yang berlaku, pajak penghasilan Entitas dari pengalihan hak atas tanah dan/atau bangunan dihitung secara final sebesar 1% untuk pengalihan bersubsidi dan 5% untuk pengalihan tidak bersubsidi dari nilai penjualan.

Perbedaan nilai tercatat aset atau liabilitas yang berhubungan dengan pajak penghasilan final dengan dasar pengenaan pajaknya tidak diakui sebagai aset atau liabilitas pajak tangguhan.

Beban pajak diakui secara proporsional dengan jumlah pendapatan menurut akuntansi yang diakui pada tahun berjalan.

Selisih antara jumlah pajak penghasilan final yang telah dibayar dengan jumlah yang dibebankan sebagai pajak kini pada perhitungan laba rugi diakui sebagai pajak dibayar di muka atau utang pajak.

Pajak Penghasilan Tidak Final

Efektif tanggal 1 Januari 2012, Entitas dan Entitas Anak menerapkan PSAK No.46 (Revisi 2010), mengenai "Pajak Penghasilan", yang mengharuskan Entitas dan Entitas Anak untuk memperhitungkan konsekuensi pajak kini dan pajak masa depan atas pemulihan di masa depan (penyelesaian) dari jumlah tercatat aset (liabilitas) yang diakui dalam laporan posisi keuangan konsolidasi, dan transaksi-transaksi serta peristiwa lain yang terjadi dalam tahun berjalan yang diakui dalam laporan keuangan konsolidasi.

Beban pajak kini ditetapkan berdasarkan taksiran

r. Income Tax

Final Income Tax

In accordance with the prevailing tax regulation, the Entity's income from transfer of right and/or building is subject to a final tax calculated at 1% for subsidy transfer and 5% for non-subsidy transfer of the sales price.

Deferred tax asset or liability is not recognized for the difference between the financial statement carrying amounts of existing assets and liabilities, and their respective final tax bases.

Tax expense is recognized in proportion to the total revenues in the consolidated statement of income for the current year.

The difference between the final income tax paid and the current tax expense in the consolidated statement of income is recognized as prepaid tax or tax payable.

Non-Final Income Tax

Effective on January 1, 2012, the Entity and Subsidiaries applied PSAK No.46 (Revised 2010), regarding "Accounting for Income Tax", which requires the Entity and Subsidiaries to account for the current and future tax consequences of the future recovery (settlement) of the carrying amount of assets (liabilities) that are recognized in the consolidated statement of financial position; and transactions and other events of the current year that are recognized in the consolidated financial statements.

Current tax expense is provided based on the estimated

penghasilan kena pajak tahun berjalan. Aset dan liabilitas pajak tangguhan diakui atas perbedaan temporer antara aset dan liabilitas untuk tujuan komersial dan untuk tujuan perpajakan setiap tanggal pelaporan. Manfaat pajak di masa mendatang, seperti nilai terbawa atas saldo rugi fiskal yang belum digunakan, jika ada, juga diakui sejauh realisasi atas manfaat pajak tersebut dimungkinkan.

Aset dan liabilitas pajak tangguhan diukur pada tarif pajak yang diharapkan akan digunakan pada tahun ketika aset direalisasi atau ketika liabilitas dilunasi berdasarkan tarif pajak (dan peraturan perpajakan) yang berlaku atau secara substansial telah diberlakukan pada tanggal laporan posisi keuangan konsolidasi.

Perubahan nilai tercatat aset dan liabilitas pajak tangguhan yang disebabkan oleh perubahan tarif pajak dibebankan pada tahun berjalan, kecuali untuk transaksi-transaksi yang sebelumnya telah langsung dibebankan atau dikreditkan ke ekuitas.

Perubahan terhadap liabilitas perpajakan diakui pada saat penetapan pajak diterima atau jika Entitas dan Entitas Anak mengajukan keberatan, pada saat keputusan atas keberatan telah ditetapkan.

Penerapan PSAK No. 46 (Revisi 2010) tidak berpengaruh signifikan terhadap laporan keuangan konsolidasi.

taxable income for the current year. Deferred tax assets and liabilities are recognized for temporary differences between commercial and tax bases of assets and liabilities at each reporting date. Future tax benefit, such as the carry-forward of unused tax losses, if any, is also recognized to the extent that realization of such tax benefit is probable.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the assets are realized or the liabilities are settled, based on the applicable tax rates (and tax laws) that have been enacted or substantively enacted at consolidated statements of financial position date.

Changes in the carrying amount of deferred tax assets and liabilities due to a change in tax rates is charged to current year operations, except to the extent that it relates to items previously charged or credited to equity.

Amendments to tax obligations are recorded when an assessment is received or, if appealed against by the Entity and Subsidiaries, when the result of the appeal is determined.

The adoption of PSAK No. 46 (Revised 2010) did not have significant impact on the consolidated financial statements.

s. Imbalan Kerja

Entitas dan Entitas Anak mengakui liabilitas atas imbalan kerja karyawan yang tidak didanai sesuai dengan Undang-undang Ketenagakerjaan No. 13/2003 tanggal 25 Maret 2003 (UU No. 13/2003).

Efektif 1 Januari 2012, Entitas dan Entitas Anak menerapan PSAK No. 24 (Revisi 2010), mengenai "Imbalan Kerja". Sesuai dengan PSAK No. 24, biaya penyisihan imbalan kerja karyawan menurut UU No. 13/2003 ditentukan berdasarkan penilaian aktuaria menggunakan metode *Projected Unit Credit*.

Sehubungan dengan penerapan PSAK 24 (revisi 2010), Entitas dan Entitas Anak mengakui seluruh keuntungan atau kerugian aktuarial melalui pendapatan komprehensif lainnya. Sebelum tahun 2012, keuntungan dan kerugian aktuaria diakui sebagai penghasilan atau beban apabila akumulasi keuntungan dan kerugian aktuaria bersih yang belum diakui pada akhir tahun pelaporan sebelumnya melebihi 10% dari jumlah yang lebih besar antara nilai kini imbalan pasti dan nilai wajar aset program pada tanggal posisi keuangan. Keuntungan dan kerugian aktuaria ini diamortisasi dengan menggunakan metode garis lurus *(straight-line method)* berdasarkan rata-rata sisa masa kerja karyawan.

Biaya jasa lalu diakui secara langsung di laporan laba rugi komprehensif konsolidasi, kecuali perubahan terhadap program pensiun tersebut mengharuskan karyawan tersebut tetap bekerja selama periode waktu tertentu untuk mendapatkan hak tersebut (*periode vesting*). Dalam hal ini, biaya jasa lalu diamortisasi secara garis lurus sepanjang periode *vesting*. Biaya jasa kini diakui sebagai beban periode berjalan

s. Employee Benefits

The Entity and Subsidiaries recognize an unfunded employee benefits liability in accordance with Labor Law No. 13/2003 dated March 25, 2003 (UU No. 13/2003).

Effective January 1 2012, Entity and Subsidiaries adopts PSAK No. 24 (Revised 2010), regarding "Employee Benefits". Under PSAK No. 24, the cost of providing employee benefits under the Law is determined using the Projected Unit Credit actuarial valuation method.

In relation with the abovementioned application of PSAK 24 (revised 2010), the Entityand Subsidiaries recognised all actuarial gains or losses through other comprehensive income. Prior to 2012, actuarial gains and losses are recognized as income or expense when the net cumulative unrecognized actuarial gains and losses at the end of the previous reporting year exceeded the greater amount between 10% of the present value of the defined benefit obligation and the fair value of any plan assets at statements of financial position date. These gains or losses are amortized on a straight-line method over the expected average remaining working lives of the employees.

Past-service costs are recognised immediately in the consolidated statements of comprehensive income, unless the changes to the pension plan are conditional on the employees remaining in service for a specified period of time (the vesting period). In this case, the past-service costs are amortised on a straight-line basis over the vesting period. The current service cost is recorded as an expense in the prevailing period.

Entitas dan Entitas Anak mengakui keuntungan atau kerugian atas kurtailmen atau penyelesaian suatu program imbalan pasti ketika kurtailmen atau penyelesaian tersebut terjadi. Keuntungan atau kerugian atas kurtailmen atau penyelesaian terdiri dari perubahan yang terjadi dalam nilai kini liabilitas imbalan pasti dan biaya jasa lalu yang belum diakui sebelumnya.

Penerapan PSAK No. 24 (Revisi 2010) tidak menimbulkan perubahan yang signifikan terhadap pelaporan keuangan dan pengungkapan dalam laporan keuangan konsolidasi.

The Entity and Subsidiaries recognised gains or losses on the curtailment or settlement of a defined benefit plan when the curtailment or settlement occurs. The gain or loss on a curtailment or settlement comprise change in the present value of the defined obligation and any related actuarial gains and losses and past-service cost that had not previously been recognised.

The adoption of PSAK No .24 (Revised 2010) has no significant impact on the financial reporting and disclosures in the consolidated financial statements.

t. Laba per Saham Dasar

Laba per saham dihitung dengan membagi jumlah laba komprehensif periode/tahun berjalan dengan jumlah rata-rata tertimbang saham yang beredar pada periode/tahun yang bersangkutan.

t. Basic Earnings per Share

Basic earnings per share is computed by dividing total comprehensive income current period/year by the weighted average number of shares outstanding during the period/year.

u. Informasi Segmen

Efektif tanggal 1 Januari 2011, PSAK No. 5 (Revisi 2009), mengenai "Segmen Operasi" mengharuskan segmen operasi diidentifikasi berdasarkan laporan internal mengenai komponen dari Entitas dan Entitas Anak yang secara regular direview oleh "pengambil keputusan operasional" dalam rangka mengalokasikan sumber daya dan menilai kinerja segmen operasi. Kebalikan dengan standar sebelumnya yang mengharuskan Entitas dan Entitas Anak mengidentifikasi dua segmen (bisnis dan geografis), menggunakan pendekatan risiko dan pengembalian.

PSAK revisi ini mengatur pengungkapan yang memungkinkan pengguna laporan keuangan untuk mengevaluasi sifat dan dampak keuangan dari aktivitas bisnis yang mana entitas terlibat dan lingkungan ekonomi dimana entitas beroperasi.

Segmen operasi adalah suatu komponen dari Entitas atau Entitas Anak:

- Yang melibatkan dalam aktivitas bisnis yang mana memperoleh pendapatan dan menimbulkan beban (termasuk pendapatan dan beban terkait dengan transaksi dengan komponen lain entitas yang sama);
- Hasil operasinya dikaji ulang secara regular oleh pengambil keputusan tentang sumber daya yang dialokasikan pada segmen tersebut dan kinerjanya; dan
- Tersedia informasi keuangan yang dapat dipisahkan.

Pendapatan, beban, hasil, aset dan liabilitas segmen termasuk item-item yang dapat diatribusikan langsung kepada suatu segmen serta hal-hal yang dapat dialokasikan dengan dasar yang sesuai kepada segmen tersebut. Segmen ditentukan sebelum saldo dan transaksi antar Entitas dan Entitas Anak, dieliminasi sebagai bagian dari proses konsolidasi.

u. Segment Information

Effective January 1, 2011, PSAK No. 5 (Revised 2009), regarding "Operating Segments" requires operating segments to be identified on the basis of internal reports about components of the Entity and Subsidiaries that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segments and to assess their performances. In contrast, the predecessor standard required the Entity and Subsidiaries to identify two sets of segments (business and geographical), using a risks and returns approach.

The revised PSAK requires disclosures that will enable users of financial statements to evaluate the nature and financial effects of the business activities in which the entity engages and the economic environments in which it operates.

Operating segments is a component of the Entity or Subsidiaries:

- *Involving in business activities which earn income and create a load (including revenues and expenses related to transactions with other components of the same entity);*
- *The results of operations are reviewed regularly by pengembil decisions about the resources allocated to the segment and its performance; and*
- *Available financial information which can be separated.*

Segment revenue, expenses, results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis to that segment. They are determined before Entity and Subsidiaries balances and transactions are eliminated.

The original consolidated financial statements included herein are in the Indonesian language.

Penerapan PSAK No. 5 (Revisi 2009) tidak berpengaruh signifikan terhadap laporankeuangan konsolidasi.

The adoption of PSAK No. 5 (Revised 2009) did not have significant impact on the consolidated financial statements.

3. ESTIMASI DAN PERTIMBANGAN AKUNTANSI PENTING

Laporan keuangan konsolidasi telah disusun sesuai dengan Standar Akuntansi Keuangan di Indonesia yang mewajibkan manajemen untuk membuat estimasi dan asumsi serta terus melakukan dievaluasi berdasarkan pengalaman historis dan faktor lainnya, termasuk ekspektasi dari peristiwa masa depan yang diyakini wajar yang mempengaruhi jumlah-jumlah yang dilaporkan dalam laporan keuangan sehubungan dengan adanya ketidakpastian yang melekat dalam membuat estimasi, hasil sebenarnya yang dilaporkan di masa mendatang dapat berbeda dengan jumlah estimasi yang dibuat.

Estimasi, asumsi dan pertimbangan yang memiliki pengaruh signifikan terhadap jumlah tercatat aset dan liabilitas adalah sebagai berikut:

a. Penyisihan Piutang Ragu-ragu

Entitas dan Entitas Anak mengevaluasi akun tertentu jika terdapat informasi bahwa pelanggan yang bersangkutan tidak dapat memenuhi liabilitas keuangannya. Dalam hal tersebut, Entitas dan Entitas Anak mempertimbangkan, berdasarkan fakta dan situasi yang tersedia, termasuk namun tidak terbatas pada, jangka waktu hubungan dengan pelanggan dan status kredit dari pelanggan dan faktor pasar yang telah diketahui, untuk mencatat provisi spesifik atas jumlah piutang guna mengurangi jumlah piutang pada jumlah yang diharapkan dapat diterima. Provisi spesifik ini dievaluasi kembali dan disesuaikan jika tambahan informasi yang diterima mempengaruhi jumlah penyisihan untuk piutang ragu-ragu.

b. Aset Tetap

Manajemen Entitas dan Entitas Anak melakukan penelaahan berkala atas masa manfaat aset tetap berdasarkan faktor-faktor seperti kondisi teknis dan perkembangan teknologi di masa depan.

Manajemen akan menyesuaikan beban penyusutan jika masa manfaatnya berbeda dari estimasi sebelumnya atau akan menghapusbukukan atau melakukan penurunan nilai atas aset yang secara teknis telah usang atau aset non-strategis yang dihentikan penggunaannya atau dijual.

Entitas dan Entitas Anak melakukan revaluasi atas aset tetap pada tanggal 30 April 2011 dalam rangka pelaksanaan kuasi. Revaluasi ini tidak mengubah umur manfaat ekonomis aset tetap namun hasil operasi di masa depan akan dipengaruhi secara material atas perubahan kenaikan nilai buku yang akan di bebankan di masa-masa mendatang (lihat Catatan 4 dan 10).

c. Pajak Penghasilan

Entitas dan Entitas Anak beroperasi di bawah peraturan perpajakan di Indonesia. Pertimbangan yang

3. CRITICAL ACCOUNTING ESTIMATED AND JUDGEMENTS

The consolidated financial statements have been prepared in accordance with the Indonesian Financial Accounting Standards which requires management of Entity and Subsidiaries to make estimations, assumptions and continue evaluate based on historical experience and other factors, including expectations of future events that are believed to be reasonable, that affect amounts reported therein in connection with due to inherent uncertainty in making estimates, actual results reported in future periods may differ from those estimates.

The estimates, assumptions and judgments that have a significant effect on the carrying amounts of assets and liabilities are as follows:

a. Allowances for Doubtful Account

The Entity and Subsidiaries evaluates specific accounts where it has information that certain customers are unable to meet their financial obligations. In these cases, the Entity and Subsidiaries uses judgment, based on the best available facts and circumstances, including but not limited to, the length of its relationship with the customer and the customer's current credit status and known market factors, to record specific provisions against amounts due to reduce its receivable amounts that expects to collect. These specific provisions are re-evaluated and adjusted as additional information received affects the amounts of allowance for impairment of trade receivables.

b. Property and Equipment

The Entities and Subsidiaries management reviews periodically the estimated useful lives of property and equipment based on factors such as technical specification and future technological developments.

Management will revise the depreciation expenses where useful lives are different to those previously estimated, or it will write-off or impairment of assets which technically obsolete or non-strategic assets that have been abandoned or sold.

As of April 30, 2011, Entity and Subsidiaries revaluated property and equipment in relation to implementation quasi. The revaluation does not change the useful life of property and equipment, therefore, the result of future operation will be materially affected by changes of net book value that is expenses in future (see Notes 4 and 10).

c. Income Tax

The Entity and Subsidiaries operates under the tax regulations in Indonesia. Significant judgement is

signifikan diperlukan untuk menentukan provisi pajak penghasilan dan pajak pertambahan nilai. Apabila keputusan final atas pajak tersebut berbeda dari jumlah yang pada awalnya dicatat, perbedaan tersebut akan dicatat di laporan laba rugi konsolidasi pada periode dimana hasil tersebut dikeluarkan.

d. Imbalan Kerja

Nilai kini liabilitas imbalan kerja tergantung pada sejumlah faktor yang ditentukan dengan menggunakan asumsi aktuaria. Asumsi yang digunakan dalam menentukan biaya bersih untuk pensiun termasuk tingkat pengembalian jangka panjang yang diharapkan atas aset program dan tingkat diskonto yang relevan. Setiap perubahan dalam asumsi ini akan berdampak pada nilai tercatat liabilitas imbalan kerja.

Asumsi tingkat pengembalian yang diharapkan atas aset program ditentukan secara seragam, dengan mempertimbangkan pengembalian historis jangka panjang, alokasi aset dan perkiraan masa depan atas pengembalian investasi jangka panjang.

Asumsi penting lainnya untuk liabilitas imbalan kerja sebagian didasarkan pada kondisi pasar saat ini.

Penyusunan laporan keuangan konsolidasi sesuai dengan Standar Akuntansi Keuangan di Indonesia mengharuskan manajemen membuat estimasi dan asumsi yang mempengaruhi jumlah aset dan liabilitas yang dilaporkan dan pengungkapan aset dan liabilitas kontinjensi pada tanggal laporan keuangan serta jumlah pendapatan dan beban selama periode pelaporan. Realisasi dapat berbeda dengan jumlah yang diestimasi.

required in determining the provision for income taxes and value added taxes. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will recorded at consolidated profit and loss account in the period in which such determination is made.

d. Employee Benefits

The present value of the employee benefits obligation depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost for pensions include the expected long-term rate of return on the relevant plan assets and the discount rate. Any changes in these assumptions will impact the carrying amount of employee benefits obligation.

The expected return on plan assets assumption is determined on a uniform basis, taking into consideration long-term historical returns, asset allocation and future estimates of long-term investment returns.

Other key assumptions for employee benefits obligation are based in part on current market conditions.

The preparation of the consolidated financial statements in conformity with Indonesian Financial Accounting Standards requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

4. KUASI REORGANISASI

Sesuai dengan PSAK No. 51 (Revisi 2003) (PSAK No. 51) mengenai "Akuntansi Kuasi Reorganisasi", kuasi reorganisasi (kuasi) merupakan prosedur akuntansi yang mengatur Entitas merestrukturisasi ekuitasnya dengan menghilangkan defisit dan menilai kembali seluruh aset dan liabilitasnya berdasarkan nilai wajar.

Pada tanggal 30 April 2011, Entitas melakukan kuasi sesuai dengan PSAK No. 51, untuk mengeliminasi saldo defisit sebesar Rp 1.001.993.611. Pelaksanaan kuasi didasarkan atas keyakinan yang memadai bahwa Entitas setelah kuasi akan dapat mempertahankan kelangsungan usahanya (*going concern*).

Penentuan nilai wajar aset dan liabilitas dalam rangka kuasi dilakukan sesuai dengan nilai wajar pada tanggal kuasi reorganisasi. Apabila nilai pasar tidak tersedia atau tidak menggambarkan nilai yang sebenarnya, estimasi nilai wajar aset dan liabilitas dilakukan dengan mempertimbangkan nilai wajar instrumen lain yang substansinya sejenis, estimasi perhitungan nilai sekarang, atau arus kas diskonto. Sedangkan untuk aset dan liabilitas tertentu, penilaian dilakukan sesuai dengan PSAK terkait. Selisih lebih atas penilaian aset dan liabilitas Entitas dicatat pada akun "Selisih Penilaian Aset dan

4. QUASI-REORGANIZATION

According to PSAK No. 51 (Revised 2003) (PSAK No. 51), regarding "Accounting for Quasi-Reorganization", quasi-reorganization (quasi) represent accounting procedure which regulated company to restructure the equity by eliminating deficit and revaluating assets and liabilities which are stated at fair value.

As of April 30, 2011, the Entity applied quasi based on PSAK No. 51, to eliminated deficit balance amounted to Rp 1,001,993,611. Execution of the quasi based on strong confidence that after the quasi, the Entity has ability to continue as a going concern entity.

In connection with the quasi, fair value of assets and liabilities was determined based on fair value on quasi-reorganization date. If market value is not available or not depict value in fact, fair value estimated of assets and liabilities is conducted by considering fair value of other similar instrument which its of a kind, estimation of present value calculation, or discounted cash flow. For certain assets and liabilities, assessment based on related PSAK. The revaluation increment on the Entity's assets and liabilities was presented as "Difference in

Kewajiban". Sedangkan selisih penilaian aset dan liabilitas Entitas Anak dicatat pada akun "Selisih transaksi Perubahan Ekuitas Entitas Anak".

Valuation of Assets and Liabilities". Therefore, the revaluation increment on the Subsidiaries assets and liabilities was present as "Difference in Equity Transactions of Subsidiary".

Selisih penilaian aset dan liabilitas Entitas sebagai hasil dari penyesuaian nilai wajar aset dan liabilitas, yang diambil dari penilaian kembali aset dan liabilitas Entitas sesuai nilai wajar berdasarkan Laporan Penilai Independen Kantor Jasa Penilai Publik Amin Nirwan Alfiantori & Rekan sebesar Rp 236.504.601. Sedangkan selisih penilaian aset dan liabilitas Entitas Anak sebagai akibat penyesuaian nilai wajar aset dan liabilitas sesuai nilai wajar berdasarkan Laporan Penilai Independen Kantor Jasa Penilai Publik Doli Siregar & Rekan sebesar Rp 17.092.533, dimana selisih penilaian kembali aset dan liabilitas masing-masing Entitas Anak yang sesuai dengan persentase kepemilikannya sebesar Rp 9.336.513.

Difference in valuation of assets and liabilities of Entitiy as a result of fair value adjustments of assets and liabilities, which is taken from the revaluation of assets and liabilities of the Entity according to fair value based on the Independent Appraisal Report, the Independent Assessor's Public Service Amin Nirwan Alfiantori & Rekan amounting to Rp 236,504,601. Therefore, difference in valuation of assets and liabilities as a result of Subsidiaries fair value adjustments of assets and liabilities according to fair value based on the Independent Appraisal Report, the Independent Assessor's Public Service Doli Siregar & Rekan amounting to Rp 17,092,533, where the difference in valuation of assets and liabilities of each Subsidiaries according to the percentage of ownership amounting to Rp 9,336,513.

Perhitungan eliminasi atas saldo defisit Entitas pada tanggal 30 April 2011 sebesar Rp 1.001.993.611 adalah sebagai berikut:

Elimination calculation amounting to the Entity deficit as of April 30, 2011 amounting to Rp 1,001,993,611 are as follows:

	30 April 2011/ *April 30, 2011*	
Saldo defisit	(1.001.993.611)	*Deficits*
Selisih penilaian aset dan liabilitas	236.504.601	*Revaluation increment in assets and liabilities*
Selisih transaksi perubahan ekuitas Entitas Anak	9.528.520	*Differences in equity transactions of Subsidiary*
Tambahan modal disetor	26.725.833	*Additional paid-in capital*
Modal ditempatkan dan disetor penuh *)	729.234.657	*Issued and fully paid capital*)*
Jumlah	-	*Total*

*) Penurunan nilai nominal saham sebesar Rp 729.234.657 yang digunakan untuk mengeliminasi saldo defisit Entitas merupakan selisih modal saham akibat penurunan nilai nominal saham dari Rp 500 (Rupiah penuh) per saham menjadi Rp 318 (Rupiah penuh) per saham (lihat Catatan 22).

**) Decrease the par value of Rp 729,234,657 which is used to eliminate the deficit Entity represents the excess of capital stock due to reduction in par value from Rp 500 (full amount) per share to Rp 318 (full amount) per share (see Note 22).*

Laporan posisi keuangan konsolidasi pada tanggal 30 April 2011, sebelum dan sesudah kuasi sebagai berikut:

The consolidated statement of financial position as of April 30, 2011, before and after quasi are as follows:

	30 April 2011 (Sebelum Kuasi Reorganisasi)/ *April 30, 2011 (Before Quasi-Reorganization)*	30 April 2011 (Setelah Kuasi Reorganisasi)/ *April 30, 2011 (After Quasi-Reorganization)*	
ASET			***ASSETS***
Kas dan setara kas			*Cash and cash equivalents*
Pihak berelasi	65.162.153	65.162.153	*Related party*
Pihak ketiga	99.466.467	99.466.467	*Third parties*
Piutang usaha-pihak ketiga – bersih	7.610.952	7.610.952	*Trade receivables-thirdparties – net*
Piutang lain-pihak ketiga – bersih	4.196.620	4.196.620	*Others receivables-third parties – net*
Persediaan	1.216.753	1.216.753	*Inventories*

	30 April 2011 (Sebelum Kuasi Reorganisasi)/ *April 30, 2011 (Before Quasi-Reorganization)*	30 April 2011 (Setelah Kuasi Reorganisasi)/ *April 30, 2011 (After Quasi-Reorganization)*	
Biaya dibayar di muka	2.040.443	2.040.443	*Prepaid expenses*
Pajak dibayar di muka	6.395.061	6.395.061	*Prepaid taxes*
Aset real estat	1.734.771.268	1.941.595.256	*Real estate assets*
Uang muka	11.844.907	11.844.907	*Advance payments*
Piutang pihak berelasi	2.024.097	2.024.097	*Due from related parties*
Aset pajak tangguhan	396.404	396.404	*Deferred tax assets*
Investasi saham	225.000	225.000	*Stock investments*
Aset tetap – setelah dikurangi akumulasi penyusutan	169.453.821	216.226.967	*Property and equipment – net of accumulated depreciation*
Aset lain-lain	882.369	882.368	*Other assets*
JUMLAH ASET	2.105.686.315	2.359.283.448	***TOTAL ASSETS***
LIABILITAS DAN EKUITAS			***LIABILITIES AND STOCKHOLDERS' EQUITY***
LIABILITAS			***LIABILITIES***
Utang bank	25.722.089	25.722.089	*Bank loan*
Utang usaha – pihak ketiga	1.454.286	1.454.286	*Trade payables – third parties*
Utang lain-lain	12.263.817	12.263.817	*Other payables*
Utang pajak	2.788.265	2.788.265	*Taxes payable*
Beban masih harus dibayar	1.799.506	1.799.506	*Accrued expenses*
Uang muka diterima	136.841.493	136.841.493	*Advances received*
Utang obligasi	22.710.751	22.710.751	*Bonds payable*
Utang obligasi konversi	93.626.859	93.626.859	*Convertible bonds payable*
Liabilitas derivatif	4.938.169	4.938.169	*Derivative liabilities*
Utang sewa pembiayaan	34.813	34.813	*Obligations underfinance leases*
Utang lembaga keuangan	176.610	176.610	*Financial institution loans*
Jaminan keanggotaan golf	3.333.749	3.333.749	*Golf membership deposits*
Pendapatan bunga yang ditangguhkan	11.307.600	11.307.600	*Deferred interest income*
Liabilitas diestimasi atas imbalan kerja	17.453.383	17.453.383	*Estimated liabilities for employee benefits*
JUMLAH LIABILITAS	334.451.390	334.451.390	***TOTAL LIABILITIES***
EKUITAS			***STOCKHOLDERS' EQUITY***
Ekuitas yang dapat diatribusikan kepada pemilik entitas induk			***Stockholders' equity attributable to owners of the parent entity***
Modal ditempatkan dan disetor penuh	2.003.391.915	1.274.157.258	*Issued and fully paid capital*
Tambahan modal disetor	28.974.122	2.248.289	*Additional paid-in capital*
Uang muka pemesanan saham	247.361.798	247.361.798	*Advance for subscription of shares*
Selisih transaksi perubahan ekuitas Entitas Anak	192.007	-	*Differences in equity transactions of Subsidiary*
Defisit	(1.001.993.611)	-	*Deficits*
Sub-jumlah	1.277.926.231	1.523.767.345	*Sub-total*
Kepentingan nonpengendali	493.308.694	501.064.713	*Non-controlling interest*
JUMLAH EKUITAS	1.771.234.925	2.024.832.058	***TOTAL STOCKHOLDERS'EQUITY***
JUMLAH LIABILITAS DAN EKUITAS	2.105.686.315	2.359.283.448	***TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY***

5. KAS DAN SETARA KAS / *5. CASH AND CASH EQUIVALENTS*

Akun ini terdiri dari: / *This account consists of:*

	31 Desember 2012/ *December 31, 2012*	31 Desember 2011/ *December 31, 2011*	30 April 2011/ *April 30, 2011*	
Kas	141.100	91.000	109.500	*Cash on hand*
Bank:				*Cash in banks:*
Pihak Berelasi (lihat Catatan 37)				*Related Party (see Note 37)*
PT Bank Sinarmas Tbk				*PT Bank Sinarmas Tbk*
Rupiah	153.928	220.900	-	*Rupiah*
Dolar Amerika Serikat	3.608	5.112	-	*U.S. Dollar*
Pihak Ketiga				*Third Parties*
Rupiah:				*Rupiah:*
PT Bank Mega Tbk	7.483.114	12.027.302	7.349.382	*PT Bank Mega Tbk*
PT Bank Internasional Indonesia Tbk	6.197.455	4.150.892	5.999.894	*PT Bank Internasional Indonesia Tbk*
PT Bank Danamon Indonesia Tbk	3.180.032	1.261.606	16.905.001	*PT Bank Danamon Indonesia Tbk*
PT Bank Pembangunan Daerah Jawa Barat dan Banten Tbk	2.295.926	541.493	612.234	*PT Bank Pembangunan Daerah Jawa Barat dan Banten Tbk*
PT Bank Central Asia Tbk	2.215.758	933.725	2.009.787	*PT Bank Central Asia Tbk*
PT Bank Mandiri (Persero) Tbk	1.843.866	6.502.090	2.072.605	*PT Bank Mandiri (Persero) Tbk*
PT Bank Rakyat Indonesia (Persero) Tbk	1.040.479	630.044	2.635.595	*PT Bank Rakyat Indonesia (Persero) Tbk*
PT Bank DKI Tbk	657.789	-	-	*PT Bank DKI Tbk*
PT Bank Permata Tbk	214.678	476.339	1.366.925	*PT Bank Permata Tbk*
PT Bank CIMB Niaga Tbk	89.917	-	-	*PT Bank CIMB Niaga Tbk*
PT Bank Tabungan Negara (Persero) Tbk	31.703	68.106	102.605	*PT Bank Tabungan Negara (Persero) Tbk*
PT Bank OCBC NISP Tbk	8.676	21.489	21.928	*PT Bank OCBC NISP Tbk*
PT Bank Commonwealth	3.574	3.776	3.534	*PT Bank Commonwealth*
Dolar Amerika Serikat:				*U.S. Dollar:*
PT Bank Internasional Indonesia Tbk	175.329	360.310	95.878	*PT Bank Internasional Indonesia Tbk*
Sub-jumlah	25.595.832	27.203.184	39.175.368	*Sub-total*
Deposito berjangka:				*Time deposits:*
Pihak Berelasi (lihat Catatan 37)				*Related Party (see Note 37)*
PT Bank Sinarmas Tbk				*PT Bank Sinarmas Tbk*
Rupiah	19.824.523	44.715.748	46.931.813	*Rupiah*
Dolar Amerika Serikat	1.871.202	7.509.892	18.230.340	*U.S. Dollar*
Pihak Ketiga				*Third Parties*
Rupiah:				*Rupiah:*
PT Bank Pan Indonesia Tbk	51.418.945	42.869.303	405.574	*PT Bank Pan Indonesia Tbk*
PT Bank Internasional Indonesia Tbk	47.955.551	17.114.151	26.648.689	*PT Bank Internasional Indonesia Tbk*
PT ICB Bumiputera	5.256.082	-	-	*PT ICB Bumiputera*
PT Bank Danamon Indonesia Tbk	5.047.024	32.392	11.444.474	*PT Bank Danamon Indonesia Tbk*
PT Bank Mega Tbk	5.000.000	10.000.000	-	*PT Bank Mega Tbk*
PT Bank Rakyat Indonesia (Persero) Tbk	2.183.512	-	-	*PT Bank Rakyat Indonesia (Persero) Tbk*
PT Bank Mandiri (Persero) Tbk	1.940.939	1.039.524	310.895	*PT Bank Mandiri (Persero) Tbk*
PT Bank OCBC NISP Tbk	1.098.809	15.000	1.761.510	*PT Bank OCBC NISP Tbk*
PT Bank Permata Tbk	522.086	-	8.039.408	*PT Bank Permata Tbk*
PT Bank Tabungan Negara (Persero) Tbk	19.530	-	2.000.000	*PT Bank Tabungan Negara (Persero) Tbk*

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	31 Desember 2012/ *December 31, 2012*	31 Desember 2011/ *December 31, 2011*	30 April 2011/ *April 30, 2011*	
PT Bank Ekonomi Raharja Tbk	-	-	9.005.402	*PT Bank Ekonomi Raharja Tbk*
Dolar Amerika Serikat:				*U.S. Dollar:*
PT Bank Internasional Indonesia Tbk	13.717.739	10.123.640	565.647	*PT Bank Internasional Indonesia Tbk*
PT Bank Rakyat Indonesia (Persero) Tbk	-	2.208.098	-	*PT Bank Rakyat Indonesia (Persero) Tbk*
Sub-jumlah	155.855.942	135.627.748	125.343.752	*Sub-total*
Jumlah	181.592.874	162.921.932	164.628.620	*Total*
Tingkat bunga deposito berjangka per tahun				*Interest rates per annum on time deposits*
Rupiah	5,50%-7,50%	6,50%-9,50%	7,00%-9,00%	*Rupiah*
Dolar Amerika Serikat	2,75%-3,00%	1,20%-2,25%	2,00%-2,25%	*U.S. Dollar*

6. PIUTANG USAHA / *6. TRADE RECEIVABLES*

Akun ini terdiri dari: / *This account consists of:*

	31 Desember 2012/ *December 31, 2012*	31 Desember 2011/ *December 31, 2011*	30 April 2011/ *April 30, 2011*	
Pihak Ketiga				*Third Parties*
Penjualan tanah dan bangunan	14.687.719	16.234.351	6.271.491	*Sale of land and houses*
Pengoperasian lapangan golf dan *country club*	2.202.947	1.050.418	1.052.902	*Operation of golf course and country club*
Estat manajemen	1.998.100	1.156.720	1.214.221	*Estate management*
Lain-lain	24.488	339.158	36.852	*Others*
Jumlah	18.913.254	18.780.647	8.575.466	*Total*
Penyisihan piutang ragu-ragu	(1.052.604)	(1.044.514)	(964.514)	*Allowance for doubtful accounts*
Jumlah – Bersih	17.860.650	17.736.133	7.610.952	*Total – Net*
Mutasi penyisihan piutang ragu-ragu:				*Mutation of allowance for doubtful accounts:*
Saldo awal	1.044.514	927.741	927.741	*Beginning balance*
Penambahan (lihat Catatan 31)				*Additions (see Note 31)*
Entitas	120.000	120.000	40.000	*The Entity*
Penghapusan/penyesuaian	(111.910)	(3.227)	(3.227)	*Write-off/adjustment*
Saldo Akhir	1.052.604	1.044.514	964.514	*Ending Balance*

Piutang usaha tidak dijaminkan atas pinjaman ataupun utang dan tidak terdapat jaminan yang diterima Entitas atas piutang tersebut.

Trade receivables are not pledged as collateral loans or payables and there is no assurance that the Entity received on the receivables.

Manajemen berpendapat bahwa penyisihan piutang ragu-ragu adalah cukup untuk menutupi penurunan nilai piutang usaha yang mungkin timbul dari tidak tertagihnya piutang dan tidak terdapat risiko yang terkonsentrasi secara signifikan atas piutang usaha.

Management believes that the allowance for doubtful accounts is adequate to cover possible impairment of trade receivables on uncollectible receivables. Management also believes that there are no significant concentrations of credit risk in the above receivables.

The original consolidated financial statements included herein are in the Indonesian language.

7. PAJAK DIBAYAR DI MUKA / *7. PREPAID TAXES*

Akun ini terdiri dari: / *This account consists of:*

	31 Desember 2012/ *December 31, 2012*	31 Desember 2011/ *December 31, 2011*	30 April 2011/ *April 30, 2011*	
Pajak Penghasilan Final				*Income Final Tax*
Entitas	5.565.315	3.042.183	1.871.064	*Entity*
Entitas Anak	7.971.535	4.375.131	4.030.912	*Subsidiaries*
Pajak Pertambahan Nilai	1.266.888	972.556	493.085	*Value Added Tax*
Jumlah	14.803.738	8.389.870	6.395.061	*Total*

8. UANG MUKA / *8. ADVANCE PAYMENTS*

Akun ini terdiri dari: / *This account consists of:*

	31 Desember 2012/ *December 31, 2012*	31 Desember 2011/ *December 31, 2011*	30 April 2011/ *April 30, 2011*	
Tanah di Bekasi	62.401.448	17.559.415	3.709.906	*Land in Bekasi*
Uang muka perijinan	4.798.541	7.163.668	2.599.751	*Advance payment for permit*
Proyek *Water Joy*	1.266.363	209.117	1.215.930	*Water Joy Project*
Lain-lain	9.691.819	5.463.804	4.319.320	*Others*
Jumlah	78.158.171	30.396.004	11.844.907	*Total*

Uang muka pembelian tanah di Bekasi, Jawa Barat, dilakukan DLS dan DRP, Entitas Anak, untuk tanah seluas 119,52 hektar.

Advance payments for the land in Bekasi, West Java, represent down payment for the acquisition of 119.52 hectare lot by DLS and DRP, Subsidiaries.

Uang muka proyek *Water Joy* merupakan biaya konsultan dan biaya kontraktor untuk pemasangan pondasi bangunan.

Advance payments of Water Joy's project, represents consultant fees and contractor costs for the installation of building foundations.

9. ASET REAL ESTAT / *9. REAL ESTATE ASSETS*

Akun ini terdiri dari: / *This account consists of:*

	31 Desember 2012/ *December 31, 2012*	31 Desember 2011/ *December 31, 2011*	30 April 2011/ *April 30, 2011*	
Tanah dan bangunan siap dijual				*Land and buildings ready for sale*
Rancamaya *phase* I	85.643.203	81.785.965	92.925.870	*Rancamaya phase I*
Rancamaya *phase* II	306.901.419	307.581.259	328.763.700	*Rancamaya phase II*
Harvest City	215.177.655	227.356.660	91.260.700	*Harvest City*
Rumah tinggal dan ruko	35.864.235	21.959.962	7.923.206	*Houses and shophouses*
Juniper Forest	14.930.247	14.178.660	18.105.950	*Juniper Forest*
Commercial Centre	3.085.919	3.029.486	3.004.900	*Commercial Centre*
Sub-jumlah	661.602.678	655.891.992	541.984.326	*Sub-total*
Bangunan yang sedang dikonstruksi				*Building under construction*
Harvest City	3.368.642	24.373.004	45.704.800	*Harvest City*

	31 Desember 2012/ *December 31, 2012*	31 Desember 2011/ *December 31, 2011*	30 April 2011/ *April 30, 2011*	
Tanah yang sedang dikembangkan				*Land under development*
Harvest City	355.687.439	402.499.260	477.913.000	*Harvest City*
Rancamaya *Phase* III	46.786.985	44.760.054	49.428.870	*Rancamaya Phase III*
Sub-jumlah	402.474.424	447.259.314	527.341.870	*Sub-total*
Tanah yang belum dikembangkan				*Land for development*
Tanah di Bekasi	816.009.856	673.697.014	659.517.000	*Land in Bekasi*
Tanah di Rancamaya	210.209.715	209.949.909	167.047.260	*Land in Rancamaya*
Tanah di Bogor	31.089.538	-	-	*Land in Bogor*
Sub-jumlah	1.057.309.109	883.646.923	826.564.260	*Sub-total*
Jumlah	2.124.754.853	2.011.171.233	1.941.595.256	*Total*

Pada tanggal 31 Desember 2012 dan 2011, luas bersih tanah siap dijual Rancamaya *Phase* I seluas 6,81 hektar, Rancamaya *Phase* II masing-masing seluas 32,44 hektar dan 35,36 hektar, Rancamaya *Commercial Center* seluas 11,67 hektar dan *Harvest City* seluas masing-masing seluas 11,82 dan 13,48 hektar.

As of December 31, 2012 and 2011, Rancamaya Phase I land consists of 6.81 hectares, Rancamaya Phase II land consists of 32.44 hectares and 35.36 hectares, repectively, Rancamaya Commercial Centre consists of 11.67 hectares and Harvest City consists of 11.82 hectares and 13.48 hectares, respectively.

Pada tanggal 31 Desember 2012 dan 2011, luas bersih tanah yang sedang dikembangkan Rancamaya *Phase* III masing-masing seluas 13,46 hektar dan 13,03 hektar dan *Harvest City* masing-masing seluas 20,22 hektar dan 27,44 hektar.

As of December 31, 2012 and 2011, land under development in Rancamaya Phase III consist of 13.46 hectares and 13.03 hectares and Harvest City consist of 20.22 hectares and 27.44 hectares, respectively.

Tanah di daerah Bekasi dan Bogor, Jawa Barat, merupakan tanah yang telah dibebaskan dan dimiliki oleh CNMP dan Entitas Anak, luas kotor yang telah dibebaskan seluas 639,64 hektar. CNMP dan Entitas Anak mempunyai ijin pembebasan tanah seluas 1.050 hektar. CNMP dan Entitas Anak telah memperoleh Hak Guna Bangunan atas tanah yang telah dibebaskan seluas 516,12 hektar dengan jangka waktu 30 tahun, yang akan jatuh tempo antara tahun 2029 dan 2031.

The land for development in Bekasi and Bogor, West Java represents land which has been cleared and is owned by CNMP and Subsidiaries, the gross total land area which has been cleared was 639.64 hectares. CNMP and Subsidiaries have a clearance permit of land for a total area 1,050 hectares. CNMP and Subsidiaries have land rights lisence for a clearance permit of land for a total 516.12 hectares with term of periods 30 years,overdue between 2029 and 2031.

Tanah di daerah Rancamaya, Jawa Barat, merupakan tanah yang telah dibebaskan dan dimiliki oleh Entitas dan ISP, Entitas Anak, yang akan dikembangkan untuk proyek real estat dengan ijin pembebasan seluas kurang lebih 330 hektar. Pada tanggal 31 Desember 2012 luas kotor tanah yang telah dibebaskan seluas 135,51 hektar.

The land for development in Rancamaya, West Java represents land which has been cleared and is owned by the Entity and ISP, Subsidiary, with a clearance permit for a total area of 330 hectares for the development of a real estate project. As of December 31, 2012, the gross total land area which has been cleared was 135.51 hectares.

Manajemen berpendapat bahwa nilai tercatat aset real estat tidak melebihi nilai realisasi neto, sehingga tidak diperlukan penurunan nilai aset tersebut.

Management believes that the carrying value of the real estate assets does not exceed the net realizable value, therefore no impairment was recognized.

Tanah dan bangunan siap dijual dan yang sedang dikembangkan milik DLS, Entitas Anak, seluas 7,49 hektar dan tanah yang belum dikembangkan milik DRP, Entitas Anak, seluas 64,62 hektar dan 99,52 hektar di Bekasi dijadikan jaminan atas utang bank (lihat Catatan 14).

Land and bulding ready for sale and land under development owned by DLS, Subsidiary, consist of 7.49 hectares and land for development owned by DRP, Subsidiary, consist of 64.62 hectares and 99.52 hectares in Bekasi are used as collateral of bank loan (see Note 14).

Sehubungan dengan pelaksanaan kuasi reorganisasi pada tanggal 30 April 2011, Entitas melakukan penilaian kembali atas aset real estat Entitas dan Entitas Anak dengan mengunakan harga pasar. Berdasarkan laporan appraisal indenpenden, nilai pasar aset real estat Entitas dan Entitas Anak mengalami kenaikan dari sebesar Rp 1.734.771.268 menjadi sebesar Rp 1.941.595.256 atau mengalami kenaikan

In relation to implementation of quasi-reorganization on April 30, 2011, the Entity revalued real estate assets of the Entity and Subsidiaries using market value. Based on the appraisal report independent, the market value of real estate assets of the Entity and Subsidiries experience an increase of Rp 1,734,771,268 to Rp 1,941,595,256 or an increase of Rp 200,694,975 in Entities real estate assets and

sebesar Rp 200.694.975 pada aset real estat Entitas dan Rp 6.129.013 pada aset real estat Entitas Anak. Entitas telah menggunakan nilai kenaikan aset real estat Entitas sebesar Rp 200.694.975 dan kenaikan aset real estat Entitas Anak sesuai persentase kepemilikannya pada Entitas Anak yang dicatat pada akun selisih transaksi perubahan ekuitas Entitas Anak sebesar Rp 3.129.990, untuk mengeliminasi saldo defisit Entitas dalam rangka pelaksanaan kuasi (lihat Catatan 4).

Rp 6,129,013 in Subsidiaries real estate assets. The Entity have used the increase in value of real estate assets of Entity amounted to Rp 200,694,975 and increase in value of Subsidiaries real estate assets, based on percentage of ownership the Entity in Subsidiaries that was present as differences in equity transactions of Subsidiary amounted to Rp 3,129,990, to eliminate the Entities deficits in the implementation of quasi (see Note 4).

10. ASET TETAP / *10. PROPERTY AND EQUIPMENT*

Rincian aset tetap adalah sebagai berikut: / *The details of property and equipment are as follows:*

31 Desember 2012	Saldo Awal/ *Beginning Balance*	Penambahan/ *Additions*	Pengurangan/ *Deductions*	Reklasifikasi/ *Reclassification*	Saldo Akhir/ *Ending Balance*	*December 31, 2012*
	Mutasi Selama Satu Tahun/*Mutation During A Year*					
Biaya Perolehan:						***Cost:***
Pemilikan langsung						*Direct acquisition*
Tanah	141.640.190	-	-	-	141.640.190	*Land*
Lapangan golf	42.163.724	-	-	-	42.163.724	*Golf course*
Club house	24.067.620	363.667	-	-	24.431.287	*Club house*
Bangunan	16.485.871	933.567	-	-	17.419.438	*Buildings*
Kendaraan	13.062.905	1.348.319	635.500	-	13.775.724	*Transportation equipment*
Perabot dan peralatan kantor	15.257.392	2.352.506	-	-	17.609.898	*Office furniture and fixtures*
Peralatan golf dan *country club*	20.164.851	807.215	-	-	20.972.066	*Golf and country club equipment*
Jumlah	272.842.553	5.805.274	635.500	-	278.012.327	*Total*
AkumulasiPenyusutan:						***Accumulated Depreciation:***
Pemilikan langsung						*Direct acquisition*
Lapangan golf	14.966.182	3.034.437	-	-	18.000.619	*Golf course*
Club house	6.964.292	1.554.216	-	-	8.518.508	*Club house*
Bangunan	2.895.780	1.116.363	-	-	4.012.143	*Buildings*
Kendaraan	7.861.332	1.728.324	544.853	-	9.044.803	*Transportation equipment*
Perabot dan peralatan kantor	12.128.853	1.313.090	-	-	13.441.943	*Office furniture and fixtures*
Peralatan golf dan *country club*	11.929.263	1.696.117	-	-	13.625.380	*Golf and country club equipment*
Jumlah	56.745.702	10.442.547	544.853	-	66.643.396	*Total*
Nilai Buku	216.096.851				211.368.931	***Book Value***

31 Desember 2011	Saldo Awal/ *Beginning Balance*	Penambahan/ *Additions*	Pengurangan/ *Deductions*	Reklasifikasi/ *Reclassification*	Saldo Akhir/ *Ending Balance*	*December 31, 2011*
	Mutasi Periode Delapan Bulan Setelah Kuasi Reorganisasi/*Mutation During Eight Months Period After Quasi-Reorganization*					
Biaya Perolehan:						***Cost:***
Pemilikan langsung						*Direct acquisition*
Tanah	141.640.190	-	-	-	141.640.190	*Land*
Lapangan golf	42.163.724	-	-	-	42.163.724	*Golf course*
Club house	23.533.076	534.544	-	-	24.067.620	*Club house*
Bangunan	10.198.370	6.287.501	-	-	16.485.871	*Buildings*
Kendaraan	9.620.911	3.393.089	252.187	301.092	13.062.905	*Transportation equipment*
Perabot dan peralatan kantor	13.835.402	1.421.990	-	-	15.257.392	*Office furniture and fixtures*
Peralatan golf dan *country club*	19.336.610	828.241	-	-	20.164.851	*Golf and country club equipment*

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31 Desember 2011	Saldo Awal/ *Beginning Balance*	Penambahan/ *Additions*	Pengurangan/ *Deductions*	Reklasifikasi/ *Reclassification*	Saldo Akhir/ *Ending Balance*	*December 31, 2011*
	Mutasi Periode Delapan Bulan Setelah Kuasi Reorganisasi/*Mutation During Eight Months Period After Quasi-Reorganization*					
Aset sewa pembiayaan						*Assets under finance lease*
Kendaraan	301.092	-	-	(301.092)	-	*Transportation equipment*
Jumlah	260.629.375	12.465.365	252.187	-	272.842.553	*Total*
AkumulasiPenyusutan:						***Accumulated Depreciation:***
Pemilikan langsung						*Direct acquisition*
Lapangan golf	12.943.224	2.022.958	-	-	14.966.182	*Golf course*
Club house	5.961.624	1.002.668	-	-	6.964.292	*Club house*
Bangunan	2.221.801	673.979	-	-	2.895.780	*Buildings*
Kendaraan	5.101.830	2.835.089	227.532	151.945	7.861.332	*Transportation equipment*
Perabot dan peralatan kantor	8.723.134	3.405.719	-	-	12.128.853	*Office furniture and fixtures*
Peralatan golf dan *country club*	9.331.703	2.597.560	-	-	11.929.263	*Golf and country club equipment*
Aset sewa pembiayaan						*Assets under finance lease*
Kendaraan	119.092	32.853	-	(151.945)	-	*Transportation equipment*
Jumlah	44.402.408	12.570.826	227.532	-	56.745.702	*Total*
Nilai Buku	216.226.967				216.096.851	***Book Value***

30 April 2011	Saldo Awal/ *Beginning Balance*	Kenaikan/ *Increment*	Penurunan/ *Impairment*	Saldo Akhir/ *Ending Balance*	*April 30, 2011*
	Mutasi Sebelum dan Setelah Kuasi Reorganisasi/*Mutations Before and After Quasi-Reorganization*				
Biaya Perolehan:					***Cost:***
Pemilikan langsung					*Direct acquisition*
Tanah	106.546.256	35.093.934	-	141.640.190	*Land*
Lapangan golf	37.751.070	4.412.654	-	42.163.724	*Golf course*
Club house	22.405.451	1.127.625	-	23.533.076	*Club house*
Bangunan	9.616.447	581.923	-	10.198.370	*Buildings*
Kendaraan	7.206.263	2.414.648	-	9.620.911	*Transportation equipment*
Perabot dan peralatan kantor	12.153.322	1.682.080	-	13.835.402	*Office furniture and fixtures*
Peralatan golf dan *country club*	17.969.927	1.366.683	-	19.336.610	*Golf and country club equipment*
Aset sewa pembiayaan					*Assets under finance lease*
Kendaraan	207.493	93.599	-	301.092	*Transportation equipment*
Jumlah	213.856.229	46.773.146	-	260.629.375	*Total*
AkumulasiPenyusutan:					***Accumulated Depreciation:***
Pemilikan langsung					*Direct acquisition*
Lapangan golf	12.943.224	-	-	12.943.224	*Golf course*
Club house	5.961.624	-	-	5.961.624	*Club house*
Bangunan	2.221.801	-	-	2.221.801	*Buildings*
Kendaraan	5.101.830	-	-	5.101.830	*Transportation equipment*
Perabot dan peralatan kantor	8.723.134	-	-	8.723.134	*Office furniture and fixtures*
Peralatan golf dan *country club*	9.331.703	-	-	9.331.703	*Golf and country club equipment*
Aset sewa pembiayaan					*Assets under finance lease*
Kendaraan	119.092	-	-	119.092	*Transportation equipment*
Jumlah	44.402.408	-	-	44.402.408	*Total*
Nilai Buku	169.453.821			216.226.967	***Book Value***

30 April 2011	Mutasi Selama Empat Bulan (Sebelum Kuasi Reorganisasi)/*Mutations During Four Months (Before Quasi-Reorganization)*				*April 30, 2011*
	Saldo Awal/ *Beginning Balance*	Penambahan/ *Additions*	Pengurangan/ *Deductions*	Saldo Akhir/ *Ending Balance*	
Biaya Perolehan:					***Cost:***
Pemilikan langsung					*Direct acquisition*
Tanah	106.546.256	-	-	106.546.256	*Land*
Lapangan golf	37.751.070	-	-	37.751.070	*Golf course*
Club house	22.154.368	251.083	-	22.405.451	*Club house*
Bangunan	9.601.756	14.691	-	9.616.447	*Buildings*
Kendaraan	6.949.770	256.493	-	7.206.263	*Transportation equipment*
Perabot dan peralatan kantor	11.516.808	686.389	49.875	12.153.322	*Office furniture and fixtures*
Peralatan golf dan *country club*	17.481.776	488.151	-	17.969.927	*Golf and country club equipment*
Aset sewa pembiayaan					*Assets under finance lease*
Kendaraan	207.493	-	-	207.493	*Transportation equipment*
Jumlah	212.209.297	1.696.807	49.875	213.856.229	*Total*
AkumulasiPenyusutan:					***Accumulated Depreciation:***
Pemilikan langsung					*Direct acquisition*
Lapangan golf	12.134.272	808.952	-	12.943.224	*Golf course*
Club house	5.528.627	432.997	-	5.961.624	*Club house*
Bangunan	1.985.502	236.299	-	2.221.801	*Buildings*
Kendaraan	4.857.093	244.737	-	5.101.830	*Transportation equipment*
Perabot dan peralatan kantor	8.442.829	327.857	47.552	8.723.134	*Office furniture and fixtures*
Peralatan golf dan *country club*	8.846.913	484.790	-	9.331.703	*Golf and country club equipment*
Aset sewa pembiayaan					*Assets under finance lease*
Kendaraan	102.666	16.426	-	119.092	*Transportation equipment*
Jumlah	41.897.902	2.552.058	47.552	44.402.408	*Total*
Nilai Buku	170.311.395			169.453.821	***Book Value***

Beban penyusutan dialokasikan sebagai berikut: *Depreciation expense was allocated to the following:*

	31 Desember 2012/ *December 31, 2012* (Satu Tahun/ *A Year*)	Untuk Tujuan Perbandingan/ *For Comparison Purposes* (Satu Tahun/ *A Year*)	31 Desember 2011/ *December 31, 2011* (Delapan Bulan/ *Eight Months*)	30 April 2011/ *April 30, 2011* (Empat Bulan/ *Four Months*)	
Beban pokok penjualan dan beban langsung usaha	6.471.918	6.836.136	5.287.284	1.548.852	*Cost of sales and direct costs*
Beban umum dan administrasi (lihat Catatan 31)	3.680.575	8.144.058	7.140.852	1.003.206	*General and administrative expenses (see Note 31)*
Kepentingan nonpengendali	290.054	142.690	142.690	-	*Non-controlling interest*
Jumlah	10.442.547	15.122.884	12.570.826	2.552.058	*Total*

Pelepasan aset tetap adalah sebagai berikut: / *Disposal of property and equipment are as follows:*

	31 Desember 2012/ *December 31, 2012* (Satu Tahun/ *A Year*)	31 Desember 2011/ *December 31, 2011* (Delapan Bulan/ *Eight Months*)	30 April 2011/ *April 30, 2011* (Empat Bulan/ *Four Months*)	31 Desember 2010/ *December 31, 2010* (Satu Tahun/ *A Year*)	
Harga jual	517.000	138.932	138.932	-	*Selling price*
Nilai buku	90.648	26.978	24.655	2.323	*Book value*
Laba (rugi) pelepasan aset tetap (lihat Catatan 29)	426.352	111.954	114.277	(2.323)	*Gain (loss) on disposal of property and equipment (see Note 29)*

Entitas memiliki beberapa bidang tanah yang terletak di proyek Rancamaya dengan hak legal berupa Hak Guna Bangunan yang berjangka waktu 20 sampai 30 tahun yang akan jatuh tempo antara tahun 2014 sampai 2029. Manajemen berpendapat tidak terdapat masalah dengan perpanjangan hak atas tanah karena seluruh tanah diperoleh secara sah dan didukung dengan bukti pemilikan yang memadai.

The Entity owns several parcels of land located in Rancamaya project with Building Use Rights (Hak Guna Bangunan) for periods of 20 to 30 years until 2014 to 2029. Management believes that there will be no difficulty in the extension of landrights since all parcels of land were acquired legally and are supported by sufficient evidence of ownership.

Aset tetap berupa bangunan, *club house* dan kendaraan diasuransikan untuk risiko kerusakan, kehilangan, kebakaran dan bencana alam masing-masing kepada:

Buildings, club house and transportation equipment were insured against damage, theft, fire, and other possible risks, as follows:

	Mata Uang/ *Currency*	Jumlah Pertanggungan/*Sum Insured* 31 Desember 2012/ *December 31, 2012*	31 Desember 2011/ *December 31, 2011*	30 April 2011/ *April 30, 2011*
PT Asuransi Rama Satria Wibawa	Rp	47.177.457	56.260.977	54.605.976
	US$	353.850	353.850	353.850
PT Asuransi Sinarmas	Rp	13.348.177	29.251.042	32.078.307
PT Asuransi Indrapura	Rp	14.500.000	16.200.000	16.200.000
	US$	-	252.750	252.750
PT Asuransi Reliance Indonesia	Rp	12.100.000	12.100.000	12.100.000
	US$	202.200	202.200	202.200
PT Asuransi Parolamas	Rp	12.100.000	12.100.000	12.100.000
	US$	202.200	202.200	202.000
PT Asuransi MSIG Indonesia	Rp	5.974.201	-	-
PT Asuransi Raksa Pratikara	Rp	1.661.750	1.955.000	-
PT Asuransi Central Asia	Rp	15.125.000	-	-
	US$	252.750	-	-
PT Asuransi Adira Dinamika	Rp	158.040	263.400	263.400
PT Asuransi Mitra Maparya	Rp	-	370.000	-
PT Asuransi Jaya Proteksi	Rp	-	5.974.201	85.725
Jumlah/*Total*	Rp	122.144.625	134.474.620	127.433.408
	US$	1.011.000	1.011.000	1.011.000

Manajemen berpendapat bahwa nilai pertanggungan tersebut cukup untuk menutupi kemungkinan kerugian atas aset yang dipertanggungkan.

Management believes that the insurance coverage is adequate to cover possible losses on the assets insured.

PT Asuransi Sinarmas merupakan pihak berelasi (lihat Catatan 37). Transaksi dengan pihak berelasi dilakukan dengan persyaratan dan kondisi yang sama sebagaimana dilakukan dengan pihak ketiga.

PT Asuransi Sinarmas is a related party (see Note 37). Transactions with related parties were done with the same terms and conditions as those transactions done with third parties.

Aset tetap tertentu digunakan sebagai jaminan atas utang sewa pembiayaan dan utang lembaga keuangan (lihat Catatan 19 dan 20).

Certain of property and equipment are pledged as collateral to the obligation under finance lease and financial institution loans (see Notes 19 and 20).

Sehubungan dengan pelaksanaan kuasi pada tanggal 30 April 2011, Entitas melakukan penilaian kembali atas aset tetap Entitas dan Entitas Anak dengan menggunakan harga

In connection with the execution of the quasi of the quasi on April 30, 2011, the Entity revalued property and equipment of the Entity and Subsidiaries using market value. Based on

pasar. Berdasarkan laporan appraisal indenpenden, nilai pasar aset tetap Entitas dan Entitas Anak mengalami kenaikan dari sebesar Rp 169.453.821 menjadi sebesar Rp 216.226.966 atau mengalami kenaikan sebesar Rp 35.809.625 pada aset tetap Entitas dan Rp 10.963.520 pada aset tetap Entitas Anak. Entitas telah menggunakan nilai kenaikan aset tetap Entitas sebesar Rp 35.809.625 dan kenaikan aset tetap Entitas Anak sesuai persentase kepemilikannya pada Entitas Anak yang dicatat pada akun selisih transaksi perubahan ekuitas Entitas Anak sebesar Rp 6.206.523, untuk mengeliminasi saldo defisit Entitas dalam rangka pelaksanaan kuasi (lihat Catatan 4).

the appraisal report independent, the market value of real estate assets of the Entity and Subsidiries experience an increment of Rp 169,453,821 to Rp 216,226,966 or an increment of Rp 35,809,625 in Entities property and equipment and Rp10,963,520 in Subsidiaries property and equipment. The Entity have used the increment in value of property and equipment of the Entity amounted to Rp 35,809,625 and increment in value of Subsidiaries property and equipment based on percentage of ownership the Entity in Subsidiaries that was present as differences in equity transactions of Subsidiary amounted to Rp 6,206,523, to eliminate the Entities deficits in the implementation of quasi (see Note 4).

Manajemen berkeyakinan bahwa tidak terdapat kejadian atau perubahan keadaan yang mengindikasikan adanya penurunan nilai aset tetap pada tanggal 31 Desember 2012, 31 Desember 2011 dan 30 April 2011.

Management believes that there were no events or changes in circumstances which indicated impairment in the carrying value of property and equipment as of December 31, 2012, December 31, 2011 and April 30, 2011.

11. UTANG USAHA – PIHAK KETIGA / *11. TRADE PAYABLES – THIRD PARTIES*

Akun ini terdiri dari: / *This account consists of:*

	31 Desember 2012/ *December 31, 2012*	31 Desember 2011/ *December 31, 2011*	30 April 2011/ *April 30, 2011*	
Real estat	21.077.016	15.335.625	532.227	*Real estate*
Pengoperasian lapangan golf dan *country club*	2.381.802	2.232.543	881.453	*Operation of the golf course and country club*
Estat manajemen	8.133	15.452	40.606	*Estate management*
Lain-lain	432.778	544.264	-	*Others*
Jumlah	23.899.729	18.127.884	1.454.286	*Total*

Tidak terdapat jaminan yang diberikan atas utang tersebut. / *There is no collateral pledged on this payable.*

12. UTANG PAJAK / *12. TAXES PAYABLE*

Akun ini terdiri dari: / *This account consists of:*

	31 Desember 2012/ *December 31, 2012*	31 Desember 2011/ *December 31, 2011*	30 April 2011/ *April 30, 2011*	
Pajak kini (lihat Catatan 33)				*Current tax (see Note 33)*
Entitas	-	817.138	802.934	*The Entity*
Entitas Anak	15.616	-	-	*Subsidiaries*
Pajak penghasilan				*Income tax*
Pasal 21	1.138.289	170.630	190.372	*Article 21*
Pasal 23	152.552	154.259	79.094	*Article 23*
Pasal 25	174.634	75.369	-	*Article 25*
Final	680.218	1.232.229	782.414	*Final*
Pajak Pertambahan Nilai	1.432.551	2.015.611	862.089	*Value Added Tax*
Pajak Pembangunan I	120.052	156.401	71.362	*Development Tax I*
Jumlah	3.713.912	4.621.637	2.788.265	*Total*

13. UANG MUKA DITERIMA / *13. ADVANCES RECEIVED*

Akun ini terdiri dari: / *This account consists of:*

	31 Desember 2012/ *December 31, 2012*	31 Desember 2011/ *December 31, 2011*	30 April 2011/ *April 30, 2011*	
Penjualan tanah dan rumah tinggal	256.904.080	168.761.509	130.939.188	*Sale of land and houses*
Keanggotaan golf - iuran bulanan	2.187.329	2.296.934	1.645.206	*Golf membership - monthly fees*
Lain-lain	15.781.419	3.669.428	4.257.099	*Others*
Jumlah	274.872.828	174.727.871	136.841.493	*Total*

14. UTANG BANK / *14. BANK LOAN*

Akun ini terdiri dari: / *This account consists of:*

	31 Desember 2012/ *December 31, 2012*	31 Desember 2011/ *December 31, 2011*	30 April 2011/ *April 30, 2011*	
PT Bank Tabungan Negara (Persero) Tbk	91.187.849	50.729.817	25.722.089	*PT Bank Tabungan Negara (Persero) Tbk*
PT Bank Pan Indonesia Tbk	1.805.272	-	-	*PT Bank Pan Indonesia Tbk*
Jumlah	92.993.121	50.729.817	25.722.089	*Total*

PT Dwigunatama Rintisprima

Berdasarkan surat perjanjian kerjasama kredit pada tanggal 26 April 2011, antara PT Bank Tabungan Negara (Persero) Tbk dan DRP, Entitas Anak, pihak DRP telah mendapatkan persetujuan fasilitas Kredit Konstruksi – Pinjaman Rekening Koran (KYG-PRK) dari PT Bank Tabungan Negara (Persero) Tbk untuk pembangunan proyek "*Harvest City*" dengan jumlah kredit maksimum sebesar Rp 35.200.000. Fasilitas ini memiliki jangka waktu perjanjian terhitung 24 bulan sejak tanggal penandatanganan perjanjian kredit.

Pada tanggal 24 Juli 2012, PT Bank Tabungan Negara (Persero) Tbk menyetujui peningkatan jumlah kredit maksimum pinjaman menjadi sebesar Rp 60.000.000. Pinjaman ini dikenakan bunga sebesar 11% per tahun dan akan jatuh tempo dalam jangka waktu 3 tahun sejak tanggal adendum perjanjian kredit.

Fasilitas ini dijamin dengan tanah dan bangunan yang ada dan yang akan dibangun di lokasi proyek "*Harvest City*", dengan bukti kepemilikan legalitas berupa Sertifikat Hak Guna Bangunan (SHGB) atas nama DRP seluas minimal 99,52 hektar (lihat Catatan 9).

Berdasarkan perjanjian pinjaman dengan bank tersebut, DRP wajib memperoleh persetujuan tertulis dari bank apabila akan melakukan transaksi-transaksi sebagai berikut:

- Memperoleh fasilitas kredit dari pihak lain sehubungan dengan proyek ini, kecuali pinjaman dari pemegang saham dan transaksi dagang yang lazim.
- Mengikatkan diri sebagai penjamin utang dan atau menjamin harta.

PT Dwigunatama Rintisprima

Based on loan agreement between PT Bank Tabungan Negara (Persero) Tbk and DRP, a Subsidiary, dated April 26, 2011, DRP obtained an Construction Loan - Overdraft Loan (KYG-PRK) facility from PT Bank Tabungan Negara (Persero) Tbk for construction of "Harvest City" project with maximum amount of Rp 35,200,000. Maturity date of this agreement counted 24 months after signing of date loan agreement.

On July 24, 2012, PT Bank Tabungan Negara (Persero) Tbk agreed to increase the maximum loan amount to Rp 60,000,000. This loan bears interest at 11% per annum and have a maturity period of 3 years, started from the date of the credit agreement addendum.

The facility is secured with land and existing buildings and to be built at project site "Harvest City", with proof of legal ownership a Certificate of Right to Build on behalf of DRP covering minimum 99.52 hectares (see Note 9).

Based on the loan agreement with bank, DRP must obtain written approval from the bank prior to performing following activities as follows:

- *Enter into new credit facility from another parties in relation with its project, except loans from shareholders and commercial transactions are prevalent.*
- *Act as guarantor for another parties and or guarantee property.*

- Melakukan perubahan Anggaran Dasar dan merubah susunan pengurus.
- Mengajukan pailit.
- Melakukan merger atau akuisisi.
- Melunasi utang kepada pemegang saham.
- Membagi dividen.
- Menyewakan DRP kepada pihak lain.
- Menyatakan bahwa utang obligasi konversi kepada pemegang saham (Panama Capital Pte Ltd dan CNMP) yang akan jatuh tempo pada tanggal 31 Desember 2012, jika tidak dikonversikan dalam bentuk saham ataupun lainnya yang dapat mengurangi aset/modal, agar dinyatakan oleh pengurus menjamin kepada Bank BTN bahwa fasilitas KYG dapat dimintakan untuk diselesaikan pada saat jatuh tempo.

Pada tanggal 31 Desember 2012 dan 2011, saldo pinjaman terhutang adalah masing-masing sebesar Rp 54.340.203 dan Rp 29.350.296.

PT Dwikarya Langgengsukses

Berdasarkan perjanjian kredit yang dituangkan dalam Akta Notaris No. 34, tanggal 24 April 2009 dari Maria A. Kidarsa, S.H., notaris di Jakarta, DLS, Entitas Anak memperoleh fasilitas rekening koran dari PT Bank Tabungan Negara (Persero) Tbk, untuk pembangunan proyek "*Harvest City*" dengan jumlah kredit maksimum sebesar Rp 39.800.000. Fasilitas ini akan jatuh tempo pada tanggal 24 April 2011.

Pada tanggal 29 Nopember 2011, DLS memperoleh surat perubahan persetujuan perpanjangan jangka waktu dan penggantian agunan. Jangka waktu perjanjian ini menjadi 24 bulan sejak tanggal jatuh tempo.

Fasilitas ini dijamin dengan tanah dan bangunan yang ada dan yang akan dibangun di atas tanah DLS dan DRP, Entitas Anak, yang berlokasi di proyek "*Harvest City*" masing-masing seluas 7,49 hektar dan 64,62 hektar (lihat Catatan 9).

Pada tanggal 31 Desember 2012, 31 Desember 2011 dan 30 April 2011, saldo pinjaman terhutang masing-masing adalah sebesar Rp 36.847.646, Rp 21.379.521 dan Rp 25.722.089.

Utang bank ini memiliki tingkat bunga mengambang sehingga DLS terekspos terhadap risiko suku bunga atas arus kas.

Berdasarkan perjanjian pinjaman dengan bank tersebut, DLS wajib memperoleh persetujuan tertulis dari bank apabila akan melakukan transaksi-transaksi sebagai berikut:

- Memperoleh fasilitas kredit dari pihak lain sehubungan dengan proyek tersebut.
- Mengikatkan diri sebagai penjamin utang.
- Melakukan merger atau akuisisi.
- Melunasi utang kepada pihak berelasi.
- Membubarkan DLS dan dinyatakan pailit.
- Melakukan perubahan anggaran dasar dan merubah susunan pengurus.

PT Tajur Surya Abadi

Pada tanggal 4 Juli 2012, TSA, Entitas Anak memperoleh fasilitas pinjaman dari PT Bank Pan Indonesia Tbk, yang akan

- *Amend of the Article of Association and change members of management.*
- *Declared bankrupt.*
- *Enter into mergers or acquisitions.*
- *Settle payables to the shareholders.*
- *Dividing dividend.*
- *Renting DRP to others.*
- *Declare that convertible bonds to shareholders (Panama Capital Pte Ltd and CNMP) which will be due on December 31, 2012, if not converted into shares or other assets that can reduce/capital, that is declared by the board guarantee to the Bank BTN, KYG that facility may be requested to be completed by the due date.*

As of December 31, 2012 and 2011, outstanding bank loan amounting Rp 54,340,203 and Rp 29,350,296, respectively.

PT Dwikarya Langgengsukses

Based on loan agreement as stated in Notarial Deed No. 34, dated April 24, 2009, of Maria A. Kidarsa, S.H., notary in Jakarta, DLS, a Subsidiary, obtained an overdraft loan facility from PT Bank Tabungan Negara (Persero) Tbk, for construction of "Harvest City" project with maximum amount of Rp 39,800,000. The facility will be mature on April 24, 2011.

On November 29, 2011, DLS received approval letter of changes in maturity date and collateral. Maturity date of this agreement become to 24 months after due date.

The facility is secured with land and existing building and building to be constructed at the related land of the DLS and DRP, Subsidiaries, which is located at "Harvest City" project for 7.49 hectares and 64.62 hectares, respectively (see Note 9).

As of December 31, 2012, December 31, 2011 and April 30, 2011, outstanding bank loan amounting to Rp 36,847,646, Rp 21,379,521 and Rp 25,722,089, respectively.

The bank loan is arranged at floating interest rates, thus DLS is exsposed cash flow to interest rate risk.

Based on the loan agreement with bank, DLS must obtain written approval from the bank prior to performing following activities as follows:

- *Enter into new credit facility from another parties in relation with its project.*
- *Act as guarantor for another parties.*
- *Enter into mergers or acquisitions.*
- *Settle payables to the related parties.*
- *Dissolve the DLS and declared bankrupt.*
- *Amend of the article of association and change members of management.*

PT Tajur Surya Abadi

On July 4, 2012, TSA, Subsidiary obtained loan facilities from PT Bank Pan Indonesia Tbk, which will be used for

digunakan untuk pembangunan dan proyek perumahan Royal Tajur. Fasilitas yang diperoleh TSA adalah sebagai berikut:

construction and housing project of Royal Tajur. The facilities were obtained by TSA are as follows:

Fasilitas/ *Facilities*	Plafon/ *Plafond*	Suku Bunga Tahunan/ *Annual Interest Rate*	Jangka Waktu/ *Time Period*
Pinjaman Rekening Koran/*Overdraft Loan*	20.000.000	10% (*floating rate*)	1 Tahun/*Year*
Pinjaman Berulang/*Revolving Loan*	10.000.000	10% (*floating rate*)	1 Tahun/*Year*

Jaminan yang digunakan Entitas Anak adalah tanah seluas 47.630 m^2 atas nama debitur.

Collateral used by a Subsidiary is land area of 47,630 m^2 on behalf of the debitors.

Pada tanggal 31 Desember 2012, saldo pinjaman terhutang masing-masing adalah sebesar Rp 1.805.272.

As of December 31, 2012, outstanding bank loan amounting to Rp 1,805,272.

15. UTANG *MEDIUM TERM NOTE*

Pada tanggal 13 Mei 1997, Entitas memperoleh pinjaman dengan menerbitkan *Medium Term Note (MTN)* sebesar maksimum US$ 40.000.000 kepada beberapa bank swasta nasional dan asing yang dikoordinir oleh PT Bank BIRA sebagai agen. Jangka waktu MTN selama tiga tahun dengan tingkat bunga 9% per tahun dan dibayar setiap enam bulan. Para pemegang MTN dapat menggunakan *put option* untuk meminta pelunasan pokok pinjaman beserta bunganya. Pinjaman ini dijamin dengan tanah Hak Guna Bangunan seluas 344.280 meter persegi di lokasi proyek Rancamaya, Bogor, Jawa Barat.

Pada tanggal jatuh tempo MTN, Entitas mengalami gagal bayar dan tidak dapat memenuhi segala ketentuan yang telah ditetapkan dalam perjanjian.

Entitas kemudian menandatangani perjanjian restrukturisasi MTN pada tahun 2005 yang kemudian diubah dengan perjanjian restrukturisasi MTN pada tahun 2006.

Perubahan tersebut telah mendapatkan persetujuan pemegang saham melalui Rapat Umum Pemegang Saham Luar Biasa tanggal 17 Oktober 2006 yang dituangkan dalam Akta Notaris No. 48, dari F.X. Budi Santoso Isbandi, S.H., notaris di Jakarta.

Berdasarkan perjanjian tersebut jumlah utang pokok dan bunga MTN adalah sebesar US$ 33.319.000. Dari jumlah tersebut setiap pemegang MTN akan memperoleh bagian secara proporsional atas setiap skema hasil restrukturisasi yang dilakukan sebagai berikut:

- Tranche A sejumlah US$ 3.300.000 berjangka waktu 10 tahun dengan tenggang waktu pembayaran pokok selama satu tahun dengan tingkat bunga per tahun untuk tahun pertama, kedua, ketiga, keempat masing-masing sebesar 0,25%, 0,5%, 1%, 1,5% dan 2% per tahun untuk tahun-tahun setelah tahun keempat dan rata-rata bunga selama 10 tahun adalah sebesar 1,53% per tahun. Pokok dan bunga utang tersebut dibayar setiap enam bulan.

- Pembayaran tunai sebagian dari pinjaman sebesar US$ 330.000 akan dilakukan pada saat tanggal efektif perjanjian restrukturisasi utang.

- Sisa seluruh utang setelah dikurangi Tranche A dan pembayaran tunai menjadi Tranche B yaitu sebesar US$ 29.689.000, berupa MCN. Utang ini berjangka waktu

15. *MEDIUM TERM NOTE PAYABLE*

On May 13, 1997, the Entity obtained loan facility through issuance of Medium Term Note (MTN) with a maximum amount of US$ 40,000,000 to several foreign and local banks coordinated by PT Bank BIRA as the payment agent. This MTN facility had a term of three years and beares interest at 9% per annum which was payable semi-annually. The noteholders had the right to exercise their put option to require the payment of the principal including interest. This note was secured by land with Building Use Right with a total area of 344,280 square meters located in Rancamaya, Bogor, West Java.

On the due date of the note, the Entity defaulted and failed to fulfill certain covenants stated in the agreement.

The Entity then signed the MTN restructuring agreement in 2005 which was subsequently amended by MTN restructuring agreement in 2006.

The amendment was approved by the stockholders through Extraordinary General Meeting on Stockholders dated October 17, 2006 as stated in Notarial Deed No. 48, of F.X. Budi Santoso Isbandi, S.H., notary in Jakarta.

Based on the agreements, each holder of the MTN will acquire a proportional share of total principal and interest of MTN amounted to US$ 33,319,000 on the following loan restructuring schemes:

- *Tranche A amounting to US$ 3,300,000 with a term of 10 years, one year grace period, and interest of 0.25%, 0.5%, 1%, 1.5%, and 2% per annum for the first year, second year, third year, fourth year and subsequent years, respectively and average interest rate for 10 years would be 1.53% per annum. The principal amount and interest are paid semi annually.*

- *Cash payment of a portion of the loan amounting to US$ 330,000 will be made on the effective date of the loan restructuring agreement.*

- *The remaining amount of the loan after deducting Tranche A and the cash payment, constitute Tranche B amounting to US$ 29,689,000 in the form of MCN.*

selama 10 tahun tanpa jaminan dengan tingkat bunga 0,1% per tahun dan bunga dibayar setiap enam bulan. Para pemegang MCN mempunyai opsi untuk mengkonversi utang tersebut dengan saham Entitas dengan nilai nominal Rp 500 per saham setelah tahun pertama tanggal efektif perjanjian restrukturisasi dengan memberitahukan secara tertulis kepada Entitas minimal 90 hari kalender sebelum tanggal konversi. Konversi dilakukan dengan menggunakan (i) harga konversi saham sesuai dengan peraturan BAPEPAM, Bursa Efek dan lainnya yang berlaku saat itu; (ii) bila tidak diatur dalam peraturan-peraturan pada point (i) tersebut maka akan menggunakan harga rata-rata 25 hari bursa harga penutupan pasar reguler sebelum tanggal konversi.

The note had a term of 10 years, unsecured and bears interest at 0.1% per annum payable semi-annually. The holder of the MCN has an option to convert theloan into the Entity's shares after the first year of the effective date of the restructuring agreement at Rp 500 par value per share with written notice to the Entity at a minimum of 90 days before the conversion date. The conversion can be exercised with (i) the share's conversion price in accordance with BAPEPAM regulation, Stock Exchange and other regulations prevailing on the date of conversion; (ii) if it is not regulated on point (i) then the price used is the average regular market closing price during the 25 exchange days before the conversion date.

Harga konversi saham yang dihitung dengan cara baik (i) atau (ii) minimal harus Rp 500 per saham. Apabila harga konversi saham yang dihitung dengan cara (i) atau (ii) lebih dari Rp 500 per saham maka harga konversi per saham adalah rata-rata dari Rp 500 ditambah dengan harga konversi saham yang dihitung dengan cara (i) atau (ii) tersebut. Utang pokok tersebut akan dibayar apabila Entitas mempunyai arus dana bebas yang lebih dari yang diproyeksikan. Kelebihan arus dana bebas dialokasikan untuk utang obligasi Seri B (lihat Catatan 16) dan utang MTN Tranche B masing-masing 50%. Apabila pada akhir tahun kesepuluh masih ada sisa utang, maka sisa utang tersebut wajib dikonversi dengan saham Entitas dengan nilai nominal Rp 500 per saham. Saham hasil konversi baru bisa diperdagangkan/dialihkan dalam bentuk apapun juga kepada pihak ketiga satu tahun setelah tanggal konversi.

The minimum conversion price is Rp 500 at par value per share whether it is calculated with point (i) or (ii). If the price is more than Rp 500 at par value per share whether it is calculated by point (i) or (ii), the share's conversion price is the average of Rp 500 added by the share's conversion price calculated using point (i) or (ii). The principal amount of such loan will be paid when the Entity has cash flow exceeding the projected cash flow. The excess will be allocated 50% for the payment of the Entity's B series bonds (see Note 16) and 50% for the payment of MTN loan Tranche B. If at the end of the tenth year, the loan remains payable, the remaining amount should be converted into the Entity's shares at Rp 500 par value per share. The shares resulting from the conversion can be traded/transferred in any form to third parties one year after the conversion date.

Berdasarkan restukturisasi perjanjian utang *medium term note,* tanggal 7 Desember 2012, antara Entitas dan Far East Holding Ltd., terdapat perubahan pada harga konversi saham yaitu dihitung dengan cara baik (i) atau (ii) minimal harus Rp 318 per saham. Apabila harga konversi saham yang dihitung dengan cara (i) atau (ii) lebih dari Rp 318 per saham maka harga konversi per saham adalah rata-rata dari Rp 318 ditambah dengan harga konversi saham yang dihitung dengan cara (i) atau (ii) tersebut. Apabila pada akhir tahun kesepuluh masih ada sisa utang, maka sisa utang tersebut wajib dikonversi dengan saham Entitas dengan nilai nominal Rp 318 per saham. Entitas dan Far East Holding Ltd., juga setuju untuk memperpanjang tanggal jatuh tempo utang *medium term notes* sepanjang 5 (lima) tahun atau sampai dengan 14 Nopember 2020.

Based on restructuring of medium term notes payable agreement between the Entity and Far East Holding Ltd., dated December 7, 2012, there is a change in the conversion price of the shares is computed where the conversion price is Rp 318 at par value per share whether it is calculated with point (i) or (ii). If the price is more than Rp 318 at par value per share whether it is calculated by point (i) or (ii), the share's conversion price is the average of Rp 318 added by the share's conversion price calculated using point (i) or (ii). If at the end of the tenth year, the loan remains payable, the remaining amount should be converted into the Entity's shares at Rp 318 par value per share. The Entity and Far East Holding Ltd., also agreed to extend the maturity date of debt the medium term note payable for 5 (five) years, or until November 14, 2020.

Berdasarkan surat konfirmasi dari Asia Capital Holding Limited (ACHL) tanggal 30 April 2009, seluruh MTN Tranche A dan Tranche B masing-masing sebesar US$ 2.778.750 dan US$ 23.990.500 dijual kepada Far East Holding Ltd.

Based on confirmation letter from Asia Capital Holding Limited (ACHL) dated April 30, 2009, the remaining MTN Tranche A and Tranche B amounted to US$ 2,778,750 and US$ 23,990,500, respectively, were sold to Far East Holding Ltd.

Berdasarkan perjanjian restrukturisasi *medium term note* tanggal 11 Agustus 2009, Far East Holding Ltd., mengkonversi seluruh sisa MTN Tranche B senilai US$ 23.065.500 ke dalam Rupiah dengan kurs konversi sesuai kurs uang kertas BI tanggal 14 Mei 2009, yaitu Rp 10.942/US$.

Based on restructuring of medium term note agreement dated August 11, 2009, Far East Holding., convert the remaining balance of MTN Tranche B amounted to US$ 23,065,500 into Rupiah using BI notes rate as of May 14, 2009 as convertion rate, which is Rp 10,942/US$.

Pada tahun 2010, Entitas melakukan pelunasan pembayaran untuk Tranche A sebesar US$ 2.607.750.

In 2010, the Entity had fully paid for Tranche A amounting to US$ 2,607,750.

Pada tahun 2010, sehubungan dengan penerapan PSAK No. 55 (revisi 2006) pada tanggal 1 Januari 2010, MTN Tranche B sebesar Rp 243.382.701 diakui sebagai "Uang Muka Pemesanan Saham" (lihat Catatan 24).

In 2010, according to adoption of PSAK No. 55 (revised 2006) dated January 1, 2010, MTN tranche B amounting to Rp 243,382,701 recognized as "Advance for Subscription of Shares" (see Note 24).

16. UTANG OBLIGASI

Pada tanggal 11 Juni 1997, Entitas menerbitkan obligasi PT Suryamas Dutamakmur I tahun 1997 sebesar Rp 300.000.000 dengan wali amanat PT Bank Niaga Tbk yang jatuh tempo seluruhnya pada tanggal 11 Juni 2002. Obligasi ini tidak dijamin dengan aset tertentu milik Entitas dan dibagi dalam dua seri. Obligasi Seri A mempunyai tingkat bunga tetap sebesar 16,125% per tahun dan obligasi Seri B mempunyai tingkat bunga tetap sebesar 15,75% per tahun untuk dua tahun pertama dan tingkat bunga mengambang 2,25% di atas tingkat bunga rata-rata deposito Rupiah berjangka enam bulan dari tiga bank pemerintah dan tiga bank swasta nasional untuk tiga tahun berikutnya. Bunga dibayarkan setiap tiga bulan.

Sehubungan dengan restrukturisasi pinjaman, sejak bulan Oktober 1998 Entitas menghentikan pembayaran bunga obligasi dan sejak tahun 1999, Entitas tidak membentuk penyisihan dana pelunasan obligasi. Pada tanggal jatuh tempo obligasi, 11 Juni 2002, Entitas mengalami gagal bayar dan tidak dapat memenuhi ketentuan tertentu yang telah ditetapkan dalam perjanjian. Bunga dan denda yang belum dibayar sampai dengan tanggal 31 Desember 2004 adalah sebesar Rp 209.613.467.

Entitas sudah menandatangani perjanjian restrukturisasi utang pada tahun 2005 yang kemudian diubah dengan perjanjian restrukturisasi utang pada tahun 2006.

Perubahan tersebut telah mendapatkan persetujuan pemegang saham melalui Rapat Umum Pemegang Saham Luar Biasa tanggal 17 Oktober 2006, yang dituangkan dalam Akta Notaris No. 48, dari F.X. Budi Santoso Isbandi, S.H., notaris di Jakarta.

Berdasarkan perjanjian tersebut jumlah keseluruhan utang pokok, bunga dan denda utang obligasi sebesar Rp 384.586.949 direstrukturisasi dengan skema sebagai berikut:

- Obligasi Seri A sejumlah Rp 26.025.000 adalah obligasi tanpa jaminan dengan jangka waktu selama 10 tahun dengan tenggang waktu pembayaran pokok selama dua tahun. Tingkat bunga adalah 6% per tahun untuk dua tahun pertama, 8% per tahun untuk tahun ketiga, 8,5% per tahun untuk tahun keempat dan kelima, dan 9% per tahun untuk tahun-tahun setelah tahun kelima. Rata-rata tingkat bunga selama 10 tahun adalah 8,2% per tahun. Pokok dan bunga utang tersebut dibayar setiap enam bulan.

- Pembayaran tunai sebagian dari pokok obligasi sebesar Rp 2.602.500 pada saat tanggal efektif perjanjian restrukturisasi obligasi.

- Obligasi Seri B sebesar Rp 345.223.619, merupakan sisa seluruh utang setelah dikurangi Obligasi Seri A dan Pembayaran Tunai dengan jangka waktu selama 10 tahun, tingkat bunga 0,50% per tahun dan bunga dibayar setiap enam bulan. Para pemegang obligasi mempunyai opsi untuk mengkonversi utang tersebut dengan saham Entitas

16. BONDS PAYABLE

On June 11, 1997, the Entity issued PT Suryamas Dutamakmur I year 1997 bonds with PT Bank Niaga Tbk as trustee amounting to Rp 300,000,000. The entire bonds were due on June 11, 2002. These bonds were unsecured and consisted of two series. Series A bonds had a fixed interest rate of 16.125% per annum while Series B bonds had a fixed interest rate of 15.75% per annum for the first two years and floating interest rate at 2.25% above the average sixmonth Rupiah time deposits rate from three state banks and three private banks for the succeeding years. Interest was payable quarterly.

In relation to the debt restructuring plan, since October 1998, the Entity had deferred the payments of interest due on bonds payable and since 1999, the Entity had not established a sinking fund for the payment of the bonds. On June 11, 2002, the due date of the bonds, the Entity had defaulted and failed to fulfill certain covenants stated in the agreement. The overdue interest and penalty as of December 31, 2004 amounted to Rp 209,613,467.

The Entity had signed the Debt Restructuring Agreement in 2005 which had been subsequently amended by Debt Restructuring Agreement in 2006.

The amendement was approved by the stockholders through Extraordinary General Meeting on Stockholders dated October 17, 2006 as stated at Notarial Deed No. 48, of F.X. Budi Santoso Isbandi, S.H., notary in Jakarta.

Based on the agreements, the total amount of principal, interest and penalty amounted to Rp 384,586,949 were restructured with the following scheme:

- *The A series bonds amounting to Rp 26,025,000 are unsecured and has a term of 10 years with two years grace period. The interest rate is 6% per annum for the first two years, 8% per annum for the third year, 8.5% per annum for the fourth and fifth years and 9% per annum for the subsequent years. The average interest rate is 8.2% per annum for ten years. The principal amount and the interest are payable semi-annually.*

- *A portion of the principal amount of bonds payable amounting to Rp 2,602,500 should be paid in cash on the effective date of the bond restructuring agreement.*

- *The B series bond amounted to Rp 345,223,619 represent the remaining balance of the loan after deducting A Series bonds and cash payment, with a term of 10 years, an interest of 0.50% per annum and payable semi-annually. The bond holder has an option to convert the loan into the Entity's shares after the*

dengan nilai nominal Rp 500 per saham setelah tahun pertama tanggal efektif perjanjian restrukturisasi dengan memberitahukan secara tertulis kepada Entitas minimal 90 hari kalender sebelum tanggal konversi. Konversi dilakukan dengan menggunakan (i) harga konversi saham sesuai dengan peraturan BAPEPAM, Bursa Efek dan lainnya yang berlaku saat itu; (ii) bila tidak diatur dalam peraturan-peraturan pada point (i) tersebut maka akan menggunakan harga rata-rata 25 hari bursa harga penutupan pasar regular sebelum tanggal konversi. Harga konversi saham yang dihitung dengan cara baik (i) atau (ii) minimal harus Rp 500 per saham. Apabila harga konversi saham yang dihitung dengan (i) atau (ii) lebih dari Rp 500 per saham maka harga konversi per saham adalah rata-rata dari Rp 500 ditambah dengan harga konversi saham yang dihitung dengan cara (i) atau (ii) tersebut.

- Utang pokok tersebut akan dibayar apabila Entitas mempunyai arus kas bebas yang lebih dari apa yang telah diproyeksikan. Kelebihan arus dana bebas dialokasikan untuk utang Obligasi Seri B dan Utang Medium Term Note Tranche B masing-masing 50%. Apabila pada akhir tahun ke 10, masih ada sisa utang maka sisa utang tersebut wajib dikonversi dengan saham Entitas dengan nilai nominal Rp 500 per saham. Saham hasil konversi baru bisa diperdagangkan/dialihkan dalam bentuk apapun juga kepada pihak ketiga satu tahun setelah tanggal konversi.

Pada 14 Mei 2008 utang obligasi Seri B sebesar Rp 341.207.608 dikonversi menjadi 682.415.216 saham Entitas.

Berdasarkan surat konfirmasi dari Asia Capital Holding Limited (ACHL) tanggal 30 April 2009, seluruh sisa Obligasi Seri A sebesar Rp 25.210.500 dijual kepada Far East Holding Ltd (FEHL).

Pada tanggal 29 Maret 2010, Entitas menandatangani addendum perjanjian dengan FEHL mengenai jatuh tempo obligasi Seri A menjadi 14 Mei 2012. Berdasarkan surat konfirmasi dari FEHL tanggal 28 April 2011, obligasi Seri A akan jatuh tempo pada tanggal 14 Nopember 2011. Pada tanggal 14 Nopember 2011, Entitas telah melunasi seluruh utang obligasi ke FEHL.

Pada tahun 2010, sehubungan dengan penerapan PSAK No. 55 (revisi 2006) pada tanggal 1 Januari 2010, obligasi seri B sebesar Rp 3.979.097 diakui sebagai "Uang Muka Pemesanan Saham (lihat Catatan 24).

first year of the effective date of the restructuring agreement at Rp 500 par value per share, with written notice to the Entity at a minimum of 90 days before the conversion date. The conversion can be exercised with (i) the share's conversion price in accordance with BAPEPAM regulation, Stock Exchange and other regulations prevailing on the date of conversion; (ii) if it is not regulated on point (i) the price used is the average regular market closing price during the 25 exchange days before the conversion date. The minimum conversion price is Rp 500 at par value per share whether it is calculated with point (i) or (ii). If the price is more than Rp 500 at par value per share whether it is calculated by point (i) or (ii), then the share's conversion price is the average of Rp 500 added by the share's conversion price calculated using point (i) or (ii).

- *The principal amount of such loan will be paid when the Entity has cash flow exceeding the projected cash flow. The excess will be allocated 50% for the payment of the Entity's B series bonds and 50% for the payment of MTN loan Tranche B. If at the end of the tenth year, the loan remains payable, the remaining amount should be converted into the Entity's shares at Rp 500 par value per share. The shares resulting from conversion can be traded/transferred in any form to third parties one year after the conversion date.*

On May 14, 2008 bonds payable B Series amounting to Rp 341,207,608 was converted into 682,415,216 shares of the Entity.

Based on confirmation letter from Asia Capital Holding Limited (ACHL) dated April 30, 2009, the remaning Bond Tranche A amounted to Rp 25,210,500 was sold to Far East Holding Ltd (FEHL).

On March 29, 2010, the Entity signed amendment agreement with FEHL about due date of bonds payable Tranche A become May 14, 2012. Based on confirmation letter from FEHL dated April 28, 2011, bonds payable Tranche A will due at November 14, 2011. As of November 14, 2011, the Entity has fully paid the bonds payable to FEHL.

In 2010, accourding to adoption of PSAK No. 55 (revised 2006) dated January 1, 2010, the B series bonds amounting to Rp 3,979,097 recognized as "Advance for Subscription of Shares" (see Note 24).

17. UTANG OBLIGASI KONVERSI

Berdasarkan Perjanjian Penerbitan Obligasi Konversi DRP pada tanggal 21 April 2008, Panama (pemegang saham DRP) menyetujui untuk mengganti piutangnya kepada DRP, Entitas Anak sebesar Rp 100.000.000 dengan obligasi konversi disertai opsi jual (hak pemegang obligasi untuk meminta DRP membeli kembali utang obligasinya). Obligasi konversi tersebut berjangka waktu 5 tahun dengan tingkat pengembalian 1% per tahun. Opsi jual dan opsi konversi dapat dilakukan hingga 31 Desember 2012. Berdasarkan amandemen perjanjian utang obligasi konversi tanggal 22 Maret 2013, DRP telah memperoleh persetujuan perpanjangan atas utang obligasi

17. CONVERTIBLE BONDS PAYABLE

Based on DRP Convertible Bonds Payable Issuance Agreement dated April 21, 2008, Panama (stockholders of DRP) approved to replace its receivable from DRP, Subsidiary, amounted to Rp 100,000,000 with convertible bonds with put option (bond holder has option to require DRP to buy back its convertible bond). The convertible bonds have a term of 5 years with rate of return of 1% per annum. Put option and conversion option can be exercised until December 31, 2012 . Based on amendment agreement of convertible bonds payable dated March 22, 2013, DRP has obtained the approval

konversi dari pemegang obligasi, dimana jatuh tempo utang obligasi diperpanjang sampai dengan tanggal 31 Desember 2017 (lihat Catatan 44).

for the extension of convertible bonds payable from bonds holder, where the convertible bonds payable maturity extended to until December 31, 2017 (see Note 44).

Pada akhir tahun kesepuluh, DRP memiliki opsi untuk menegosiasi ulang dengan Panama atas sisa saldo obligasi yang belum dikonversi menjadi saham.

At the end of the tenth year, DRP has an option to renegotiate with Panama for any remaining balance of bonds not yet converted into shares.

Sehubungan dengan penerapan PSAK No. 50 (revisi 2006) dan PSAK No. 55 (revisi 2006), pada tanggal 1 Januari 2010, obligasi konversi telah diukur pada nilai wajarnya dan dipisahkan antara nilai wajar utang tanpa fitur derivatif melekat dan nilai wajar derivatif melekat. Derivatif melekat terdiri atas opsi konversi (hak pemegang obligasi untuk mengkonversi obligasi konversi menjadi saham) dan opsi jual (hak pemegang obligasi untuk meminta DRP membeli kembali utang obligasi).

In accordance with adoption of PSAK No. 50 (revised 2006) and PSAK No. 55 (revised 2006), on January 1, 2010, convertible bonds was measured on its fair value and have been split between the fair value of convertible bonds without embedded derivative and fair value of embedded derivative. Embedded derivative consists of conversion option (bond holder has option to convert convertible bonds to stock) and put option (bond holder has option to require DRP to buy back convertible bonds).

Mutasi tahun berjalan utang obligasi tanpa fitur derivatif melekat:

Mutation of convertible bonds without embedded derivative on current year:

	Jumlah/*Total*	
Saldo awal 1 Januari 2011	91.445.861	*Beginning balance January 1, 2011*
Beban bunga	555.507	*Interest charges*
Amortisasi diskonto	1.625.491	*Unwinding discount*
Saldo 30 April 2011	93.626.859	*Balance as of April 30, 2011*
Beban bunga	1.111.013	*Interest charges*
Amortisasi diskonto	3.250.982	*Unwinding discount*
Saldo 31 Desember 2011	97.988.854	*Balance as of December 31, 2011*
Keuntungan atas perubahan nilai wajar	(35.896.721)	*Gain on change fair value*
Beban bunga	1.227.402	*Interest charges*
Amortisasi diskonto	4.981.810	*Unwinding discount*
Saldo 31 Desember 2012	68.301.345	*Balance as of December 31, 2012*

18. LIABILITAS DERIVATIF / *18. DERIVATIVE LIABILITIES*

Akun ini merupakan nilai wajar dari opsi jual utang obligasi konversi, sebagai berikut:

This account represents fair value of put option of convertible bonds, as follows:

	Jumlah/*Total*	
Saldo awal 1 Januari 2011	8.829.182	*Beginning balance January 1, 2011*
Keuntungan atas perubahan nilai wajar liabilitas derivatif	(3.891.013)	*Gain on fair value change of derivative liabilities*
Saldo 30 April 2011	4.938.169	*Balance as of April 30, 2011*
Keuntungan atas perubahan nilai wajar liabilitas derivatif	(737.034)	*Gain on fair value change of derivative liabilities*
Saldo 31 Desember 2011	4.201.135	*Balance as of December 31, 2011*
Keuntungan atas perubahan nilai wajar liabilitas derivatif	(525.273)	*Gain on fair value change of derivative liabilities*
Saldo 31 Desember 2012	3.675.862	*Balance as of December 31, 2012*

19. UTANG SEWA PEMBIAYAAN / *19. OBLIGATION UNDER FINANCE LEASES*

Pembayaran minimum sewa pembiayaan berdasarkan perjanjian sewa adalah sebagai berikut:

The future minimum finance lease payments based on lease agreements are as follows:

	31 Desember 2012/ *December 31, 2012*	31 Desember 2011/ *December 31, 2011*	30 April 2011/ *April 30, 2011*	
Jumlah pembayaran minimum sewa	-	-	44.474	*Total minimum lease payments*
Bunga	-	-	9.661	*Interest*
Nilai kini pembayaran minimum sewa	-	-	34.813	*Present value of minimum lease payments*

Seluruh transaksi dilakukan dengan PT BCA Finance.

All lease transactions are made with PT BCA Finance.

Jangka waktu sewa adalah 3 tahun dengan tingkat bunga efektif 17,72% per tahun. Semua utang didenominasi dalam Rupiah yang dibayar setiap bulan dalam suatu jumlah yang tetap. Utang ini dijamin dengan aset sewa pembiayaan yang terkait (lihat Catatan 10). Pada tahun 2011, utang sewa pembiayaan telah dilunasi.

The leases have term of 3 years with effective interest rate per annum at 17.72%. All the lease liabilities are denominated in Rupiah, payable every month at fixed amounts. The lease liabilities are secured by the related leased assets (see Note 10). In 2011, obligation under finance lease has fully paid.

20. UTANG LEMBAGA KEUANGAN / *20. FINANCIAL INSTITUTION LOANS*

Pembayaran utang minimum masa datang berdasarkan perjanjian utang adalah sebagai berikut:

Minimum loans payments based on future loans agreements are as follows:

	31 Desember 2012/ *December 31, 2012*	31 Desember 2011/ *December 31, 2011*	30 April 2011/ *April 30, 2011*	
Jatuh tempo dalam satu tahun	953.185	844.096	67.148	*Matured in one year*
Jatuh tempo dalam dua tahun	505.159	880.633	86.544	*Matured in two years*
Jatuh tempo lebih dari dua tahun	-	488.001	57.639	*Matured more than two years*
Pembayaran utang minimum masa datang	1.458.343	2.212.730	211.331	*Minimum future loan payment*
Dikurangi: bunga	204.698	140.040	34.721	*Less: interest*
Jumlah Nilai Tunai	1.253.645	2.072.690	176.610	*Total Cash Value*

Pada tahun 2011, Entitas memperoleh fasilitas kredit kepemilikan kendaraan dari PT BCA Finance dan PT DIPO Star Finance masing-masing sebesar Rp 1.564.000 dan Rp 222.000. Jangka waktu utang adalah 3 tahun dan 1 tahun dengan tingkat bunga efektif masing-masing 10,06% dan 0% per tahun. Utang ini dijamin dengan aset sewa pembiayaan yang terkait (lihat Catatan 10).

In 2011, the Entity obtained loan facility to acquisitions vehicles from PT BCA Finance and PT DIPO Star Finance amounting to Rp 1,564,000 and Rp 222,000, respectively. The loans have term of each 3 years and 1 year with effective interest rate of each are 10.06% and 0% per annum. The lease liabilities are secured by the related leased assets (see Note 10).

Pada tahun 2011, DRP, Entitas Anak, memperoleh fasilitas kredit kepemilikan kendaraan dari PT Adira Dinamika Multi Finance Tbk dan PT BCA Finance masing-masing sebesar Rp 109.627 dan Rp 693.760 Jangka waktu utang adalah 3 tahun dengan tingkat bunga efektif masing-masing adalah 12,02% dan 11,74% per tahun. Utang ini dijamin dengan aset sewa pembiayaan yang terkait (lihat Catatan 10).

In 2011, DRP, a Subsidiary, obtained loan facility to acquisitions vehicles from PT Adira Dinamika Multi Finance Tbk and PT BCA Finance amounting to Rp 109,627and Rp 693,760, repectively. The loans have term of 3 years with effective interest rate of each are 12.02% and 11.74% per annum. The lease liabilities are secured by the related leased assets (see Note 10).

21. JAMINAN KEANGGOTAAN GOLF

Akun ini merupakan uang jaminan keanggotaan golf - *refundable deposit* yang akan dikembalikan kepada anggota setelah 30 tahun.

Pada awal tahun 2010, sehubungan dengan penerapan PSAK No. 55 (revisi 2006), Entitas menghitung biaya perolehan diamortisasi atas jaminan keanggotan golf dan selisih atas nilai tercatat dan biaya perolehan diamortisasi diakui sebagai pendapatan bunga yang ditangguhkan yang diamortisasi dengan metode suku bunga efektif.

21. GOLF MEMBERSHIP DEPOSITS

This account represents refundable deposits for golf memberships which will be returned to the members after 30 years.

In beginning of 2010, according with adoption of PSAK No. 55 (revised 2006), Entity recalculate amortized cost of golf membership deposits and difference of the carrying amount and amortized cost recorded as deferred interest income and will be amortized using effective interest rate.

22. MODAL SAHAM

Rincian pemegang saham dan jumlah kepemilikannya pada tanggal 31 Desember 2012 dan 2011 seperti yang tercatat oleh Biro Administrasi Efek, adalah sebagai berikut:

22. CAPITAL STOCK

The details of the Entity's stockholders and respective stockholdings as of December 31, 2012 and 2011 as recorded by Securities Administration Bureau, include the followings:

Pemegang Saham/*Stockholders*	Saham Ditempatkan dan Disetor Penuh/ *Number of Share Issued and Fully Paid* (Lembar/*Share*)	Persentase Kepemilikan/ *Percentage of Ownership (%)*	Jumlah/ *Amount*
Asia Capital Holding Limited (Seychelles) (ACHL)	2.951.642.239	73,67%	938.622.232
PT Suryapembangunan Utama	537.790.490	13,42%	171.017.376
Lain-lain (masing-masing di bawah 5%)/*Others (below 5% each)*	517.351.102	12,91%	164.517.650
Jumlah/*Total*	4.006.783.831	100,00%	1.274.157.258

Berdasarkan notulen Rapat Umum Pemegang Saham tanggal 27 Oktober 2011, yang telah diaktakan dengan Akta Notaris Fransiscus Xaverius Budi Santoso Isbandi, S.H., No. 90, tanggal 27 Oktober 2011, Notaris di Jakarta, pemegang saham Entitas telah menyetujui pelaksanaan kuasi reorganisasi Entitas dan Entitas Anak. Berkaitan dengan pelaksanaan kuasi reorganisasi tersebut, para pemegang saham Entitas menyetujui perubahan Anggaran Dasar sebagai berikut:

- Penurunan nilai nominal saham Entitas dari sebesar Rp 500 (Rupiah penuh) untuk 1 saham menjadi sebesar Rp 318 (Rupiah penuh) untuk 1 saham.
- Penurunan modal dasar dari Rp 2.350.000.000 menjadi Rp 1.494.600.000. Penurunan modal dasar tidak mengubah jumlah lembar saham modal dasar yaitu sebanyak 4.700.000.000. Penurunan terjadi karena penurunan nilai nominal saham.
- Penurunan modal ditempatkan dan disetor penuh Entitas dari Rp 2.003.391.915 menjadi Rp 1.274.157.258. Penurunan tersebut terjadi karena modal ditempatkan dan disetor sebesar Rp 729.234.657 telah digunakan untuk mengeliminasi defisit dalam rangka kuasi reorganisasi (lihat Catatan 4). Penurunan ini tidak mempengaruhi jumlah lembar saham yaitu tetap sebanyak 4.006.783.831.

Akta tersebut telah disahkan dengan Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia dalam Surat Keputusan No. AHU-64305.A.H.01.02.Tahun 2011, tanggal 28 Desember 2011 (lihat Catatan 1).

Based on the General Meeting of Stockholders of the Entity on October 27, 2011, which was covered by Notarial Deed of Fransiscus Xaverius Budi Santoso Isbandi, S.H., No. 90, dated October 27, 2011, Notary in Jakarta, the stockholders of the Entity agreed the execution of quasi-reorganization of the Entity and Subsidiaries. In connection to quasi-reorganization the stockholders of the Entity agreed the amendment of the Entity's Articles of Association include:

- *Decrease in par value of the Entity's stock from Rp 500 (full amount) per share to Rp 318 (full amount) per share.*
- *Decrease in authorized capital from Rp 2,350,000,000 to Rp 1,494,600,000. Decrease in the authorized capital not change the number of authorized shares, which is fixed as 4,700,000,000 shares. The decrease occurred because the decline in par value of shares.*
- *Decrease in issued and fully paid capital stock of the Entity from Rp 2,003,391,915 to Rp 1,274,157,258. The decline occurred because the issued and fully paid capital as of Rp 729,234,657 has been used to eliminate the deficit within the framework of quasi-reorganization (see Note 4). This decrease does not affect the number of issued and fully paid capital stock that remains as 4,006,783,831 shares.*

Amendment of the Deed was approved by Decree of the Minister of Law and Human Rights of the Republic of Indonesia in its Decision Letter No. AHU-64305.A.H.01.02.Tahun 2011, dated December 28, 2011 (see Note 1).

Rincian pemegang saham dan jumlah kepemilikannya pada tanggal 30 April 2011 (setelah kuasi reorganisasi) sebagai berikut:

The details of the Entity's stockholders and respective stockholdings as of April 30, 2011 (after quasi-reorganization) are as follows:

Pemegang Saham/*Stockholders*	Saham Ditempatkan dan Disetor Penuh/ *Number of Share Issued and Fully Paid* (Lembar/*Share*)	Persentase Kepemilikan/ *Percentage of Ownership (%)*	Jumlah/ *Amount*
Asia Capital Holding Limited (Seychelles) (ACHL)	2.951.642.239	73,67%	938.622.232
PT Suryapembangunan Utama	537.790.490	13,42%	171.017.376
Lain-lain (masing-masing di bawah 5%)/*Others (below 5% each)*	517.351.102	12,91%	164.517.650
Jumlah/*Total*	4.006.783.831	100,00%	1.274.157.258

23. TAMBAHAN MODAL DISETOR / *ADDITIONAL PAID-IN CAPITAL*

Pada tanggal 30 April 2011, Entitas telah melaksanakan kuasi untuk mengeliminasi saldo defisit. Pada saat pelaksanaan kuasi, saldo akun ini adalah sebesar Rp 28.974.122. Entitas telah menggunakan nilai akun ini sebesar Rp 26.725.833 (lihat Catatan 4), untuk mengeliminasi saldo defisit, sehingga saldo akun ini pada tanggal 31 Desember 2011 adalah sebesar Rp 2.248.289.

As of April 30, 2011, the Entity execute quasi to eliminate deficits. As of implementation of quasi, this account amounted to Rp 28,974,122. The Entity used value of this account amounted to Rp 26,725,833 (see Note 4), to eliminate deficits, therefore, as of December 31, 2011, balance of this account as amounting to Rp 2,248,289.

Pada tanggal 30 April 2011 (sebelum kuasi reorganisasi) akun ini terdiri dari:

As of April 30, 2011 (before quasi-reorganization) this account are consists of:

	30 April 2011/*April 30, 2011*			
	Agio Saham/ *Paid-in Capital*	Biaya Emisi/ *Share Issuance Cost*	Jumlah/ *Total*	
Pengeluaran 80.000.000 saham melalui penawaran umum kepada masyarakat tahun 1995	28.000.000	(5.475.795)	22.524.205	*Issuance of 80,000,000 shares through public offering in 1995*
Konversi obligasi konversi menjadi 78.566.667 saham tahun 1996	7.856.667	-	7.856.667	*Conversion of convertible bonds into 78,566,667 shares in 1996*
Pengeluaran 451.925.000 saham melalui penawaran umum terbatas tahun 1997	-	(1.406.750)	(1.406.750)	*Issuance of 451,925,000 shares through limited public offering in 1997*
Jumlah	35.856.667	(6.882.545)	28.974.122	*Total*

24. UANG MUKA PEMESANAN SAHAM / *ADVANCE FOR SUBSCRIPTION OF SHARES*

Sehubungan penerapan PSAK 55 (revisi 2006) pada tanggal 1 Januari 2010, maka pengakuan instrumen keuangan atas utang *medium term note* Tranche B sebesar Rp 243.382.701 (lihat Catatan 15) dan obligasi seri B sebesar Rp 3.979.097 (lihat Catatan 16) diakui sebagai uang muka pemesanan saham yang diklasifikasikan dalam ekuitas.

In accordance with adoption of PSAK 55 (revised 2006) as of January 1, 2010, recognition of financial liabilities of medium term notes payable Tranche B amounting to Rp 243,382,701 (see Note 15) and B series bonds amounting to Rp 3,979,097 (see Note 16) as advance for subscription of shares that classified as equity.

25. SELISIH TRANSAKSI PERUBAHAN EKUITAS ENTITAS ANAK / *DIFFERENCE IN EQUITY TRANSACTIONS OF SUBSIDIARY*

Transaksi perubahan ekuitas Entitas Anak disebabkan oleh penerbitan saham baru Entitas Anak CNMP (DRP), yang diambil bagian oleh CNMP, Samsung Corporation dan Sojitz Corporation sehingga komposisi pemilikan setelah peningkatan modal disetor menjadi 60% CNMP, 20%

The change of equity in Subsidiary originated from issuance of additional shares of Subsidiary of CNMP (DRP), which were subscribed and paid up by CNMP, Samsung Corporation and Sojitz Corporation. The ownership interest after the increase in paid-up capital

Samsung Corporation dan 20% Sojitz Corporation. Dengan transaksi peningkatan modal ini yang sebagian besar diambil oleh investor baru, kepemilikan CNMP atas Entitas Anak turun dari 100% menjadi 60%.

was 60% for CNMP, 20% for Samsung Corporation and 20% for Sojitz Corporation. The increase in capital which mostly paid-up by the new investor resulted in decrease of CNMP's ownership in the Subsidiary from 100% to 60%.

Pada tahun 2007, CNMP menjual sebesar 10% kepemilikannya kepada PT Intan Buana Mandiri sehingga komposisi kepemilikannya di DRP turun menjadi 50%. Sehubungan dengan transaksi penjualan saham tersebut CNMP melakukan alokasi Selisih Transaksi Perubahan Ekuitas Entitas Anak secara proporsional.

In 2007, CNMP sold 10% of its ownership in DRP to PT Intan Buana Mandiri which resulted in decrease in its ownership into 50%. In relation to the transfer of ownership, CNMP allocated Difference in Equity transactions of Subsidiary proportionally.

Dalam rangka pelaksanaan kuasi tanggal 30 April 2011, akun ini telah dieliminasi dengan saldo defisit.

In connection to implementation on quasi as April 30, 2011, this account has been eliminated with deficits balance.

26. KEPENTINGAN NONPENGENDALI / *26. NON-CONTROLLING INTEREST*

	31 Desember 2012/ *December 31, 2012*	31 Desember 2011/ *December 31, 2011*	30 April 2011/ *April 30, 2011*	
a. Kepentingan nonpengendali atas aset bersih Entitas Anak				*a. Non-controlling interests in net assets of Subsidiaries*
PT Dwigunatama Rintisprima	538.744.944	504.912.598	500.568.524	*PT Dwigunatama Rintisprima*
PT Tajur Surya Abadi	17.783.676	6.665.791	-	*PT Tajur Surya Abadi*
PT Golden Integrity Sejati	514.765	494.158	496.189	*PT Golden Integrity Sejati*
Jumlah	557.043.385	512.072.547	501.064.713	*Total*
b. Kepentingan nonpengendali atas rugi (laba) bersih Entitas Anak				*b. Non-controlling interests in net loss (income) of Subsidiaries*
PT Dwigunatama Rintisprima	(34.290.836)	(6.302.831)	(1.743.276)	*PT Dwigunatama Rintisprima*
PT Tajur Surya Abadi	432.115	(65.791)	-	*PT Tajur Surya Abadi*
PT Golden Integrity Sejati	(45.035)	(49.553)	(51.584)	*PT Golden Integrity Sejati*
Jumlah	(33.903.756)	(6.418.175)	(1.794.860)	*Total*

27. PENJUALAN BERSIH DAN PENDAPATAN USAHA / *27. NET SALES AND OPERATING REVENUES*

Akun ini terdiri dari: / *This account consists of:*

	31 Desember 2012/ *December 31, 2012* (Satu Tahun/ *A Year*)	Untuk Tujuan Perbandingan/ *For Comparison Purposes* (Satu Tahun/ *A Year*)	31 Desember 2011/ *December 31, 2011* (Delapan Bulan/ *Eight Months*)	30 April 2011/ *April 30, 2011* (Empat Bulan/ *Four Months*)	
Penjualan tanah dan rumah tinggal	215.855.986	220.118.846	171.271.071	48.847.775	*Sale of land and houses*
Pendapatan operasi golf, *country club* dan estat manajemen	38.952.959	36.149.761	24.252.335	11.897.426	*Golf course, country club and estate management revenues*
Pendapatan keanggotaan golf	10.603.142	11.895.888	7.060.549	4.835.339	*Golf membership fees*
Pendapatan sekolah	1.304.109	1.177.102	800.041	377.061	*Educational revenues*
Pendapatan tiket dan sewa ruang	1.096.951	445.296	445.296	-	*Ticket and space rental revenue*
Jumlah	267.813.147	269.786.893	203.829.292	65.957.601	*Total*

The original consolidated financial statements included herein are in the Indonesian language.

28. BEBAN POKOK PENJUALAN DAN BEBAN LANGSUNG USAHA / *28. COST OF SALES AND DIRECT COSTS*

Akun ini terdiri dari: / *This account consists of:*

	31 Desember 2012/ *December 31, 2012* (Satu Tahun/ *A Year*)	Untuk Tujuan Perbandingan/ *For Comparison Purposes* (Satu Tahun/ *A Year*)	31 Desember 2011/ *December 31, 2011* (Delapan Bulan/ *Eight Months*)	30 April 2011/ *April 30, 2011* (Empat Bulan/ *Four Months*)	
Beban pokok tanah dan rumah tinggal	140.036.231	129.039.767	100.032.977	29.006.790	*Cost of sales of land and houses*
Beban operasi golf, *country club* dan estat manajemen	32.820.932	31.656.192	21.927.212	9.728.980	*Direct costs of golf course, country club and estate management*
Beban tiket dan sewa ruang	1.510.595	633.293	633.293	-	*Ticket and space rental cost*
Beban sekolah	119.251	140.930	84.495	56.435	*Educational expenses*
Jumlah	174.487.009	161.470.182	122.677.977	38.792.205	*Total*

29. PENDAPATAN LAIN-LAIN / *29. OTHERS INCOME*

Akun ini terdiri dari: / *This account consists of:*

	31 Desember 2012/ *December 31, 2012* (Satu Tahun/ *A Year*)	Untuk Tujuan Perbandingan/ *For Comparison Purposes* (Satu Tahun/ *A Year*)	31 Desember 2011/ *December 31, 2011* (Delapan Bulan/ *Eight Months*)	30 April 2011/ *April 30, 2011* (Empat Bulan/ *Four Months*)	
Penghasilan bunga	9.587.914	7.425.384	4.531.336	2.894.048	*Interest income*
Laba (rugi) penjualan aset tetap (lihat Catatan 10)	426.352	111.954	114.277	(2.323)	*Gain (loss) on disposal of property and equipment (see Note 10)*
Lain-lain	3.474.520	3.209.093	2.466.744	742.349	*Others*
Jumlah	13.488.786	10.746.431	7.112.357	3.634.074	*Total*

30. BEBAN PENJUALAN / *30. SELLING EXPENSES*

Akun ini terdiri dari: / *This account consists of:*

	31 Desember 2012/ *December 31, 2012* (Satu Tahun/ *A Year*)	Untuk Tujuan Perbandingan/ *For Comparison Purposes* (Satu Tahun/ *A Year*)	31 Desember 2011/ *December 31, 2011* (Delapan Bulan/ *Eight Months*)	30 April 2011/ *April 30, 2011* (Empat Bulan/ *Four Months*)	
Iklan dan promosi	7.230.857	6.887.356	3.925.464	2.961.892	*Advertising and promotion*
Komisi	4.239.732	1.636.095	940.656	695.439	*Commission*
Lain-lain	4.449.671	2.801.974	2.558.571	243.403	*Others*
Jumlah	15.920.260	11.325.425	7.424.691	3.900.734	*Total*

The original consolidated financial statements included herein are in the Indonesian language.

31. BEBAN UMUM DAN ADMINISTRASI / *31. GENERAL AND ADMINISTRATIVE EXPENSES*

Akun ini terdiri dari: / *This accounts consists of:*

	31 Desember 2012/ *December 31, 2012* (Satu Tahun/ *A Year*)	Untuk Tujuan Perbandingan/ *For Comparison Purposes* (Satu Tahun/ *A Year*)	31 Desember 2011/ *December 31, 2011* (Delapan Bulan/ *Eight Months*)	30 April 2011/ *April 30, 2011* (Empat Bulan/ *Four Months*)	
Gaji, upah dan tunjangan	35.402.184	31.235.717	22.721.996	8.513.721	*Salaries, wages and benefits*
Penyusutan (lihat Catatan 10)	3.680.575	8.144.058	7.140.852	1.003.206	*Depreciation (see Note 10)*
Sewa	3.158.198	3.439.806	2.432.703	1.007.103	*Rental*
Imbalan kerja (lihat Catatan 35)	3.058.036	3.142.497	2.036.371	1.106.126	*Employee benefits (see Note 35)*
Listrik, air dan telepon	1.684.998	957.488	599.240	358.248	*Electricity, water and telephone*
Perjalanan dinas dan transportasi	1.408.724	1.320.274	615.093	705.181	*Transportation and travel*
Pemeliharaan, perbaikan dan keamanan	1.086.947	1.035.127	690.195	344.932	*Repairs, maintenance and security*
Jasa konsultan	1.013.476	2.146.359	1.176.143	970.216	*Consultancy fees*
Perjamuan dan sumbangan	907.773	948.516	722.966	225.550	*Entertainment and donation*
Perlengkapan kantor	635.449	412.658	195.661	216.997	*Office supplies*
Asuransi	347.507	398.918	307.750	91.168	*Insurance*
Perijinan	179.420	335.604	287.630	47.974	*Permits*
Beban penyisihan piutang ragu-ragu (lihat Catatan 6)	120.000	120.000	80.000	40.000	*Allowance for doubtful accounts (see Note 6)*
Pendidikan, latihan, seragam dan rekruitmen	62.249	142.578	42.989	99.589	*Education, training, uniform and recruitment*
Lain-lain	1.433.108	1.460.956	1.244.646	216.310	*Others*
Jumlah	54.178.644	55.240.556	40.294.235	14.946.321	*Total*

32. PENDAPATAN (BEBAN) PENDANAAN / *32. FINANCING INCOME (EXPENSES)*

Akun ini terdiri dari: / *This account consists of:*

	31 Desember 2012/ *December 31, 2012* (Satu Tahun/ *A Year*)	Untuk Tujuan Perbandingan/ *For Comparison Purposes* (Satu Tahun/ *A Year*)	31 Desember 2011/ *December 31, 2011* (Delapan Bulan/ *Eight Months*)	30 April 2011/ *April 30, 2011* (Empat Bulan/ *Four Months)*	
Penerapan PSAK No. 55 – bersih (lihat Catatan 17 dan 21)	31.914.006	(1.439.134)	(3.149.150)	1.710.016	*Adoption of PSAK No. 55 – net (see Notes 17 and 21)*
Bunga utang lembaga keuangan (lihat Catatan 20)	(141.410)	(23.829)	(18.229)	(5.600)	*Financial institutions loans interest (see Note 20)*
Bunga utang obligasi (lihat Catatan 16)	(1.227.403)	(1.249.789)	(523.873)	(725.916)	*Bonds payable interest (see Note 16)*
Bunga utang bank (lihat Catatan 14)	(9.494.637)	(3.157.875)	(3.023.114)	(134.761)	*Bank loans interest (see Note 14)*
Bunga utang sewa pembiayaan (lihat Catatan 19)	-	(48.417)	(42.896)	(5.521)	*Obligations under finance lease interest (see Note 19)*
Jumlah	21.050.556	(5.919.044)	(6.757.262)	838.218	*Total*

33. PAJAK PENGHASILAN / *33. INCOME TAX*

Beban pajak Entitas dan Entitas Anak terdiri dari: / *Tax expense of the Entity and Subsidiaries consists of:*

	31 Desember 2012/ *December 31, 2012* (Satu Tahun/ *A Year*)	Untuk Tujuan Perbandingan/ *For Comparison Purposes*	31 Desember 2011/ *December 31, 2011* (Delapan Bulan/ *Eight Months*)	30 April 2011/ *April 30, 2011* (Empat Bulan/ *Four Months*)	
Pajak kini					*Current tax*
Pajak final	(10.120.921)	(10.485.562)	(8.107.473)	(2.378.089)	*Final tax*
Pajak tidak final	(1.483.274)	(1.511.019)	(708.085)	(802.934)	*Non final tax*
Pajak tangguhan	361.117	320.445	93.780	226.665	*Deferred tax*
Jumlah	(11.243.078)	(11.676.136)	(8.721.778)	(2.954.358)	*Total*
Pajak kini					***Current tax***
Final					***Final***
Entitas					*The Entity*
Pendapatan kena pajak final	81.975.315	97.168.280	76.724.408	20.443.872	*Revenue subject to final tax*
Beban pajak – final	4.098.766	4.851.848	3.829.654	1.022.194	*Tax expense – final*
Pembayaran pajak final	6.621.898	6.149.035	5.000.773	1.148.262	*Payment of final tax*
Pajak final dibayar dimuka	2.523.132	1.297.187	1.171.119	126.068	*Prepaid final tax*
Saldo awal	3.042.183	1.744.996	1.871.064	1.744.996	*Beginning balance*
Saldo akhir pajak final dibayar di muka	5.565.315	3.042.183	3.042.183	1.871.064	*Ending balance of prepaid final tax*
Entitas Anak – PT Kharisma Buana Mandiri					*Subsidiary – PT Kharisma Buana Mandiri*
Pendapatan kena pajak final	44.545	37.682	37.682	-	*Revenue subject to final tax*
Beban pajak – final	4.454	3.768	3.768	-	*Tax expense – final*
Pembayaran pajak final	3.454	3.768	3.768	-	*Payment of final tax*
Saldo akhir utang pajak penghasilan final	(1.000)	-	-	-	*Ending balance of income tax final payable*
Entitas Anak – PT Dwikarya Langgengsukses					*Subsidiary – PT Dwikarya Langgengsukses*
Pendapatan kena pajak final	46.816.086	105.729.466	77.325.564	28.403.902	*Revenue subject to final tax*
Beban pajak – final	2.304.592	5.167.737	3.811.842	1.355.895	*Tax expense – final*
Pembayaran pajak final	1.734.819	3.331.700	1.831.981	1.499.719	*Payment of final tax*
Pajak final dibayar di muka	(569.773)	(1.836.037)	(1.979.861)	143.824	*Prepaid final tax*
Saldo awal	1.826.224	3.662.261	3.806.085	3.662.261	*Beginning balance*
Saldo akhir pajak final dibayar di muka	1.256.451	1.826.224	1.826.224	3.806.085	*Ending balance of prepaid final tax*
Entitas Anak – PT Dwigunatama Rintisprima					*Subsidiary – PT Dwigunatama Rintisprima*
Pendapatan kena pajak final	87.064.586	17.221.100	17.221.100	-	*Revenue subject to final tax*
Beban pajak – final	3.713.109	462.209	462.209	-	*Tax expense – final*
Pembayaran pajak final	7.526.623	3.011.117	2.786.290	224.827	*Payment of final tax*
Pajak final dibayar di muka	3.813.514	2.548.908	2.324.081	224.827	*Prepaid final tax*
Saldo awal	2.548.908	-	224.827	-	*Beginning balance*
Saldo akhir pajak final dibayar dimuka	6.362.422	2.548.908	2.548.908	224.827	*Ending balance prepaid final tax*

	31 Desember 2012/ *December 31, 2012* (Satu Tahun/ *A Year*)	Untuk Tujuan Perbandingan/ *For Comparison Purposes*	31 Desember 2011/ *December 31, 2011* (Delapan Bulan/ *Eight Months*)	30 April 2011/ *April 30, 2011* (Empat Bulan/ *Four Months)*	
Entitas Anak – PT Tajur Surya Abadi					*Subsidiary – PT Tajur Surya Abadi*
Pembayaran pajak final	352.663	-	-	-	*Payment of final tax*
Jumlah beban pajak final	10.120.921	10.485.562	8.107.473	2.378.089	*Total final tax expenses*

Tidak Final / ***Non Final***

Rekonsiliasi antara laba sebelum taksiran penghasilan (beban) pajak menurut laporan laba rugi komprehensif konsolidasi dengan laba kena pajak adalah sebagai berikut:

A reconciliation between income before provision for tax income (expenses) per consolidated statements of comprehensive income and taxable income are as follows:

	31 Desember 2012/ *December 31, 2012* (Satu Tahun/ *A Year*)	Untuk Tujuan Perbandingan/ *For Comparison Purposes*	31 Desember 2011/ *December 31, 2011* (Delapan Bulan/ *Eight Months*)	30 April 2011/ *April 30, 2011* (Empat Bulan/ *Four Months)*	
Laba sebelum taksiran penghasilan (beban) pajak menurut laporan laba rugi komprehensif konsolidasi	57.562.764	46.329.305	33.559.169	12.770.136	*Income before provision for tax income (expenses) per consolidated statement of comprehensive income*
Laba sebelum pajak Entitas Anak	(44.569.670)	(21.796.550)	(19.029.575)	(2.766.975)	*Income before tax of Subsidiaries*
Laba sebelum pajak Entitas	12.993.094	24.532.755	14.529.594	10.003.161	*Income before tax of the Entity*
Perbedaan temporer:					*Temporary differences:*
Perbedaan penyusutan komersial dan fiskal	1.684.736	189.386	136.169	53.217	*Difference in depreciation between commercial and fiscal*
Beban piutang ragu-ragu	2.604	120.000	80.000	40.000	*Allowance for doubtful accounts*
Jumlah	1.687.340	309.386	216.169	93.217	*Total*
Perbedaan yang tidak dapat diperhitungkan menurut fiskal:					*Non-deductible expenses (non-taxable income)*
Pajak penghasilan pasal 21	1.391.491	1.175.102	819.538	355.564	*Income tax article 21*
Beban pajak	177.241	95.669	95.669	-	*Tax expense*
Perbedaan penyusutan komersial dan fiskal	141.288	3.410.362	3.410.362	-	*Difference between commercial and fiscal depreciation*
Beban piutang ragu-ragu	117.396	-	-	-	*Allowance for doubtful accounts*
Beban pokok tanah dan rumah tinggal	93.966	72.791	72.791	-	*Cost of sales of land and houses*
Perjamuan dan sumbangan	77.561	29.343	4.369	24.974	*Entertainment and donation*
Pendapatan bunga atas penerapan PSAK No. 55	(473.822)	(475.812)	(316.922)	(158.890)	*Interest income related to adoption of PSAK No. 55*
Penghasilan jasa giro dan bunga deposito	(6.901.317)	(4.980.674)	(2.911.974)	(2.068.700)	*Interest income on current accounts and time deposits*
Laba atas penghasilan kena pajak final Entitas	(3.433.606)	(18.124.846)	(13.248.522)	(4.876.324)	*Income subject to final tax of the Entity*
Jumlah	(8.809.802)	(18.798.065)	(12.074.689)	(6.723.376)	*Total*
Laba kena pajak tahun berjalan	5.870.632	6.044.076	2.671.074	3.373.002	*Taxable income in the current year*

	31 Desember 2012/ *December 31, 2012* (Satu Tahun/ *A Year*)	Untuk Tujuan Perbandingan/ *For Comparison Purposes*	31 Desember 2011/ *December 31, 2011* (Delapan Bulan/ *Eight Months*)	30 April 2011/ *April 30, 2011* (Empat Bulan/ *Four Months)*	
Beban pajak kini					*Current tax expense*
Entitas					*Entity*
12,5% x Rp 322.529	-	-	(40.316)	40.316	*12.5%x Rp 322,529*
25% x Rp 5.870.632	1.467.658	-	-	-	*25%x Rp 5,870,632*
Rp 6.044.076	-	1.511.019	1.511.019	-	*Rp 6,044,076*
Rp 3.050.473	-	-	(762.618)	762.618	*Rp 3,050,473*
Entitas Anak	15.616	-	-	-	*Subsidiaries*
Jumlah beban pajak kini	1.483.274	1.511.019	708.085	802.934	*Total current tax expense*
Dikurangi pembayaran pajak penghasilan dibayar di muka:					*Less prepayment of income tax:*
Pasal 23	777	-	-	-	*Article 23*
Pasal 25	1.667.493	618.512	618.512	-	*Article 25*
Utang Pajak Kini (Taksiran Tagihan Pajak Penghasilan)					*Tax Payable (Estimated Claims For Tax Refunds)*
Entitas	(200.612)	892.507	89.573	802.934	*The Entity*
Entitas Anak	15.616	-	-	-	*Subsidiaries*

Pajak Tangguhan

Rincian dari aset pajak tangguhan Entitas dan Entitas Anak sebagai berikut:

Deferred Tax

The details of the Entity and Subsidiaries deferred tax assets are as follows:

	31 Desember 2010/ *December 31, 2010*	Dikreditkan ke laporan laba rugi/*Credited to income for the period* (Empat Bulan/ *Four Months)*	30 April 2011/ *April 30, 2011*	Dikreditkan ke laporan laba rugi/*Credited to income for the period* (Delapan Bulan/ *Eight Months)*	31 Desember 2011/ *December 31, 2011*	Dikreditkan ke laporan laba rugi/*Credited to income for the period* (Satu Tahun/ *A Year)*	31 Desember 2012/ *December 31, 2012*	
Aset (liabilitas) pajak tangguhan:								*Asset (liability) deferred tax:*
Penyusutan aset tetap	169.739	10.565	180.304	33.704	214.008	420.207	634.215	*Depreciation of property and equipment*
Beban piutang ragu-ragu	-	10.000	10.000	20.000	30.000	651	30.651	*Allowance for doubtful accounts*
Rugi fiskal	-	206.100	206.100	40.076	246.176	(59.741)	186.435	*Fiscal loss*
Aset pajak tangguhan – bersih	169.739	226.665	396.404	93.780	490.184	361.117	851.301	*Deferred tax assets - net*

Berdasarkan Peraturan Menteri Keuangan No.243/PMK.03/2008 tanggal 31 Desember 2008, tentang pajak penghasilan atas penghasilan dari pengalihan hak atas tanah dan/atau bangunan mulai tanggal 1 Januari 2009, pendapatan yang berhubungan dengan pengalihan hak atas tanah dan/atau bangunan dikenakan pajak final. Dengan demikian aset pajak tangguhan yang berhubungan dengan pendapatan yang dikenakan pajak final dibebankan ke laporan laba rugi komprehensif konsolidasi tahun berjalan.

Based on the Ministry of Finance Regulation No.243/PMK.03/2008 dated December 31, 2008, regarding income tax of income from transfer of right and/or building starting January 1, 2009, income directly attributable to transfer of right and/or building is subject to final income tax. Accordingly, deferred tax assets which are directly attributable to the final tax are charged to the current consolidated statement of comprehensive income.

Rekonsiliasi antara beban pajak dan hasil perkalian laba akuntansi sebelum pajak penghasilan dengan tarif pajak yang berlaku adalah sebagai berikut:

A reconciliation between the tax expenses and the amounts computed by applying the effective tax rate to income before tax follows:

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PT SURYAMAS DUTAMAKMUR Tbk
DAN ENTITAS ANAK
CATATAN ATAS LAPORAN KEUANGAN KONSOLIDASI
(Lanjutan)
(Disajikan dalam ribuan Rupiah, kecuali dinyatakan lain)

PT SURYAMAS DUTAMAKMUR Tbk
AND SUBSIDIARIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Continued)
(Expressed in thousands of Rupiah, unless otherwise stated)

	31 Desember 2012/ *December 31, 2012* (Satu Tahun/ *A Year*)	Untuk Tujuan Perbandingan/ *For Comparison Purposes*	31 Desember 2011/ *December 31, 2011* (Delapan Bulan/ *Eight Months*)	30 April 2011/ *April 30, 2011* (Empat Bulan/ *Four Months*)	
Laba sebelum taksiran penghasilan (beban) pajak menurut laporan laba rugi komprehensif konsolidasi	57.562.764	46.329.305	33.559.169	12.770.136	*Income before provision for tax income (expenses) per consolidated statement of comprehensive income*
Laba sebelum pajak Entitas Anak	(44.569.670)	(21.796.550)	(19.029.575)	(2.766.975)	*Income before tax of Subsidiaries*
Laba sebelum pajak Entitas	12.993.094	24.532.755	14.529.594	10.003.161	*Income before tax of the Entity*
Pajak dengan tarif yang berlaku					*Tax benefit at effective tax rate*
12,5% x Rp 322.529	-	-	40.316	(40.316)	*12.5% x Rp 322,529*
25% x Rp 12.993.094	3.248.273	-	-	-	*25% x Rp 12,993,094*
Rp 24.532.755	-	(6.133.189)	(6.133.189)	-	*Rp 24,532,755*
Rp 9.680.632	-	-	2.420.158	(2.420.158)	*Rp 9,680,632*
	3.248.273	(6.133.189)	(3.672.715)	(2.460.474)	
Pengaruh pajak atas penghasilan (beban) yang tidak dapat diperhitungkan menurut fiskal:					*Tax effects of non-taxable income (non-deductible expenses):*
Perbedaan penyusutan komersial dan fiskal	(35.322)	(852.590)	(852.590)	-	*Difference in depreciation between commercial and fiscal*
Pajak penghasilan pasal 21	(347.873)	(293.775)	(204.884)	(88.891)	*Income tax article 21*
Beban pajak	(44.310)	(23.917)	(23.917)	-	*Tax expense*
Beban pokok tanah dan rumah tinggal	(23.492)	(18.198)	(18.198)	-	*Cost of sales of land and houses*
Perjamuan dan sumbangan	(19.390)	(7.335)	(1.092)	(6.243)	*Entertainment and donation*
Beban piutang ragu-ragu	(29.349)	-	-	-	*Allowance for doubtful accounts*
Pendapatan bunga atas penerapan PSAK No. 55	118.456	118.953	79.231	39.722	*Interest income related to adoption of PSAK No. 55*
Penghasilan jasa giro dan bunga deposito	1.725.329	1.245.168	727.993	517.175	*Interest income on current accounts and time deposits*
Laba atas penghasilan kena pajak final Entitas	858.402	4.531.211	3.312.130	1.219.081	*Income subject to final tax of the Entity*
Jumlah	2.202.451	4.699.517	3.018.673	1.680.844	*Total*
Beban pajak Entitas	(1.045.823)	(1.433.672)	(654.043)	(779.629)	*Entity's tax expenses*
Beban pajak Entitas Anak	(76.334)	243.098	39.738	203.360	*Subsidiaries' tax expense*
Pajak final	(10.120.921)	(10.485.562)	(8.107.473)	(2.378.089)	*Final Tax*
Jumlah beban pajak	(11.243.078)	(11.676.136)	(8.721.778)	(2.954.358)	*Total tax expense*

34. LABA PER SAHAM DASAR / *34. BASIC EARNINGS PER SHARE*

Berikut ini adalah data yang digunakan untuk perhitungan laba per saham dasar:

The following are the data used in the computation of the basic earning per share:

	31 Desember 2012/ *December 31, 2012* (Satu Tahun/ *A Year*)	Untuk Tujuan Perbandingan/ *For Comparison Purposes* (Satu Tahun/ *A Year*)	31 Desember 2011/ *December 31, 2011* (Delapan Bulan/ *Eight Months*)	30 April 2011/ *April 30, 2011* (Empat Bulan/ *Four Months*)	
Jumlah laba periode/tahun berjalan pemilik entitas induk	12.415.930	28.234.994	20.214.076	8.020.918	*Total income for the current period/year of owners of the parent entity*
Jumlah rata-rata tertimbang saham biasa untuk perhitungan laba per saham dasar	4.006.783.831	4.006.783.831	4.006.783.831	4.006.783.831	*Weighted average number of ordinary shares of computation of basic earnings per share*
Laba per saham dasar (Rupiah penuh)	3,10	7,05	5,05	2,00	*Basic earnings per share (full amount)*

35. LIABILITAS DIESTIMASI ATAS IMBALAN KERJA / *35. ESTIMATED LIABILITIES FOR EMPLOYEE BENEFITS*

Entitas dan Entitas Anak membukukan imbalan kerja sesuai dengan Undang-Undang Ketenagakerjaan No. 13/2003. Jumlah karyawan yang berhak atas imbalan kerja tersebut adalah 500 pada tanggal 31 Desember 2012, 531 pada tanggal 31 Desember 2011 dan 535 pada tanggal 30 April 2011.

The Entity and Subsidiaries provides employee benefits in accordance with Labor Law No. 13/2003. The number of employees entitled to the retirement benefits are 500 as of December 31, 2012, 531 as of December 31, 2011 and 535 as of April 30, 2011.

a. Beban imbalan kerja yang diakui di laporan laba rugi komprehensif konsolidasi adalah sebagai berikut:

a. Amounts recognized as expense in the consolidated statement of comprehensive income in respect of these employee benefit are as follows:

	31 Desember 2012/ *December 31, 2012* (Satu Tahun/ *A Year*)	Untuk Tujuan Perbandingan/ *For Comparison Purposes* (Satu Tahun/ *A Year*)	31 Desember 2011/ *December 31, 2011* (Delapan Bulan/ *Eight Months*)	30 April 2011/ *April 30, 2011* (Empat Bulan/ *Four Months*)	
Biaya jasa kini	1.917.897	1.633.490	1.026.025	607.465	*Current service cost*
Biaya bunga	1.140.139	1.491.646	998.114	493.532	*Interest expense*
Amortisasi kerugian aktuarial	-	17.361	12.232	5.129	*Amortization of actuarial loss*
Bersih (lihat Catatan 31)	3.058.036	3.142.497	2.036.371	1.106.126	*Net (see Note 31)*

b. Liabilitas diestimasi atas imbalan kerja di laporan posisi keuangan konsolidasi adalah sebagai berikut:

b. The estimated liabilities for employee benefits in the consolidated statements of financial position are as follows:

	31 Desember 2012/ *December 31, 2012*	31 Desember 2011/ *December 31, 2011*	30 April 2011/ *April 30, 2011*	
Nilai kini liabilitas yang tidak didanai	21.593.664	16.215.958	18.250.927	*Present value of past service cost*
Keuntungan aktuarial yang belum diakui	-	3.186.218	(797.544)	*Unrecognized actuarial gain*
Liabilitas bersih	21.593.664	19.402.176	17.453.383	*Net liability*

c. Mutasi liabilitas bersih di laporan posisi keuangan konsolidasi adalah sebagai berikut:

c. Movement of the net liability in the consolidated statements of financial position are as follows:

	31 Desember 2012/ *December 31, 2012*	31 Desember 2011/ *December 31, 2011*	30 April 2011/ *April 30, 2011*	
Saldo awal	19.402.176	16.435.435	16.435.435	*Beginning balance*
Pembayaran imbalan pasca kerja pada periode/tahun berjalan	(177.964)	(175.756)	(88.178)	*Benefit paid during the period/year*
Beban periode/tahun berjalan	3.058.036	3.142.497	1.106.126	*Amount charge to expense for the period/year*
Keuntungan aktuarial yang diakui	(688.584)	-	-	*Recognized actuarial gain*
Saldo akhir	21.593.664	19.402.176	17.453.383	*Ending balance*

d. Rekonsiliasi ekuitas – pendapatan komprehensif lain di laporan posisi keuangan konsolidasi adalah sebagai berikut:

d. Reconciliation equity – other comprehensive income in the consolidated statements of financial position are as follows:

	31 Desember 2012/ *December 31, 2012*	31 Desember 2011/ *December 31, 2011*	30 April 2011/ *April 30, 2011*	
Saldo awal	(3.186.218)	-	-	*Beginning balance*
Liabilitas kerugian aktuarial	2.497.634	-	-	*Actuarial loss on obligation*
Saldo akhir	(688.584)	-	-	*Ending balance*

Perhitungan imbalan kerja dihitung oleh aktuaris independen PT Gemma Mulia Inditama pada tanggal 31 Desember 2012 dan PT Mitra Panca Buana Sejahtera pada tanggal 31 Desember 2011 dan 30 April 2011. Asumsi utama yang digunakan dalam menentukan penilaian aktuarial adalah sebagai berikut:

The cost of providing employee benefits is calculated by an independent actuary, PT Gemma Mulia Inditama as of December 31, 2012 and PT Mitra Panca Buana Sejahtera as of December 31, 2011 and April 30, 2011. The actuarial valuation was carried out using the following key assumptions:

	31 Desember 2012/ *December 31, 2012*	31 Desember 2011/ *December 31, 2011*	30 April 2011/ *April 30, 2011*	
Tingkat diskonto	6%-6,5%	7%	9%	*Discount rate*
Tingkat proyeksi kenaikan gaji	5%	5%	8%	*Projected salary increase rate*
Usia pensiun	Usia 55 tahun/ *55 years*	Usia 55 tahun/ *55 years*	Usia 55 tahun/ *55 years*	*Normal pension age*

Tabel berikut menyajikan sensitivitas atas kemungkinan perubahan tingkat suku bunga pasar, dengan lain dianggap tetap, terhadap liabilitas diestimasi atas imbalan kerja dan beban jasa kini masing-masing pada tanggal 31 Desember 2012, 31 Desember 2011 dan 30 April 2011:

The following tables summarizes the sensitivity to a reasonably possible change in market interest rates, with all other variables eeld constant, of the estimated liabilities for employee benefits and current service cost as of December 31, 2012, December 31, 2011 and April 30, 2011, respectively:

	Desember 31, 2012/ *December 31, 2012*		Desember 31, 2011/ *December 31, 2011*		April 30, 2011/ *April 30, 2011*		
	Liabilitas diestimasi atas imbalan/ *Estimated liabilities for employee benefits*	Beban jasa kini dan beban bunga/ *Current service cost and interest cost*	Liabilitas diestimasi atas imbalan/ *Estimated liabilities for employee benefits*	Beban jasa kini dan beban bunga/*Current service cost and interest cost*	Liabilitas diestimasi atas imbalan/ *Estimated liabilities for employee benefits*	Beban jasa kini dan beban bunga/*Current service cost and interest cost*	
Kenaikan suku bunga dalam 100 basis poin	1.172.540	147.906	124.932	124.932	53.702	53.702	*Increase in interest rate in 100 basis point*
Penurunan suku bunga dalam 100 basis poin	(1.403.520)	(168.630)	(142.861)	(142.861)	(62.175)	(62.175)	*Decrease in interest rate in 100 basis point*

Manajemen Entitas dan Entitas Anak berpendapat bahwa jumlah penyisihan pada tanggal 31 Desember 2012, 31 Desember 2011 dan 30 April 2011 tersebut adalah memadai untuk memenuhi ketentuan dalam UU No. 13/2003 dan PSAK No. 24 (Revisi 2010).

The management of the Entity and Subsidiaries believes that the allowance as of December 31, 2012, December 31, 2011 and April 30, 2011 is adequate to meet the requirement of UU No. 13/2003 and PSAK No. 24 (Revised 2010).

36. INFORMASI SEGMEN / *36. SEGMENT INFORMATION*

Segmen primer

Entitas dan Entitas Anak dikelola dan dikelompokkan dalam divisi usaha yang terdiri dari real estat dan properti, golf dan *country club*, estat manajemen serta investasi dan lain-lain. Divisi usaha ini juga digunakan sebagai dasar pelaporan informasi primer.

Informasi bentuk segmen primer berupa segmen usaha Entitas dan Entitas Anak adalah sebagai berikut:

Primary segment

The Entity and Subsidiaries present bussines segment information in four segments based on the business activities namely: real estate and property, golf and country club, estate management, and investment and others. This is also used as the basis of reporting on the primary segment information.

The following are the primary segment information of the Entity and Subsidiaries:

	31 Desember 2012/*December 31, 2012*						
	Real estat dan properti/ *Real estate and property*	Golf dan *country club*/ *Golf and country club*	Estat manajemen/ *Estate management*	Investasi dan lainnya/ *Investment and others*	Eliminasi/ *Elimination*	Konsolidasi/ *Consolidation*	
Pihak eksternal	216.952.937	41.633.628	7.922.473	1.304.109	-	267.813.147	*External*
Jumlah penjualan	216.952.937	41.633.628	7.922.473	1.304.109	-	267.813.147	*Net revenues*
Laba (rugi) kotor	75.500.077	18.697.674	(2.043.466)	1.184.857	(13.004)	93.326.138	*Gross profit (loss)*
Pendapatan lain-lain	12.052.540	323.277	312.051	800.918	-	13.488.786	*Other income*
Beban penjualan	(13.487.311)	(1.480.030)	-	(952.919)	-	(15.920.260)	*Selling expenses*
Beban umum dan administrasi	(34.755.690)	(10.656.031)	(3.428.769)	(2.183.801)	(3.154.353)	(54.178.644)	*General and administrative expenses*
Pendapatan (beban) pendanaan	20.576.734	473.822	-			21.050.556	*Financing income (expenses)*
Bagian laba bersih Entitas Anak	4.918.947	-	-		(4.918.947)		*Equity in net income of Subsidaries*
Beban lain-lain	(192.117)	(11.423)		(272)	-	(203.812)	*Other expense*
Laba (rugi) sebelum taksiran beban pajak	64.613.180	7.347.289	(5.160.184)	(1.151.217)	(8.086.304)	57.562.764	*Income (loss) before provision for tax expenses*
Taksiran beban pajak	(10.131.444)			(65.811)	(1.045.823)	(11.243.078)	*Provision for tax expense*
Kepentingan nonpengendali	(34.049.248)	-	-	-	387.080	(33.662.168)	*Non-controlling interest*
Pendapatan komprehensif lain	688.584	-	-	-		688.584	*Other comprehensive income*
Jumlah laba periode/tahun berjalan	21.121.072	7.347.289	(5.160.184)	(1.217.028)	(8.745.047)	13.346.102	*Total income for the period/year*

31 Desember 2012/*December 31, 2012*

Aset dan liabilitas	Real estat dan properti/ *Real estate and property*	Golf dan *country club*/ *Golf and country club*	Estat manajemen/ *Estate management*	Investasi dan lainnya/ *Investment and others*	Eliminasi/ *Elimination*	Konsolidasi/ *Consolidation*	*Assets and liabilities*
Aset segmen	2.530.263.384	167.703.339	3.312.583	91.117.819	(154.957.349)	2.637.439.776	*Segment assets*
Investasi pada entitas asosiasi	697.159.347	-	-	8.836.862	(705.771.209)	225.000	*Investment in associates*
Jumlah aset	3.227.422.731	167.703.339	3.312.583	99.954.681	(860.728.558)	2.637.664.776	*Total assets*
Liabilitas segmen	504.581.144	158.474.868	11.309.616	16.717.762	(167.789.522)	523.293.868	*Segment liabilities*
Pengeluaran modal	2.987.725	1.730.581	683.235	403.732		5.805.273	*Capital expenditures*
Penyusutan dan amortisasi	3.632.339	6.378.099	164.278	267.830	-	10.442.546	*Depreciation and amortization*
Beban non kas selain penyusutan dan amortisasi	-	120.000	-	-	-	120.000	*Noncash expense other than depreciation and amortization*

31 Desember 2011/*December 31, 2011* (Untuk Tujuan Perbandingan/*For Comparison Purposes)*(Satu Tahun/*A Year)*

	Real estat dan properti/ *Real estate and property*	Golf dan *country club*/ *Golf and country club*	Estat manajemen/ *Estate management*	Investasi dan lainnya/ *Investment and others*	Eliminasi/ *Elimination*	Konsolidasi/ *Consolidation*	
Pihak eksternal	220.564.142	40.513.059	7.532.590	1.177.102	-	269.786.893	*External*
Jumlah penjualan	220.564.142	40.513.059	7.532.590	1.177.102	-	269.786.893	*Net revenues*
Laba (rugi) kotor	91.085.510	18.116.148	(1.848.327)	1.036.172	(72.792)	108.316.711	*Gross profit (loss)*
Pendapatan lain-lain	18.712.856	257.588	569.622	1.194.125	(9.987.760)	10.746.431	*Other income*
Beban penjualan	(9.970.583)	(1.228.402)	-	(126.440)	-	(11.325.425)	*Selling expenses*
Beban umum dan administrasi	(39.472.579)	(10.453.862)	(2.909.800)	(1.714.978)	(689.337)	(55.240.556)	*General and administrative expenses*
Pendapatan (beban) pendanaan	(5.981.565)	127.211	(64.690)	-	-	(5.919.044)	*Financing income (expense)*
Bagian laba bersih Entitas Anak	9.987.760	-	-	-	(9.987.760)	-	*Equity in net income of Subsidaries*
Beban lain-lain	(188.251)	(60.561)	-	-	-	(248.812)	*Other expense*
Laba (rugi) sebelum taksiran beban pajak	64.173.148	6.758.122	(4.253.195)	388.879	(20.737.649)	46.329.305	*Income (loss) before provision for tax expenses*
Taksiran beban pajak						(11.676.136)	*Provision for tax expense*
Kepentingan nonpengendali						(6.418.175)	*Non-controlling interest*
Jumlah laba tahun berjalan						28.234.994	*Total income for the current year*

31 Desember 2011 (Delapan Bulan)/*December 31, 2011 (Eight Months)*

	Real estat dan properti/ *Real estate and property*	Golf dan *country club*/ *Golf and country club*	Estat manajemen/ *Estate management*	Investasi dan lainnya/ *Investment and others*	Eliminasi/ *Elimination*	Konsolidasi/ *Consolidation*	
Pihak eksternal	171.716.367	26.121.161	5.191.723	800.041	-	203.829.292	*External*
Jumlah penjualan	171.716.367	26.121.161	5.191.723	800.041	-	203.829.292	*Net revenues*
Laba (rugi) kotor	71.244.524	10.224.347	(960.310)	715.546	(72.792)	81.151.315	*Gross profit (loss)*
Pendapatan lain-lain	16.442.196	(694.188)	505.142	1.027.386	(10.168.179)	7.112.357	*Other income*
Beban penjualan	(6.527.353)	(801.454)	-	(95.884)	-	(7.424.691)	*Selling expenses*
Beban umum dan administrasi	(29.109.004)	(7.195.194)	(2.364.761)	(935.939)	(689.337)	(40.294.235)	*General and administrative Expenses*
Pendapatan (beban) pendanaan	(7.146.510)	408.229	(18.981)	-	-	(6.757.262)	*Financing income (expense)*
Bagian laba bersih Entitas Anak	10.171.399	-	-	-	(10.171.399)	-	*Equity in net income of Subsidaries*
Beban lain-lain	(631.132)	(60.561)	2.063	461.315	-	(228.315)	*Other expense*
Laba (rugi) sebelum taksiran beban pajak	54.444.120	1.881.179	(2.836.847)	1.172.424	(21.101.707)	33.559.169	*Income (loss) before provision for tax expenses*

	31 Desember 2011 (Delapan Bulan)/*December 31, 2011 (Eight Months)*						
	Real estat dan properti/ *Real estate and property*	Golf dan *country club*/ *Golf and country club*	Estat manajemen/ *Estate management*	Investasi dan lainnya/ *Investment and others*	Eliminasi/ *Elimination*	Konsolidasi/ *Consolidation*	
Taksiran beban pajak						(8.721.778)	*Provision for tax expense*
Kepentingan nonpengendali						(4.623.315)	*Non-controlling interest*
Jumlah laba periode berjalan						20.214.076	*Total income for the current period*

	31 Desember 2011/*December 31, 2011*						
Aset dan liabilitas	Real estat dan properti/ *Real estate and property*	Golf dan country club/ *Golf and country club*	Estat manajemen/ *Estate management*	Investasi dan lainnya/ *Investment and others*	Eliminasi/ *Elimination*	Konsolidasi/ *Consolidation*	*Assets and liabilities*
Aset segmen	2.395.584.652	168.993.428	2.881.822	47.077.856	(159.800.768)	2.454.736.990	*Segment assets*
Investasi pada entitas asosiasi	669.690.400	-	-	8.836.862	(678.302.262)	225.000	*Investment in associates*
Jumlah aset	3.065.275.052	168.993.428	2.881.822	55.914.718	(838.103.030)	2.454.961.990	*Total assets*
Liabilitas segmen	(395.751.590)	(167.112.428)	(5.718.676)	(5.560.768)	175.235.440	(398.908.022)	*Segment liabilities*
Pengeluaran modal	23.652.489	54.222.688	672.129	156.108	-	78.703.414	*Capital expenditures*
Penyusutan dan amortisasi	6.864.394	7.439.069	527.573	291.849	-	15.122.885	*Depreciation and amortization*
Beban non kas selain penyusutan dan amortisasi	-	120.000	-	-	-	120.000	*Noncash expense other than depreciation and amortization*

	30 April 2011 (Empat Bulan)/*April 30, 2011 (Four Months)*						
	Real estat dan properti/ *Real estate and property*	Golf dan country club/ *Golf and country club*	Estat manajemen/ *Estate management*	Investasi dan lainnya/ *Investment and others*	Eliminasi/ *Elimination*	Konsolidasi/ *Consolidation*	
Pihak eksternal	48.847.775	14.391.898	2.340.867	377.061	-	65.957.601	*External*
Jumlah penjualan	48.847.775	14.391.898	2.340.867	337.061	-	65.957.601	*Net revenues*
Laba (rugi) kotor	19.840.986	7.891.801	(888.017)	320.626	-	27.165.396	*Gross profit (loss)*
Pendapatan lain-lain	2.270.660	951.776	64.480	166.739	180.419	3.634.074	*Other income*
Beban penjualan	(3.443.230)	(426.948)	-	(30.556)	-	(3.900.734)	*Selling expenses*
Beban umum dan administrasi	(10.363.575)	(3.258.668)	(545.039)	(779.039)	-	(14.946.321)	*General and administrative expenses*
Pendapatan (beban) pendanaan	1.164.944	(281.018)	(45.708)	-	-	838.218	*Financing income (expense)*
Bagian laba bersih Entitas Anak	(183.639)	-	-	-	183.639	-	*Equity in net income of Subsidaries*
Beban lain-lain	442.881	-	(2.063)	(461.315)	-	(20.497)	*Other expense*
Laba (rugi) sebelum taksiran beban pajak	9.729.027	4.876.943	(1.416.347)	(783.545)	364.058	12.770.136	*Income (loss) before provision for tax expenses*
Taksiran beban pajak						(2.954.358)	*Provision for tax expense*
Kepentingan nonpengendali						(1.794.860)	*Non-controlling interests*
Jumlah laba periode berjalan						8.020.918	*Total income for the current period*

	30 April 2011 (Setelah Kuasi Reorganisasi)/*April 30, 2011 (After Quasi-Reorganization)*						
Aset dan liabilitas	Real estat dan properti/ *Real estate and property*	Golf dan country club/ *Golf and country club*	Estat manajemen/ *Estate management*	Investasi dan lainnya/ *Investment and others*	Eliminasi/ *Elimination*	Konsolidasi/ *Consolidation*	*Assets and liabilities*
Aset segmen	2.247.813.394	172.816.513	2.881.290	37.278.646	(101.731.395)	2.359.058.448	*Segment assets*
Investasi pada entitas asosiasi	662.310.220	-	-	9.067.906	(671.153.126)	225.000	*Investment in associates*
Jumlah aset	2.910.123.614	172.816.513	2.881.290	46.346.552	(772.884.521)	2.359.283.448	*Total assets*

Aset dan liabilitas	Real estat dan properti/ *Real estate and property*	Golf dan country club/ *Golf and country club*	Estat manajemen/ *Estate management*	Investasi dan lainnya/ *Investment and others*	Eliminasi/ *Elimination*	Konsolidasi/ *Consolidation*	*Assets and liabilities*
	30 April 2011 (Setelah Kuasi Reorganisasi)/*April 30, 2011 (After Quasi-Reorganization)*						
Liabilitas segmen	(334.292.472)	(15.537.811)	(67.911.357)	(940.611)	84.230.861	(334.451.390)	*Segment liabilities*
Pengeluaran modal	896.060	762.965	2.850	34.932	-	1.696.807	*Capital expenditures*
Penyusutan dan amortisasi	771.225	1.709.244	1.775	69.814	-	2.552.058	*Depreciation and amortization*
Beban non kas selain penyusutan dan amortisasi	-	40.000	-	-	-	40.000	*Noncash expense other than depreciation and amortization*

Segmen sekunder

Entitas dan Entitas Anak melakukan penjualan tanah dan bangunan dan memperoleh pendapatan golf di wilayah Jakarta, Bogor dan Bekasi. Manajemen berkeyakinan tidak terdapat informasi segmen geografis yang dapat diidentifikasi sebagaimana yang dimaksud pada PSAK No. 5 (Revisi 2009) mengenai "Segmen Operasi".

Secondary segment

The Entity and Subsidiaries' operations are located in three geographical areas, which are Jakarta, Bogor and Bekasi. Management believes that there are no identified geographical segment information as defined in Statement of Financial Accounting Standards (PSAK) No. 5 (Revised 2009) regarding "Operating Segments".

37. SALDO DAN TRANSAKSI SIGNIFIKAN DENGAN PIHAK-PIHAK BERELASI

Sifat Hubungan

PT Asuransi Sinarmas dan PT Bank Sinarmas Tbk merupakan entitas yang dimiliki secara tidak langsung oleh keluarga dekat Direksi dan Komisaris Entitas.

Transaksi dengan pihak-pihak yang berelasi:

a. Entitas dan Entitas Anak mengasuransikan bangunan, *club house*, dan kendaraan kepada PT Asuransi Sinarmas (lihat Catatan 10).

b. Entitas melakukan pembayaran terlebih dahulu atas beban-beban Direksi. Saldo yang timbul dari transaksi ini disajikan sebagai akun "Piutang Pihak Berelasi".

c. Entitas dan Entitas Anak menempatkan dananya berupa deposito berjangka di PT Bank Sinarmas Tbk (lihat Catatan 5).

d. Gaji dan tunjangan lain yang diberikan untuk Dewan Komisaris dan Direksi Entitas adalah sebesar Rp 6.951.889 untuk satu tahun yang berakhir pada tanggal 31 Desember 2012, Rp 3.715.272 untuk periode delapan bulan yang berakhir pada tanggal 31 Desember 2011 dan Rp 1.426.302 untuk periode empat bulan yang berakhir pada tanggal 30 April 2011.

37. SIGNIFICANT BALANCES AND TRANSACTIONS WITH RELATED PARTIES

Nature of Relationship

PT Asuransi Sinarmas and PT Bank Sinarmas Tbk are owned indirectly by the close family members of the Entity's Directors and Commissioners.

Transactions with related parties:

a. The Entity and Subsidiaries insured their buildings, club house and transportation equipment with PT Asuransi Sinarmas (see Note 10).

b. The Entity paid in advance of Directors expenses. Balances arising from these transactions are presented as account "Due from Related Party".

c. The Entity and Subsidiaries placed its fund in time deposits to PT Bank Sinarmas Tbk (see Note 5).

d. Salaries and other compensation benefits of the Entity's Board of Commissioners and Directors amounting to Rp 6,951,889 for a year ended December 31, 2012, Rp 3,715,272 for eight months ended December 31, 2011 and Rp 1,426,302 for four months ended April 30, 2011.

38. ASET MONETER DALAM MATA UANG ASING

Pada tanggal 31 Desember 2012, 31 Desember 2011 dan 30 April 2011, Entitas dan Entitas Anak mempunyai aset moneter dalam Dolar Amerika Serikat sebagai berikut:

38. MONETARY ASSETS DENOMINATED IN FOREIGN CURRENCY

As of December 31, 2012, December 31, 2011 and April 30, 2011, the Entity and Subsidiaries had monetary assets denominated in United States Dollar as follows:

	31 Desember 2012/ *December 31, 2012*		31 Desember 2011/ *December 31, 2011*		30 April 2011/ *April 30, 2011*		
	US$	Ekuivalen/ *Equivalent in* Rp	US$	Ekuivalen/ *Equivalent in* Rp	US$	Ekuivalen/ *Equivalent in* Rp	
Aset							*Asset*
Kas dan setara kas	1.630.597	15.767.878	2.228.391	20.207.052	2.203.390	18.891.865	*Cash and cash equivalents*

39. NILAI WAJAR INSTRUMEN KEUANGAN

Nilai wajar adalah nilai dimana suatu instrumen keuangan dapat dipertukarkan antara pihak yang memahami dan berkeinginan untuk melakukan transaksi wajar, dan bukan merupakan nilai penjualan akibat kesulitan keuangan atau likuidasi yang dipaksakan. Nilai wajar diperoleh dari kuotasi harga atau model arus kas diskonto. Instrumen keuangan Entitas dan Entitas Anak terdiri dari aset keuangan dan liabilitas keuangan.

Tabel di bawah ini menggambarkan nilai tercatat dan nilai wajar dari aset dan liabilitas keuangan yang tercatat pada laporan posisi keuangan pada tahun yang berakhir pada tanggal-tanggal 31 Desember 2012, 31 Desember 2011 dan 30 April 2011:

39. FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair value is the amount for which a financials instrument could be exchanged between comprehends and willing parties to conduct fair transactions, and is not a sales value due to financial difficulties or a forced liquidation. The fair value derived from quoted prices or discounted cash flow models. Financial instruments of Entity and Subsidiaries are consists of financial assets dan financial liabilities.

The table below shows the carrying values and fair values of the assets and financial liabilities recorded in the statements of financial position for the years ended December 31, 2012, December 31, 2011 and April 30, 2011:

	Nilai Tercatat/*Carrying Amount*			Nilai Wajar/*Fair Value*			
	31 Desember 2012/ *December 31, 2012*	31 Desember 2011/ *December 31, 2011*	30 April 2011/ *April 30, 2011*	31 Desember 2012/ *December 31, 2012*	31 Desember 2011/ *December 31, 2011*	30 April 2011/ *April 30, 2011*	
Aset Keuangan							***Financial Assets***
Pinjaman yang diberikan dan piutang:							*Loans and receivables:*
Kas dan setara kas	181.592.874	162.921.932	164.628.620	181.592.874	162.921.932	164.628.620	*Cash and cash equivalents*
Piutang usaha	17.860.650	17.736.133	7.610.952	17.860.650	17.736.133	7.610.952	*Trade receivables*
Piutang lain-lain	2.907.277	2.498.363	4.196.620	2.907.277	2.498.363	4.196.620	*Other receivables*
Piutang pihak berelasi	810.120	759.440	2.024.097	810.120	759.440	2.024.097	*Due from related parties*
Aset lain-lain	1.204.589	1.077.551	882.368	1.204.589	1.077.551	882.368	*Other assets*
Aset keuangan yang tersedia untuk dijual:							*Financial assets available-for-sale:*
Investasi saham	225.000	225.000	225.000	225.000	225.000	225.000	*Stock investment*
Jumlah Aset Keuangan	204.600.510	185.218.419	179.567.657	204.600.510	185.218.419	179.567.657	***Total Financial Assets***
Liabilitas Keuangan							***Financial Liabilitas***
Liabilitas keuangan lainnya:							*Others financial liabilities:*
Utang bank	92.993.121	50.729.817	25.722.089	92.993.121	50.729.817	25.722.089	*Bank loans*
Utang usaha	23.899.729	18.127.884	1.454.286	23.899.729	18.127.884	1.454.286	*Trade payables*
Utang lain-lain	17.760.253	9.663.849	12.263.817	17.760.253	9.663.849	12.263.817	*Other payables*
Beban masih harus dibayar	1.048.904	1.067.682	1.799.506	1.048.904	1.067.682	1.799.506	*Accrued expenses*
Utang obligasi	330.000	330.000	22.710.751	330.000	330.000	22.710.751	*Bonds payable*
Utang obligasi konversi	68.301.345	97.988.854	93.626.859	68.301.345	97.988.854	93.626.859	*Convertible bonds payable*
Liabilitas derivatif	3.675.862	4.201.135	4.938.169	3.675.862	4.201.135	4.938.169	*Derivative liabilities*
Utang sewa pembiayaan	-	-	34.813	-	-	34.813	*Obligations under finance leases*
Utang lembaga keuangan	1.253.645	2.072.690	176.610	1.328.134	2.182.986	185.699	*Financial institution loans*
Jaminan keanggotaan golf	3.956.198	3.572.471	3.333.749	3.956.198	3.572.471	3.333.749	*Golf membership deposits*

	Nilai Tercatat/*Carrying Amount*			Nilai Wajar/*Fair Value*			
	31 Desember 2012/ *December 31, 2012*	31 Desember 2011/ *December 31, 2011*	30 April 2011/ *April 30, 2011*	31 Desember 2012/ *December 31, 2012*	31 Desember 2011/ *December 31, 2011*	30 April 2011/ *April 30, 2011*	
Utang kepada pemegang saham kepentingan nonpengendali Entitas Anak	-	1.650.000	-	-	1.650.000	-	*Due to non-controlling interests of stockholder of Subsidiary*
Pendapatan bunga yang ditangguhkan	9.894.407	10.751.956	11.307.600	9.894.407	10.751.956	11.307.600	*Deferred interest income*
Jumlah Liabilitas Keuangan	223.113.464	200.156.338	177.368.249	223.187.953	200.266.634	177.377.338	***Total Financial Liabilities***

Taksiran nilai wajar dari kelompok instrumen keuangan pada tabel di atas ditentukan dengan menggunakan metode-metode dan asumsi-asumsi berikut:

(i) Aset keuangan seperti kas dan setara kas, piutang usaha, piutang lain-lain, piutang pihak berelasi, aset lain-lain dan liabilitas keuangan seperti utang usaha, utang lain-lain, beban masih harus dibayar, utang sewa pembiayaandan utang kepada pemegang saham kepentingan nonpengendali Entitas Anak, nilai tercatat aset keuangan dan liabilitas keuangan tersebut merupakan perkiraan yang telah mendekati nilai wajarnya karena akan jatuh tempo dalam waktu kurang dari satu tahun.

(ii) Nilai wajar dari utang bank, utang obligasi, utang obligasi konversi, liabilitas derivatif, utang lembaga keuangan, jaminan keanggotaan golf dan pendapatan bunga yang ditangguhkan ditentukan menggunakan diskonto arus kas berdasarkan tingkat suku bunga pasar pada tanggal 31 Desember 2012, 31 Desember 2011, dan April 30, 2011.

(iii) Investasi tersedia untuk dijual dalam bentuk saham di bursa efek, nilai wajarnya ditentukan dengan mengacu kepada harga pasar pada tanggal laporan posisi keuangan. Sedangkan Nilai wajar dari investasi pada saham dengan kepemilikan kurang dari 20% ditentukan dengan menggunakan metode *discounted cash flow* dengan menggunakan variabel-variabel penilaian yang relevan.

(iv) Nilai wajar atas instrumen derivatif melekat dilakukan dengan menggunakan model internal. Model ini menekankan pada penggunaan input nilai pasar yang dapat diobservasi meliputi:

Hirarki nilai wajar

Berikut adalah definisi hierarki nilai wajar instrumen keuangan yang dimiliki Entitas dan Entitas Anak:

- Level 1: harga kuotasi (belum disesuaikan) pada pasar aktif untuk aset atau liabilitas yang identik.
- Level 2: input selain harga kuotasi yang dimaksud dalam tingkat 1, yang dapat diobservasi untuk aset atau liabilitas, baik secara langsungatau tidak langsung.
- Level 3: input yang tidak didasarkan pada data pasar yang dapat diobservasi.

Pada tanggal 31 Desember 2012 dan 2011, nilai wajar investasi tersedia untuk dijual Entitas dan Entitas Anak telah diukur pada level 1.

Estimated fair values of the financial instruments in the table above is determined by using the methods and the following assumptions:

(i) Financial assets of cash and cash equivalents, trade receivables, other receivables, due from related partie, other assets and financial liabilities of trade payables, other payables, accrued expenses, obligations under finance leases and due to non-controling interests of stockholder of Subsidiary, the carrying value of financial assets and financial liabilities are estimated that approaching fair value, because will mature in less than one year.

(ii) The fair value of bank loans, bonds payable, convertible bonds payable, derivative liabilities, financial institution loans, golf membership deposits and deferred interest income are determined by discounted cash flow using market interest rate as of December 31, 2012, December 31, 2011 and April 30, 2011.

(iii) Investments available-for-sale such as share investment in the stock exchange, the fair value is determined by market price on the reporting date financial position. While the fair value of investments in shares of less than 20% ownership is determined using discounted cash flow method using variables relevant assessments.

(iv) The fair value of the embedded derivatives is done by using the internal model. This model emphasizes the use of input values observable market includes:

Fair value hierarchy

Beloware the definition of the fair value hierarchy of financial instruments owned by the Entity and Subsidiaries:

- *Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.*
- *Level 2: input are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.*
- *Level 3: inputs are unobservable inputs for the asset or liability.*

As of December 31, 2012 and 2011, the fair value of investments available for sale Entity and Subsidiaries have been measured at level 1.

40. MANAJEMEN RISIKO KEUANGAN

Dalam transaksi normal Entitas dan Entitas Anak, secara umum terekspos risiko keuangan sebagai berikut:

a. Risiko pasar, yang terdiri risiko nilai tukar mata uang asing dan risiko suku bunga
b. Risio kredit
c. Risiko likuiditas

Catatan ini menjelaskan mengenai eksposur Entitas dan Entitas Anak terhadap masing-masing risiko di atas dan pengungkapan secara kuantitatif termasuk seluruh eksposur risiko serta merangkum kebijakan dan proses-proses yang dilakukan untuk mengukur dan mengelola risiko yang timbul.

Direksi Entitas dan Entitas Anak bertanggung jawab dalam melaksanakan kebijakan manajemen risiko keuangan Entitas dan Entitas secara keseluruhan program manajemen risiko keuangan Entitas dan Entitas Anak difokuskan pada ketidakpastian pasar keuangan dan meminimalisasi potensi kerugian yang berdampak pada kinerja keuangan Entitas dan Entitas Anak.

Kebijakan manajemen Entitas dan Entitas Anak mengenai risiko keuangan adalah sebagai berikut:

a. Risiko Pasar

1) Risiko Nilai Tukar Mata Uang

Risiko nilai tukar mata uang adalah risiko dimana nilai wajar atau arus kas masa depan dari suatu instrumen keuangan akan berfluktuasi karena perubahan kurs valuta asing.

Eksposur risiko nilai tukar mata uang Entitas disebabkan oleh kas dan setara kas yang sebagian besar didenominasikan mata uang Dolar Amerika Serikat sebesar US$ 1.630.597, US$ 2.228.391 dan US$ 2.203.390 masing-masing pada tanggal 31 Desember 2012, 31 Desember 2011 dan 30 April 2011 (lihat Catatan 38). Perubahan nilai tukar telah, dan akan diperkirakan terus, memberikan pengaruh terhadap hasil usaha dan arus kas Entitas.

Entitas tidak melakukan aktivitas lindung nilai terhadap porsi eksposur risiko nilai tukar mata uang asing, karena risiko ini masih dalam batas toleransi Entitas.

Analisis Sensitivitas

Pergerakan yang mungkin terjadi terhadap nilai tukar Rupiah terhadap mata uang Dolar Amerika Serikat pada tanggal akhir tahun dapat meningkatkan (mengurangi) nilai ekuitas atau laba rugi sebesar nilai yang disajikan pada tabel. Analisis ini dilakukan berdasarkan varians nilai tukar mata uang asing yang pertimbangkan dapat terjadi pada tanggal laporan posisi keuangan dengan semua variable lain adalah konstan.

40. FINANCIAL RISK MANAGEMENT

In normal transaction, the Entity and Subsidiaries generally exposed to financial risk as follows:

a. Market risks, including currency risk and interest rate risk
b. Credit risk
c. Liquidity risk

This note describes regarding exposure of the Entity and Subsidiaries towards each financial risks and quantitative disclosure included exposure risk and summarize the policies and processes for measuring and managing the risk arise.

The Entity and Subsidiaries directors are responsible for implementing risk management policies and overall financial risk management program focuses on uncertainty financial market and minimize potential losses that impact to the Entity and Subsidiaries financial performance.

Management Entity and Subsidiaries policies regarding financial risk are as follows:

a. Market Risks

1) Foreign Exchange Risk

Foreign exchange risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

Exposure of currency exchange risk of Entity generated by cash and cash equivalents which generaly denominated in United States Dollar amounting to US$ 1,630,597, US$ 2,228,391 and US$ 2,203,390 as of December 31, 2012, December 31, 2011 and April 30, 2011, respectively (see Note 38). Foreign exchange had been, and would be expected give influence towards operation result and cash flow of the Entity.

The Entity do not take hedging on exposure to risk `in foreign exchange rates, because this risk include in tolerable limit of the Entity.

Sensitivity Analysis

Movement that may occur towards Rupiah exchange rate against United States Dollar at the year end that could be increase (decrease) equity or profit loss amounted the value presented in table. The analysis was conducted based on the variance of foreign currency exchange rates that may consider going on the statements of financial position with all other variables are held constant.

Tabel berikut menunjukan sensitivitas perubahan kurs Dolar Amerika Serikat terhadap laba bersih dan ekuitas Entitas:

The following table presented sensitivity exchange rate of U.S. Dollar changes on net income and equity of the Entity:

	Perubahan Nilai Tukar/ *Change in Exchange Rates*		Sensitivitas/*Sensitivity* Ekuitas/*Equity*	Laba (Rugi)/ *Profit (Loss)*	
31 Desember 2012	Menguat/*Appreciates*	47,50	(58.084.444)	(58.084.444)	*December 31, 2012*
	Melemah/*Depreciates*	190,00	232.193.775	232.193.775	
31 Desember 2011	Menguat/*Appreciates*	135,50	(226.460)	(226.460)	*December 31, 2011*
	Melemah/*Depreciates*	173,50	289.969	289.969	
30 April 2011	Menguat/*Appreciates*	174,00	(287.542)	(287.542)	*April 30, 2011*
	Melemah/*Depreciates*	-	-	-	

2) Risiko Tingkat Suku Bunga

2) Interest Rate Risk

Risiko dimana nilai wajar atau arus kas masa depan dari suatu instrument keuangan akan berfluktuasi karena perubahan suku bunga pasar.

The risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Pada tanggal laporan posisi keuangan, profil instrumen keuangan Entitas dan Entitas Anak yang dipengaruhi bunga adalah:

On the statement of financial position, the and Subsidiaries profile of financial instruments that affected by the interest, as follows:

	31 Desember 2012/ *December 31, 2012*	31 Desember 2011/ *December 31, 2011*	30 April 2011/ *April 30, 2011*	
Instrumen dengan bunga tetap				***Flat interest instrument***
Aset keuangan	155.855.941	135.627.748	125.343.752	*Financial assets*
Liabilitas keuangan	1.253.645	100.061.544	94.014.892	*Financial liabilities*
Jumlah aset (liabilitas) – bersih	154.602.296	35.566.204	31.328.860	*Total assets (liabilities) – net*
Instrumen dengan bunga mengambang				***Floating interest instrument***
Aset keuangan	24.848.127	27.203.184	39.175.368	*Financial assets*
Liabilitas keuangan	92.993.121	50.729.817	25.722.089	*Financial liabilities*
Jumlah aset (liabilitas) – bersih	(68.144.994)	(23.526.633)	13.453.279	*Total assets (liabilities) – net*

Analisis Sensitivitas

Sensitivity Analysis

Tabel berikut menyajikan sensitivitas perubahan tingkat suku bunga yang mungkin terjadi, dengan variabel lain tetap konstan, terhadap laba Entitas dan Entitas Anak selama periode/tahun berjalan.

The following table presented the sensitivity interest rate changes that may occur, with other variables held constant, the profit of the Entity and Subsidiaries for the period/year.

	31 Desember 2012/ *December 31, 2012*	31 Desember 2011/ *December 31, 2011*	30 April 2011/ *April 30, 2011*	
Kenaikan (penurunan) tingkat suku bunga dalam basis poin	(25)	(50)	25	*Increase (decrease) in interest rates in basis points*
Efek terhadap laba (rugi) periode/tahun berjalan	130.772	142.678	(36.172)	*Effects on profit (loss) for the period/year*

Kenaikan tingkat suku bunga di atas pada akhir periode/ tahun akan mempunyai efek yang berkebalikan dengan nilai yang sama dengan penguatan tingkat suku bunga, dengan dasar variabel lain tetap konstan. Perhitungan kenaikan dan penurunan tingkat suku bunga dalam basis poin didasarkan pada kenaikan dan penurunan tingkat suku bunga Bank Indonesia pada periode/tahun yang bersangkutan.

Increases in interest rates over the end of the period/year will have the opposite effect with a value equal to the strengthening of the interest rate, on the basis of other variables remain constant. Calculation of the increase and decrease in interest rates in basis points based on the increase and decrease in interest rates of Bank Indonesia in the period/year.

b. Risiko Kredit

b. Credit Risk

Risiko kredit merupakan risiko atas kerugian keuangan Entitas dan Entitas Anak jika pelanggan atau pihak lain dari instrumen keuangan gagal memenuhi liabilitas kontraktualnya. Risiko ini timbul setara kas, piutang usaha, piutang lain-lain, piutang pihak berelasi, investasi saham dan aset lain-lain. Entitas dan Entitas Anak mengelola dan mengendalikan risiko kredit dari piutang usaha dan piutang lain-lain dengan memantau batasan periode tunggakan piutang pada tiap pelanggan.

Credit risk is the risk of financial loss of the Entity and Subsidiaries if any customer or other party of a financial instrument fails to meet contractual liabilities. This risk arises mainly from cash equivalents, trade receivables, other receivables, due from related parties, stock investments and other assets. Entity and Subsidiaries manage and control credit risk from trade receivables and other receivables by monitoring the default limit period on each customer's receivables.

Eksposur atas risiko kredit

Exposure of credit risk

Nilai tercatat dari aset keuangan mencerminkan nilai eksposur kredit maksimum. Nilai eksposur kredit maksimum pada tanggal laporan posisi keuangan adalah sebagai berikut:

The carrying amount of the financial asset reflects the value of the maximum credit exposure. The maximum credit exposure value on the statement of financial position are as follows:

31 Desember 2012	Belum jatuh tempo/*Neither past due*	Telah jatuh tempo/*Past due*	Penurunan nilai/ *Impairment*	Jumlah/*Total*	*December 31, 2012*
Pinjaman yang diberikan dan piutang:					*Loans and receivables:*
Setara kas	181.451.774	-	-	181.451.774	*Cash equivalents*
Piutang usaha	17.860.650	-	-	17.860.650	*Trade receivables*
Piutang lain-lain	2.907.277	-	-	2.907.277	*Other receivables*
Piutang pihak berelasi	810.120	-	-	810.120	*Due from related parties*
Aset lain-lain	1.204.589	-	-	1.204.589	*Other assets*
Aset keuangan yang tersedia untuk dijual:					*Financial assets available-for-sales:*
Investasi saham	225.000	-	-	225.000	*Stock investments*
Jumlah	204.459.410	-	-	204.459.410	*Total*

31 Desember 2011	Belum jatuh tempo/*Neither past due*	Telah jatuh tempo/*Past due*	Penurunan nilai/ *Impairment*	Jumlah/*Total*	*December 31, 2011*
Pinjaman yang diberikan dan piutang:					*Loans and receivables:*
Setara kas	162.830.932	-	-	162.830.932	*Cash equivalents*
Piutang usaha	17.736.13	-	-	17.736.133	*Trade receivables*
Piutang lain-lain	2.498.363	-	-	2.498.363	*Other receivables*
Piutang pihak berelasi	759.440	-	-	759.440	*Due from related parties*
Aset lain-lain	1.077.551	-	-	1.077.551	*Other assets*
Aset keuangan yang tersedia untuk dijual:					*Financial assets available-for-sales:*
Investasi saham	225.000	-	-	225.000	*Stock investments*
Jumlah	167.409.035	-	-	167.409.035	*Total*

30 April 2011	Belum jatuh tempo/*Neither past due*	Telah jatuh tempo/*Past due*	Penurunan nilai/ *Impairment*	Jumlah/*Total*	*April 30, 2011*
Pinjaman yang diberikan dan piutang:					*Loans and receivables:*
Setara kas	164.519.120	-	-	164.519.120	*Cash equivalents*
Piutang usaha	7.610.952	-	-	7.610.952	*Trade receivables*
Piutang lain-lain	4.196.620	-	-	4.196.620	*Other receivables*
Piutang pihak berelasi	2.024.097	-	-	2.024.097	*Due from related parties*
Aset lain-lain	882.368	-	-	882.368	*Other assets*
Aset keuangan yang tersedia untuk dijual:					*Financial assets available-for-sales:*
Investasi saham	225.000	-	-	225.000	*Stock investments*
Jumlah	179.458.157	-	-	179.458.157	*Total*

c. Risiko Likuiditas

Risiko likuiditas timbul jika Entitas dan Entitas Anak mengalami kesulitan untuk memenuhi liabilitas keuangan sesuai dengan waktu maupun jumlah yang telah ditetapkan sebelumnya. Manajemen risiko likuiditas berarti menjaga kecukupan saldo kas dan setara kas dalam upaya pemenuhan liabilitas keuangan Entitas dan Entitas Anak. Entitas dan Entitas Anak mengelola risiko likuiditas dengan pengawasan proyeksi dan arus kas aktual secara terus menerus serta pengawasan tanggal jatuh tempo liabilitas keuangan.

Rincian jatuh tempo liabilitas keuangan (tidak termasuk bunga) yang dimiliki adalah sebagai berikut:

c. Liquidity Risk

Liquidity risk arises if the Entity and Subsidiaries having difficulty to fulfil financial liabilities in accordance with the limit time and amount of the agreement stated before. Management liquidity risk means maintaining sufficient cash and cash equivalents in order to fulfil financial liabilities of the Entity and Subsidiaries. The Entity and Subsidiaries manages liquidity risk by monitoring forecast and actual cash flows and continuous monitoring due dates of financial liabilities.

Details of the maturities of financial liabilities (excluding interest) held as follows:

31 Desember 2012	Kurang dari 1 bulan/*Less than 1 year*	1 tahun sampai 2 tahun/ *1 year up to 2 years*	Lebih dari 2 tahun/*More than 2 years*	Jumlah/*Total*	*December 31, 2012*
Utang bank	1.805.272	36.847.646	54.340.203	92.993.121	*Bank loans*
Utang usaha	23.639.062	260.667	-	23.899.729	*Trade payables*
Utang lain-lain	17.760.253	-	-	17.760.253	*Other payables*
Beban masih harus dibayar	1.048.904	-	-	1.048.904	*Accrued expenses*
Utang obligasi	-	-	330.000	330.000	*Bonds payable*
Utang obligasi konversi	-	-	68.301.345	68.301.345	*Convertible bonds payable*
Liabilitas derivatif	-	-	3.675.862	3.675.862	*Derivative liabilities*
Utang lembaga keuangan	819.546	434.099		1.253.645	*Financial institution loans*
Jaminan keanggotaan golf	-	-	3.956.198	3.956.198	*Golf membership deposits*
Pendapatan bunga yang ditangguhkan	-	-	9.894.407	9.894.407	*Deferred interest income*
Jumlah	45.073.037	37.542.412	140.498.015	223.113.464	*Total*

31 Desember 2011	Kurang dari 1 bulan/*Less than 1 year*	1 tahun sampai 2 tahun/ *1 year up to 2 years*	Lebih dari 2 tahun/*More than 2 years*	Jumlah/*Total*	*December 31, 2011*
Utang bank	-	21.379.521	29.350.296	50.729.817	*Bank loans*
Utang usaha	18.115.627	12.257	-	18.127.884	*Trade payables*
Utang lain-lain	9.663.849	-	-	9.663.849	*Other payables*
Beban masih harus dibayar	1.067.682	-	-	1.067.682	*Accrued expenses*
Utang obligasi	-	-	330.000	330.000	*Bonds payable*

31 Desember 2011	Kurang dari 1 bulan/*Less than 1 year*	1 tahun sampai 2 tahun/ *1 year up to 2 years*	Lebih dari 2 tahun/*More than 2 years*	Jumlah/*Total*	*December 31, 2011*
Utang obligasi konversi	-	-	97.988.854	97.988.854	*Convertible bonds payable*
Liabilitas derivatif	-	-	4.201.135	4.201.135	*Derivative liabilities*
Utang lembaga keuangan	-	2.072.690	-	2.072.690	*Financial institution loans*
Jaminan keanggotaan golf	-	-	3.572.471	3.572.471	*Golf membership deposits*
Utang kepada pemegang saham kepentingan nonpengendali Entitas Anak	1.650.000	-	-	1.650.000	*Due to non-controlling interests of stockholder of Subsidiary*
Pendapatan bunga yang ditangguhkan	-	-	10.751.956	10.751.956	*Deferred interest income*
Jumlah	30.497.158	23.464.468	146.194.712	200.156.338	*Total*

30 April 2011	Kurang dari 1 bulan/*Less than 1 year*	1 tahun sampai 2 tahun/ *1 year up to 2 years*	Lebih dari 2 tahun/*More than 2 years*	Jumlah/*Total*	*April 30, 2011*
Utang bank	-	25.722.089	-	25.722.089	*Bank loans*
Utang usaha	1.454.286	-	-	1.454.286	*Trade payables*
Utang lain-lain	12.263.817	-	-	12.263.817	*Other payables*
Beban masih harus dibayar	1.799.506	-	-	1.799.506	*Accrued expenses*
Utang obligasi	-	-	22.710.751	22.710.751	*Bonds payable*
Utang obligasi konversi	-	-	93.626.859	93.626.859	*Convertible bonds payable*
Liabilitas derivatif	-	-	4.938.169	4.938.169	*Derivative liabilities*
Utang sewa pembiayaan	34.813	-	-	34.813	*Obligations under finance leases*
Utang lembaga keuangan	-	176.610	-	176.610	*Financial institution loans*
Jaminan keanggotaan golf	-	-	3.333.749	3.333.749	*Golf membership deposits*
Pendapatan bunga yang ditangguhkan	-	-	11.307.600	11.307.600	*Deferred interest income*
Jumlah	15.552.422	25.898.699	135.917.128	177.368.249	*Total*

41. PENGELOLAAN MODAL

Tujuan pengelolaan modal adalah untuk pengamanan kemampuan Entitas dan Entitas Anak dalam melanjutkan kelangsungan usaha agar dapat memberikan hasil bagi pemegang saham dan manfaat kepada pihak berkepentingan lainnya dan untuk mempertahankan struktur permodalan yang optimum untuk meminimalkan biaya modal.
Dalam rangka mempertahankan atau menyesuaikan struktur permodalan, Entitas dan Entitas Anak memaksimalkan penerimaan kas dari penjualan untuk mengurangi pinjam.

Entitas dan Entitas Anak memonitor modal berdasarkan rasio *gearing* konsolidasi. Rasio *gearing* dihitung dengan membagi utang bersih dengan jumlah ekuitas. Utang bersih dihitung dengan mengurangkan jumlah pinjaman dengan kas dan setara kas.

41. CAPITAL MANAGEMENT

The objective of capital management are to secure the Entity and Subsidiaries ability to continue its business in order to deliver results for shareholders and benefits to other stakeholders and to maintain an optimal capital structure to minimize the cost of capital.

In order to maintain or adjust the capital structure, the Entity and Subsidiaries maximize the cash proceeds from the sale to reduce borrowing.

The Entity and Subsidiaries monitors' capital on the basis of the consolidated gearing ratio. The gearing ratio is calculated as net debt divided by total equity. Net debt is calculated as total borrowings less cash and cash equivalents.

Rasio *gearing* pada tanggal 31 Desember 2012, 31 Desember 2011 and 30 April 2011 adalah sebagai berikut:

The gearing ratios as of December 31, 2012, December 31, 2011 and April 30, 2011 are as follows:

	31 Desember 2012/ *December 31, 2012*	31 Desember 2011/ *December 31, 2011*	30 April 2011/ *April 30, 2011*	
Jumlah utang	176.448.380	166.074.452	158.516.891	*Total borrowings*
Kas dan setara kas	181.592.874	162.921.932	164.628.620	*Cash and cash equivalents*
Utang bersih	(5.144.494)	3.152.520	(6.111.729)	*Net loans*
Jumlah ekuitas	2.114.370.908	2.056.053.968	2.024.832.058	*Total stockholders equity*
Rasio *gearing* konsolidasi (%)	(0,24%)	0,15%	(0,30%)	*Consolidated gearing ratio (%)*

Entitas dan Entitas Anak tidak memiliki kewajiban untuk memelihara rasio keuangan.

The Entity and Subsidiaries do not have obligation to maintain a certain financial ratio and certain capital structure.

42. IKATAN / *COMMITMENTS*

a. Pada tanggal 25 September 2012, Entitas memperoleh fasilitas kredit dari PT Bank Central Asia Tbk yang akan digunakan untuk pembangunan Hotel Rancamaya. Fasilitas yang diperoleh Entitas adalah sebagai berikut:

a. On September 25, 2012, the Entity entered into an credit facility agreement with PT Bank Cental Asia Tbk, which will be used for construction of Rancamaya Hotel. The facilities were obtained by Entity are as follows:

Fasilitas/ *Facilities*	Plafon/ *Platfond*	Suku Bunga Tahunan/ *Annual Interest Rate*	Jangka Waktu/ *Time Period*
Kredit Investasi/*Investment Credit*	65.000.000	10,00%	1 Tahun
Kredit Lokal/*Local Credit*	2.500.000	10,25%	1 Tahun

Jaminan yang digunakan Entitas adalah Sertifikat Hak Guna Bangunan No. 405/Kertamaya, seluas 50.060 m^2 atas nama Entitas yang terletak di perumahan Rancamaya Golf Estate, Bogor, Jawa Barat.

Collateral used by Entity is Building Use Rights Certificate No. 405/Kertamaya, area of 50,060 m^2 on behalf of the Entity that is located in residential housing in Rancamaya Golf Estate, Bogor, West Java.

Sampai dengan tanggal 31 Desember 2012, Entitas belum menggunakan fasilitas ini.

Until December 31, 2012, the Entity not yet use the facilities.

b. Pada tanggal 26 April 2011, Entitas Anak, DRP, melakukan perjanjian dengan PT Bank Tabungan Negara (Persero) Tbk sehubungan dengan penyediaan fasilitas kredit kepemilikan rumah (KPR) untuk mendukung pembelian tanah dan rumah di perumahan "Harvest City".

b. On April 26, 2011, Subsidiary, DRP, entered into an credit facility agreement with PT Bank Tabungan Negara (Persero) Tbk in connection with the provision of home ownership (mortgage) to support the purchase of land and houses in housing "Harves City".

c. Entitas mempunyai kewajiban untuk membangun sarana dan prasarana umum di lingkungan proyek Rancamaya sebesar 40% dari luas lahan yang dikembangkan sesuai dengan Surat Keputusan Gubernur Kepala Daerah Tingkat I Jawa Barat No.593.82/Sk.2367.Pem.Um/90 tanggal 9 Desember 1990 untuk lahan seluas 250 hektar dan No. 593.82/SK.965-Pem.Um/92 tanggal 20 Juni 1992 untuk lahan seluas 150 hektar.

c. The Entity has an obligation to develop at least 40% of the Rancamaya project area as public utilities and infrastructure for common use by residents and villagers according to the Decision Letter of Governor of West Java No. 593.82/Sk.2367.Pem.Um/90, dated December 9, 1990 for an area of 250 hectares and No. 593.82/SK.965-Pem.Um/92 dated June 20, 1992 for an area of 150 hectares.

43. TRANSAKSI NONKAS / *NON CASH TRANSACTION*

Pada tahun yang berakhir pada tanggal 31 Desember 2012, aktivitas yang tidak mempengaruhi arus kas adalah reklasifikasi utang pemegang saham nonpengendali Entitas Anak sebesar Rp 1.650.000 menjadi modal ditempatkan dan disetor penuh TSA, Entitas Anak.

In the year then ended December 31, 2012, activities that do not affect cash flow is due to non-controling interest of a Subsidiary amounting to Rp 1,650,000 become issued and fully paid capital of TSA, a Subsidiary.

The original consolidated financial statements included herein are in the Indonesian language.

44. PERUBAHAN KEBIJAKAN AKUNTANSI

Sejak tanggal 1 Januari 2012, Entitas dan Entitas Anak menerapkan PSAK No. 24 (Revisi 2010), "Imbalan Kerja" dimana Entitasdan Entitas Anak memutuskan untuk mengakui seluruh keuntungan/kerugian aktuarial melalui pendapatan komprehensif lainnya, dimana sebelumnya diakui sebagai penghasilan atau beban apabila akumulasi keuntungan dan kerugian aktuaria bersih yang belum diakui pada akhir tahun pelaporan sebelumnya melebihi 10% dari jumlah yang lebih besar antara nilai kini imbalan pasti dan nilai wajar aset program pada tanggal posisi keuangan.

Pada tahun 2012, Entitas dan Entitas Anak mengakui kerugian aktuarial sebagai pendapatan komprehensif lain sebesar Rp 2.497.634 pada laporan laba rugi komprehensif konsolidasi.

44. CHANGES IN ACCOUNTING POLICY

Since January 1, 2012, the Entity and Subsidiaries adopts PSAK No. 24 (Revised 2010) "Employee Benefits" which Entity and Subsidiaries decided to fully recognised all actuarial gains or losses through other comprehensive income, which previously actuarial gains and losses are recognized as income or expense when the net cumulative unrecognized actuarial gains and losses at the end of the previous reporting year exceeded the greater amount between 10% of the present value of the defined benefit obligation and the fair value of any plan assets at statements of financial position date.

In 2012, the Entity and Subsidiaries recognize actuarial loss other comprehensive income of Rp 2,497,634 in the consolidated statement of comprehensive income.

45. PERISTIWA SETELAH PERIODE PELAPORAN

Pada tanggal 1 Januari 2013, DRP dan Panama (pemegang saham DRP) menyetujui untuk melakukan amandemen atas Utang Obligasi Konversi yang telah jatuh tempo pada tanggal 31 Desember 2012. Obligasi konversi sebesar Rp 100.000.000 dengan obligasi konversi disertai opsi jual (hak pemegang obligasi untuk meminta DRP membeli kembali utang obligasinya) berjangka waktu 5 tahun dengan tingkat pengembalian 1% per tahun. Opsi jual dan opsi konversi dapat dilakukan hingga 31 Desember 2017.

Berdasarkan amandemen perjanjian utang obligasi konversi tanggal 22 Maret 2013, DRP telah memperoleh persetujuan perpanjangan atas utang obligasi konversi dari pemegang obligasi, dimana jatuh tempo utang obligasi diperpanjang sampai dengan tanggal 31 Desember 2017 (lihat Catatan 17).

45. EVENTS AFTER THE REPORTING PERIOD

On January 1, 2013, DRP and Panama (stockholders of DRP) agreed to amendment Convertible Bonds Payable which mature on December 31, 2012. Convertible bonds amounted toRp 100,000,000 with convertible bonds with put option (bond holder has option to require DRP to buy back its convertible bond) have a term of 5 years with rate of return of 1% per annum. Put option and conversion option can be exercised until December 31, 2017 .

Based on amendment agreement of convertible bonds payable dated March 22, 2013, DRP has obtained the approval for the extension of convertible bonds payable from bonds holder, where the convertible bonds payable maturity extended to until December 31, 2017 (see Note 17).

46. PENERAPAN PERNYATAAN STANDAR AKUNTANSI KEUANGAN REVISI

Standar revisi yang berlaku efektif untuk laporan keuangan konsolidasi yang dimulai pada atau setelah tanggal 1 Januari 2013 adalah PSAK No. 38, mengenai "Kombinasi Bisnis pada Entitas Sepengendali"

Manajemen Entitas dan Entitas Anak sedang mengevaluasi dampak dari standar dan interpretasi ini terhadap laporan keuangan konsolidasi.

46. APPLICATION OF REVISION OF STATEMENT OF FINANCIAL ACCOUNTING STANDARDS

Revised standards and interpretations effective for consolidated financial statements beginning on or after Januari 1, 2013 is PSAK No. 38, regarding "Business Combination on Entities under Common Control".

Management of the Entity and Subsidiaries currently evaluating the impact of standards and interpretations on the consolidated financial statements.

47. PENYELESAIAN LAPORAN KEUANGAN KONSOLIDASI

Manajemen Entitas dan Entitas Anak bertanggung jawab atas penyusunan laporan keuangan konsolidasi yang telah diselesaikan pada tanggal 27 Maret 2013.

47. COMPLETION OF THE CONSOLIDATED FINANCIAL STATEMENTS

The management of the Entity and Subsidiaries are responsible for the preparation of the consolidated financial statements that were completed on March 27, 2013.

PT SURYAMAS DUTAMAKMUR Tbk
DAN ENTITAS ANAK/*AND SUBSIDIARIES*

LAPORAN KEUANGAN KONSOLIDASI/
CONSOLIDATED FINANCIAL STATEMENTS

UNTUK TAHUN YANG BERAKHIR PADA TANGGAL-TANGGAL 31 DESEMBER 2013 DAN 2012/
FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

DAN/*AND*

LAPORAN AUDITOR INDEPENDEN/
INDEPENDENT AUDITORS' REPORT

PT. SURYAMAS DUTAMAKMUR, Tbk.

SURAT PERNYATAAN DIREKSI
TENTANG
TANGGUNG JAWAB ATAS LAPORAN KEUANGAN KONSOLIDASI
UNTUK TAHUN-TAHUN YANG BERAKHIR TANGGAL
31 DESEMBER 2013 DAN 2012
PT SURYAMAS DUTAMAKMUR Tbk
DAN ENTITAS ANAK

Kami yang bertanda tangan di bawah ini:

1. Nama/*Name* : Kenneth Lian
   Alamat Kantor/*Office address* : Sudirman Plaza Business Complex, Plaza Marein *16th Floor*, Jl. Jend. Sudirman Kav. 76-78, Jakarta 12910
   Alamat Domisili/sesuai KTP atau Kartu identitas lain/*Residential Address/in accordance with Personal Identity Card* : Jl. Widia Chandra VIII/33 RT. 004 RW. 001, Jakarta
   Nomor Telepon/*Telephone number* : (62-21) 57936733
   Jabatan/*Title* : Direktur Utama/*President Director*

2. Nama/*Name* : Sujanto Handoko
   Alamat Kantor/*Office address* : Sudirman Plaza Business Complex, Plaza Marein *16th Floor*, Jl. Jend. Sudirman Kav. 76-78, Jakarta 12910
   Alamat Domisili/sesuai KTP atau Kartu identitas lain/*Residential Address/in accordance with Personal Identity Card* : Jl. Tari Klasik Blok F-22 RT. 005 RW. 008, Jakarta
   Nomor Telepon/*Telephone number* : (62-21) 57936733
   Jabatan/*Title* : Direktur Keuangan/*Finance Director*

Menyatakan bahwa:

1. Kami bertanggung jawab atas penyusunan dan penyajian laporan keuangan konsolidasi PT Suryamas Dutamakmur Tbk (Entitas) dan Entitas Anak.
2. Laporan keuangan konsolidasi Entitas dan Entitas Anak tersebut telah disusun dan disajikan sesuai dengan Standar Akuntansi Keuangan di Indonesia.
3. a. Semua informasi dalam laporan keuangan konsolidasi Entitas dan Entitas Anak tersebut telah dimuat secara lengkap dan benar.
   b. Laporan keuangan konsolidasi Entitas dan Entitas Anak tersebut tidak mengandung informasi atau fakta material yang tidak benar, dan tidak menghilangkan informasi atau fakta material.
4. Kami bertanggung jawab atas sistem pengendalian intern dalam Entitas dan Entitas Anak.

Demikian pernyataan ini dibuat dengan sebenarnya.

DIRECTORS' STATEMENT
ON
THE RESPONSIBILITY FOR
THE CONSOLIDATED
FINANCIAL STATEMENTS FOR THE YEARS ENDED
DECEMBER 31, 2013 AND 2012
PT SURYAMAS DUTAMAKMUR Tbk
AND SUBSIDIARIES

We, the undersigned:

1. Name : Kenneth Lian
   Office address : Sudirman Plaza Business Complex, Plaza Marein *16th Floor*, Jl. Jend. Sudirman Kav. 76-78, Jakarta 12910
   Residential Address/in accordance with Personal Identity Card : Jl. Widia Chandra VIII/33 RT. 004 RW. 001, Jakarta
   Telephone number : (62-21) 57936733
   Title : Direktur Utama/*President Director*

2. Name : Sujanto Handoko
   Office address : Sudirman Plaza Business Complex, Plaza Marein *16th Floor*, Jl. Jend. Sudirman Kav. 76-78, Jakarta 12910
   Residential Address/in accordance with Personal Identity Card : Jl. Tari Klasik Blok F-22 RT. 005 RW. 008, Jakarta
   Telephone number : (62-21) 57936733
   Title : Direktur Keuangan/*Finance Director*

State that:

1. *We are responsible for the preparation and presentation of the consolidated financial statements of the PT Suryamas Dutamakmur Tbk (Entity) and Subsidiaries.*
2. *The consolidated financial statements of the Entity and Subsidiaries have been prepared and presented in accordance with Indonesian Financial Accounting Standards.*
3. *a. All information contained in the consolidated financial statements of the Entity and Subsidiaries are complete and correct.*
   b. The consolidated financial statements of the Entity and Subsidiaries do not contain misleading material information or facts and do not omit material information or facts.
4. *We are responsible for the internal control system of the Entity and Subsidiaries.*

This statement letter is made truthfully.

24 Maret 2014 / *March 24, 2014*

[Kenneth Lian]
Direktur Utama/*President Director*

[Sujanto Handoko]
Direktur Keuangan/*Finance Director*

Sudirman Plaza Business Complex, Plaza Marein 16th Floor Jl. Jend. Sudirman Kav. 76-78 Jakarta 12910, INDONESIA
Tel. : (62-21) 5793 6733 (Hunting) Fax. : (62-21) 5793 6730

HLB

Hadori Sugiarto Adi & Rekan

Certified Public Accountants

LAPORAN AUDITOR INDEPENDEN

Laporan No. 058/LA-SMDM/JKT1/III/2014

Pemegang Saham, Dewan Komisaris dan Direksi
PT Suryamas Dutamakmur Tbk

Kami telah mengaudit laporan keuangan konsolidasi PT Suryamas Dutamakmur Tbk dan Entitas Anak terlampir, yang terdiri dari laporan posisi keuangan konsolidasi tanggal 31 Desember 2013, serta laporan laba rugi komprehensif, laporan perubahan ekuitas, dan laporan arus kas konsolidasi untuk tahun yang berakhir pada tanggal tersebut, dan suatu ikhtisar kebijakan akuntansi signifikan dan informasi penjelasan lainnya.

Tanggung jawab manajemen atas laporan keuangan konsolidasi

Manajemen bertanggung jawab atas penyusunan dan penyajian wajar laporan keuangan konsolidasi ini sesuai dengan Standar Akuntansi Keuangan di Indonesia, dan atas pengendalian internal yang dianggap perlu oleh manajemen untuk memungkinkan penyusunan laporan keuangan konsolidasi yang bebas dari kesalahan penyajian material, baik yang disebabkan oleh kecurangan maupun kesalahan.

Tanggung jawab auditor

Tanggung jawab kami adalah untuk menyatakan suatu opini atas laporan keuangan konsolidasi ini berdasarkan audit kami. Kami melaksanakan audit kami berdasarkan Standar Audit yang ditetapkan oleh Institut Akuntan Publik Indonesia. Standar tersebut menghatuskan kami untuk mematuhi ketentuan etika serta merencanakan dan melaksanakan audit untuk memperoleh keyakinan memadai tentang apakah laporan keuangan konsolidasi bebas dari kesalahan penyajian material.

Suatu audit melibatkan pelaksanaan prosedur untuk memperoleh bukti audit tentang angka-angka dan pengungkapan dalam laporan keuangan konsolidasi. Prosedur yang dipilih bergantung pada pertimbangan auditor, termasuk penilaian atas risiko kesalahan penyajian material dalam laporan keuangan konsolidasi, baik yang disebabkan oleh kecurangan maupun kesalahan. Dalam melakukan penilaian risiko tersebut, auditor mempertimbangkan pengendalian internal yang relevan dengan penyusunan dan penyajian wajar laporan keuangan konsolidasi entitas untuk merancang prosedur audit yang tepat sesuai dengan kondisinya, tetapi bukan untuk tujuan menyatakan opini atas keefektivitasan

INDEPENDENT AUDITORS' REPORT

Report No. 058/LA-SMDM/JKT1/III/2014

The Stockholders, Board of Commissioners and Directors
PT Suryamas Dutamakmur Tbk

We have audited the accompanying consolidated financial statements of PT Suryamas Dutamakmur Tbk and Subsidiaries, which comprise the consolidated statement of financial position as of December 31, 2013, and the consolidated statements of comprehensive income, changes in equity, and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the consolidated financial statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with Indonesian Financial Accounting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with Standards on Auditing established by the Indonesian Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the

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pengendalian internal entitas. Suatu audit juga mencakup pengevaluasian atas ketepatan kebijakan akuntansi yang digunakan dan kewajaran estimasi akuntansi yang dibuat oleh manajemen, serta pengevaluasian atas penyajian laporan keuangan konsolidasi secara keseluruhan.

reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements

Kami yakin bahwa bukti audit yang telah kami peroleh adalah cukup dan tepat untuk menyediakan suatu basis bagi opini audit kami

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opini

Menurut opini kami, laporan keuangan konsolidasi terlampir menyajikan secara wajar, dalam semua hal yang material, posisi keuangan konsolidasi PT Suryamas Dutamakmur Tbk dan Entitas Anak tanggal 31 Desember 2013, serta kinerja keuangan dan arus kas konsolidasi untuk tahun yang berakhir pada tanggal tersebut, sesuai dengan Standar Akuntansi Keuangan di Indonesia.

Opinion

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of PT Suryamas Dutamakmur Tbk and Subsidiaries as of December 31, 2013, and their consolidated financial performance and cash flows for the year then ended, in accordance with Indonesian Financial Accounting Standards.

HADORI SUGIARTO ADI & REKAN

Wahyu Wibowo, CPA
Nomor Registrasi Akuntan Publik AP.0221/*Public Accountant Registered Number AP.0221*
24 Maret 2014/*March 24, 2014*

The original consolidated financial statements included herein are in the Indonesian language.

PT SURYAMAS DUTAMAKMUR Tbk
DAN ENTITAS ANAK
LAPORAN POSISI KEUANGAN (NERACA)
KONSOLIDASI 31 DESEMBER 2013 DAN 2012
(Disajikan dalam ribuan Rupiah, kecuali dinyatakan lain)

PT SURYAMAS DUTAMAKMUR Tbk
AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL
POSITION DECEMBER 31, 2013 AND 2012
(Expressed in thousands of Rupiah, unless otherwise stated)

	Catatan/ *Notes*	2013	2012	
ASET				***ASSETS***
Aset Lancar				***Current Assets***
Kas dan setara kas	2, 5, 36			*Cash and cash equivalents*
Pihak berelasi		1.152.557	21.853.261	*Related party*
Pihak ketiga		287.257.134	159.739.613	*Third parties*
Piutang usaha				*Trade receivables*
Pihak ketiga – setelah dikurangi penyisihan penurunan nilai piutang sebesar Rp 1.163.702 pada tahun 2013 dan Rp 1.052.604 pada tahun 2012	2, 3, 6	18.430.296	17.860.650	*Third parties – net of allowance for impairment loss on receivables of Rp 1,163,702 in 2013 and Rp 1,052,604 in 2012*
Pihak berelasi	2, 3, 6, 36	2.105.514	-	*Related parties*
Piutang lain-lain – pihak ketiga	2	5.840.497	2.907.277	*Other receivables – third parties*
Piutang pihak berelasi	2, 36	-	810.120	*Due from related party*
Persediaan	2	1.519.823	1.437.349	*Inventories*
Biaya dibayar di muka	2	1.604.640	1.487.677	*Prepaid expenses*
Pajak dibayar di muka	2, 7	26.646.493	14.803.738	*Prepaid taxes*
Uang muka	8	35.348.706	78.158.171	*Advance payments*
Aset real estat	2, 9	758.051.159	702.162.725	*Real estate assets*
Investasi saham	2	225.000	225.000	*Stock investments*
Aset lain-lain	2	1.979.963	1.206.223	*Other assets*
Taksiran tagihan pajak penghasilan	2, 32	-	200.612	*Estimated claims for tax refunds*
Jumlah Aset Lancar		1.140.161.782	1.002.852.416	***Total Current Assets***
Aset Tidak Lancar				***Non-Current Assets***
Aset real estat	2, 9	1.548.103.354	1.422.592.128	*Real estate assets*
Aset pajak tangguhan	2, 32	1.304.563	851.301	*Deferred tax assets*
Aset tetap – setelah dikurangi akumulasi penyusutan sebesar Rp 76.514.395 pada tahun 2013 dan Rp 66.643.396 pada tahun 2012	2, 3, 10	260.744.747	211.368.931	*Property and equipment – net of accumulated depreciation of Rp 76,514,395 in 2013 and Rp 66,643,396 in 2012*
Jumlah Aset Tidak Lancar		1.810.152.664	1.634.812.360	***Total Non-Current Assets***
JUMLAH ASET		2.950.314.446	2.637.664.776	***TOTAL ASSETS***

Lihat Catatan atas Laporan Keuangan Konsolidasi yang merupakan bagian yang tidak terpisahkan dari laporan keuangan konsolidasi secara keseluruhan.

See accompanying Notes to Consolidated Financial Statements which are an integral part of the consolidated financial statements.

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PT SURYAMAS DUTAMAKMUR Tbk
DAN ENTITAS ANAK
LAPORAN POSISI KEUANGAN (NERACA)
KONSOLIDASI (Lanjutan)
31 DESEMBER 2013 DAN 2012
(Disajikan dalam ribuan Rupiah, kecuali dinyatakan lain)

PT SURYAMAS DUTAMAKMUR Tbk
AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL
POSITION (Continued)
DECEMBER 31, 2013 AND 2012
(Expressed in thousands of Rupiah, unless otherwise stated)

	Catatan/ *Notes*	2013	2012	
LIABILITAS DAN EKUITAS				***LIABILITIES AND EQUITY***
LIABILITAS				***LIABILITIES***
Liabilitas Jangka Pendek				***Current Liabilities***
Utang usaha – pihak ketiga	2, 11	26.322.506	23.899.729	*Trade payables – third parties*
Utang lain-lain – pihak ketiga	2, 12	33.867.578	17.760.253	*Other payables – third parties*
Utang pajak	2, 3, 13, 32	8.412.942	3.713.912	*Taxes payable*
Beban masih harus dibayar	2	1.422.282	1.048.904	*Accrued expenses*
Utang obligasi	2, 17, 24	330.000	330.000	*Bonds payable*
Utang jangka panjang yang jatuh tempo dalam satu tahun:				*Current portion of long-term:*
Uang muka diterima	2, 14	475.468.819	271.848.031	*Advances received*
Utang bank	2, 15	48.197.109	38.652.918	*Bank loans*
Utang lembaga keuangan	2, 20	434.109	819.536	*Financial institution loans*
Jumlah Liabilitas Jangka Pendek		594.455.345	358.073.283	***Total Current Liabilities***
Liabilitas Jangka Panjang				***Non-Current Liabilities***
Utang jangka panjang yang jatuh tempo dalam satu tahun:				*Long-term loan net of current portion:*
Uang muka diterima	2, 14	21.982.282	3.024.797	*Advances received*
Utang bank	2, 15	71.812.001	54.340.203	*Bank loans*
Utang lembaga keuangan	2, 20	-	434.109	*Financial institution loans*
Utang obligasi konversi	2, 18, 19	75.131.480	68.301.345	*Convertible bonds payable*
Liabilitas derivatif	2, 19	8.038.873	3.675.862	*Derivative liabilities*
Jaminan keanggotaan golf	2, 21	4.381.144	3.956.198	*Golf membership deposits*
Pendapatan bunga yang ditangguhkan	2, 21	8.998.188	9.894.407	*Deferred interest income*
Liabilitas diestimasi atas imbalan kerja	2, 3, 34	21.329.787	21.593.664	*Estimated liabilities for employee benefits*
Jumlah Liabilitas Jangka Panjang		211.673.755	165.220.585	***Total Non-Current Liabilities***
JUMLAH LIABILITAS		806.129.100	523.293.868	***TOTAL LIABILITIES***

Lihat Catatan atas Laporan Keuangan Konsolidasi yang merupakan bagian yang tidak terpisahkan dari laporan keuangan konsolidasi secara keseluruhan.

See accompanying Notes to Consolidated Financial Statements which are an integral part of the consolidated financial statements.

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PT SURYAMAS DUTAMAKMUR Tbk
DAN ENTITAS ANAK
LAPORAN POSISI KEUANGAN (NERACA)
KONSOLIDASI 31 DESEMBER 2013 DAN 2012
(Lanjutan)
(Disajikan dalam ribuan Rupiah, kecuali dinyatakan lain)

PT SURYAMAS DUTAMAKMUR Tbk
AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL
POSITION DECEMBER 31, 2013 AND 2012
(Continued)
(Expressed in thousands of Rupiah, unless otherwise stated)

	Catatan/ *Notes*	2013	2012	
EKUITAS				***EQUITY***
Ekuitas yang dapat diatribusikan kepada pemilik entitas induk				***Equity attributable to owners of the parent entity***
Modal saham – nilai nominal Rp 318 (Rupiah penuh) per saham				
Modal dasar – 6.000.000.000 saham pada tahun 2013 dan 4.700.000.000 saham pada tahun 2012				*Capital stock – par value Rp 318 (full amount) per share Authorized – 6,000,000,000 in 2013 and 4,700,000,000 shares in 2012*
Modal ditempatkan dan disetor penuh – 4.772.138.237 pada tahun 2013 dan 4.006.783.831 saham pada tahun 2012	1, 2, 4, 22, 24	1.517.539.959	1.274.157.258	*Issued and fully paid capital – 4,772,138,237 shares in 2013 and 4,006,783,831 shares in 2012*
Tambahan modal disetor	2, 4, 23	2.248.289	2.248.289	*Additional paid-in capital*
Uang muka pemesanan saham	16, 17, 22, 24	3.979.097	247.361.798	*Advance for subscription of shares*
Saldo laba (defisit sebesar Rp 1.010.014.529 dieliminasi melalui kuasi reorganisasi pada tanggal 30 April 2011)	2, 4, 22, 23	71.656.916	33.560.178	*Retained earnings (deficit of Rp 1,010,014,529 was eliminated as a result of the quasi-reorganization as of April 30, 2011)*
Sub-jumlah		1.595.424.261	1.557.327.523	*Sub-total*
Kepentingan nonpengendali	2, 4, 25	548.761.085	557.043.385	***Non-controlling interests***
JUMLAH EKUITAS		2.144.185.346	2.114.370.908	***TOTAL EQUITY***
JUMLAH LIABILITAS DAN EKUITAS		2.950.314.446	2.637.664.776	***TOTAL LIABILITIES AND EQUITY***

Lihat Catatan atas Laporan Keuangan Konsolidasi yang merupakan bagian yang tidak terpisahkan dari laporan keuangan konsolidasi secara keseluruhan.

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PT SURYAMAS DUTAMAKMUR Tbk
DAN ENTITAS ANAK
LAPORAN LABA RUGI
KOMPREHENSIF KONSOLIDASI
UNTUK TAHUN YANG BERAKHIR PADA TANGGAL-TANGGAL 31 DESEMBER 2013 DAN 2012
(Disajikan dalam ribuan Rupiah, kecuali dinyatakan lain)

PT SURYAMAS DUTAMAKMUR Tbk
AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF
COMPREHENSIVE INCOME
FOR THE YEARS ENDED
DECEMBER 31, 2013 AND 2012
(Expressed in thousands of Rupiah, unless otherwise stated)

	Catatan/ *Notes*	2013	2012	
PENJUALAN BERSIH DAN PENDAPATAN USAHA	2, 26, 36	329.307.227	267.813.147	***NET SALES AND OPERATING REVENUES***
BEBAN POKOK PENJUALAN DAN BEBAN LANGSUNG USAHA	2, 27	(201.465.368)	(174.487.009)	***COST OF SALES AND DIRECT COSTS***
LABA KOTOR		127.841.859	93.326.138	***GROSS PROFIT***
Pendapatan lain-lain	2, 28	24.596.461	13.488.786	*Other income*
Beban penjualan	2, 29	(21.048.081)	(15.920.260)	*Selling expenses*
Beban umum dan administrasi	2, 30	(65.474.626)	(54.178.644)	*General and administrative expenses*
Pendapatan (beban) pendanaan	2, 31	(22.873.357)	21.050.556	*Finance income (charges)*
Beban lain-lain	2	(688.927)	(203.812)	*Other charges*
LABA SEBELUM TAKSIRAN PENGHASILAN (BEBAN) PAJAK		42.353.329	57.562.764	***INCOME BEFORE PROVISION FOR TAX INCOME (EXPENSES)***
TAKSIRAN PENGHASILAN (BEBAN) PAJAK	2, 32			***PROVISION FOR TAX INCOME (EXPENSES)***
Kini				*Current*
Final		(13.152.846)	(10.120.921)	*Final*
Tidak final		(3.182.536)	(1.483.274)	*Non final*
Tangguhan		453.262	361.117	*Deferred*
Jumlah Taksiran Beban Pajak		(15.882.120)	(11.243.078)	*Total Provision for Tax Expenses*
JUMLAH LABA TAHUN BERJALAN		26.471.209	46.319.686	***TOTAL INCOME FOR THE CURRENT YEAR***
Pendapatan komprehensif lain:				*Other comprehensive income:*
Keuntungan aktuarial	2, 34	3.383.432	688.584	*Actuarial gain*
JUMLAH LABA KOMPREHENSIF TAHUN BERJALAN		29.854.641	47.008.270	***TOTAL COMPREHENSIVE INCOME FOR THE CURRENT YEARS***
Jumlah laba yang dapat diatribusikan kepada:				***Total income that can be attributed to:***
Pemilik entitas induk		35.046.915	12.415.930	*Owners of the parent entity*
Kepentingan nonpengendali	2, 25	(8.575.706)	33.903.756	*Non-controlling interests*
		26.471.209	46.319.686	

Lihat Catatan atas Laporan Keuangan Konsolidasi yang merupakan bagian yang tidak terpisahkan dari laporan keuangan konsolidasi secara keseluruhan.

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PT SURYAMAS DUTAMAKMUR Tbk
DAN ENTITAS ANAK
LAPORAN LABA RUGI
KOMPREHENSIF KONSOLIDASI (Lanjutan)
UNTUK TAHUN YANG BERAKHIR PADA TANGGAL-TANGGAL 31 DESEMBER 2013 DAN 2012
(Disajikan dalam ribuan Rupiah, kecuali dinyatakan lain)

PT SURYAMAS DUTAMAKMUR Tbk
AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (Continued)
FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012
(Expressed in thousands of Rupiah, unless otherwise stated)

	Catatan/ *Notes*	2013	2012	
Jumlah laba komprehensif yang dapat diatribusikan kepada:				***Total comprehensive income that can be attributed to:***
Pemilik entitas induk		38.096.738	13.346.102	*Owners of the parent entity*
Kepentingan nonpengendali	2	(8.242.097)	33.662.168	*Non-controlling interests*
		29.854.641	47.008.270	
Laba per saham (Rupiah penuh)	2, 33			***Earnings per share (full amount)***
Dasar		8,62	3,10	*Basic*
Dilusian		7,32	2,59	*Diluted*

Lihat Catatan atas Laporan Keuangan Konsolidasi yang merupakan bagian yang tidak terpisahkan dari laporan keuangan konsolidasi secara keseluruhan.

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PT SURYAMAS DUTAMAKMUR Tbk DAN ENTITAS ANAK
LAPORAN PERUBAHAN EKUITAS KONSOLIDASI
UNTUK TAHUN YANG BERAKHIR PADA TANGGAL-TANGGAL
31 DESEMBER 2013 DAN 2012
(Disajikan dalam ribuan Rupiah, kecuali dinyatakan lain)

PT SURYAMAS DUTAMAKMUR Tbk AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2013
AND 2012
(Expressed in thousands of Rupiah, unless otherwise stated)

	Catatan/ *Notes*	Ekuitas yang Dapat Diatribusikan Kepada Pemilik Entitas Induk/ *Equity Attributable to Owners of The Parent Entity*					Kepentingan Nonpengendali/ *Non-Controlling Interests*	Jumlah Ekuitas/ *Total Equity*	
		Modal Ditempatkan dan Disetor Penuh/ *Issued and Fully Paid Capital*	Tambahan Modal Disetor/*Additional Paid-in Capital*	Uang Muka Pemesanan Saham/*Advance for Subscription of Shares*	Saldo Laba/ *Retained Earnings*	Jumlah /*Total*			
Saldo 1 Januari 2012		1.274.157.258	2.248.289	247.361.798	20.214.076	1.543.981.421	512.072.547	2.056.053.968	*Balance as of January 1, 2012*
Penerbitan saham kepada nonpengendali		-	-	-	-	-	11.550.000	11.550.000	*Issuence of shares to non-controlling interests*
Bagian nonpengendali atas pembebanan selisih penilaian aset dan liabilitas Entitas Anak	2, 4	-	-	-	-	-	(241.330)	(241.330)	*Difference in valuation of assets and liabilities of Subsidiaries charged to non-controlling interest portion*
Jumlah laba komprehensif tahun berjalan		-	-	-	13.346.102	13.346.102	33.662.168	47.008.270	*Total comprehensive income for the current year*
Saldo 31 Desember 2012		1.274.157.258	2.248.289	247.361.798	33.560.178	1.557.327.523	557.043.385	2.114.370.908	*Balance as of December 31, 2012*
Reklasifikasi utang *medium term note Tranche B* menjadi modal ditempatkan dan disetor penuh	2, 16, 22, 24	243.382.701	-	(243.382.701)	-	-	-	-	*Reclassification of medium term note Tranche B payable to issued and fully paid capital*
Bagian nonpengendali atas pembebanan selisih penilaian aset dan liabilitas Entitas Anak	2, 4	-	-	-	-	-	(40.203)	(40.203)	*Difference in valuation of assets and liabilities of Subsidiaries charged to non-controlling interest portion*
Jumlah laba (rugi) komprehensif tahun berjalan		-	-	-	38.096.738	38.096.738	(8.242.097)	29.854.641	*Total comprehensive income (loss) for the current year*
Saldo 31 Desember 2013		1.517.539.959	2.248.289	3.979.097	71.656.916	1.595.424.261	548.761.085	2.144.185.346	*Balance as of December 31, 2013*

Lihat Catatan atas Laporan Keuangan Konsolidasi yang merupakan bagian yang tidak terpisahkan dari laporan keuangan konsolidasi secara keseluruhan.

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PT SURYAMAS DUTAMAKMUR Tbk
DAN ENTITAS ANAK
LAPORAN ARUS KAS KONSOLIDASI
UNTUK TAHUN YANG BERAKHIR PADA TANGGAL-TANGGAL 31 DESEMBER 2013 DAN 2012
(Disajikan dalam ribuan Rupiah, kecuali dinyatakan lain)

PT SURYAMAS DUTAMAKMUR Tbk
AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED
DECEMBER 31, 2013 AND 2012
(Expressed in thousands of Rupiah, unless otherwise stated)

	Catatan/ *Notes*	2013	2012	
ARUS KAS DARI AKTIVITAS OPERASI				***CASH FLOWS FROM OPERATING ACTIVITIES***
Penerimaan kas dari pembeli real estat dan anggota golf		560.364.852	374.726.534	*Cash receipts from buyers of real estate assets and from golf members*
Perolehan aset real estat		(308.471.696)	(253.713.817)	*Acquisitions of real estate assets*
Pembayaran kas kepada pemasok, konsultan dan karyawan		(107.258.548)	(127.456.802)	*Cash paid to supplier, consultants and employees*
Kas yang dihasilkan dari (digunakan untuk) operasi		144.634.608	(6.444.085)	*Cash generated from (used in) operations*
Pembayaran pajak penghasilan dan tagihan pajak		(26.065.061)	(20.954.937)	*Payment of income tax and tax penalty*
Pembayaran beban keuangan		(12.151.483)	(9.636.046)	*Payment of finance charges*
Kas Bersih yang Diperoleh dari (Digunakan untuk) Aktivitas Operasi		106.418.064	(37.035.068)	*Net Cash Provided by (Used in) Operating Activities*
ARUS KAS DARI AKTIVITAS INVESTASI				***CASH FLOWS FROM INVESTING ACTIVITIES***
Penerimaan bunga		14.798.380	9.700.705	*Interest received*
Perolehan aset tetap	10	(41.569.745)	(5.805.274)	*Acquisitions of property and equipment*
Hasil penjualan aset tetap	10	163.545	517.000	*Proceeds from sale of property and equipment*
Kas Bersih yang Diperoleh dari (Digunakan untuk) Aktivitas Investasi		(26.607.820)	4.412.431	*Net Cash Provided by (Used in) Investing Activities*
ARUS KAS DARI AKTIVITAS PENDANAAN				***CASH FLOWS FROM FINANCING ACTIVITIES***
Penerimaan utang bank		27.015.989	42.263.304	*Receipt of bank loans*
Pembayaran utang lembaga keuangan		(819.536)	(819.045)	*Payment of financial institution loans*
Penerimaan (penambahan) piutang pihak berelasi		810.120	(50.680)	*Receipt (addition) of due from related parties*
Penambahan modal saham Entitas Anak		-	9.900.000	*Paid-up capital of Subsidiaries*
Kas Bersih yang Diperoleh dari Aktivitas Pendanaan		27.006.573	51.293.579	*Net Cash Provided by Financing Activities*
KENAIKAN BERSIH KAS DAN SETARA KAS		106.816.817	18.670.942	***NET INCREASE IN CASH AND CASH EQUIVALENTS***
KAS DAN SETARA KAS AWAL TAHUN		181.592.874	162.921.932	***CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR***
KAS DAN SETARA KAS AKHIR TAHUN		288.409.691	181.592.874	***CASH AND CASH EQUIVALENTS AT END OF THE YEAR***

Lihat Catatan atas Laporan Keuangan Konsolidasi yang merupakan bagian yang tidak terpisahkan dari laporan keuangan konsolidasi secara keseluruhan.

See accompanying Notes to Consolidated Financial Statements which are an integral part of the consolidated financial statements.

1. UMUM

a. Pendirian Entitas

PT Suryamas Dutamakmur Tbk (Entitas) didirikan berdasarkan akta No. 322, tanggal 21 September 1989 dari Benny Kristianto, S.H., notaris di Jakarta. Akta pendirian ini disahkan oleh Menteri Kehakiman Republik Indonesia dalam Surat Keputusannya No. C2-5896.HT.01.01.Th.90, tanggal 9 Oktober 1990 serta diumumkan dalam Berita Negara Republik Indonesia No. 98, tanggal 7 Desember 1990, Tambahan No. 4968. Anggaran Dasar Entitas telah mengalami beberapa kali perubahan, terakhir dengan Akta Notaris Fransiscus Xaverius Budi Santoso Isbandi, S.H., No. 127, tanggal 28 Juni 2013, mengenai perubahan modal dasar. Akta perubahan Anggaran Dasar tersebut telah disahkan dengan Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia dalam Surat Keputusan No. AHU-47984.AH.01.02.Tahun 2013, tanggal 12 September 2013 (lihat Catatan 22).

Entitas berdomisili di Rancamaya, Bogor, Jawa Barat. Kantor pusat Entitas beralamat di Sudirman Plaza Business Complex, Plaza Marein Lantai 16, Jalan Jenderal Sudirman Kavling 76-78, Jakarta.

Sesuai dengan pasal 3 Anggaran Dasar, ruang lingkup kegiatan usaha Entitas meliputi bidang perdagangan umum, real estat dan bangunan pada umumnya, antara lain sebagai developer, pemborong, perencana, penyelenggara pelaksana pembuatan gedung, rumah, jalan, jembatan, landasan dan instalatir. Entitas mulai beroperasi komersial pada tahun 1993.

Entitas saat ini berusaha di bidang real estat berupa penjualan tanah serta tanah dan rumah tinggal, pengoperasian lapangan golf, *country club* dan fasilitas resort lainnya di daerah Rancamaya, Bogor, Jawa Barat.

b. Dewan Komisaris, Direksi dan Karyawan

Susunan Dewan Komisaris dan Direksi Entitas pada tanggal 31 Desember 2013 dan 2012 adalah sebagai berikut:

Dewan Komisaris

Presiden Komisaris	:	Wismoyo Arismunandar	:	Presiden Komisaris
Komisaris	:	Fifi Julia Maeloa	:	Komisaris
Komisaris	:	Ramelan	:	Komisaris

1. GENERAL

a. Establishment of the Entity

PT Suryamas Dutamakmur Tbk (the Entity) was established based on notarial deed No. 322, dated September 21, 1989 of Benny Kristianto, S.H., notary in Jakarta. The deed of establishment was approved by the Minister of Justice of the Republic of Indonesia in his Decision Letter No. C2-5896.HT.01.01.Th.90, dated October 9, 1990 and was published in the State Gazette of the Republic of Indonesia No. 98, dated December 7, 1990, Supplement No. 4968. The Entity's Articles of Association have been amended several times, the last with Notarial Deed of Fransiscus Xaverius Budi Santoso Isbandi, S.H., No. 127, dated June 28, 2013, regarding the changes of authorized capital stock. Amendment of the Deed was approved by Decree of the Minister of Laws and Human Rights of the Republic of Indonesia in its Decision Letter No. AHU-47984.AH.01.02.Tahun 2013, dated September 12, 2013 (see Note 22).

The Entity is domiciled in Rancamaya, Bogor, West Java. The Entity's head office is located at Sudirman Plaza Business Complex, Plaza Marein 16th Floor, Jalan Jenderal Sudirman Kavling 76 - 78, Jakarta.

In accordance with article 3 of the Entity's Articles of Association, the scope of its activities is to engage in general trading, construction and real estate as developer, contractor, planner and executive contractor of buildings, houses, roads, bridges, runways and other infrastructures.The Entity started commercial operations in 1993.

The Entity is currently engaged in real estate activities including selling of land, land and houses, and the operation of the golf course, country club and other resort facilities located in Rancamaya, Bogor, West Java.

b. The Board of Commissioners, Directors and Employees

The composition of the Entity's Board of Commissioners and Directors as of December 31, 2013 and 2012 are as follows:

Board of Commissioners

President Commissioner	:	Wismoyo Arismunandar	:	*President Commissioner*
Commissioner	:	Fifi Julia Maeloa	:	*Commissioner*
Commissioner	:	Ramelan	:	*Commissioner*

Direksi				*Directors*
Presiden Direktur	:	Kenneth Lian	:	*President Director*
Direktur	:	Sujanto Handoko	:	*Director*
Direktur	:	Wing Indrasmoro	:	*Director*
Direktur	:	Henny Kusuma Hendrawan	:	*Director*
Komite Audit				*Audit Committees*
Ketua	:	Ramelan	:	*Chairman*
Anggota	:	Amin Anwar	:	*Member*
Anggota	:	Sengman Tjahja	:	*Member*

Jumlah rata-rata karyawan tetap Entitas dan Entitas Anak adalah 544 dan 521 masing-masing pada tanggal 31 Desember 2013 dan 2012.

The Entity and Subsidiaries have an average total number of permanent employees on 544 and 521 employees as of December 31, 2013 and 2012, respectively.

c. Entitas Anak

Entitas memiliki baik secara langsung maupun tidak langsung lebih dari 50% saham dan/atau mempunyai kendali atas Entitas Anak.

Rincian penyertaan langsung dan tidak langsung pada Entitas Anak pada tanggal 31 Desember 2013 dan 2012 adalah sebagai berikut:

c. *Subsidiaries*

The Entity has direct and indirect ownerships of more than 50% shares and/or has control in the Subsidiaries.

The details of direct and indirect ownership on Subsidiaries as of December 31, 2013 and 2012 are as follows:

Entitas Anak/*Subsidiaries*	Domisil/ *Domicile*	Kegiatan Usaha/ *Principal Activity*	Persentase Kepemilikan/ *Percentage of Ownership*	Beroperasi Secara Komersial/ *Start of Commercial Operations*	Jumlah Aset Tanggal 31 Desember 2013/ *Total Assets as of December 31, 2013*	Jumlah Aset Tanggal 31 Desember 2012/ *Total Assets as of December 31, 2012*
Kepemilikan Langsung/*DirectOwnership:*						
PT Centranusa Majupermai (CNMP)	Jakarta	Investasi dan real estat/*Investments and real estate*	98,85%	1997	1.507.758.236	1.467.318.393
PT Multiraya Sinarindo (MS)	Jakarta	Real estat/ *Real estate*	99,96%	2004	3.058.068	26.784.810
PT Inti Sarana Papan (ISP)	Jakarta	Real estat/ *Real estate*	99,99%	-	18.261.555	18.261.298
PT Permainusa Megacitra (PM)	Jakarta	Properti/*Property*	99,91%	-	124.155	134.635
PT Saptakreasi Indah (SKI)	Jakarta	Investasi/ *Investments*	99,99%	1994	9.380.226	9.359.921
PT Golden Integrity Sejati (GIS)	Bogor	Jasa pendidikan/ *Educational service*	70,00%	2008	2.025.776	1.830.915
PT Rancamaya Asri Golf and Country (RAGC)	Jakarta	Operator lapangan golf/*Golf course operator*	99,60%	-	107.069	108.477
PT Tajur Surya Abadi (TSA)	Jakarta	Real estat/ *Real estate*	67,00%	2012	202.459.743	70.259.435

The original consolidated financial statements included herein are in the Indonesian language.

Entitas Anak/*Subsidiaries*	Domisil/ *Domicile*	Kegiatan Usaha/ *Principal Activity*	Persentase Kepemilikan/ *Percentage of Ownership*	Beroperasi Secara Komersial/ *Start of Commercial Operations*	Jumlah Aset Tanggal 31 Desember 2013/ *Total Assets as of December 31, 2013*	Jumlah Aset Tanggal 31 Desember 2012/ *Total Assets as of December 31, 2012*
Kepemilikan Tidak Langsung/ *Indirect Ownership*						
1. Melalui/*Through* SKI						
PT Rancamaya Indah Hotel (RIH)	Jakarta	Hotel/*Hotel*	98,00%	-	240.164	230.853
PT Centranusa Majupermai (CNMP)	Jakarta	Investasi dan real estat/*Investments and real estate*	1,14%	1997	1.507.758.236	1.467.318.393
PT Multiraya Sinarindo (MS)	Jakarta	Real estat/ *Real estate*	0,04%	2004	3.058.068	26.784.810
PT Inti Sarana Papan (ISP)	Jakarta	Real estat/ *Real estate*	0,01%	-	18.261.555	18.261.298
PT Permainusa Megacitra (PM)	Jakarta	Properti/*Property*	0,09%	-	124.155	134.635
PT Rancamaya Asri Golf and Country (RAGC)	Jakarta	Operator lapangan golf/*Golf course operator*	0,40%	-	107.069	108.477
2. Melalui/*Through* RAGC						
PT Saptakreasi Indah (SKI)	Jakarta	Investasi/*Investments*	0,01%	1994	9.380.226	9.359.921
3. Melalui/*Through* PM						
PT Rancamaya Indah Hotel (RIH)	Jakarta	Hotel/*Hotel*	2,00%	-	240.164	230.853
4. Melalui/*Through* RIH						
PT Centranusa Majupermai (CNMP)	Jakarta	Investasi dan real estat/*Investments and real estate*	0,01%	1997	1.507.758.236	1.467.318.393
5. Melalui/*Through* CNMP						
PT Dwigunatama Rintisprima (DRP)	Jakarta	Real estat/*Real estate*	50,00%	1994	1.506.643.599	1.466.267.097
6. Melalui/*Through* DRP dan/*and* CNMP						
PT Dwikarya Langgengsukses (DLS)	Jakarta	Real estat/*Real estate*	50,00%	2009	484.657.708	480.857.982
7. Melalui/*Through* DRP, DLS dan/*and* CNMP						
PT Kharisma Buana Mandiri (KBM)	Jakarta	Jasa/*Service*	50,00%	2011	10.927.498	11.379.961

Berdasarkan akta Notaris Soeleman Odang, S.H., No. 25, tanggal 29 Mei 2013, MS, Entitas Anak, melakukan penurunan modal sehingga penyertaan saham Entitas pada MS turun sebesar Rp 4.056.000. Akta tersebut telah disahkan oleh Menteri Hukum dan Hak Asasi Manusia Republik Indonesia berdasarkan Surat

Based on Notarial Deed of Soeleman Odang, S.H., No. 25, dated May 29, 2013, MS, Subsidiary, has capital stock reduction, in which the investment Entity in MS decreased by Rp 4,056,000. The Deed was approved by Decree of the Minister of Law and Human Rights of the Republic of Indonesia in its Decision Letter

Keputusan No. AHU-42181.AH.01.02. Tahun 2013, pada tanggal 2 Agustus 2013.

Berdasarkan akta Notaris Soeleman Odang, S.H., No. 6, tanggal 28 Desember 2012, Entitas melakukan peningkatan penyertaan saham pada TSA sebesar Rp 23.450.000. Akta tersebut telah disahkan oleh Menteri Hukum dan Hak Asasi Manusia Republik Indonesia berdasarkan surat keputusan No. AHU-AH.01.10-00844, pada tanggal 15 Januari 2013.

Berdasarkan akta Notaris Soeleman Odang, S.H., No. 47, tanggal 26 Juni 2012, PM, Entitas Anak, melakukan penurunan modal sehingga penyertaan saham Entitas pada PM turun sebesar Rp 900.000. Akta tersebut telah disahkan oleh Menteri Hukum dan Hak Asasi Manusia Republik Indonesia berdasarkan Surat Keputusan No. AHU-45521.AH.01.02. Tahun 2012, pada tanggal 27 Agustus 2012.

RAGC, PM, ISP dan RIH masih dalam tahap pengembangan.

No. AHU-42181.AH.01.02. Tahun 2013, dated August 2, 2013.

Based on Notarial Deed Soeleman Odang, S.H., No. 6, dated December 28, 2012, the Entity increase the investment in TSA amounted Rp 23,450,000. The Deed was approved by Decree of the Minister of Law and Human Rights of the Republic of Indonesia in its Decision Letter No. AHU-AH.01.10-00844, dated January 15, 2013

Based on Notarial Deed Soeleman Odang, S.H., No. 47, dated June 26, 2012, PM, Subsidiary, has capital stock reduction, in which the investment Entity in PM decreased by Rp 900,000. The Deed was approved by Decree of the Minister of Law and Human Rights of the Republic of Indonesia in its Decision Letter No. AHU-45521.AH.01.02. Tahun 2012, dated August 27, 2012.

RAGC, PM, ISP and RIH are still in the development stage.

2. IKHTISAR KEBIJAKAN AKUNTANSI YANG SIGNIFIKAN

a. Pernyataan Kepatuhan

Manajemen bertanggung jawab atas penyusunan dan penyajian laporan keuangan konsolidasi. Laporan keuangan konsolidasi telah disusun sesuai dengan Standar Akuntansi Keuangan di Indonesia yang mencakup Pernyataan Standar Akuntansi Keuangan (PSAK) dan Interpretasi Standar Akuntansi Keuangan (ISAK) yang dikeluarkan oleh Dewan Standar Akuntansi Keuangan Ikatan Akuntan Indonesia serta Peraturan Otoritas Jasa Keuangan (OJK) (dahulu Badan Pengawas Pasar Modal dan Lembaga Keuangan) No. VIII.G.7, mengenai "Penyajian dan Pengungkapan Laporan Keuangan Emiten atau Perusahaan Publik" yang terlampir dalam Surat Keputusan No. KEP- 347/BL/2012 tanggal 25 Juni 2012.

b. Dasar Penyusunan Laporan Keuangan Konsolidasi

Laporan keuangan konsolidasi, kecuali untuk laporan arus kas konsolidasi, disusun berdasarkan pada saat terjadinya *(accrual basis)* dengan konsep biaya perolehan *(historical cost)*, kecuali beberapa akun tertentu disusun berdasarkan pengukuran lain sebagaimana diuraikan dalam kebijakan akuntansi masing-masing akun tersebut.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. Statement of Compliance

Management responsible for the preparation and presentation on the consolidated financial statements and have been prepared in accordance with the Indonesian Financial Accounting Standards which include Statement and Interpretations of Financial Accounting Standards issued by Financial Accounting Standards Board of the Indonesian Accountant Institute and Indonesian Financial Services Authority (formarly the Capital Market and Financial Institution Supervisory Agency) Regulation No. VIII.G.7, regarding "the Presentation and Disclosures of Financial Statements of Listed Entity" enclosed in the Decision Letter No. KEP- 347/BL/2012, dated June 25, 2012.

b. Basis of Preparation of Consolidated Financial Statement

The consolidated financial statements except for the consolidated statements of cash flows, have been prepared on the accrual basis using historical cost concept of accounting, except for certain accounts which are measured as described in the accounting policies of each such account.

Laporan arus kas konsolidasi disajikan dengan metode langsung yang dikelompokkan dalam aktivitas operasi, investasi dan pendanaan.

The consolidated statements of cash flows were presented using the direct method, cash flows were classified into operating, investing and financing activities.

Mata uang fungsional dan pelaporan yang digunakan dalam laporan keuangan konsolidasi adalah Rupiah (Rp).

The functional and reporting currency used in the consolidated financial statements is Indonesian Rupiah (Rp).

Penyusunan laporan keuangan sesuai dengan Standar Akuntansi Keuangan di Indonesia mengharuskan penggunaan estimasi dan asumsi. Hal tersebut juga mengharuskan manajemen untuk membuat pertimbangan dalam proses penerapan kebijakan akuntansi Entitas dan Entitas Anak. Area yang kompleks atau memerlukan tingkat pertimbangan yang lebih tinggi atau area di mana asumsi dan estimasi dapat berdampak signifikan terhadap laporan keuangan konsolidasian diungkapkan di Catatan 3.

The preparation of financial statements in conformity with Indonesian Financial Accounting Standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Entity and Subsidiaries accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 3.

Penerapan dari revisi standar dan pencabutan standar berikut yang berlaku 1 Januari 2013, tidak menimbulkan perubahan signifikan terhadap kebijakan akuntansi Entitas dan Entitas Anak dan efek material terhadap laporan keuangan konsolidasi:

Implementation of revisions standard following standards and withdrawal standards with an effective date January 1, 2013, did not result in significant changes to the accounting policies the Entity and Subsidiaries and material effect on the consolidated financial statements:

- Revisi atas PSAK No. 38, mengenai "Kombinasi Bisnis pada Entitas Sepengendali".
- Revisi atas PSAK No. 60 (Revisi 2012), mengenai "Instrumen Keuangan: Pengungkapan".
- Pencabutan atas PSAK No. 51 (Revisi 2013), mengenai "Akuntansi Kuasi Reorganisasi".

- *The revisions of PSAK No. 38, regarding "Business Combination on Entities under Common Control".*
- *The revisions of PSAK No. 60 (Revised 2012), regarding "Financial Instrument: Disclosure"*
- *Withdrawal of PSAK No. 51 (Revised 2013), regarding "Quasi Reorganisation".*

Penerapan ISAK No. 21, mengenai "Perjanjian Konstruksi Real Estate" dan pencabutan PSAK No. 44, mengenai "Akuntansi Aktivitas Pengembangan Real Estate" yang seharusnya berlaku sejak 1 Januari 2013 telah ditunda sampai pemberitahuan lebih lanjut oleh Dewan Standar Akuntansi Keuangan Indonesia. Manajemen berpendapat bahwa penerapan dan pencabutan Interpretasi dan Standar tersebut di atas tidak memiliki dampak terhadap laporan keuangan konsolidasi.

The implementation of ISAK No. 21, regarding "Agreements for Construction for Real Estate" and the withdrawal of PSAK No. 44, regarding "Accounting for Real Estate Development Activities", which would previously have been mandatorily applied and withdrawn as at January 1, 2013, have been postponed until further notice by the Indonesian Financial Accounting Standards Board. Management believes that the implementation and the withdrawal of the above Interpretation and Standard will not impact the consolidated financial statements.

c. Prinsip Konsolidasi

c. Principles of Consolidation

Laporan keuangan konsolidasi menggabungkan seluruh Entitas Anak yang dikendalikan oleh Entitas. Pengendalian dianggap ada ketika Entitas memiliki secara langsung atau tidak langsung melalui Entitas Anak lebih dari setengah kekuasaan suara suatu entitas, kecuali dalam keadaan yang

The consolidated financial statements include all Subsidiaries that are controlled by the Entity. Control is presumed to exist when the Entity, directly or indirectly through Subsidiaries, owns more than half of the voting power of an entity unless, in exceptional circumstances, it can be

jarang dapat ditunjukkan secara jelas bahwa kepemilikan tersebut tidak diikuti dengan pengendalian. Pengendalian juga ada ketika Entitas memiliki setengah atau kurang kekuasaan suara suatu entitas jika terdapat:

- Kekuasaan yang melebihi setengah hak suara sesuai perjanjian dengan investor lain;
- Kekuasaan untuk mengatur kebijakan keuangan dan operasional entitas berdasarkan anggaran dasar atau perjanjian;
- Kekuasaan untuk menunjuk atau mengganti sebagian besar dewan direksi dan dewan komisaris atau organ pengatur setara dan mengendalikan entitas melalui dewan atau organ tersebut; atau
- Kekuasaan untuk memberikan suara mayoritas pada rapat dewan direksi dan dewan komisaris atau organ pengatur setara dan mengendalikan entitas melalui dewan direksi dan dewan komisaris atau organ tersebut.

Kepentingan nonpengendali pada entitas anak diidentifikasi secara terpisah dan disajikan dalam ekuitas. Kepentingan nonpengendali pemegang saham awalnya diukur baik pada nilai wajar ataupun pada proporsi pemilikan kepentingan nonpengendali dari nilai wajar aset neto yang dapat diidentifikasi dari pihak yang diakuisisi. Pilihan pengukuran dilakukan pada akuisisi dengan dasar akuisisi. Setelah akuisisi, jumlah tercatat kepentingan nonpengendali adalah jumlah kepemilikan pada pengakuan awal ditambah bagian kepentingan nonpengendali dari perubahan selanjutnya dalam ekuitas. Jumlah pendapatan komprehensif Entitas Anak tersebut diatribusikan pemilik Entitas dan pada kepentingan nonpengendali bahkan jika hal ini mengakibatkan kepentingan nonpengendali mempunyai saldo defisit.

Perubahan dalam bagian kepemilikan Entitas pada entitas anak yang tidak mengakibatkan hilangnya pengendalian dicatat sebagai transaksi ekuitas. Nilai tercatat kepentingan entitas anak dan kepentingan nonpengendali disesuaikan untuk mencerminkan perubahan bagian kepemilikannya atas entitas anak. Setiap perbedaan antara jumlah kepentingan non pengendali disesuaikan dan nilai wajar imbalan yang diberikan atau diterima diakui secara langsung dalam ekuitas dan diatribusikan pada pemilik Entitas induk.

Ketika Entitas kehilangan pengendalian atas entitas anak, keuntungan dan kerugian diakui didalam laba rugi dan dihitung sebagai perbedaan antara

clearly demonstrated that such ownership does not constitute control. Control also exists when the Entity owns half or less of the voting power of an entity when there is:

- *Power over more than half of the voting rights by virtue of an agreement with other investors;*
- *Power to govern the financial and operating policies of the entity under a statute or an agreement;*
- *Power to appoint or remove the majority of the members of the board of directors and board of commissioners or equivalent governing body and control of the entity is by that board or body; or*
- *Power to cast the majority of votes at meetings of the board of directors and board of commissioners or equivalent governing body and control of the entity is by that board or body.*

Non-controlling interests in subsidiaries are identified separately and presented within equity. The interest of non-controlling shareholders maybe initially measured either at fair value or at the non-controlling interests' proportionate share of the recognized amounts of the fair value of the acquiree's identifiable net asset. The choice of measurement is made on acquisition by acquisition basis. Subsequent to acquisition, the carrying amount of noncontrolling interests is the amount of those interests at initial recognition plus noncontrolling interests' share of subsequent changes in equity. Total comprehensive income of subsidiaries is attributed to the owners of the Entity and to the non-controlling interests even if this results in the non-controlling interests having deficit balance.

Changes in the Entity's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the parent's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Entity.

When the Entity loses control of a subsidiary, a gain or loss is recognized in profit or loss and is calculated as the difference between (i) the

(i) keseluruhan nilai wajar yang diterima dan nilai wajar dari setiap sisa investasi dan (ii) nilai tercatat sebelumnya dari aset (termasuk *goodwill*) dan liabilitas dari entitas anak dan setiap kepentingan nonpengendali. Ketika aset dari entitas anak dinyatakan sebesar nilai revaluasi atau nilai wajar dan akumulasi keuntungan atau kerugian yang telah diakui sebagai pendapatan komprehensif lainnya dan terakumulasi dalam ekuitas, jumlah yang sebelumnya diakui sebagai pendapatan komprehensif lainnya dan akumulasi ekuitas dicatat seolah-olah Entitas telah melepas secara langsung aset yang relevan (yaitu direklasifikasi ke laba rugi atau ditransfer langsung ke saldo laba sebagaimana ditentukan oleh PSAK yang berlaku). Nilai wajar setiap sisa investasi pada entitas anak terdahulu pada tanggal hilangnya pengendalian dianggap sebagai nilai wajar pada saat pengakuan awal aset keuangan sesuai dengan PSAK No. 55 (Revisi 2011), mengenai "Instrumen Keuangan: Pengakuan dan Pengukuran".

aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interest. When assets of the subsidiary are carried at revalued amount or fair values and the related cumulative gain or loss has been recognized in other comprehensive income and accumulated in equity, the amounts previously recognized in other comprehensive income and accumulated in equity are accounted for as if the Entity had directly disposed of the relevant assets (i.e. reclassified to profit or loss or transferred directly to retained earnings as specified by applicable accounting standards). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under PSAK No. 55 (Revised 2011), regarding "Financial Instruments: Recognition and Measurement".

Penyesuaian dapat dilakukan terhadap laporan keuangan Entitas Anak agar kebijakan akuntansi yang digunakan sesuai dengan kebijakan akuntansi yang digunakan oleh Entitas.

Where necessary, adjustments are made to the financial statements of the Subsidiaries to bring the accounting policies used in line with those used by the Entity.

Seluruh transaksi antara Entitas dan Entitas Anak, saldo, penghasilan dan beban di eliminasi pada saat konsolidasi.

All inter transactions of the Entity and Subsidiaries, balances, income and expenses are eliminated on consolidation.

d. Kombinasi Bisnis

d. Business Combinations

Entitas mencatat setiap kombinasi bisnis dengan menggunakan metode akuisisi. Biaya kombinasi bisnis adalah keseluruhan nilai wajar (pada tanggal pertukaran) dari aset yang diperoleh, liabilitas yang terjadi atau yang diasumsikan dan instrumen ekuitas yang diterbitkan sebagai penggantian atas pengendalian Entitas Anak. Biaya-biaya terkait dengan akuisisi langsung diakui dalam laporan laba rugi komprehensif konsolidasi.

Entitity are accounted business combination using the acquisition method. The cost of the business combination is the aggregate of the fair values (at the date of exchange) of assets given, liabilities incurred or assumed, and equity instruments issued in exchange for control of the acquiree. Acquisition-related costs are recognized in the consolidated statement of comprehensive income as incurred.

Pada saat akuisisi, aset dan liabilitas Entitas Anak diukur sebesar nilai wajarnya pada tanggal akuisisi. Selisih lebih antara biaya perolehan dan bagian Entitas atas nilai wajar aset dan liabilitas yang dapat diidentifikasi diakui sebagai *goodwill*. Sejak tanggal 1 Januari 2011, *goodwill* tidak lagi diamortisasi dan akumulasi amortisasi dihapuskan bersama biaya perolehan. Sebaliknya, *goodwill* selanjutnya diukur sebesar biaya perolehan dikurangi akumulasi kerugian atas penurunan nilai, jika ada. Hal ini mengacu pada pengujian penurunan nilai tahunan sesuai dengan PSAK No. 48 (Revisi 2009), mengenai "Penurunan Nilai Aset".

On acquisition, the assets and liabilities of Subsidiaries are measured at their fair values at the date of acquisition. Any excess of the cost of acquisition over the fair values of the identifiable net assets acquired is recognized as goodwill. Starting January 1, 2011, goodwill is no longer amortized and the accumulated amortization is written-off against its cost. Instead, goodwill is subsequently measured at cost less accumulated impairment losses, if any. It is subject to annual impairment testing in accordance with PSAK No. 48 (Revised 2009), mengenai "Impairment of Assets".

Sebelum tanggal 1 Januari 2011, *goodwill* diamortisasi dengan menggunakan metode garis lurus selama 20 (dua puluh) tahun sedangkan *goodwill* negatif yang berasal dari kombinasi bisnis yang tanggal akuisisinya sebelum tanggal 1 Januari 2011, dihentikan pengakuannya dengan melakukan penyesuaian terhadap saldo laba awal periode tahun buku yang dimulai pada atau setelah tanggal 1 Januari 2011.

Prior to January 1, 2011, goodwill was amortized using the straight-line method over 20 (twenty) years, while negative goodwill from business combination prior to January 1, 2011 of the date acquisition is terminated the recognation with adjustment to retained earnings beginning on or after January 1, 2011.

e. Transaksi dan Saldo Dalam Mata Uang Asing

Transaksi dalam mata uang asing dicatat dalam Rupiah berdasarkan kurs yang berlaku pada saat transaksi dilakukan. Pada tanggal posisi keuangan konsolidasi, aset dan liabilitas moneter dalam mata uang asing disesuaikan untuk mencerminkan kurs yang berlaku pada tanggal tersebut yang dipublikasikan oleh Bank Indonesia. Laba atau rugi kurs yang timbul dikreditkan atau dibebankan pada operasi tahun berjalan.

Pada tanggal 31 Desember 2013 dan 2012, kurs yang digunakan masing-masing adalah Rp 12.189 dan Rp 9.670 untuk US$ 1 yang dihitung berdasarkan rata-rata kurs beli dan jual yang dipublikasikan terakhir pada tahun tersebut untuk uang kertas dan kurs transaksi Bank Indonesia.

e. Foreign Currency Transactions and Balances

Transactions involving foreign currencies are recorded in Rupiah at the exchange rates prevailing at the time the transactions are made. At consolidated statements of financial position date, monetary assets and liabilities denominated in foreign currencies are adjusted to reflect the prevailing rates of exchange and any resulting gains or losses are credited or charged to current operations.

As of December 31, 2013 and 2012, the exchange rate used to adjust monetary assets and liabilities was average of the last published buying and selling rate for bank notes and/or transaction exchange rates by Bank Indonesia amounting to Rp 12,189 and Rp 9,670 to US$ 1, respectively.

f. Transaksi dengan Pihak-pihak Berelasi

Entitas dan Entitas Anak melakukan transaksi dengan pihak-pihak berelasi seperti yang dinyatakan dalam PSAK No. 7 (Revisi 2010) mengenai "Pengungkapan Pihak-pihak Berelasi".

Pihak-pihak berelasi adalah orang atau entitas yang terkait dengan entitas pelapor:

(a) Orang atau anggota keluarga terdekat mempunyai relasi dengan entitas pelapor jika orang tersebut:
  (i) memiliki pengendalian atau pengendalian bersama atas entitas pelapor;
  (ii) memiliki pengaruh signifikan atas entitas pelapor; atau
  (iii) personil manajemen kunci entitas pelapor atau entitas induk entitas pelapor.

(b) Suatu entitas berelasi dengan entitas pelapor jika memenuhi salah satu hal berikut:
  (i) entitas dan entitas pelapor adalah anggota dari kelompok usaha yang sama (artinya entitas induk, entitas anak, dan entitas anak berikutnya terkait dengan entitas lain).
  (ii) satu entitas adalah entitas asosiasi atau ventura bersama dari entitas lain (atau

f. Transactions with Related Parties

The Entity and Subsidiaries have transactions with entities that are regarded as having special relationship as defined by PSAK No. 7 (Revised 2010) regarding "Related Parties Disclosures".

Related party represents a person or an entity who is related to the reporting entity:

(a) A person or a close member of the person's family is related to a reporting entity if that person:
  (i) has control or joint control over the reporting entity;
  (ii) has significant influence over the reporting entity; or
  (iii) is a member of the key management personnel of the reporting entity or of a parent of the reporting entity.

(b) An entity is related to a reporting entity if any of the following conditions applies:
  (i) the entity and the reporting entity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).

  (ii) one entity is an associate or joint venture of the other entity (or an associate or joint

entitas asosiasi atau ventura bersama yang merupakan anggota suatu kelompok usaha, yang mana entitas lain tersebut adalah anggotanya).

(iii) kedua entitas tersebut adalah ventura bersama dari pihak ketiga yang sama.

(iv) satu entitas adalah ventura bersama dari entitas ketiga dan entitas yang lain adalah entitas asosiasi dari entitas ketiga.

(v) entitas tersebut adalah suatu program imbalan pascakerja untuk imbalan kerja dari salah satu entitas pelapor atau entitas yang terkait dengan entitas pelapor. jika entitas pelapor adalah entitas yang menyelenggarakan program tersebut, maka entitas sponsor juga berelasi dengan entitas pelapor.

(vi) entitas yang dikendalikan atau dikendalikan bersama oleh orang yang diidentifikasi dalam huruf (a).

(vii) orang yang diidentifikasi dalam huruf (a)(i) memiliki pengaruh signifikan atas entitas atau personil manajemen kunci entitas (atau entitas induk dari entitas).

Seluruh saldo dan transaksi yang signifikan dengan pihak berelasi, baik yang dilakukan dengan persyaratan dan kondisi normal sebagaimana yang dilakukan dengan pihak ketiga, diungkapkan dalam catatan atas laporan keuangan.

venture of a member of a group of which the other entity is a member).

(iii) both entities are joint ventures of the same third party.

(iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity.

(v) the entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity. if the reporting entity is itself such a plan, the sponsoring employers are also related to the reporting entity.

(vi) the entity is controlled or jointly controlled by a person identified in (a).

(vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

All significant accounts and transactions with related parties, whetre ot not cunducted under the normal terms and conditions similar to those transacted with parties, are disclosed herein.

g. Instrumen Keuangan

Entitas dan Entitas Anak telah menerapkan PSAK No. 50 (Revisi 2010) mengenai "Instrumen Keuangan: Penyajian", PSAK No. 55 (Revisi 2011) mengenai "Instrumen Keuangan: Pengakuan dan Pengukuran" dan PSAK No. 60, mengenai "Instrumen Keuangan: Pengungkapan".

Aset Keuangan

Entitas dan Entitas Anak mengklasifikasikan aset keuangan dalam kategori sebagai berikut: (i) aset keuangan yang diukur pada nilai wajar melalui laporan laba rugi; (ii) investasi yang dimiliki hingga jatuh tempo; (iii) pinjaman dan piutang; dan (iv) aset keuangan yang tersedia untuk dijual.

Klasifikasi ini tergantung pada tujuan saat aset keuangan tersebut diperoleh. Manajemen menentukan klasifikasi aset keuangan tersebut pada saat pengakuan awal. Aset keuangan tidak diakui apabila hak untuk menerima arus kas dari suatu investasi telah berakhir atau telah ditransfer dan Entitas dan Entitas Anak telah mentransfer secara substansial seluruh risiko dan manfaat atas kepemilikan aset keuangan tersebut.

g. Financial Instruments

The Entity and Subsidiaries have been adopted PSAK No. 50 (Revised 2010) regarding "Financial Instruments: Presentation", PSAK No. 55 (Revised 2011) regarding "Financial Instruments: Recognition and Measurement" and PSAK No. 60, on "Financial Instruments: Disclosures".

Financial Assets

The Entity and Subsidiaries classify its financial assets into the categories of: (i) financial assets at fair value through profit or loss; (ii) held-to-maturity investments; (iii) loans and receivables; and (iv) available-for-sale financial assets.

The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition. Financial assets are derecognized when the rights to receive cash flows from the investments have expired or have been transferred and the Entity has transferred substantially all risks and rewards of ownership.

(i) Aset keuangan yang diukur pada nilai wajar melalui laporan laba rugi

Aset keuangan yang diukur pada nilai wajar melalui laporan laba rugi adalah aset keuangan yang diperoleh untuk tujuan diperdagangkan. Aset keuangan yang diklasifikasikan dalam kelompok ini jika diperoleh terutama untuk tujuan dijual dalam jangka pendek. Derivatif juga diklasifikasikan sebagai kelompok diperdagangkan kecuali yang merupakan kontrak jaminan keuangan atau instrumen lindung nilai yang ditetapkan efektif. Keuntungan atau kerugian yang timbul dari perubahan nilai wajar dari aset keuangan ini disajikan dalam laporan laba rugi komprehensif sebagai "keuntungan (kerugian) lain-lain – bersih " di dalam periode terjadinya. Pendapatan dividen dari aset keuangan ini diakui didalam laporan laba rugi komprehensif sebagai bagian dari pendapatan lain-lain pada saat ditetapkannya hak Entitas dan Entitas Anak untuk menerima pembayaran tersebut.

Aset keuangan yang diukur pada nilai wajar melalui laporan laba rugi, pada awalnya diakui sebesar nilai wajar dan biaya transaksi dibebankan pada laporan laba rugi komprehensif, dan kemudian diukur pada nilai wajarnya.

Aset dalam kategori ini diklasifikasikan sebagai aset lancar jika diharapkan dapat direalisasikan dalam 12 bulan; sebaliknya, diklasifikasikan sebagai tidak lancar.

Pada tanggal 31 Desember 2013 dan 2012, Entitas dan Entitas Anak tidak memiliki aset keuangan yang diukur pada nilai wajar melalui laporan laba rugi.

(ii) Investasi yang dimiliki hingga jatuh tempo

Investasi yang dimiliki hingga jatuh tempo adalah aset keuangan non-derivatif dengan pembayaran tetap atau telah ditentukan dan jatuh temponya telah ditetapkan, serta Entitas dan Entitas Anak mempunyai intensi positif dan kemampuan untuk memiliki aset keuangan tersebut hingga jatuh tempo, kecuali:

a) investasi yang pada saat pengakuan awal ditetapkan sebagai aset keuangan yang diukur pada nilai wajar melalui laporan laba rugi;

(i) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short-term. Derivatives are also categorized as held for trading unless they are financial guarantee contracts or designated as hedges. Gains or losses arising from changes in fair value of the financial assets are presented in the statements of comprehensive income within "other gains (losses)-net" in the period in which they arise. Dividend income from the financial assets at fair value through profit or loss is recognized in the statements of comprehensive income as part of other income when the Entity and Subsidiaries right to receive payments is established.

Financial assets carried at fair value through profit or loss are initially recognized at fair value and transaction costs are expensed in the statements of comprehensive income and subsequently carried at fair value.

Assets in this category are classified as current assets if expected to be settled within 12 months; otherwise, they are classified as non-current.

As of December 31, 2013 and 2012, the Entity and Subsidiaries have no financial assets at fair value through profit or loss.

(ii) Held-to-maturity investments

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Entity and Subsidiaries has the positive intention and ability to hold to maturity, except for:

a) investments that upon initial recognition are designated as financial assets at fair value through profit or loss;

b) investasi yang ditetapkan oleh Entitas dan Entitas Anak dalam kelompok tersedia untuk dijual; dan
c) investasi yang memenuhi definisi pinjaman dan piutang.

Investasi diatas dimasukkan di dalam aset tidak lancar kecuali investasinya jatuh tempo atau manajemen bermaksud untuk melepasnya dalam waktu 12 bulan dari akhir periode pelaporan.

Investasi yang dimiliki hingga jatuh tempo pada awalnya diakui sebesar nilai wajar termasuk biaya transaksi yang dapat diatribusikan secara langsung dan kemudian diukur pada biaya perolehan diamortisasi dengan menggunakan metode bunga efektif.

Bunga dari investasi tersebut yang dihitung dengan menggunakan metode bunga efektif diakui didalam laporan laba rugi komprehensif konsolidasi sebagai bagian dari pendapatan lain-lain.

Pada tanggal 31 Desember 2013 dan 2012, Entitas dan Entitas Anak tidak memiliki investasi yang dimiliki hingga jatuh tempo.

(iii) Pinjaman dan piutang

Pinjaman dan piutang adalah aset keuangan non-derivatif dengan pembayaran tetap atau telah ditentukan dan tidak mempunyai kuotasi di pasar aktif. Pinjaman dan piutang tersebut dimasukkan di dalam aset lancar kecuali untuk yang jatuh temponya lebih dari 12 bulan setelah akhir periode pelaporan. Aset keuangan ini diklasifikasikan sebagai aset tidak lancar.

Pinjaman dan piutang pada awalnya diakui sebesar nilai wajar termasuk biaya transaksi yang dapat diatribusikan secara langsung dan kemudian diukur pada biaya perolehan diamortisasi dengan menggunakan metode bunga efektif.

Pinjaman yang diberikan dan piutang meliputi kas dan setara kas, piutang usaha, piutang lain-lain, piutang pihak berelasi dan aset lain-lain.

b) investments that are designated Entity and Subsidiaries in the category of available-for-sale; and
c) investments that meet the definition of loans and receivables.

They are included in non-current assets unless the investment matures or management intends todispose of it within 12 months of the end of the reporting period.

Held-to-maturity investments are initially recognized at fair value including directly attributable transaction costs and subsequently carried at amortized cost using the effective interest method.

Interest on the investments calculated using the effective interest method is recognized in the consolidated statements of comprehensive income as part of other income.

As of December 31, 2013 and 2012, the Entity and Subsidiaries has no held-to-maturity investments.

(iii) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables are included in current assets, except for maturities more than 12 months after the end of the reporting period. These are classified as non-current assets.

Loans and receivables are initially recognized at fair value including directly attributable transaction costs and subsequently carried at amortized cost using the effective interest method.

Loan and receivables consist of cash and cash equivalents, accounts receivable, other receivables, due from related parties and other assets.

(iv) Aset keuangan yang tersedia untuk dijual

Aset keuangan yang tersedia untuk dijual adalah aset keuangan non-derivatif yang ditetapkan sebagai tersedia untuk dijual atau yang tidak diklasifikasikan sebagai pinjaman atau piutang, investasi yang dimiliki hingga jatuh tempo, dan aset keuangan yang diukur pada nilai wajar melalui laporan laba rugi. Aset keuangan tersebut dimasukkan di dalam aset tidak lancar kecuali investasinya jatuh tempo atau manajemen bermaksud untuk melepasnya dalam waktu 12 bulan dari akhir periode pelaporan.

Aset keuangan yang tersedia untuk dijual pada awalnya diakui sebesar nilai wajar, ditambah biaya transaksi yang dapat diatribusikan secara langsung. Setelah pengakuan awal, aset keuangan tersebut diukur dengan nilai wajar, dimana keuntungan atau kerugian diakui di ekuitas, kecuali untuk kerugian akibat penurunan nilai dan keuntungan atau kerugian akibat perubahan nilai tukar, sampai aset keuangan tersebut dihentikan pengakuannya. Jika suatu aset keuangan tersedia untuk dijual mengalami penurunan nilai, maka akumulasi keuntungan atau kerugian yang sebelumnya telah diakui di ekuitas, diakui dalam laporan laba rugi komprehensif konsolidasi.

Bunga atas sekuritas yang tersedia untuk dijual yang dihitung dengan metode bunga efektif diakui didalam laporan laba rugi komprehensif sebagai bagian dari pendapatan lain-lain. Dividen atas instrumen ekuitas yang tersedia untuk dijual diakui didalam laporan laba rugi komprehensif sebagai bagian dari pendapatan keuangan pada saat hak Entitas dan Entitas Anak untuk menerima pembayaran tersebut ditetapkan.

Aset keuangan yang tersedia untuk dijual Entitas adalah investasi saham.

(iv) Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets that are designated as available-for-sale or that is not classified as loans or receivables, held-to-maturity investments and financial assets at fair value through profit or loss. They are included in non-current assets unless the investment matures or management intends to dispose of them within 12 months of the end of the reporting period.

Available-for-sale financial assets are initially recognized at fair value, including directly attributable transaction costs. Subsequently, the financial assets are carried at fair value, with gains or losses recognized in equity, except for impairment losses and foreign exchange gains or losses, until the financial assets are derecognized. If the available-for-sale financial assets are impaired, the cumulative gain or loss previously recognized in equity, is recognized in the consolidated statements of comprehensive income.

Interest on available-for-sale securities calculated using the effective interest method is recognized in the statements of comprehensive income as part of other income. Dividends on available-for-sale equity instruments are recognized in the statements of comprehensive income as part of finance income when the Entity and Subsidiaries right to receive the payments is established.

Available-for-sale financial assetsof the Entity's is stock investment .

Penurunan Nilai Aset Keuangan

i. Aset yang dicatat berdasarkan biaya perolehan diamortisasi

Pada setiap tanggal laporan posisi keuangan, Entitas dan Entitas Anak mengevaluasi apakah terdapat bukti yang objektif bahwa aset keuangan atau kelompok aset keuangan mengalami penurunan nilai. Aset keuangan

Impairment of Financial Assets

i. Assets carried at amortized cost

The Entity and Subsidiaries assess at the statement of financial position date whether there is objective evidence that a financial asset or impairment losses are incurred only if there is objective evidence of impairment as a result of

atau kelompok aset keuangan diturunkan nilainya dan kerugian penurunan nilai telah terjadi, jika dan hanya jika, terdapat bukti yang objektif mengenai penurunan nilai tersebut sebagai akibat dari satu atau lebih peristiwa yang terjadi setelah pengakuan awal aset tersebut (peristiwa yang merugikan), dan peristiwa yang merugikan tersebut berdampak pada estimasi arus kas masa depan atas aset keuangan atau kelompok aset keuangan yang dapat diestimasi secara andal.

one or more events that occurred after the initial recognition of the asset (a "loss event") and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

Kriteria yang Entitas dan Entitas Anak gunakan untuk menentukan bahwa ada bukti objektif dari suatu penurunan nilai meliputi:

The criteria that the Entity and Subsidiaries use to determine that there is objective evidence of an impairment loss include:

- kesulitan keuangan signifikan yang dialami penerbit atau pihak peminjam;
- pihak pemberi pinjaman, dengan alasan ekonomi atau hukum sehubungan dengan kesulitan keuangan yang dialami pihak peminjam, memberikan keringanan pada pihak peminjam yang tidak mungkin diberikan jika pihak peminjam tidak mengalami kesulitan tersebut;
- terdapat kemungkinan bahwa pihak peminjam akan dinyatakan pailit atau melakukan reorganisasi keuangan lainnya;
- hilangnya pasar aktif dari aset keuangan akibat kesulitan keuangan; atau
- data yang dapat diobservasi mengindikasikan adanya penurunan yang dapat diukur atas estimasi arus kas masa depan dari kelompok aset keuangan sejak pengakuan awal aset dimaksud, meskipun penurunannya belum dapat diidentifikasi terhadap aset keuangan secara individual dalam kelompok aset tersebut, termasuk:
  - memburuknya status pembayaran pihak peminjam dalam kelompok tersebut; dan
  - kondisi ekonomi nasional atau lokal yang berkorelasi dengan wanprestasi atas aset dalam kelompok tersebut.

- *significant financial difficulty of the issuer or borrowers;*
- *the lenders, for economic or legal reasons relating to the borrower's financial difficulty, granting to the borrower a concession that the lender would not otherwise consider;*
- *it is becoming probable that the borrower will enter bankruptcy or other financial reorganization;*
- *the disappearance of an active market for that financial asset because of financial difficulties; or*
- *observable data indicating that there is a measurable decrease in the estimated future cash flows from a portfolio of financial assets since the initial recognition of those assets, although the decrease cannot yet be identified with the individual financial assets in the portfolio, including:*
  - *adverse changes in the payment status of borrowers in the portfolio; and*
  - *national or local economic conditions that correlate with defaults on the assets in the portfolio.*

Jika terdapat bukti objektif bahwa kerugian penurunan niIai telah terjadi, maka jumlah kerugian tersebut diukur sebagai selisih nilai tercatat aset dengan nilai kini estimasi arus kas masa depan (tidak termasuk kerugian kredit di masa depan yang belum terjadi) yang didiskonto menggunakan suku bunga efektif awal dari aset tersebut. Nilai tercatat aset tersebut dikurangi, baik secara langsung

If there is an objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced either directly or through the

maupun menggunakan pos cadangan. Jumlah kerugian yang terjadi diakui pada laporan laba rugi komprehensif.

Jika, pada periode berikutnya, jumlah kerugian penurunan nilai berkurang dan pengurangan tersebut dapat dikaitkan secara objektif pada peristiwa yang terjadi setelah penurunan nilai diakui (seperti meningkatnya peringkat kredit debitur), maka kerugian penurunan nilai yang sebelumnya diakui harus dipulihkan, baik secara langsung, atau dengan menyesuaikan pos cadangan. Pemulihan tersebut tidak boleh mengakibatkan nilai tercatat aset keuangan melebihi biaya perolehan diamortisasi sebelum adanya pengakuan penurunan nilai pada tanggal pemulihan dilakukan. Jumlah pemulihan aset keuangan diakui pada laporan laba rugi komprehensif.

ii. Aset yang tersedia untuk dijual

Ketika penurunan nilai wajar atas aset keuangan yang diklasifikasikan dalam kelompok tersedia untuk dijual telah diakui secara langsung dalam pendapatan komprehensif lainnya dalam ekuitas dan terdapat bukti objektif bahwa aset tersebut mengalami penurunan nilai, maka kerugian kumulatif yang sebelumnya diakui secara langsung dalam pendapatan komprehensif lainnya dalam ekuitas harus dikeluarkan dari pendapatan komprehensif lainnya dalam ekuitas dan diakui pada laporan laba rugi komprehensif meskipun aset keuangan tersebut belum dihentikan pengakuannya. Jumlah kerugian kumulatif yang dikeluarkan dari pendapatan komprehensif lainnya dalam ekuitas dan diakui pada laporan laba rugi komprehensif merupakan selisih antara biaya perolehan dengan nilai wajar kini, dikurangi kerugian penurunan nilai aset keuangan yang sebelumnya telah diakui pada laporan laba rugi komprehensif konsolidasi.

Kerugian penurunan nilai yang diakui pada laporan laba rugi komprehensif atas investasi instrumen ekuitas yang diklasifikasikan sebagai instrumen ekuitas yang tersedia untuk dijual tidak boleh dipulihkan melalui laporan laba rugi komprehensif konsolidasi.

Jika, pada periode berikutnya, nilai wajar instrumen utang yang diklasifikasikan dalam kelompok tersedia untuk dijual meningkat dan

use of an allowance account. The amount of the loss is recognized in the statements of comprehensive income.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized (such as an improvement in the debtor's credit rating), the previously recognized impairment loss will be reversed either directly or by adjusting an allowance account. The reversal will not result in the carrying of a financial asset that exceeds what the amortized cost would have been had the impairment not been recognized at the date at which the impairment was reversed. The reversal amount will be recognized in the statements of comprehensive income.

ii. Assets classified as available-for-sale

When a decline in the fair value of an available for sale financial asset has been recognized directly in other comprehensive income within equity and there is objective evidence that the assets are impaired, the cumulative loss that had been recognized in other comprehensive income within equity will be reclassified from other comprehensive income within equity to the statements of comprehensive income even though the financial asset has not been derecognized. The amount of the cumulative loss that is reclassified from other comprehensive income within equity to the statements of comprehensive income will be the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognized in the consolidated statements of comprehensive income.

The impairment losses recognized in the statements of comprehensive income for an investment in an equity instrument classified as available-for-sale will not be reversed through the consolidated statements of comprehensive income.

If, in a subsequent period, the fair value of a debt instrument classified as available-for-sale increases and the increase can be objectively

peningkatan tersebut dapat secara objektif dihubungkan dengan peristiwa yang terjadi setelah pengakuan kerugian penurunan nilai pada laporan laba rugi komprehensif, maka kerugian penurunan nilai tersebut harus dipulihkan melalui laporan laba rugi komprehensif konsolidasi.

related to an event occurring after the impairment loss was recognized in the statements of comprehensive income, the impairment loss is reversed through the consolidated statements of comprehensive income.

Liabilitas Keuangan

Financial Liabilities

Entitas dan Entitas Anak mengklasifikasikan liabilitas keuangan dalam kategori sebagai berikut: (i) liabilitas keuangan yang diukur pada nilai wajar melalui laporan laba rugi dan (ii) liabilitas keuangan yang diukur pada biaya perolehan diamortisasi. Klasifikasi ini tergantung pada tujuan saat liabilitas keuangan tersebut diperoleh. Manajemen menentukan klasifikasi liabilitas keuangan tersebut pada saat pengakuan awal. Liabilitas keuangan tidak diakui ketika kewajiban tersebut berakhir yaitu ketika kewajiban yang ditetapkan dalam kontrak dilepaskan atau dibatalkan atau kadaluarsa.

The Entity and Subsidiaries classify its financial liabilities into the categories of: (i) financial liabilities at fair value through profit or loss and (ii) financial liabilities carried at amortized cost. The classification depends on the purpose for which the financial liabilities were acquired. Management determines the classification of its financial liabilities at initial recognition. Financial liabilities are derecognized when they are extinguished which is when the obligation specified in the contract is discharged or is cancelled or expires.

(i) Liabilitas keuangan yang diukur pada nilai wajar melalui laporan laba rugi

(i) Financial liabilities at fair value through profit or loss (FVTPL)

Liabilitas keuangan yang diukur pada nilai wajar melalui laporan laba rugi adalah liabilitas keuangan yang diperoleh untuk tujuan diperdagangkan. Liabilitas keuangan yang diklasifikasikan dalam kelompok ini jika dimiliki terutama untuk tujuan dibeli kembali dalam jangka pendek.

Financial liabilities at FVTPL or are financial liabilities held for trading. A financial liability is classified in this category if incurred principally for the purpose of repurchasing it in the short-term.

Liabilitas keuangan yang diukur pada nilai wajar melalui laporan laba rugi, pada awalnya diakui sebesar nilai wajar dan kemudian diukur pada nilai wajarnya, dimana keuntungan atau kerugiannya diakui dalam laporan laba rugi komprehensif konsolidasi.

Financial liabilities carried at FVTPL initially recognized at fair value and subsequently carried at fair value, with gains and losses recognized in the consolidated statements of comprehensive income.

Liabilitas keuangan yang diukur pada nilai wajar melalui laporan laba rugi adalah liabilitas derivatif.

Financial liability carried at FVTPL is a derivative liability.

(ii) Liabilitas keuangan yang diukur pada biaya perolehan diamortisasi

(ii) Financial liabilities carried at amortized cost

Liabilitas keuangan yang tidak diklasifikasikan sebagai liabilitas keuangan yang dicatat pada nilai wajar melalui laporan laba rugi, pada awalnya diakui sebesar nilai wajar dikurangi biaya transaksi yang dapat diatribusikan secara langsung. Setelah pengakuan awal, liabilitas keuangan tersebut

Financial liabilities that are not classified as financial liabilities carried at fair value through profit or loss, are initially recognized at fair value less directly attributable transaction costs. Subsequently, the financial liabilities are carried at amortized cost using the effective interest method. They are included in short-

diukur pada biaya perolehan yang diamortisasi dengan menggunakan metode bunga efektif. Mereka dimasukkan di dalam liabilitas jangka pendek, kecuali untuk yang jatuh temponya lebih dari 12 bulan setelah akhir periode pelaporan. Liabilitas keuangan ini diklasifikasikan sebagai liabilitas jangka panjang.

term liabilities, except for maturities more than 12 months after the end of the reporting period. These are classified as long-term liabilities.

Keuntungan dan kerugian diakui dalam laporan laba rugi komprehensif ketika liabilitas keuangan tersebut dihentikan pengakuannya atau mengalami penurunan nilai, dan melalui proses amortisasi.

Gains and losses are recognized in the statements of comprehensive income when the financial liabilities are derecognized or impaired, as well as through the amortization process.

Liabilitas keuangan yang diukur pada biaya perolehan diamortisasi adalah utang bank, utang usaha, utang lain-lain, beban masih harus dibayar, utang obligasi, utang obligasi konversi, utang lembaga keuangan, jaminan keanggotaan golf dan pendapatan bunga yang ditangguhkan.

Financial liabilities carried at fair value through profit or loss are bonk loans, trade payables, other payables, accrued expenses, bonds payables, convertible bonds payable, financial institution loans and golf membership deposits.

Estimasi Nilai Wajar

Entitas dan Entitas Anak menggunakan beberapa teknik penilaian yang digunakan secara umum untuk menentukan nilai wajar dari instrumen keuangan dengan tingkat kompleksitas yang rendah. Input yang digunakan dalam teknik penilaian untuk instrumen keuangan di atas adalah data pasar yang dapat diobservasi.

Fair Value Estimation

The Entity and Subsidiaries use widely recognized valuation models for determining fair values of non-standardized financial instruments of lower complexity. For these financial instruments, inputs into models are generally market observable.

Saling Hapus Antar Instrumen Keuangan

Aset keuangan dan liabilitas keuangan disajikan secara saling hapus dan nilai bersihnya disajikan di dalam laporan posisi keuangan jika terdapat hak yang berkekuatan hukum untuk melakukan saling hapus atas jumlah yang telah diakui tersebut dan ada niat untuk menyelesaikan secara neto, atau merealisasikan aset dan menyelesaikan liabilitas secara simultan.

Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount reported in the statements of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously.

Intrument Keuangan Derivatif

Derivatif awalnya diakui pada nilai wajar pada tanggal kontrak dilakukan dan selanjutnya diukur pada nilai wajarnya pada setiap tanggal pelaporan.

Derivative Financial Instruments

Derivatives are initially recognized at fair value at the date the derivative contract is entered into and are subsequently measured to their fair value at each reporting date.

Derivatif yang melekat pada instrumen keuangan lainnya atau kontrak utama (*host contract*) lainnya diperlakukan sebagai derivatif tersendiri jika risiko dan karateristiknya tidak terikat pada kontrak utama dan kontrak utama tersebut tidak diukur

Derivatives embedded in other financial instruments or other host contracts are treated as separate derivatives when their risk and characteristics are not closely related to those of

pada nilai wajar dengan perubahan nilai wajar yang diakui dalam laba rugi.

Suatu derivatif disajikan sebagai aset tidak lancar atau liabilitas jangka panjang jika sisa jatuh tempo dari instrumen lebih dari 12 bulan dan tidak diharapkan akan direalisasi atau diselasaikan dalam jangka waktu 12 bulan. Derivatif lainnya disajikan sebagai aset lancar atau liabilitas jangka pendek.

Instrumen Keuangan Majemuk

Instrumen keuangan majemuk yang diterbitkan olen Entitas dan Entitas Anak terdiri dari obligasi konversi yang dapat dikonversi menjadi sejumlah tetap modal saham pada saat jatuh tempo atas opsi pemegangnya.

Komponen liabilitas pada instrumen keuangan majemuk diakui pada awalnya sebesar nilai wajar liabilitas yang serupa tidak memiliki opsi konversi ekuitas. Biaya transaksi yang dapat diatribusikan secara langsung dialokasikan pada komponen liabilitas dan ekuitas sesuai dengan proporsi nilai tercatat awalnya.

Setelah pengakuan awal, komponen liabilitas dari instrumen keuangan majemuk diukur pada biaya perolehan diamortisasi dengan menggunakan metode bunga efektif. Komponen ekuitas instrument keuangan majemuk tidak diukur kembali setelah pengakuan awal kecuali pada saat konversi atau kadaluwarsa.

h. Kuasi Reorganisasi

Sebelum 1 Januari 2013, Entitas dan Entitas Anak melakukan kuasi reorganisasi sesuai dengan PSAK No. 51, dimana kuasi reorganisasi (kuasi) merupakan prosedur akuntansi yang mengatur entitas merestrukturisasi ekuitasnya dengan menghilangkan defisit dan menilai kembali seluruh aset dan liabilitasnya berdasarkan nilai wajar. Melalui kuasi, entitas mendapatkan awal yang baik (*fresh start*), dengan neraca yang menunjukkan nilai sekarang dan tanpa dibebani defisit.

Penentuan nilai wajar aset dan liabilitas Entitas dan Entitas Anak dalam rangka kuasi dilakukan sesuai dengan nilai pasar pada tanggal kuasi reorganisasi. Apabila nilai pasar tidak tersedia atau tidak menggambarkan nilai yang sebenarnya, estimasi nilai wajar aset dan liabilitas dilakukan dengan mempertimbangkan nilai wajar instrumen lain yang substansinya sejenis.

the host contracts and the host contracts are not measured at fair value with changes in fair value recognized in earnings.

A derivative is presented as non-current asset or non-current liability if the remaining maturity of the instrument is more than 12 months and is not expected to be realized or settled within the 12 months. Other derivatives are presented as current assets or current liabilities.

Compound Financial Instruments

Compound financial instruments issued by the Entity and Subsidiaries comprise of convertible bonds that can be converted into fixed number of share at the option of the holder at the maturity date.

The liability component of a compound financial instrument is recognized initially at the fair value of a similar liability that does not have an equity conversion option. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts.

Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortized cost using the effective interest method. The equity component of a compound financial instrument is not remeasured subsequent to initial recognition except on conversion or expiry.

h. Quasi-Reorganization

Before January 1, 2013, the Entity and Subsidiaries performed quasi-reorganization in accordance with PSAK No. 51, where the quasi-reorganization (quasi) is an accounting procedure which allows the entity to restructure its equity by eliminating deficits and revaluing its assets and liabilities at fair values. Through quasi, the Entity established a fresh start, with a balance sheet which shows present value and without being encumbered by an accumulated deficit.

The fair value of the Entity and Subsidiaries assets and liabilities for quasi purposes is determined based on market value. If market value is not available, the estimation is done by considering the value of similar assets and the valuation technique most appropriate to the characteristics of the related assets and liabilities.

Defisit akan dieliminasi sesuai urutan sebagai berikut:

- cadangan umum;
- cadangan khusus;
- selisih penilaian aset dan liabilitas (termasuk revaluasi aset tetap) dan selisih penilaian sejenisnya;
- tambahan modal disetor; dan,
- Modal saham

Pada tanggal 1 Januari 2013, PSAK No. 51 (Revisi 2003), mengenai "Akuntansi Kuasi Reorganisasi" telah dicabut (lihat Catatan 2b).

i. Kas dan Setara Kas

Kas dan setara kas terdiri dari kas, bank dan deposito berjangka dengan jangka waktu 3 (tiga) bulan atau kurang sejak tanggal penempatannya serta dapat segera dijadikan kas tanpa terjadi perubahan nilai yang signifikan. Kas dan setara kas tidak digunakan sebagai jaminan atas liabilitas dan pinjaman lainnya dan tidak dibatasi penggunaannya.

j. Persediaan

Persediaan dinilai berdasarkan biaya perolehan atau nilai realisasi neto, mana yang lebih rendah *(the lower of cost or net realizable value)*. Biaya perolehan ditentukan dengan metode masuk pertama keluar pertama *(first-in first-out method)*.

Nilai realisasi neto merupakan estimasi harga jual dalam kegiatan usaha normal dikurangi estimasi biaya penyelesaian dan estimasi biaya yang diperlukan untuk membuat penjualan.

k. Biaya Dibayar di Muka

Biaya dibayar di muka diamortisasi selama masa manfaat masing-masing biaya dengan menggunakan metode garis lurus.

l. Aset Real Estat

Aset real estat yang meliputi tanah dan bangunan yang siap dijual, bangunan yang sedang dikonstruksi, tanah yang sedang dikembangkan dan tanah yang belum dikembangkan dinyatakan sebesar biaya perolehan atau nilai realisasi neto, mana yang lebih rendah.

Biaya perolehan tanah yang belum dikembangkan meliputi biaya praperolehan dan perolehan tanah ditambah biaya pinjaman (beban bunga dan selisih

The deficit is eliminated in tha following order (if any):

- *legal reserve;*
- *special reserve;*
- *differences arising from revaluation of assets and liabilities (including revaluation increment in property and equipment) and other revaluation differences;*
- *addional paid-in capital; and,*
- *Capital stock*

As of January 1, 2013, PSAK No. 51 (Revised 2003), regading "Quasi Reorganization" has been withdrawn (see Note 2b).

i. Cash and Cash Equivalents

Cash and cash equivalents consist of cash on hand, cash in bank, and time deposits with maturity period of 3 (three) months or less from the date of placement and can be cash soon without significant value changes. Cash and cash equivalents are not pledged as collaterals for liabilities and others loans and no restricted.

j. Inventories

Inventories are stated at cost or net realizable value, whichever is lower. Cost is determined using the first-in first-out method.

Net realizable value represents the estimated selling price in the ordinary course of business less the estimated cost of completion and the estimated costs necessary to make the sale.

k. Prepaid Expenses

Prepaid expenses are amortized over their beneficial periods using straight-line method.

l. Real Estate Assets

Real estate assets which consists of land and buildings ready for sale, buildings under construction, land under development, and land for development are stated at cost or net realizable value, whichever is lower.

The cost of land for development consists of the pre-acquisition cost, purchase cost of land, borrowing costs (capitalized interest and foreign

kurs) yang berkenaan dengan perolehan tanah, dan akan dipindahkan ke tanah yang sedang dikembangkan pada saat pematangan tanah dimulai.

exchange differences) and other costs related to the acquisition of land and is transferred to land under development when the development of land has started.

Biaya perolehan tanah yang sedang dikembangkan meliputi biaya perolehan tanah yang belum dikembangkan ditambah dengan biaya langsung maupun tidak langsung yang dapat diatribusikan pada aktivitas pengembangan real estat, termasuk biaya pinjaman (beban bunga dan selisih kurs). Tanah yang sedang dikembangkan akan dipindahkan ke aset tanah bila tanah tersebut siap dijual dengan menggunakan metode luas areal.

The cost of land under development consists of the cost of land for development, direct and indirect costs of development of real estate assets and borrowing costs (capitalized interest and foreign exchange differences). Land under development will transferred to the land when the land is ready for sale, based on the area of salable lots.

Biaya pengembangan tanah, termasuk tanah yang digunakan sebagai jalan dan prasarana atau area yang tidak dijual lainnya, dialokasi ke proyek berdasarkan luas area yang dapat dijual.

The cost of land development, which includes land that is used as road and infrastructure or other not-for sale area, is allocated to the project based on the area of salable costs.

Biaya perolehan bangunan yang sedang dikonstruksi meliputi biaya konstruksi dan akan dipindahkan ke aset bangunan pada saat selesai dibangun dan siap dijual dengan menggunakan metode identifikasi khusus.

The cost of buildings under construction consists of cost of construction costs and is transferred to buildings ready for sale when the construction of buildings is completed using the specific identification method.

Kapitalisasi biaya pinjaman (beban bunga dan selisih kurs) berkenaan dengan pinjaman yang diterima untuk membelanjai perolehan dan pengembangan aset real estat akan dihentikan pada saat aset tersebut secara substansial siap untuk digunakan sesuai tujuannya atau apabila kegiatan konstruksi bangunan tertunda cukup lama.

Capitalization of borrowing costs (interest expenses and foreign exchange differences) from debts obtained to finance the real estate assets are stopped when the assets are substantially ready for their intended use or when the building construction progress is delayed for long time.

m. Investasi Saham

m. Stock Investments

Investasi saham dengan kepemilikan antara 20% hingga 50% hak suara dan mempunyai pengaruh signifikan tetapi tidak mengendalikan (entitas asosiasi) dan entitas dimana Entitas atau Entitas Anak memiliki 50% atau lebih hak suara tetapi dikendalikan secara bersama dengan pemegang saham lain (entitas pengendalian bersama), dicatat dengan menggunakan metode ekuitas.

Investments in shares of stock with ownership interest of 20% to 50% of the voting rights and exert significant influence, but which it do not control (associated entities) and entities in which the Entity or Subsidiaries have 50% or more of the voting rights but are controlled jointly with another shareholder (jointly controlled entities), are accounted for using equity method.

Investasi dalam bentuk saham dengan kepemilikan kurang dari 20% yang nilai wajarnya tidak tersedia dan dimaksudkan untuk investasi jangka panjang diakui berdasarkan PSAK No. 55. Bila terjadi penurunan nilai yang bersifat permanen, nilai tercatatnya dikurangi untuk mengakui penurunan tersebut dan kerugiannya dibebankan pada laporan laba rugi komprehensif konsolidasi.

Investments in shares of stock with ownership interest of less than 20% that do not have readily determinable fair values and are intended for long-term investments are recognized under PSAK No. 55. The carrying amount of the investments is written-down to recognize a permanent decline in value of the individual investments. Any such write down is charged directly as expense in the consolidated statement of comprehensive income.

The original consolidated financial statements included herein are in the Indonesian language.

n. Aset Tetap

Aset tetap yang dimiliki untuk digunakan dalam produksi atau penyediaan barang atau jasa atau untuk tujuan administratif dicatat berdasarkan biaya perolehan setelah dikurangi akumulasi penyusutan dan akumulasi kerugian penurunan nilai.

Penyusutan dihitung dengan menggunakan metode garis lurus berdasarkan taksiran masa manfaat ekonomis aset tetap sebagai berikut:

	Tahun/ *Years*	Nilai Residu/ *Salvage Value* (%)	
Lapangan golf	14 - 20	10	*Golf course*
Bangunan dan *club house*	15 - 20	10	*Buildings and club house*
Kendaraan	4	10	*Transportation equipment*
Perabot dan peralatan kantor	4 - 8	5	*Office furniture and fixtures*
Peralatan golf dan *country club*	4 - 8	5	*Golf and country club equipment*

Masa manfaat ekonomis, nilai residu dan metode penyusutan direview setiap akhir tahun dan pengaruh dari setiap perubahan estimasi tersebut berlaku prospektif.

Tanah dinyatakan berdasarkan biaya perolehan dan tidak disusutkan.

Beban pemeliharaan dan perbaikan dibebankan pada laporan laba rugi komprehensif konsolidasi pada saat terjadinya. Biaya-biaya lain yang terjadi selanjutnya yang timbul untuk menambah, mengganti atau memperbaiki aset tetap dicatat sebagai biaya perolehan aset jika dan hanya jika besar kemungkinan manfaat ekonomis di masa depan berkenaan dengan aset tersebut akan mengalir ke entitas dan biaya perolehan aset dapat diukur secara andal. Aset tetap yang sudah tidak digunakan lagi atau yang dijual dikeluarkan dari kelompok aset tetap berikut akumulasi penyusutannya. Keuntungan atau kerugian dari penjualan aset tetap tersebut dibukukan dalam laporan laba rugi komprehensif konsolidasi pada tahun yang bersangkutan.

Biaya konstruksi aset dikapitalisasi sebagai aset dalam penyelesaian. Biaya-biaya ini direklasifikasi ke akun aset tetap pada saat proses konstruksi atau pemasangan selesai. Penyusutan aset dimulai pada saat aset tersebut berada pada lokasi dan kondisi yang diinginkan agar aset siap digunakan sesuai dengan keinginan dan maksud manajemen.

Aset tetap yang dihentikan pengakuannya atau yang dijual nilai tercatatnya dikeluarkan dari kelompok aset tetap. Keuntungan atau kerugian yang timbul dibukukan dalam laporan laba rugi komprehensif.

n. Property and Equipment

Property and equipment held for use in the production or supply of goods or services, or for administrative purposes are stated at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is computed using the straight-line method based on the estimated useful lives of the assets as follows:

The estimated useful lives, residual values and depreciation method are reviewed ateach year end, with the effect of any changesin estimate accounted for on a prospective basis.

Land is stated at cost and is not depreciated.

The cost of maintenance and repairs is charged to consolidated statements of comprehensive income as incurred. Other costs incurred subsequently to add to, replace part of, orservice an item of property and equipment, are recognized as asset if, and only if it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. When assets are retired or otherwise disposed of their carrying values and the related accumulated depreciation and any impairment loss are removed from the accounts and any resulting gain or loss is reflected in the consolidated statements of comprehensive income for the respective year.

The cost of the construction of assets is capitalized as construction in progress. These cost are reclassified into fixed assets account when the construction or installation is complete. Depreciation of an asset begins when it is available for use, i.e when it is in the location and condition necessary for it to be capable of operating in the manner intended by management.

When property and equipment are retired or otherwise disposed of, their carrying values are removed from the accounts and any resulting gain or loss is reflected in profit of loss.

o. Penurunan Nilai Aset Non-Keuangan

Pada tanggal posisi keuangan, Entitas dan Entitas Anak menelaah nilai tercatat aset non-keuangan untuk menentukan apakah terdapat indikasi bahwa aset tersebut telah mengalami penurunan nilai. Jika terdapat indikasi tersebut, nilai yang dapat diperoleh kembali dari aset diestimasi untuk menentukan tingkat kerugian penurunan nilai (jika ada). Bila tidak memungkinkan untuk mengestimasi nilai yang dapat diperoleh kembali atas suatu aset individu, Entitas mengestimasi nilai yang dapat diperoleh kembali dari unit penghasil kas atas aset.

Perkiraan jumlah yang dapat diperoleh kembali adalah nilai tertinggi antara nilai wajar dikurangi biaya untuk menjual atau nilai pakai. Jika jumlah yang dapat diperoleh kembali dari aset nonkeuangan (unit penghasil kas) kurang dari nilai tercatatnya, nilai tercatat aset (unit penghasil kas) dikurangi menjadi sebesar nilai yang dapat diperoleh kembali dan rugi penurunan nilai diakui langsung ke laba rugi.

o. Impairment of Non – Financial Asset

At statements of financial position dates, the Entity and Subsidiaries review the carrying amount of non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Entity estimate the recoverable amount of the cash generating unit to which the asset belongs.

Estimated recoverable amount is the higher of fair value less cost to sell or value in use. If the recoverable amount of a non-financial asset (cash generating unit) is less than its carrying amount, the carrying amount of the asset (cash generating unit) is reduced to its recoverable amount and an impairment loss is recognized immediately against earnings.

p. Sewa

Pembayaran sewa operasi diakui sebagai beban dengan garis lurus *(straight-line basis*) selama masa sewa, kecuali terdapat dasar sistematis lain yang dapat lebih mencerminkan pola waktu dari manfaat aset yang dinikmati pengguna. Rental kontijen pada sewa operasi diakui sebagai beban di dalam periode terjadinya.

Dalam hal insentif diperoleh dalam sewa operasi, insentif tersebut diakui sebagai liabilitas. Keseluruhan manfaat dari insentif diakui sebagai pengurangan dari biaya sewa dengan dasar garis lurus kecuali terdapat dasar sistematis lain yang lebih mencerminkan pola waktu dari manfaat yang dinikmati pengguna.

p. Lease

Operating lease payments are recognized as an expense on straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefit from the leased assets are consumed. Contingent rentals arising under operating leases are recognized as expense in the period in which the are incurred.

In the event that lease incentives are received to enter into operating leases, such incentives are recognized as liability. The aggregate benefit of incentives is recognized as a reduction of rental expense on a straight-line basis is more representative of pattern in which economic benefits from leased assets are consumed.

q. Pengakuan Pendapatan dan Beban

Pendapatan penjualan kapling tanah tanpa bangunan, diakui dengan menggunakan metode akrual penuh *(full accrual method*) pada saat pengikatan jual beli apabila seluruh kriteria berikut ini terpenuhi:

- Jumlah pembayaran oleh pembeli telah mencapai 20% dari harga jual yang disepakati dan jumlah tersebut tidak dapat diminta kembali oleh pembeli;
- Harga jual akan tertagih;
- Tagihan penjual tidak akan bersifat subordinasi terhadap pinjaman lain yang akan diperoleh

q. Revenue and Expense Recognition

Revenues from retail sale of land without building there on is recognized based on the full accrual method when the sale and purchase agreement is signed and all of the following conditions are met:

- *Cumulative payments equal or exceed 20% of the agreed sales price and there fund period has expired;*
- *Sales price is collectible;*
- *The seller's receivable is not subject to future subordination over other loans of the buyer;*

pembeli dimasa yang akan datang;
- Proses pengembangan tanah telah selesai sehingga penjual tidak berkewajiban lagi untuk menyelesaikan kapling tanah yang dijual, seperti kewajiban untuk mematangkan kapling tanah atau kewajiban untuk membangun fasilitas-fasilitas pokok yang dijanjikan oleh atau yang menjadi kewajiban penjual, sesuai dengan pengikatan jual beli atau ketentuan peraturan perundang-undangan; dan
- Hanya kapling tanah saja yang dijual, tanpa diwajibkan keterlibatan penjual dalam pendirian bangunan di atas kapling tanah tersebut.

- *Development process of the land is completed where in the seller is not obligated to complete improvements of lots sold, such obligation to ripen land lots or obligation to construct amenities or other facilities applicable to lots sold in accordance with the sale and purchase agreement or regulations; and*
- *Only lots are sold, and the seller is not obligated to construct buildings thereon.*

Pendapatan penjualan bangunan rumah tinggal dan rumah toko (ruko) beserta kapling tanahnya diakui dengan metode akrual penuh (*full accrual method*) apabila seluruh kriteria berikut terpenuhi:

Revenues from sale of land and houses, shop houses and other similar buildings are recognized based on the full accrual method when all the following conditions are met:

- Proses penjualan telah selesai;
- Harga jual akan tertagih;
- Tagihan penjual tidak bersifat subordinasi dimasa yang akan datang terhadap pinjaman lain yang akan diperoleh pembeli; dan
- Penjual telah mengalihkan risiko dan manfaat kepemilikan unit bangunan kepada pembeli melalui suatu transaksi yang secara substansi adalah penjualan dan penjual tidak lagi berkewajiban atau terlibat secara signifikan dengan unit bangunan tersebut.

- *The sale is consummated;*
- *Sales price is collectible;*
- *The seller's receivable is not subject to future subordination over other loans ofthe buyer; and*
- *The seller has transferred to the buyer the risks and rewards of ownership in a transaction that is in substance a sale and does not have a substantial continuing involvement with the property.*

Apabila persyaratan tersebut di atas tidak dapat dipenuhi, maka seluruh uang yang diterima dari pembeli diperlakukan sebagai uang muka dan dicatat dengan *deposit method* sampai seluruh persyaratan tersebut dipenuhi.

If any of the above conditions is not met, the amounts received from the buyers are recorded as advances received using the deposit method, until all of the conditions aremet.

Jenis keanggotaan dan fee keanggotaan golf sebagai berikut:

Golf membership and membership fees consist of the follow:

	Fee keanggotaan Golf/*Golf Membership fees Golf*			
Keanggotaan	*Refundable*	*Non refundable*	Periode/*Period*	*Type of Membership*
Founder	90%	10%	1993 – 1995	*Founder*
Gold Chartered	50%	50%	1995 – 1996	*Gold Chartered*
Chartered	-	100%	1996 – sekarang/*now*	*Chartered*

Refundable *deposit* akan dikembalikan setelah 30 tahun senilai ekuivalen Rupiah pada saat penerimaan uang keanggotaan tersebut.

Refundable deposits will be returned to the members after 30 years at the Rupiah equivalent when the fees were received.

Entitas mengakui *non refundable deposit* sebagai pendapatan pada saat deposit yang diterima telah mencapai 10% dari keseluruhan *fee* keanggotaan golf.

Non refundable deposits are recognized as revenue when 10% of the golf membership fee has been collected.

Penjualan Barang

- Entitas dan Entitas Anak telah memindahkan risiko secara signifikan dan memindahkan manfaat kepemilikan barang kepada pembeli;
- Entitas dan Entitas Anak tidak lagi mengelola atau melakukan pengendalian efektif atas barang yang dijual;
- Jumlah pendapatan tersebut dapat diukur dengan andal;
- Besar kemungkinan manfaat ekonomi yang dihubungkan dengan transaksi akan mengalir kepada Entitas dan Entitas Anak tersebut; dan
- Biaya yang terjadi atau yang akan terjadi sehubungan transaksi penjualan dapat diukur dengan andal.

Sale of Goods

- *The Entity and Subsidiaries have transferred to the buyer the significant risks and rewards of ownership of the goods;*
- *The Entity and Subsidiaries retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;*
- *The amount of revenue can be measured reliably;*
- *It is probable that the economic benefits associated with the transaction will flow to the Entity and Subsidiaries; and*
- *The cost incurred or to be incurred in respect of the transaction can be measured reliably.*

Penjualan Jasa

Pendapatan dari kontrak atas penyediaan jasa diakui dengan acuan pada tingkat penyelesaian berdasarkan kontrak.

Rendering of Services

Revenue from contract to provide services is recognized by reference to the percentage of completion of the contract.

Beban

Beban diakui pada saat terjadinya.

Expenses

Expenses are recognized when incurred.

r. Pajak Penghasilan

Pajak Penghasilan Final

Berdasarkan peraturan pajak yang berlaku, pajak penghasilan Entitas dan Entitas Anak dari pengalihan hak atas tanah dan/atau bangunan dihitung secara final sebesar 1% untuk pengalihan bersubsidi dan 5% untuk pengalihan tidak bersubsidi dari nilai penjualan.

Perbedaan nilai tercatat aset atau liabilitas yang berhubungan dengan pajak penghasilan final dengan dasar pengenaan pajaknya tidak diakui sebagai aset atau liabilitas pajak tangguhan.

Beban pajak diakui secara proporsional dengan jumlah pendapatan menurut akuntansi yang diakui pada tahun berjalan.

Selisih antara jumlah pajak penghasilan final yang telah dibayar dengan jumlah yang dibebankan sebagai pajak kini pada perhitungan laba rugi diakui sebagai pajak dibayar di muka atau utang pajak.

Pajak Penghasilan Tidak Final

Efektif tanggal 1 Januari 2012, Entitas dan Entitas Anak menerapkan PSAK No.46 (Revisi 2010), mengenai "Pajak Penghasilan", yang mengharuskan

r. Income Tax

Final Income Tax

In accordance with the prevailing tax regulation, the Entity and Subsidiaries income from transfer of right and/or building is subject to a final tax calculated at 1% for subsidy transfer and 5% for non-subsidy transfer of the sales price.

Deferred tax asset or liability is not recognized for the difference between the financial statement carrying amounts of existing assets and liabilities, and their respective final tax bases.

Tax expense is recognized in proportion to the total revenues in the consolidated statement of income for the current year.

The difference between the final income tax paid and the current tax expense in the consolidated statement of income is recognized as prepaid tax or tax payable.

Non-Final Income Tax

Effective on January 1, 2012, the Entity and Subsidiaries applied PSAK No.46 (Revised 2010), regarding "Accounting for Income Tax", which

Entitas dan Entitas Anak untuk memperhitungkan konsekuensi pajak kini dan pajak masa depan atas pemulihan di masa depan (penyelesaian) dari jumlah tercatat aset (liabilitas) yang diakui dalam laporan posisi keuangan konsolidasi, dan transaksi-transaksi serta peristiwa lain yang terjadi dalam tahun berjalan yang diakui dalam laporan keuangan konsolidasi.

requires the Entity and Subsidiaries to account for the current and future tax consequences of the future recovery (settlement) of the carrying amount of assets (liabilities) that are recognized in the consolidated statement of financial position; and transactions and other events of the current year that are recognized in the consolidated financial statements.

Beban pajak kini ditetapkan berdasarkan taksiran penghasilan kena pajak tahun berjalan. Aset dan liabilitas pajak tangguhan diakui atas perbedaan temporer antara aset dan liabilitas untuk tujuan komersial dan untuk tujuan perpajakan setiap tanggal pelaporan. Manfaat pajak di masa mendatang, seperti nilai terbawa atas saldo rugi fiskal yang belum digunakan, jika ada, juga diakui sejauh realisasi atas manfaat pajak tersebut dimungkinkan.

Current tax expense is provided based on the estimated taxable income for the current year. Deferred tax assets and liabilities are recognized for temporary differences between commercial and tax bases of assets and liabilities at each reporting date. Future tax benefit, such as the carry-forward of unused tax losses, if any, is also recognized to the extent that realization of such tax benefit is probable.

Aset dan liabilitas pajak tangguhan diukur pada tarif pajak yang diharapkan akan digunakan pada tahun ketika aset direalisasi atau ketika liabilitas dilunasi berdasarkan tarif pajak (dan peraturan perpajakan) yang berlaku atau secara substansial telah diberlakukan pada tanggal laporan posisi keuangan konsolidasi.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the assets are realized or the liabilities are settled, based on the applicable tax rates (and tax laws) that have been enacted or substantively enacted at consolidated statements of financial position date.

Perubahan nilai tercatat aset dan liabilitas pajak tangguhan yang disebabkan oleh perubahan tarif pajak dibebankan pada tahun berjalan, kecuali untuk transaksi-transaksi yang sebelumnya telah langsung dibebankan atau dikreditkan ke ekuitas.

Changes in the carrying amount of deferred tax assets and liabilities due to a change in tax rates is charged to current year operations, except to the extent that it relates to items previously charged or credited to equity.

Perubahan terhadap liabilitas perpajakan diakui pada saat penetapan pajak diterima atau jika Entitas dan Entitas Anak mengajukan keberatan, pada saat keputusan atas keberatan telah ditetapkan.

Amendments to tax obligations are recorded when an assessment is received or, if appealed against by the Entity and Subsidiaries, when the result of the appeal is determined.

s. Imbalan Kerja

s. Employee Benefits

Entitas dan Entitas Anak mengakui liabilitas atas imbalan kerja karyawan yang tidak didanai sesuai dengan Undang-undang Ketenagakerjaan No. 13/2003 tanggal 25 Maret 2003 (UU No. 13/2003).

The Entity and Subsidiaries recognize an unfunded employee benefits liability in accordance with Labor Law No. 13/2003 dated March 25, 2003 (UU No. 13/2003).

Efektif 1 Januari 2012, Entitas dan Entitas Anak menerapan PSAK No. 24 (Revisi 2010), mengenai "Imbalan Kerja". Sesuai dengan PSAK No. 24, biaya penyisihan imbalan kerja karyawan menurut UU No. 13/2003 ditentukan berdasarkan penilaian aktuaria menggunakan metode *Projected Unit Credit*.

Effective January 1 2012, the Entity and Subsidiaries adopted PSAK No. 24 (Revised 2010), regarding "Employee Benefits". Under PSAK No. 24, the cost of providing employee benefits under the Law UU No. 13/2003 is determined using the Projected Unit Credit actuarial valuation method.

Sehubungan dengan penerapan PSAK 24 (revisi 2010), Entitas dan Entitas Anak mengakui seluruh keuntungan atau kerugian aktuarial melalui pendapatan komprehensif lainnya. Sebelum tahun

In relation to the application of PSAK 24 (revised 2010), the Entity and Subsidiaries recognized all actuarial gains or losses through other comprehensive income. Prior to 2012,

2012, keuntungan dan kerugian aktuaria diakui sebagai penghasilan atau beban apabila akumulasi keuntungan dan kerugian aktuaria bersih yang belum diakui pada akhir tahun pelaporan sebelumnya melebihi 10% dari jumlah yang lebih besar antara nilai kini imbalan pasti dan nilai wajar aset program pada tanggal posisi keuangan. Keuntungan dan kerugian aktuaria ini diamortisasi dengan menggunakan metode garis lurus *(straight-line method)* berdasarkan rata-rata sisa masa kerja karyawan.

Biaya jasa lalu diakui secara langsung di laporan laba rugi komprehensif konsolidasi, kecuali perubahan terhadap program pensiun tersebut mengharuskan karyawan tersebut tetap bekerja selama periode waktu tertentu untuk mendapatkan hak tersebut (*periode vesting*). Dalam hal ini, biaya jasa lalu diamortisasi secara garis lurus sepanjang periode *vesting*. Biaya jasa kini diakui sebagai beban periode berjalan

Entitas dan Entitas Anak mengakui keuntungan atau kerugian atas kurtailmen atau penyelesaian suatu program imbalan pasti ketika kurtailmen atau penyelesaian tersebut terjadi. Keuntungan atau kerugian atas kurtailmen atau penyelesaian terdiri dari perubahan yang terjadi dalam nilai kini liabilitas imbalan pasti dan biaya jasa lalu yang belum diakui sebelumnya.

actuarial gains and losses are recognized as income or expense when the net cumulative unrecognized actuarial gains and losses at the end of the previous reporting year exceeded the greater amount between 10% of the present value of the defined benefit obligation and the fair value of any plan assets at statements of financial position date. These gains or losses are amortized on a straight-line method over the expected average remaining working lives of the employees.

Past-service costs are recognised immediately in the consolidated statements of comprehensive income, unless the changes to the pension plan are conditional on the employees remaining in service for a specified period of time (the vesting period). In this case, the past-service costs are amortised on a straight-line basis over the vesting period. The current service cost is recorded as an expense in the prevailing period.

The Entity and Subsidiaries recognised gains or losses on the curtailment or settlement of a defined benefit plan when the curtailment or settlement occurs. The gain or loss on a curtailment or settlement comprise change in the present value of the defined obligation and any related actuarial gains and losses and past-service cost that had not previously been recognised.

t. Laba per Saham

Laba per saham dihitung dengan membagi jumlah laba komprehensif tahun berjalan dengan jumlah rata-rata tertimbang saham yang beredar pada tahun yang bersangkutan.

Laba per saham dilusian dihitung dengan membagi laba bersih yang dapat diatribusikan kepada pemilik entitas induk dengan jumlah rata-rata tertimbang saham biasa yang beredar yang telah disesuaikan dengan dampak dari semua instrumen berpotensi saham biasa yang bersifat dilutif.

t. Earnings per Share

Basic earnings per share is computed by dividing total comprehensive income current year by the weighted average number of shares outstanding during the year.

Diluted earnings per share is computed by dividing net income attributable to owners of the Entity by the weighted average number of shares outstanding as adjusted for the effects of all dilutive potential ordinary shares.

u. Segmen Operasi

PSAK No. 5 (Revisi 2009), mengenai "Segmen Operasi" mengharuskan segmen operasi diidentifikasi berdasarkan laporan internal mengenai komponen dari Entitas dan Entitas Anak yang secara regular direview oleh "pengambil keputusan operasional" dalam rangka mengalokasikan sumber daya dan menilai kinerja segmen operasi. Kebalikan dengan standar sebelumnya yang mengharuskan Entitas dan Entitas Anak mengidentifikasi dua

u. Operating Segments

PSAK No. 5 (Revised 2009), regarding "Operating Segments" requires operating segments to be identified on the basis of internal reports about components of the Entity and Subsidiaries that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segments and to assess their performances. In contrast, the predecessor standard required the Entity and Subsidiaries to

segmen (bisnis dan geografis), menggunakan pendekatan risiko dan pengembalian.

PSAK revisi ini mengatur pengungkapan yang memungkinkan pengguna laporan keuangan untuk mengevaluasi sifat dan dampak keuangan dari aktivitas bisnis yang mana entitas terlibat dan lingkungan ekonomi dimana entitas beroperasi.

Segmen operasi adalah suatu komponen dari Entitas atau Entitas Anak:

- Yang melibatkan dalam aktivitas bisnis yang mana memperoleh pendapatan dan menimbulkan beban (termasuk pendapatan dan beban terkait dengan transaksi dengan komponen lain entitas yang sama);
- Hasil operasinya dikaji ulang secara regular oleh pengambil keputusan tentang sumber daya yang dialokasikan pada segmen tersebut dan kinerjanya; dan
- Tersedia informasi keuangan yang dapat dipisahkan.

Pendapatan, beban, hasil, aset dan liabilitas segmen termasuk item-item yang dapat diatribusikan langsung kepada suatu segmen serta hal-hal yang dapat dialokasikan dengan dasar yang sesuai kepada segmen tersebut. Segmen ditentukan sebelum saldo dan transaksi antar Entitas dan Entitas Anak, dieliminasi sebagai bagian dari proses konsolidasi.

identify two sets of segments (business and geographical), using a risks and returns approach.

The revised PSAK requires disclosures that will enable users of financial statements to evaluate the nature and financial effects of the business activities in which the entity engages and the economic environments in which it operates.

Operating segments is a component of the Entity or Subsidiaries:

- *Involving in business activities which earn income and create a load (including revenues and expenses related to transactions with other components of the same entity);*
- *The results of operations are reviewed regularly by pengembil decisions about the resources allocated to the segment and its performance; and*
- *Available financial information which can be separated.*

Segment revenue, expenses, results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis to that segment. They are determined before Entity and Subsidiaries balances and transactions are eliminated.

3. ESTIMASI DAN PERTIMBANGAN AKUNTANSI PENTING

Laporan keuangan konsolidasi telah disusun sesuai dengan Standar Akuntansi Keuangan di Indonesia yang mewajibkan manajemen untuk membuat estimasi dan asumsi serta terus melakukan dievaluasi berdasarkan pengalaman historis dan faktor lainnya, termasuk ekspektasi dari peristiwa masa depan yang diyakini wajar yang mempengaruhi jumlah-jumlah yang dilaporkan dalam laporan keuangan sehubungan dengan adanya ketidakpastian yang melekat dalam membuat estimasi, hasil sebenarnya yang dilaporkan di masa mendatang dapat berbeda dengan jumlah estimasi yang dibuat.

Estimasi, asumsi dan pertimbangan yang memiliki pengaruh signifikan terhadap jumlah tercatat aset dan liabilitas adalah sebagai berikut:

a. Penyisihan Penurunan Nilai Piutang

Entitas dan Entitas Anak mengevaluasi akun tertentu jika terdapat informasi bahwa pelanggan yang

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The consolidated financial statements have been prepared in accordance with the Indonesian Financial Accounting Standards which require management of the Entity and Subsidiaries to make estimations, assumptions and continue evaluate based on historical experience and other factors, including expectations of future events that are believed to be reasonable, that affect amounts reported therein in connection with due to inherent uncertainty in making estimates, actual results reported in future periods may differ from those estimates.

The estimates, assumptions and judgments that have a significant effect on the carrying amounts of assets and liabilities are as follows:

a. Allowances for Impairment Loss of Receivables

The Entity and Subsidiaries evaluate specific accounts where it has information that certain

bersangkutan tidak dapat memenuhi liabilitas keuangannya. Dalam hal tersebut, Entitas dan Entitas Anak mempertimbangkan, berdasarkan fakta dan situasi yang tersedia, termasuk namun tidak terbatas pada, jangka waktu hubungan dengan pelanggan dan status kredit dari pelanggan dan faktor pasar yang telah diketahui, untuk mencatat provisi spesifik atas jumlah piutang guna mengurangi jumlah piutang pada jumlah yang diharapkan dapat diterima. Provisi spesifik ini dievaluasi kembali dan disesuaikan jika tambahan informasi yang diterima mempengaruhi jumlah penyisihan untuk penurunan nilai piutang.

customers are unable to meet their financial obligations. In these cases, the Entity and Subsidiaries use judgment, based on the best available facts and circumstances, including but not limited to, the length of its relationship with the customer and the customer's current credit status and known market factors, to record specific provisions against amounts due to reduce its receivable amounts that expects to collect. These specific provisions are re-evaluated and adjusted as additional information received affects the amounts of allowance for impairment loss of receivables.

b. Aset Tetap

Manajemen Entitas dan Entitas Anak melakukan penelaahan berkala atas masa manfaat aset tetap berdasarkan faktor-faktor seperti kondisi teknis dan perkembangan teknologi di masa depan.

Manajemen akan menyesuaikan beban penyusutan jika masa manfaatnya berbeda dari estimasi sebelumnya atau akan menghapusbukukan atau melakukan penurunan nilai atas aset yang secara teknis telah usang atau aset non-strategis yang dihentikan penggunaannya atau dijual.

b. Property and Equipment

The Entity and Subsidiaries management reviews periodically the estimated useful lives of property and equipment based on factors such as technical specification and future technological developments.

Management will revise the depreciation expenses where useful lives are different to those previously estimated, or it will write-off or impairment of assets which technically obsolete or non-strategic assets that have been abandoned or sold.

c. Pajak Penghasilan

Entitas dan Entitas Anak beroperasi di bawah peraturan perpajakan di Indonesia. Pertimbangan yang signifikan diperlukan untuk menentukan provisi pajak penghasilan dan pajak pertambahan nilai. Apabila keputusan final atas pajak tersebut berbeda dari jumlah yang pada awalnya dicatat, perbedaan tersebut akan dicatat di laporan laba rugi konsolidasi pada periode dimana hasil tersebut dikeluarkan.

c. Income Tax

The Entity and Subsidiaries operate under the tax regulations in Indonesia. Significant judgment is required in determining the provision for income taxes and value added taxes. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will be recorded at consolidated profit and loss account in the period in which such determination is made.

d. Imbalan Kerja

Nilai kini liabilitas imbalan kerja tergantung pada sejumlah faktor yang ditentukan dengan menggunakan asumsi aktuaria. Asumsi yang digunakan dalam menentukan biaya bersih untuk pensiun termasuk tingkat pengembalian jangka panjang yang diharapkan atas aset program dan tingkat diskonto yang relevan. Setiap perubahan dalam asumsi ini akan berdampak pada nilai tercatat liabilitas imbalan kerja.

Asumsi tingkat pengembalian yang diharapkan atas aset program ditentukan secara seragam, dengan mempertimbangkan pengembalian historis jangka

d. Employee Benefits

The present value of the employee benefits obligation depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost for pensions include the expected long-term rate of return on the relevant plan assets and the discount rate. Any changes in these assumptions will impact the carrying amount of employee benefits obligation.

The expected return on plan assets assumption is determined on a uniform basis, taking into consideration long-term historical returns, asset

panjang, alokasi aset dan perkiraan masa depan atas pengembalian investasi jangka panjang.

Asumsi penting lainnya untuk liabilitas imbalan kerja sebagian didasarkan pada kondisi pasar saat ini.

Penyusunan laporan keuangan konsolidasi sesuai dengan Standar Akuntansi Keuangan di Indonesia mengharuskan manajemen membuat estimasi dan asumsi yang mempengaruhi jumlah aset dan liabilitas yang dilaporkan dan pengungkapan aset dan liabilitas kontinjensi pada tanggal laporan keuangan serta jumlah pendapatan dan beban selama periode pelaporan. Realisasi dapat berbeda dengan jumlah yang diestimasi.

allocation and future estimates of long-term investment returns.

Other key assumptions for employee benefits obligation are based in part on current market conditions.

The preparation of the consolidated financial statements in conformity with Indonesian Financial Accounting Standards requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

4. KUASI REORGANISASI

Sesuai dengan PSAK No. 51 (Revisi 2003) (PSAK No. 51) mengenai "Akuntansi Kuasi Reorganisasi", kuasi reorganisasi (kuasi) merupakan prosedur akuntansi yang mengatur Entitas merestrukturisasi ekuitasnya dengan menghilangkan defisit dan menilai kembali seluruh aset dan liabilitasnya berdasarkan nilai wajar.

Pada tanggal 30 April 2011, Entitas melakukan kuasi sesuai dengan PSAK No. 51, untuk mengeliminasi saldo defisit sebesar Rp 1.001.993.611. Pelaksanaan kuasi didasarkan atas keyakinan yang memadai bahwa Entitas setelah kuasi akan dapat mempertahankan kelangsungan usahanya (*going concern*).

Penentuan nilai wajar aset dan liabilitas dalam rangka kuasi dilakukan sesuai dengan nilai wajar pada tanggal kuasi reorganisasi. Apabila nilai pasar tidak tersedia atau tidak menggambarkan nilai yang sebenarnya, estimasi nilai wajar aset dan liabilitas dilakukan dengan mempertimbangkan nilai wajar instrumen lain yang substansinya sejenis, estimasi perhitungan nilai sekarang, atau arus kas diskonto. Sedangkan untuk aset dan liabilitas tertentu, penilaian dilakukan sesuai dengan PSAK terkait. Selisih lebih atas penilaian aset dan liabilitas Entitas dicatat pada akun "Selisih Penilaian Aset dan Kewajiban". Sedangkan selisih penilaian aset dan liabilitas Entitas Anak dicatat pada akun "Selisih transaksi Perubahan Ekuitas Entitas Anak".

Selisih penilaian aset dan liabilitas Entitas sebagai hasil dari penyesuaian nilai wajar aset dan liabilitas, yang diperoleh dari penilaian kembali aset dan liabilitas Entitas sesuai nilai wajar berdasarkan Laporan Penilai Independen Kantor Jasa Penilai Publik Amin Nirwan Alfiantori & Rekan sebesar Rp 236.504.601. Sedangkan

4. QUASI-REORGANIZATION

According to PSAK No. 51 (Revised 2003) (PSAK No. 51), regarding "Accounting for Quasi-Reorganization", quasi-reorganization (quasi) represents accounting procedures which regulates entity to restructure the equity by eliminating deficit and revaluing assets and liabilities which are stated at fair value.

As of April 30, 2011, the Entity applied quasi based on PSAK No. 51, to eliminate deficit balance amounting to Rp 1,001,993,611. Execution of the quasi based on strong confidence that after the quasi, the Entity has ability to continue as a going concern entity.

In connection with the quasi, the fair values of assets and liabilities were determined based on the fair value at the quasi date. If market value is not available or not depict value in fact, the estimated fair value of assets and liabilities is conducted by considering the fair value of other similar instrument which its of a kind, estimation of present value calculation, or discounted cash flow. For certain assets and liabilities, the assessment is based on related PSAK. The revaluation increment on the Entity's assets and liabilities was presented as "Difference in Valuation of Assets and Liabilities". Therefore, the revaluation increment on the Subsidiaries assets and liabilities was present as "Difference in Equity Transactions of Subsidiary".

The difference in valuation of assets and liabilities of Entity as a result of fair value adjustments of assets and liabilities, which is taken from the revaluation of assets and liabilities of the Entity according to fair value based on the Independent Appraisal Report, the Independent Assessor's Public

selisih penilaian aset dan liabilitas Entitas Anak sebagai dampak dari penyesuaian nilai wajar aset dan liabilitas sesuai nilai wajar berdasarkan Laporan Penilai Independen Kantor Jasa Penilai Publik Doli Siregar & Rekan sebesar Rp 17.092.533, dimana selisih penilaian kembali aset dan liabilitas masing-masing Entitas Anak yang sesuai dengan persentase kepemilikannya sebesar Rp 9.336.513.

Service Amin Nirwan Alfiantori & Rekan amounted to Rp 236,504,601. Therefore, the difference in valuation of assets and liabilities as a result of Subsidiaries fair value adjustments of assets and liabilities according to fair value based on the Independent Appraisal Report, the Independent Assessor's Public Service Doli Siregar & Rekan amounting to Rp 17,092,533, where the difference in valuation of assets and liabilities of each Subsidiaries according to the percentage of ownership amounting to Rp 9,336,513.

Perhitungan eliminasi atas saldo defisit Entitas pada tanggal 30 April 2011 sebesar Rp 1.001.993.611 adalah sebagai berikut:

The calculation on the elimination of the deficit of the Entity as of April 30, 2011 amounting to Rp 1,001,993,611 are as follows:

	30 April 2011/ *April 30, 2011*	
Saldo defisit	(1.001.993.611)	*Deficit*
Selisih penilaian aset dan liabilitas	236.504.601	*Revaluation increment in assets and liabilities*
Selisih transaksi perubahan ekuitas Entitas Anak	9.528.520	*Differences in equity transactions of Subsidiary*
Tambahan modal disetor	26.725.833	*Additional paid-in capital*
Modal ditempatkan dan disetor penuh *)	729.234.657	*Issued and fully paid capital*)*
Jumlah	-	*Total*

*) Penurunan nilai nominal saham sebesar Rp 729.234.657 yang digunakan untuk mengeliminasi saldo defisit Entitas merupakan selisih modal saham akibat penurunan nilai nominal saham dari Rp 500 (Rupiah penuh) per saham menjadi Rp 318 (Rupiah penuh) per saham (lihat Catatan 22).

**) Decrease the par value of Rp 729,234,657 which is used to eliminate the Entity's deficit represents the excess of capital stock due to reduction in par value from Rp 500 (full amount) per share to Rp 318 (full amount) per share (see Note 22).*

5. KAS DAN SETARA KAS / *5. CASH AND CASH EQUIVALENTS*

Akun ini terdiri dari: / *This account consists of:*

	2013	2012	
Kas	143.600	141.100	*Cash on hand*
Bank:			*Cash in banks:*
Pihak Berelasi (lihat Catatan 36)			*Related Party (see Note 36)*
PT Bank Sinarmas Tbk			*PT Bank Sinarmas Tbk*
Rupiah	134.478	153.928	*Rupiah*
Dolar Amerika Serikat	4.468	3.608	*United States Dollar*
Pihak Ketiga			*Third Parties*
Rupiah:			*Rupiah:*
PT Bank Tabungan Negara (Persero) Tbk	20.048.188	31.703	*PT Bank Tabungan Negara (Persero) Tbk*
PT Bank Mega Tbk	12.890.594	7.483.114	*PT Bank Mega Tbk*

	2013	2012	
PT Bank Internasional Indonesia Tbk	8.652.179	6.197.455	*PT Bank Internasional Indonesia Tbk*
PT Bank Central Asia Tbk	5.967.433	2.215.758	*PT Bank Central Asia Tbk*
PT Bank Danamon Indonesia Tbk	3.382.190	3.180.032	*PT Bank Danamon Indonesia Tbk*
PT Bank Mandiri (Persero) Tbk	2.483.094	1.843.866	*PT Bank Mandiri (Persero) Tbk*
PT Bank Pembangunan Daerah Jawa Barat dan Banten Tbk	1.546.398	2.295.926	*PT Bank Pembangunan Daerah Jawa Barat dan Banten Tbk*
PT Bank CIMB Niaga Tbk	1.285.177	89.917	*PT Bank CIMB Niaga Tbk*
PT Bank DKI Tbk	851.881	657.789	*PT Bank DKI Tbk*
PT Bank Pan Indonesia Tbk	845.924	-	*PT Bank Pan Indonesia Tbk*
PT Bank Permata Tbk	646.529	214.678	*PT Bank Permata Tbk*
PT Bank Rakyat Indonesia (Persero) Tbk	319.742	1.040.479	*PT Bank Rakyat Indonesia (Persero) Tbk*
PT Bank OCBC NISP Tbk	8.004	8.676	*PT Bank OCBC NISP Tbk*
PT Bank Commonwealth	-	3.574	*PT Bank Commonwealth*
Dolar Amerika Serikat:			*United States Dollar:*
PT Bank Internasional Indonesia Tbk	968.276	175.329	*PT Bank Internasional Indonesia Tbk*
PT Bank Central Asia Tbk	89.598	-	*PT Bank Central Asia Tbk*
Sub-jumlah	60.124.153	25.595.832	*Sub-total*
Deposito berjangka:			*Time deposits:*
Pihak Berelasi (lihat Catatan 36)			*Related Party (see Note 36)*
PT Bank Sinarmas Tbk			*PT Bank Sinarmas Tbk*
Rupiah	1.013.611	19.824.523	*Rupiah*
Dolar Amerika Serikat	-	1.871.202	*United States Dollar*
Pihak Ketiga			*Third Parties*
Rupiah:			*Rupiah:*
PT Bank Internasional Indonesia Tbk	86.987.977	47.955.551	*PT Bank Internasional Indonesia Tbk*
PT Bank Pan Indonesia Tbk	41.402.553	51.418.945	*PT Bank Pan Indonesia Tbk*
PT UOB Indonesia	35.234.740	-	*PT UOB Indonesia*
PT Bank Permata Tbk	33.884.114	522.086	*PT Bank Permata Tbk*
PT Bank Danamon Indonesia Tbk	4.208.768	5.047.024	*PT Bank Danamon Indonesia Tbk*
PT Bank Rakyat Indonesia (Persero) Tbk	1.809.400	2.183.512	*PT Bank Rakyat Indonesia (Persero) Tbk*
PT Bank Mandiri (Persero) Tbk	1.738.790	1.940.939	*PT Bank Mandiri (Persero) Tbk*
PT CIMB Niaga Tbk	1.180.151	-	*PT CIMB Niaga Tbk*
PT Bank Tabungan Negara (Persero) Tbk	368.370	19.530	*PT Bank Tabungan Negara (Persero) Tbk*
PT Bank OCBC NISP Tbk	301.418	1.098.809	*PT Bank OCBC NISP Tbk*
PT ICB Bumiputera	-	5.256.082	*PT ICB Bumiputera*
PT Bank Mega Tbk	-	5.000.000	*PT Bank Mega Tbk*
Dolar Amerika Serikat:			*United States Dollar:*
PT Bank Internasional Indonesia Tbk	20.012.046	13.717.739	*PT Bank Internasional Indonesia Tbk*
Sub-jumlah	228.141.938	155.855.942	*Sub-total*
Jumlah	288.409.691	181.592.874	*Total*
Tingkat bunga deposito berjangka per tahun			*Interest rates per annum on time deposits*
Rupiah	5,50%-10,50%	5,50%-7,50%	*Rupiah*
Dolar Amerika Serikat	2,25%-3,00%	2,75%-3,00%	*United States Dollar*

The original consolidated financial statements included herein are in the Indonesian language.

6. PIUTANG USAHA / *6. TRADE RECEIVABLES*

Akun ini terdiri dari: / *This account consists of:*

	2013	2012	
Pihak Ketiga			*Third Parties*
Penjualan tanah dan bangunan	12.357.053	14.687.719	*Sale of land and houses*
Pengoperasian lapangan golf dan *country club*	3.670.286	2.202.947	*Operation of golf course and country club*
Estat manajemen	3.515.854	1.998.100	*Estate management*
Lain-lain	50.805	24.488	*Others*
Jumlah	19.593.998	18.913.254	*Total*
Penyisihan penurunan nilai piutang	(1.163.702)	(1.052.604)	*Allowance for impairment loss of receivables*
Sub-jumlah – Bersih	18.430.296	17.860.650	*Sub-total – Net*
Pihak Berelasi (lihat Catatan 36)	2.105.514	-	*Related Parties (see Note 36)*
Jumlah	20.535.810	17.860.650	*Total*

	2013	2012	
Mutasi penyisihan penurunan nilai piutang:			*Mutation of allowance for impairment loss of receivables:*
Saldo awal	1.052.604	1.044.514	*Beginning balance*
Penambahan (lihat Catatan 30)			*Additions (see Note 30)*
Entitas	120.000	120.000	*The Entity*
Penghapusan/penyesuaian	(8.902)	(111.910)	*Write-off/adjustment*
Saldo Akhir	1.163.702	1.052.604	*Ending Balance*

Piutang usaha tidak dijaminkan atas pinjaman ataupun utang dan tidak terdapat jaminan yang diterima Entitas dan Entitas Anak atas piutang tersebut.

Trade receivables are not pledged as collateral loans or payables and there is no assurance that received by the Entity and Subsidiaries on the receivables.

Manajemen berpendapat bahwa penyisihan penurunan nilai piutang adalah cukup untuk menutupi penurunan nilai piutang usaha yang mungkin timbul dari tidak tertagihnya piutang dan tidak terdapat risiko yang terkonsentrasi secara signifikan atas piutang usaha.

Management believes that the allowance for impairment loss of receivables is adequate to cover possible impairment of trade receivables on uncollectible receivables. Management also believes that there are no significant concentrations of credit risk in the above receivables.

7. PAJAK DIBAYAR DI MUKA / *7. PREPAID TAXES*

Akun ini terdiri dari: / *This account consists of:*

	2013	2012	
Pajak Penghasilan Final			*Income Final Tax*
Entitas Anak	13.808.275	7.971.535	*Subsidiaries*
Entitas	11.781.619	5.565.315	*Entity*
Pajak Pertambahan Nilai	1.056.599	1.266.888	*Value Added Tax*
Jumlah	26.646.493	14.803.738	*Total*

8. UANG MUKA / *8. ADVANCE PAYMENTS*

Akun ini terdiri dari: / *This account consists of:*

	2013	2012	
Tanah di Bekasi	8.697.215	62.401.448	*Land in Bekasi*
Uang muka perijinan	6.626.405	4.798.541	*Advance payment for permit*
Proyek *Water Joy*	1.301.879	1.266.363	*Water Joy Project*
Tanah di Bogor	50.000	10.000	*Land in Bogor*
Lain-lain	18.673.207	9.681.819	*Others*
Jumlah	35.348.706	78.158.171	*Total*

Uang muka pembelian tanah di Bekasi, Jawa Barat, merupakan uang muka DLS dan DRP, Entitas Anak, berkaitan dengan perolehan tanah dalam rangka pengembangan real estat.

Advance payments for the land in Bekasi, West Java, represent down payment of DLS and DRP, Subsidiaries, related to acquisition of land for real estate development.

Uang muka proyek *Water Joy* merupakan biaya konsultan dan biaya kontraktor untuk pemasangan pondasi bangunan.

Advance payments for Water Joy's project, represent consultant fees and contractor costs for the installation of building foundations.

9. ASET REAL ESTAT / *9. REAL ESTATE ASSETS*

Akun ini terdiri dari: / *This account consists of:*

	2013	2012	
Aset Lancar			*Current Assets*
Tanah dan bangunan siap dijual			*Land and buildings ready for sale*
Rancamaya *phase* I	45.032.917	85.643.203	*Rancamaya phase I*
Rancamaya *phase* II	329.406.669	306.901.420	*Rancamaya phase II*
Harvest City	88.125.662	108.564.157	*Harvest City*
Royal Tajur	1.691.205	1.801.924	*Royal Tajur*
Rumah tinggal dan ruko	6.322.291	9.597.618	*Houses and shophouses*
Juniper Forest	12.099.153	14.930.247	*Juniper Forest*
Commercial Centre	40.415.890	3.085.919	*Commercial Centre*
Sub-jumlah	523.093.787	530.524.488	*Sub-total*
Bangunan yang sedang dikonstruksi			*Building under construction*
Harvest City	28.068.715	3.368.642	*Harvest City*
Rancamaya	40.329.757	24.464.692	*Rancamaya*
Royal Tajur	23.332.995	-	*Royal Tajur*
Sub-jumlah	91.731.467	27.833.334	*Sub-total*
Tanah yang sedang dikembangkan			*Land under development*
Harvest City	67.046.563	66.205.501	*Harvest City*
Royal Tajur	37.252.820	30.812.417	*Royal Tajur*
Rancamaya *Phase* III	38.926.522	46.786.985	*Rancamaya Phase III*
Sub-jumlah	143.225.905	143.804.903	*Sub-total*
Jumlah	758.051.159	702.162.725	*Total*

	2013	2012	
Aset Tidak Lancar			*Non-Current Assets*
Tanah yang belum dikembangkan			*Land for development*
Tanah di Bekasi	1.244.501.668	1.181.292.875	*Land in Bekasi*
Tanah di Rancamaya	189.720.343	210.209.715	*Land in Rancamaya*
Tanah di Bogor	113.881.343	31.089.538	*Land in Bogor*
Jumlah	1.548.103.354	1.422.592.128	*Total*

Pada tanggal 31 Desember 2013 dan 2012, luas bersih tanah siap dijual Rancamaya *Phase* I masing-masing seluas 4,57 hektar dan 6,81 hektar, Rancamaya *Phase* II masing-masing seluas 26,85 hektar dan 25,07 hektar, Rancamaya *Commercial Center* masing-masing seluas 7,76 hektar dan 0,32 hektar dan *Harvest City* seluas masing-masing seluas 15,57 hektar dan 11,97 hektar.

As of December 31, 2013 and 2012, Rancamaya Phase I land consists of 4.57 hectares and 6.81 hectares, respectively, Rancamaya Phase II land consists of 26.85 hectars and 25.07 hectares, repectively, Rancamaya Commercial Centre consists of 7.76 hectares and 0.32 hectares, respectively and Harvest City consists of 15.57 hectares and 11.97 hectares, respectively.

Pada tanggal 31 Desember 2013 dan 2012, luas bersih tanah yang sedang dikembangkan Rancamaya *Phase* III masing-masing seluas 3,65 hektar dan 4,49 hektar dan *Harvest City* masing-masing seluas 11,97 hektar dan 20,22 hektar dan Royal Tajur masing-masing seluas 4,12 hektar dan 4,24 hektar.

As of December 31, 2013 and 2012, land under development in Rancamaya Phase III consist of 3.65 hectares and 4.49 hectares, respectively and Harvest City consist of 11.97 hectares and 20.22 hectares, respectively and Royal Tajur consists of 4.12 hectares and 4.24 hectares, respectively.

Tanah di daerah Bekasi dan Bogor, Jawa Barat, merupakan tanah yang telah dibebaskan dan dimiliki oleh CNMP dan Entitas Anak, luas kotor yang telah dibebaskan seluas 742,71 hektar. CNMP dan Entitas Anak mempunyai ijin pembebasan tanah seluas 1.050 hektar. CNMP dan Entitas Anak telah memperoleh Hak Guna Bangunan atas tanah yang telah dibebaskan seluas 514,50 hektar dengan jangka waktu 30 tahun, yang akan jatuh tempo antara tahun 2029 dan 2031.

The land for development in Bekasi and Bogor, West Java represents land which has been cleared and is owned by CNMP and Subsidiaries, the gross total land area which has been cleared was 742.71 hectares. CNMP and Subsidiaries have a clearance permit of land for a total area 1,050 hectares. CNMP and Subsidiaries have land rights lisence for a clearance permit of land for a total 514.50 hectares with term of periods 30 years, overdue between 2029 and 2031.

Tanah di daerah Rancamaya, Jawa Barat, merupakan tanah yang telah dibebaskan dan dimiliki oleh Entitas dan ISP, Entitas Anak, yang akan dikembangkan untuk proyek real estat dengan ijin pembebasan seluas kurang lebih 330 hektar. Pada tanggal 31 Desember 2013 dan 2012 luas kotor tanah yang telah dibebaskan masing-masing seluas 155,90 hektar dan 135,51 hektar.

The land for development in Rancamaya, West Java represents land which has been cleared and is owned by the Entity and ISP, Subsidiary, with a clearance permit for a total area of 330 hectares for the development of a real estate project. As of December 31, 2013 and 2012, the gross total land area which has been cleared was 155.90 hectares and 135.51 hectares, respectively.

Tanah Royal Tajur di daerah Bogor, Jawa Barat, merupakan tanah yang telah dibebaskan dan dimiliki oleh TSA, Entitas Anak, yang akan dikembangkan untuk proyek real estate dengan ijin pembebasan seluas kurang lebih 48,50 hektar. Pada tanggal 31 Desember 2013 dan 2012, luas kotor tanah yang telah dibebaskan masing-masing seluas 26,22 hektar dan 13,51 hektar.

The land of Royal Tajur for development in Bogor, West Java, represents land which has been cleared and is owned by the Entity and TSA, Subsidiary, with a clearance permit for a total area of 48.50 hectares for the development of a real estate project. As of December 31, 2013 and 2012, the gross total land area which has been cleared was 26.22 hectares and 13.51 hectares, respectively.

The original consolidated financial statements included herein are in the Indonesian language.

Manajemen berpendapat bahwa nilai tercatat aset real estat tidak melebihi nilai realisasi neto, sehingga tidak diperlukan penurunan nilai aset tersebut.

Management believes that the carrying value of the real estate assets does not exceed the net realizable value, therefore no impairment was recognized.

Pengurangan aset real estat pada tahun 2013 termasuk reklasifikasi ke aset tetap tanah dan bangunan masing-masing sebesar Rp 15.604.787 dan Rp 2.229.309 (lihat Catatan 10).

Deduction of real estate assets in 2013 is including reclassification to property and equipment land right and building amounting to Rp 15,604,787 and Rp 2,229,309, respectively (see Note 10).

Tanah dan bangunan siap dijual dan yang sedang dikembangkan milik DLS, Entitas Anak, seluas 7,50 hektar dan tanah yang belum dikembangkan milik DRP, Entitas Anak, seluas 258,05 hektar di Bekasi dijadikan jaminan atas utang bank (lihat Catatan 15).

Land and bulding ready for sale and land under development owned by DLS, Subsidiary, consist of 7.50 hectares and land for development owned by DRP, Subsidiary, consist of 258.05 hectares in Bekasi are used as collateral of bank loan (see Note 15).

Tanah milik TSA, Entitas Anak, seluas 4,76 hektar di Bogor dijadikan jaminan atas utang bank (lihat Catatan 15).

Land owned by TSA, Subsidiary, consist of 4.76 hectares in Bogor are used as collateral of bank loan (see Note 15).

10. ASET TETAP / *10. PROPERTY AND EQUIPMENT*

Rincian aset tetap adalah sebagai berikut:

The details of property and equipment are as follows:

2013	Saldo Awal/ *Beginning Balance*	Penambahan/ *Additions*	Pengurangan/ *Deductions*	Reklasifikasi/ *Reclassifications*	Saldo Akhir/ *Ending Balance*	*2013*
Biaya Perolehan:						***Cost:***
Pemilikan langsung						*Direct acquisitions*
Tanah	141.640.190	-	-	15.604.787	157.244.977	*Land rights*
Lapangan golf	42.163.724	-	-	-	42.163.724	*Golf course*
Club house	24.431.287	-	-	-	24.431.287	*Club house*
Bangunan	17.419.438	-	-	-	17.419.438	*Buildings*
Kendaraan	13.775.724	1.411.545	152.013	-	15.035.256	*Transportation equipment*
Perabot dan peralatan kantor	17.609.898	1.212.498	5.013	-	18.817.383	*Office furniture and fixtures*
Peralatan golf dan *country club*	20.972.066	819.103	-	-	21.791.169	*Golf and country club Equipment*
Sub – jumlah	278.012.327	3.443.146	157.026	15.604.787	296.903.234	*Sub – total*
Aset dalam tahap penyelesaian						*Construction in progress*
Bangunan	-	38.126.599	-	2.229.309	40.355.908	*Building*
Jumlah	278.012.327	41.569.745	157.026	17.834.096	337.259.142	*Total*
Akumulasi Penyusutan:						***Accumulated Depreciation:***
Pemilikan langsung						*Direct acquisitions*
Lapangan golf	18.000.619	3.034.436	-	-	21.035.055	*Golf course*
Club house	8.518.508	1.632.923	-	-	10.151.431	*Club house*
Bangunan	4.012.143	884.826	-	-	4.896.969	*Buildings*
Kendaraan	9.044.803	1.387.489	141.664	-	10.290.628	*Transportation equipment*
Perabot dan peralatan kantor	13.441.943	1.460.242	2.195	-	14.899.990	*Office furniture and fixtures*
Peralatan golf dan *country club*	13.625.380	1.614.942	-	-	15.240.322	*Golf and country club Equipment*
Jumlah	66.643.396	10.014.858	143.859	-	76.514.395	*Total*
Nilai Buku	211.368.931				260.744.747	***Book Value***

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2012	Saldo Awal/ *Beginning Balance*	Penambahan/ *Additions*	Pengurangan/ *Deductions*	Reklasifikasi/ *Reclassification*	Saldo Akhir/ *Ending Balance*	*2012*
Biaya Perolehan:						***Cost:***
Pemilikan langsung						*Direct acquisitions*
Tanah	141.640.190	-	-	-	141.640.190	*Land rights*
Lapangan golf	42.163.724	-	-	-	42.163.724	*Golf course*
Club house	24.067.620	363.667	-	-	24.431.287	*Club house*
Bangunan	16.485.871	933.567	-	-	17.419.438	*Buildings*
Kendaraan	13.062.905	1.348.319	635.500	-	13.775.724	*Transportation equipment*
Perabot dan peralatan kantor	15.257.392	2.352.506	-	-	17.609.898	*Office furniture and fixtures*
Peralatan golf dan *country club*	20.164.851	807.215	-	-	20.972.066	*Golf and country club Equipment*
Jumlah	272.842.553	5.805.274	635.500	-	278.012.327	*Total*
Akumulasi Penyusutan:						***Accumulated Depreciation:***
Pemilikan langsung						*Direct acquisitions*
Lapangan golf	14.966.182	3.034.437	-	-	18.000.619	*Golf course*
Club house	6.964.292	1.554.216	-	-	8.518.508	*Club house*
Bangunan	2.895.780	1.116.363	-	-	4.012.143	*Buildings*
Kendaraan	7.861.332	1.728.324	544.853	-	9.044.803	*Transportation equipment*
Perabot dan peralatan kantor	12.128.853	1.313.090	-	-	13.441.943	*Office furniture and fixtures*
Peralatan golf dan *country club*	11.929.263	1.696.117	-	-	13.625.380	*Golf and country club Equipment*
Jumlah	56.745.702	10.442.547	544.853	-	66.643.396	*Total*
Nilai Buku	216.096.851				211.368.931	***Book Value***

Beban penyusutan dialokasikan sebagai berikut: *Depreciation expense was allocated to the following:*

	2013	2012	
Beban pokok penjualan dan beban langsung usaha	6.484.269	6.471.918	*Cost of sales and direct costs*
Beban umum dan administrasi (lihat Catatan 30)	3.566.949	3.680.575	*General and administrative expenses (see Note 30)*
Kepentingan nonpengendali	(36.360)	290.054	*Non-controlling interest*
Jumlah	10.014.858	10.442.547	*Total*

Pelepasan aset tetap adalah sebagai berikut: *Disposal of property and equipment are as follows:*

	2013	2012	
Harga jual	163.545	517.000	*Selling price*
Nilai buku	13.167	90.647	*Book value*
Laba pelepasan aset tetap (lihat Catatan 28)	150.378	426.353	*Gain on disposal of property and equipment (see Note 28)*

Entitas dan Entitas Anak memiliki beberapa bidang tanah yang terletak di proyek Rancamaya dengan hak legal berupa Hak Guna Bangunan yang berjangka waktu 20 sampai 30 tahun yang akan jatuh tempo antara tahun 2014 sampai 2029. Manajemen berpendapat tidak terdapat masalah dengan perpanjangan hak atas tanah karena seluruh tanah diperoleh secara sah dan didukung dengan bukti pemilikan yang memadai.

The Entity and Subsidiaries own several parcels of land located in Rancamaya project with Building Use Rights (Hak Guna Bangunan) for periods of 20 to 30 years until 2014 to 2029. Management believes that there will be no difficulty in the extension of landrights since all parcels of land were acquired legally and are supported by sufficient evidence of ownership.

Aset dalam penyelesaian Entitas pada tanggal 31 Desember 2013, merupakan proyek pembangunan R Hotel Rancamaya. Persentase penyelesaian aset dalam penyelesaian proyek kurang lebih sebesar 57,2%, dengan estimasi penyelesaian proyek tersebut pada tahun 2014. Tidak terdapat hambatan atas kelanjutan penyelesaian proyek aset dalam penyelesaian tersebut.

The Entity's construction in progress assets as of December 31, 2013, represents construction project of R Hotel Rancamaya. The percentage of completion of construction in progress projects approximately 57.2%, with an estimated completion of the project in 2014. There are no obstacles to the continuation of completion of construction in progress of the project.

Penambahan aset tanah dan bangunan pada tahun 2013 termasuk reklasifikasi dari aset real estat masing-masing sebesar Rp 15.604.787 dan Rp 2.229.309 (lihat Catatan 9).

Addition of land right and building in 2013 are including reclassification from real estate asset amounting to Rp 15,604,787 and Rp 2,229,30, respectively (see Note 9).

Aset tetap berupa bangunan, *club house* dan kendaraan diasuransikan untuk risiko kerusakan, kehilangan, kebakaran dan bencana alam masing-masing kepada:

Buildings, club house and transportation equipment were insured against damage, theft, fire, and other possible risks, as follows:

	Mata Uang/ *Currency*	Jumlah Pertanggungan/*Sum Insured* 2013	2012
PT Asuransi Ekspor Indonesia	Rp	80.096.500	-
	US$	202.200	-
PT Asuransi Sinarmas	Rp	60.505.207	13.348.177
PT Asuransi Rama Satria Wibawa	Rp	45.898.850	47.177.457
	US$	353.850	353.850
PT Lippo General Insurance Tbk	Rp	11.500.000	-
	US$	202.200	-
PT Asuransi Central Asia	Rp	14.375.000	15.125.000
	US$	252.750	252.750
PT Asuransi MSIG Indonesia	Rp	5.979.201	5.974.201
PT Asuransi Raksa Pratikara	Rp	1.466.250	1.661.750
PT Asuransi Reliance Indonesia	Rp	-	12.100.000
	US$	-	202.200
PT Asuransi Parolamas	Rp	-	12.100.000
	US$	-	202.200
PT Asuransi Indrapura	Rp	-	14.500.000
PT Asuransi Adira Dinamika	Rp	-	158.040
	Rp	219.821.008	122.144.625
Jumlah/*Total*	US$	1.011.000	1.011.000

Manajemen berpendapat bahwa nilai pertanggungan tersebut cukup untuk menutupi kemungkinan kerugian atas aset yang dipertanggungkan.

Management believes that the insurance coverage is adequate to cover possible losses on the assets insured.

PT Asuransi Sinarmas merupakan pihak berelasi (lihat Catatan 36).

PT Asuransi Sinarmas is a related party (see Note 36).

Aset tetap tertentu digunakan sebagai jaminan atas utang lembaga keuangan (lihat Catatan 20).

Certain property and equipment are pledged as collateral to financial institution loans (see Note 20).

Manajemen berkeyakinan bahwa tidak terdapat kejadian atau perubahan keadaan yang mengindikasikan adanya penurunan nilai aset tetap pada tanggal 31 Desember 2013 dan 2012.

Management believes that there were no events or changes in circumstances which indicate impairment in the carrying value of property and equipment as of December 31, 2013 dan 2012.

The original consolidated financial statements included herein are in the Indonesian language.

11. UTANG USAHA – PIHAK KETIGA / *11. TRADE PAYABLES – THIRD PARTIES*

Akun ini terdiri dari: / *This account consists of:*

	2013	2012	
Real estat	23.958.699	21.077.016	*Real estate*
Pengoperasian lapangan golf dan *country club*	2.012.432	2.381.802	*Operation of the golf course and country club*
Estat manajemen	7.008	8.133	*Estate management*
Lain-lain	344.367	432.778	*Others*
Jumlah	26.322.506	23.899.729	*Total*

Tidak terdapat jaminan yang diberikan atas utang tersebut. / *There is no collateral pledged on this payable.*

12. UTANG LAIN-LAIN – PIHAK KETIGA / *12. OTHER PAYABLES – THIRD PARTIES*

Akun ini terdiri dari: / *This account consists of:*

	2013	2012	
Uang muka penjualan untuk Kredit Kepemilikan Rumah (KPR) – sementara	25.551.861	11.672.642	*Advance of Sales for Housing Loan (KPR) – temporary*
Bea Perolehan Hak atas Tanah dan Bangunan (BPHTB)	4.256.210	2.497.145	*Duty on the Acquisition of Land and Building Right (BPHTB)*
Akta jual-beli (AJB)	1.645.570	1.392.346	*Deed of sale (AJB)*
Lain-lain	2.413.937	2.198.120	*Others*
Jumlah	33.867.578	17.760.253	*Total*

Tidak terdapat jaminan yang diberikan atas utang tersebut. / *There is no collateral pledged on this payable.*

13. UTANG PAJAK / *13. TAXES PAYABLE*

Akun ini terdiri dari: / *This account consists of:*

	2013	2012	
Pajak kini (lihat Catatan 32)			*Current tax (see Note 32)*
Entitas	1.359.566	-	*The Entity*
Entitas Anak	6.328	15.616	*Subsidiaries*
Pajak penghasilan			*Income taxes*
Pasal 21	1.383.325	1.138.289	*Article 21*
Pasal 23	232.645	152.552	*Article 23*
Pasal 25	142.803	174.634	*Article 25*
Final	2.262.794	680.218	*Final*
Pajak Pertambahan Nilai	2.907.455	1.432.551	*Value Added Tax*
Pajak Pembangunan I	118.026	120.052	*Development Tax I*
Jumlah	8.412.942	3.713.912	*Total*

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14. UANG MUKA DITERIMA / *14. ADVANCES RECEIVED*

Akun ini terdiri dari: / *This account consists of:*

	2013	2012	
Penjualan tanah dan rumah tinggal	472.932.812	256.904.080	*Sale of land and houses*
Keanggotaan golf – iuran bulanan	2.529.137	2.187.329	*Golf membership – monthly fees*
Lain-lain	21.989.152	15.781.419	*Others*
Jumlah	497.451.101	274.872.828	*Total*
Bagian yang direalisasi dalam satu tahun	475.468.819	271.848.031	*Realized within one year*
Bagian yang direalisasi lebih dari satu tahun	21.982.282	3.024.797	*Net of realized within one year*

Uang muka penjualan tanah dan rumah tinggal merupakan uang muka penjualan tanah dan bangunan unit perumahan, rumah toko dan kios yang belum memenuhi kriteria pengakuan pendapatan.

Advance on sales of land and houses represents an advance on sale of land and building housing units, stores and kiosks that have not fulfilled the revenue recognition criteria.

Uang muka keanggotaan golf – iuran bulanan merupakan uang muka iuran keanggotaan golf bulanan atau dibayar di muka setahun terlebih dahulu oleh anggota golf, yang belum memenuhi kriteria pengakuan pendapatan.

Advances golf membership - a monthly dues payment or a monthly golf membership fees paid upfront by the golf members on the first year, that have not fulfilled the revenue recognition criteria.

Uang muka diterima lainnya merupakan penerimaan dari calon pembeli yang masih dapat dibatalkan sewaktu-waktu; jaminan pembangunan atau perbaikan rumah yang akan dikembalikan setelah pembangunan atau perbaikan rumah telah selesai; dan uang muka iuran pendidikan yang belum memenuhi kriteria pengakuan pendapatan.

Other advances received an acceptance from prospective buyers who still cancel at any time, guarantee on the construction or repair of houses to be restored after the construction or repair of houses have been completed, and advances on education fees which have not fulfilled revenue recognition criteria.

15. UTANG BANK / *15. BANK LOANS*

Akun ini terdiri dari: / *This account consists of:*

	2013	2012	
PT Bank Tabungan Negara (Persero) Tbk	108.761.606	91.187.849	*PT Bank Tabungan Negara (Persero) Tbk*
PT Bank Pan Indonesia Tbk	11.247.504	1.805.272	*PT Bank Pan Indonesia Tbk*
Jumlah	120.009.110	92.993.121	*Total*
Dikurangi bagian yang jatuh tempo dalam satu tahun	48.197.109	38.652.918	*Less current portion*
Bagian jangka panjang	71.812.001	54.340.203	*Long-term portion*

PT Dwigunatama Rintisprima (DRP)

Berdasarkan surat perjanjian kerjasama kredit pada tanggal 26 April 2011, antara PT Bank Tabungan Negara (Persero) Tbk dan DRP, Entitas Anak, pihak DRP telah mendapatkan persetujuan fasilitas Kredit Konstruksi – Pinjaman Rekening Koran (KYG-PRK) dari PT Bank Tabungan Negara (Persero) Tbk untuk pembangunan proyek "Harvest City" dengan jumlah kredit maksimum sebesar Rp 35.200.000. Fasilitas ini memiliki jangka waktu perjanjian terhitung 24 bulan sejak tanggal penandatanganan perjanjian kredit.

Pada tanggal 24 Juli 2012, PT Bank Tabungan Negara (Persero) Tbk menyetujui peningkatan jumlah kredit maksimum pinjaman menjadi sebesar Rp 60.000.000. Pinjaman ini dikenakan bunga sebesar 11% per tahun dan akan jatuh tempo dalam jangka waktu 3 tahun sejak tanggal adendum perjanjian kredit.

Pada tanggal 20 Desember 2013, DRP memperoleh fasilitas Kredit Konstruksi – Pinjaman Rekening Koran (KYG-PRK) baru dari PT Bank Tabungan Negara (Persero) Tbk untuk pembangunan proyek "Harvest City" dengan jumlah kredit maksimum sebesar Rp 112.000.000. Pinjaman ini dikenakan bunga sebesar 13% per tahun dan akan jatuh tempo dalam jangka waktu 3 tahun sejak tanggal penandatanganan perjanjian kredit.

Fasilitas ini dijamin dengan tanah dan bangunan yang ada dan yang akan dibangun di atas tanah DLS dan DRP, Entitas Anak, yang berlokasi di proyek "*Harvest City*" masing-masing seluas 7,50 hektar dan 193,04 hektar (lihat Catatan 9).

Berdasarkan perjanjian pinjaman dengan bank tersebut, DRP wajib memperoleh persetujuan tertulis dari bank apabila akan melakukan transaksi-transaksi sebagai berikut:

- Memperoleh fasilitas kredit dari pihak lain sehubungan dengan proyek ini, kecuali pinjaman dari pemegang saham dan transaksi dagang yang lazim.
- Mengikatkan diri sebagai penjamin utang dan atau menjamin harta.
- Melakukan perubahan Anggaran Dasar dan merubah susunan pengurus.
- Mengajukan pailit.
- Melakukan merger atau akuisisi.
- Melunasi utang kepada pemegang saham.
- Membagi dividen.
- Menyewakan DRP kepada pihak lain.

PT Dwigunatama Rintisprima (DRP)

Based on the loan agreement between PT Bank Tabungan Negara (Persero) Tbk and DRP, a Subsidiary, dated April 26, 2011, DRP obtained a Construction Loan - Overdraft Loan (KYG-PRK) facility from PT Bank Tabungan Negara (Persero) Tbk for the construction of "Harvest City" project with maximum amount of Rp 35,200,000. Maturity date of this agreement is counted 24 months after the date of signing of the loan agreement.

On July 24, 2012, PT Bank Tabungan Negara (Persero) Tbk agreed to increase the maximum loan amount to Rp 60,000,000. This loan bears interest at 11% per annum and have a maturity period of 3 years, starting from the date of the credit agreement addendum.

On December 20, 2013, DRP obtained an new Construction Loan - Overdraft Loan (KYG-PRK) facility from PT Bank Tabungan Negara (Persero) Tbk for the construction of "Harvest City" project with maximum amount of Rp 112,000,000. This loan bears interest at 13% per annum and have a maturity period of 3 years after the date of signing of the loan agreement.

The facility is secured with land and existing building and building to be constructed at the related land of the DLS and DRP, Subsidiaries, which are located at "Harvest City" project with 7.50 hectares and 193.04 hectares, respectively (see Note 9).

Based on the loan agreement with bank, DRP must obtain written approval from the bank prior to performing following activities as follows:

- *Enter into new credit facility from another parties in relation with its project, except loans from shareholders and commercial transactions are prevalent.*
- *Act as guarantor for another parties and or guarantee property.*
- *Amendment of the Article of Association and change members of management.*
- *Declaration of bankruptcy.*
- *Enter into mergers or acquisitions.*
- *Settle payables to the shareholders.*
- *Distribution of dividend.*
- *Leasing DRP to other parties.*

Pada tanggal 31 Desember 2013 dan 2012, saldo pinjaman terhutang adalah masing-masing sebesar Rp 71.812.001 dan Rp 54.340.203.

As of December 31, 2013 and 2012, the outstanding bank loan amounted to Rp 71,812,001 and Rp 54,340,203, respectively.

PT Dwikarya Langgengsukses (DLS)

PT Dwikarya Langgengsukses (DLS)

Berdasarkan perjanjian kredit yang dituangkan dalam Akta Notaris No. 34, tanggal 24 April 2009 dari Maria A. Kidarsa, S.H., notaris di Jakarta, DLS, Entitas Anak memperoleh fasilitas rekening koran dari PT Bank Tabungan Negara (Persero) Tbk, untuk pembangunan proyek "*Harvest City*" dengan jumlah kredit maksimum sebesar Rp 39.800.000. Fasilitas ini akan jatuh tempo pada tanggal 24 April 2013.

Based on the bank loan agreement as stated in Notarial Deed No. 34, dated April 24, 2009, of Maria A. Kidarsa, S.H., notary in Jakarta, DLS, a Subsidiary, obtained an overdraft loan facility from PT Bank Tabungan Negara (Persero) Tbk, for the construction of "Harvest City" project with maximum amount of Rp 39,800,000. The facility matured on April 24, 2013.

Pada tanggal 24 Juli 2013, DLS memperoleh surat perubahan persetujuan perpanjangan jangka waktu dan penggantian agunan. Jangka waktu perjanjian ini menjadi 12 bulan sejak tanggal jatuh tempo.

On July 24, 2013, DLS received approval letter on the changes in the maturity date and collateral. The maturity date of this agreement become 12 months after due date.

Fasilitas ini dijamin dengan tanah dan bangunan yang ada dan yang akan dibangun di atas tanah DRP dan DLS, Entitas Anak, yang berlokasi di proyek "*Harvest City*" masing-masing seluas 65,01 hektar dan 3,75 hektar, yang merupakan bagian dari tanah yang dijaminkan untuk hutang bank DRP (lihat Catatan 9).

The facility is secured with land and existing building and building to be constructed at the related land of the DRP and DLS, Subsidiaries, which are located at "Harvest City" project with 65.01 hectares and 3.75 hectares, respectively, which is part of the land as collateral for bank loans of DRP (see Note 9).

Utang bank ini memiliki tingkat bunga mengambang sehingga DLS terekspos terhadap risiko suku bunga atas arus kas.

The bank loan is arranged at floating interest rates, thus, DLS is exposed to cash flow on interest rate risk.

Berdasarkan perjanjian pinjaman dengan bank tersebut, DLS wajib memperoleh persetujuan tertulis dari bank apabila akan melakukan transaksi-transaksi sebagai berikut:

Based on the loan agreement with bank, DLS must obtain written approval from the bank prior to performing the following activities:

- Memperoleh fasilitas kredit dari pihak lain sehubungan dengan proyek tersebut.
- Mengikatkan diri sebagai penjamin utang.
- Melakukan merger atau akuisisi.
- Melunasi utang kepada pihak berelasi.
- Membubarkan DLS dan dinyatakan pailit.
- Melakukan perubahan anggaran dasar dan merubah susunan pengurus.

- *Enter into new credit facility from another parties in relation with its project.*
- *Act as guarantor for another parties.*
- *Enter into mergers or acquisitions.*
- *Settle payables to the related parties.*
- *Dissolve DLS and declare bankrupt.*
- *Amendment of the articles of association and change in the members of management.*

Pada tanggal 31 Desember 2013 dan 2012, saldo pinjaman terhutang masing-masing adalah sebesar Rp 36.949.605 dan Rp 36.847.646.

As of December 31, 2013 and 2012, the outstanding bank loan amounted to Rp 36,949,605 and Rp 36,847,646, respectively.

PT Tajur Surya Abadi (TSA)

PT Tajur Surya Abadi (TSA)

Pada tanggal 4 Juli 2012, TSA, Entitas Anak memperoleh fasilitas pinjaman dari PT Bank Pan Indonesia Tbk, yang akan digunakan untuk pembangunan dan proyek perumahan Royal Tajur. Fasilitas yang diperoleh TSA adalah sebagai berikut:

On July 4, 2012, TSA, Subsidiary, obtained loan facilities from PT Bank Pan Indonesia Tbk, which will be used for the construction and housing project of Royal Tajur. The facilities obtained by TSA are as follows:

Fasilitas/ *Facilities*	Plafon/ *Plafond*	Suku Bunga Tahunan/ *Annual Interest Rate*	Jangka Waktu/ *Time Period*
Pinjaman Rekening Koran/*Overdraft Loan*	20.000.000	10% (bunga mengambang/ *floating rate*)	1 Tahun/*Year*
Pinjaman Berulang/*Revolving Loan*	10.000.000	10% (bunga mengambang/ *floating rate*)	1 Tahun/*Year*

Jaminan yang digunakan Entitas Anak adalah tanah seluas 4,76 hektar atas nama debitur (lihat Catatan 9).

Pada tanggal 31 Desember 2013 dan 2012, saldo pinjaman terhutang masing-masing adalah sebesar Rp 11.247.504 dan Rp 1.805.272. Saat ini fasilitas kredit TSA sedang dalam proses perpanjangan.

Collateral used by a Subsidiary is the land area of 4.76 hectares on behalf of the debitors (see Note 9).

As of December 31, 2013 and 2012, the outstanding bank loan amounted to Rp 11,247,504 and Rp 1,805,272, repectively. Currently, the credit facility of TSA is in the process of extension.

16. UTANG *MEDIUM TERM NOTE*

Pada tanggal 13 Mei 1997, Entitas memperoleh pinjaman dengan menerbitkan *Medium Term Note (MTN)* sebesar maksimum US$ 40.000.000 kepada beberapa bank swasta nasional dan asing yang dikoordinir oleh PT Bank BIRA sebagai agen. Jangka waktu MTN selama tiga tahun dengan tingkat bunga 9% per tahun dan dibayar setiap enam bulan. Para pemegang MTN dapat menggunakan *put option* untuk meminta pelunasan pokok pinjaman beserta bunganya. Pinjaman ini dijamin dengan tanah Hak Guna Bangunan seluas 344.280 meter persegi di lokasi proyek Rancamaya, Bogor, Jawa Barat.

Pada tanggal jatuh tempo MTN, Entitas mengalami gagal bayar dan tidak dapat memenuhi segala ketentuan yang telah ditetapkan dalam perjanjian.

Entitas kemudian menandatangani perjanjian restrukturisasi MTN pada tahun 2005 yang kemudian diubah dengan perjanjian restrukturisasi MTN pada tahun 2006.

Perubahan tersebut telah mendapatkan persetujuan pemegang saham melalui Rapat Umum Pemegang Saham Luar Biasa tanggal 17 Oktober 2006 yang dituangkan dalam Akta Notaris No. 48, dari F.X. Budi Santoso Isbandi, S.H., notaris di Jakarta.

Berdasarkan perjanjian tersebut jumlah utang pokok dan bunga MTN adalah sebesar US$ 33.319.000. Dari jumlah tersebut setiap pemegang MTN akan memperoleh bagian secara proporsional atas setiap skema hasil restrukturisasi yang dilakukan sebagai berikut:

- Tranche A sejumlah US$ 3.300.000 berjangka waktu 10 tahun dengan tenggang waktu pembayaran pokok selama satu tahun dengan tingkat bunga per tahun untuk tahun pertama, kedua, ketiga, keempat masing-masing sebesar 0,25%, 0,5%, 1%, 1,5% dan 2% per tahun untuk tahun-tahun setelah tahun

16. MEDIUM TERM NOTE PAYABLE

On May 13, 1997, the Entity obtained loan facility through issuance of Medium Term Note (MTN) with a maximum amount of US$ 40,000,000 to several foreign and local banks coordinated by PT Bank BIRA as the payment agent. This MTN facility had a term of three years and bears interest at 9% per annum which was payable semi-annually. The noteholders had the right to exercise their put option to require the payment of the principal including interest. This note was secured by land with Building Use Right with a total area of 344,280 square meters located in Rancamaya, Bogor, West Java.

On the due date of the note, the Entity defaulted and failed to fulfill certain covenants stated in the agreement.

The Entity then signed the MTN restructuring agreement in 2005 which was subsequently amended by MTN restructuring agreement in 2006.

The amendment was approved by the stockholders through Extraordinary General Meeting on Stockholders dated October 17, 2006 as stated in Notarial Deed No. 48, of F.X. Budi Santoso Isbandi, S.H., notary in Jakarta.

Based on the agreements, each holder of the MTN will acquire a proportional share of total principal and interest of MTN amounting to US$ 33,319,000 on the following loan restructuring schemes:

- *Tranche A amounting to US$ 3,300,000 with a term of 10 years, one year grace period, and interest of 0.25%, 0.5%, 1%, 1.5%, and 2% per annum for the first year, second year, third year, fourth year and subsequent years, respectively and average interest rate for 10 years would be*

keempat dan rata-rata bunga selama 10 tahun adalah sebesar 1,53% per tahun. Pokok dan bunga utang tersebut dibayar setiap enam bulan.

- Pembayaran tunai sebagian dari pinjaman sebesar US$ 330.000 akan dilakukan pada saat tanggal efektif perjanjian restrukturisasi utang.

- Sisa seluruh utang setelah dikurangi Tranche A dan pembayaran tunai menjadi Tranche B yaitu sebesar US$ 29.689.000, berupa MCN. Utang ini berjangka waktu selama 10 tahun tanpa jaminan dengan tingkat bunga 0,1% per tahun dan bunga dibayar setiap enam bulan. Para pemegang MCN mempunyai opsi untuk mengkonversi utang tersebut dengan saham Entitas dengan nilai nominal Rp 500 per saham setelah tahun pertama tanggal efektif perjanjian restrukturisasi dengan memberitahukan secara tertulis kepada Entitas minimal 90 hari kalender sebelum tanggal konversi. Konversi dilakukan dengan menggunakan (i) harga konversi saham sesuai dengan peraturan BAPEPAM, Bursa Efek dan lainnya yang berlaku saat itu; (ii) bila tidak diatur dalam peraturan-peraturan pada point (i) tersebut maka akan menggunakan harga rata-rata 25 hari bursa harga penutupan pasar reguler sebelum tanggal konversi.

  Harga konversi saham yang dihitung dengan cara baik (i) atau (ii) minimal harus Rp 500 per saham. Apabila harga konversi saham yang dihitung dengan cara (i) atau (ii) lebih dari Rp 500 per saham maka harga konversi per saham adalah rata-rata dari Rp 500 ditambah dengan harga konversi saham yang dihitung dengan cara (i) atau (ii) tersebut. Utang pokok tersebut akan dibayar apabila Entitas mempunyai arus dana bebas yang lebih dari yang diproyeksikan. Kelebihan arus dana bebas dialokasikan untuk utang obligasi Seri B (lihat Catatan 17) dan utang MTN Tranche B masing-masing 50%. Apabila pada akhir tahun kesepuluh masih ada sisa utang, maka sisa utang tersebut wajib dikonversi dengan saham Entitas dengan nilai nominal Rp 500 per saham. Saham hasil konversi baru bisa diperdagangkan/dialihkan dalam bentuk apapun juga kepada pihak ketiga satu tahun setelah tanggal konversi.

  Berdasarkan restukturisasi perjanjian utang *medium term note,* tanggal 7 Desember 2012, antara Entitas dan Far East Holding Ltd., terdapat perubahan pada harga konversi saham yaitu dihitung dengan cara baik (i) atau (ii) minimal harus Rp 318 per saham. Apabila harga konversi saham yang dihitung dengan cara (i) atau (ii) lebih dari Rp 318 per saham maka harga konversi per saham adalah rata-rata dari Rp 318 ditambah dengan harga konversi saham yang

1.53% per annum. The principal amount and interest are paid semi annually.

- *Cash payment of a portion of the loan amounting to US$ 330,000 will be made on the effective date of the loan restructuring agreement.*

- *The remaining amount of the loan after deducting Tranche A and the cash payment, constitute Tranche B amounting to US$ 29,689,000 in the form of MCN. The note had a term of 10 years, unsecured and bears interest at 0.1% per annum payable semi-annually. The holder of the MCN has an option to convert theloan into the Entity's shares after the first year of the effective date of the restructuring agreement at Rp 500 par value per share with written notice to the Entity at a minimum of 90 days before the conversion date. The conversion can be exercised with (i) the share's conversion price in accordance with BAPEPAM regulation, Stock Exchange and other regulations prevailing on the date of conversion; (ii) if it is not regulated on point (i) then the price used is the average regular market closing price during the 25 exchange days before the conversion date.*

  The minimum conversion price is Rp 500 at par value per share whether it is calculated with point (i) or (ii). If the price is more than Rp 500 at par value per share whether it is calculated by point (i) or (ii), the share's conversion price is the average of Rp 500 added by the share's conversion price calculated using point (i) or (ii). The principal amount of such loan will be paid when the Entity has cash flow exceeding the projected cash flow. The excess will be allocated 50% for the payment of the Entity's B series bonds (see Note 17) and 50% for the payment of MTN loan Tranche B. If at the end of the tenth year, the loan remains payable, the remaining amount should be converted into the Entity's shares at Rp 500 par value per share. The shares resulting from the conversion can be traded/transferred in any form to third parties one year after the conversion date.

  Based on restructuring of medium term notes payable agreement between the Entity and Far East Holding Ltd., dated December 7, 2012, there is a change in the conversion price of the shares is computed where the conversion price is Rp 318 at par value per share whether it is calculated with point (i) or (ii). If the price is more than Rp 318 at par value per share whether it is calculated by point (i) or (ii), the

dihitung dengan cara (i) atau (ii) tersebut. Apabila pada akhir tahun kesepuluh masih ada sisa utang, maka sisa utang tersebut wajib dikonversi dengan saham Entitas dengan nilai nominal Rp 318 per saham. Entitas dan Far East Holding Ltd., juga setuju untuk memperpanjang tanggal jatuh tempo utang *medium term notes* sepanjang 5 (lima) tahun atau sampai dengan 14 Nopember 2020.

share's conversion price is the average of Rp 318 added by the share's conversion price calculated using point (i) or (ii). If at the end of the tenth year, the loan remains payable, the remaining amount should be converted into the Entity's shares at Rp 318 par value per share. The Entity and Far East Holding Ltd., also agreed to extend the maturity date of debt the medium term note payable for 5 (five) years, or until November 14, 2020.

Berdasarkan surat konfirmasi dari Asia Capital Holding Limited (ACHL) tanggal 30 April 2009, seluruh MTN Tranche A dan Tranche B masing-masing sebesar US$ 2.778.750 dan US$ 23.990.500 dijual kepada Far East Holding Ltd.

Based on confirmation letter from Asia Capital Holding Limited (ACHL) dated April 30, 2009, the remaining MTN Tranche A and Tranche B amounted to US$ 2,778,750 and US$ 23,990,500, respectively, were sold to Far East Holding Ltd.

Berdasarkan perjanjian restrukturisasi *medium term note* tanggal 11 Agustus 2009, Far East Holding Ltd., mengkonversi seluruh sisa MTN Tranche B senilai US$ 23.065.500 ke dalam Rupiah dengan kurs konversi sesuai kurs uang kertas BI tanggal 14 Mei 2009, yaitu Rp 10.942/US$.

Based on the restructuring of medium term note agreement dated August 11, 2009, Far East Holding., convert the remaining balance of MTN Tranche B amounted to US$ 23,065,500 into Rupiah using BI notes rate as of May 14, 2009 as convertion rate, which is Rp 10,942/US$.

Pada tahun 2010, Entitas melakukan pelunasan pembayaran untuk Tranche A sebesar US$ 2.607.750.

In 2010, the Entity had fully paid for Tranche A amounting to US$ 2,607,750.

Pada tahun 2010, sehubungan dengan penerapan PSAK No. 55 (Revisi 2006) pada tanggal 1 Januari 2010, MTN Tranche B sebesar Rp 243.382.701 diakui sebagai "Uang Muka Pemesanan Saham" (lihat Catatan 24). Pada tanggal 4 Desember 2013, seluruh hutang MTN Tranche B telah di konversi menjadi modal ditempatkan dan disetor penuh (lihat Catatan 22).

In 2010, according to adoption of PSAK No. 55 (Revised 2006) dated January 1, 2010, MTN Tranche B amounting to Rp 243,382,701 was recognized as "Advance for Subscription of Shares" (see Note 24). On December 4, 2013, all MTN tranche B had been converted to issued and fully paid capital (see Note 22)

17. UTANG OBLIGASI

Pada tanggal 11 Juni 1997, Entitas menerbitkan obligasi PT Suryamas Dutamakmur I tahun 1997 sebesar Rp 300.000.000 dengan wali amanat PT Bank Niaga Tbk yang jatuh tempo seluruhnya pada tanggal 11 Juni 2002. Obligasi ini tidak dijamin dengan aset tertentu milik Entitas dan dibagi dalam dua seri. Obligasi Seri A mempunyai tingkat bunga tetap sebesar 16,125% per tahun dan obligasi Seri B mempunyai tingkat bunga tetap sebesar 15,75% per tahun untuk dua tahun pertama dan tingkat bunga mengambang 2,25% di atas tingkat bunga rata-rata deposito Rupiah berjangka enam bulan dari tiga bank pemerintah dan tiga bank swasta nasional untuk tiga tahun berikutnya. Bunga dibayarkan setiap tiga bulan.

Sehubungan dengan restrukturisasi pinjaman, sejak bulan Oktober 1998 Entitas menghentikan pembayaran bunga obligasi dan sejak tahun 1999, Entitas tidak membentuk penyisihan dana pelunasan obligasi. Pada tanggal jatuh tempo obligasi, 11 Juni 2002, Entitas

17. BONDS PAYABLE

On June 11, 1997, the Entity issued PT Suryamas Dutamakmur I year 1997 bonds with PT Bank Niaga Tbk as trustee amounting to Rp 300,000,000. The entire bonds were due on June 11, 2002. These bonds were unsecured and consisted of two series. Series A bonds had a fixed interest rate of 16.125% per annum while Series B bonds had a fixed interest rate of 15.75% per annum for the first two years and floating interest rate at 2.25% above the average sixmonth Rupiah time deposits rate from three state banks and three private banks for the succeeding years. Interest was payable quarterly.

In relation to the debt restructuring since October 1998, the Entity had deferred the payments of interest due on bonds payable and since 1999, the Entity had not established a sinking fund for the payment of the bonds. On June 11, 2002, which is

mengalami gagal bayar dan tidak dapat memenuhi ketentuan tertentu yang telah ditetapkan dalam perjanjian. Bunga dan denda yang belum dibayar sampai dengan tanggal 31 Desember 2004 adalah sebesar Rp 209.613.467.

the due date of the bonds, the Entity had defaulted and failed to fulfill certain covenants stated in the agreement. The overdue interest and penalty as of December 31, 2004 amounted to Rp 209,613,467.

Entitas sudah menandatangani perjanjian restrukturisasi utang pada tahun 2005 yang kemudian diubah dengan perjanjian restrukturisasi utang pada tahun 2006.

The Entity had signed the Debt Restructuring Agreement in 2005 which had been subsequently amended by Debt Restructuring Agreement in 2006.

Perubahan tersebut telah mendapatkan persetujuan pemegang saham melalui Rapat Umum Pemegang Saham Luar Biasa tanggal 17 Oktober 2006, yang dituangkan dalam Akta Notaris No. 48, dari F.X. Budi Santoso Isbandi, S.H., notaris di Jakarta.

The amendement was approved by the stockholders through Extraordinary General Meeting on Stockholders dated October 17, 2006 as stated at Notarial Deed No. 48, of F.X. Budi Santoso Isbandi, S.H., notary in Jakarta.

Berdasarkan perjanjian tersebut jumlah keseluruhan utang pokok, bunga dan denda utang obligasi sebesar Rp 384.586.949 direstrukturisasi dengan skema sebagai berikut:

Based on the agreements, the total amount of principal, interest and penalty amounted to Rp 384,586,949 were restructured with the following scheme:

- Obligasi Seri A sejumlah Rp 26.025.000 adalah obligasi tanpa jaminan dengan jangka waktu selama 10 tahun dengan tenggang waktu pembayaran pokok selama dua tahun. Tingkat bunga adalah 6% per tahun untuk dua tahun pertama, 8% per tahun untuk tahun ketiga, 8,5% per tahun untuk tahun keempat dan kelima, dan 9% per tahun untuk tahun-tahun setelah tahun kelima. Rata-rata tingkat bunga selama 10 tahun adalah 8,2% per tahun. Pokok dan bunga utang tersebut dibayar setiap enam bulan.

- *The A series bonds amounting to Rp 26,025,000 are unsecured and has a term of 10 years with two years grace period. The interest rate is 6% per annum for the first two years, 8% per annum for the third year, 8.5% per annum for the fourth and fifth years and 9% per annum for the subsequent years. The average interest rate is 8.2% per annum for ten years. The principal amount and the interest are payable semi-annually.*

- Pembayaran tunai sebagian dari pokok obligasi sebesar Rp 2.602.500 pada saat tanggal efektif perjanjian restrukturisasi obligasi.

- *A portion of the principal amount of bonds payable amounting to Rp 2,602,500 should be paid in cash on the effective date of the bond restructuring agreement.*

- Obligasi Seri B sebesar Rp 345.223.619, merupakan sisa seluruh utang setelah dikurangi Obligasi Seri A dan Pembayaran Tunai dengan jangka waktu selama 10 tahun, tingkat bunga 0,50% per tahun dan bunga dibayar setiap enam bulan. Para pemegang obligasi mempunyai opsi untuk mengkonversi utang tersebut dengan saham Entitas dengan nilai nominal Rp 500 per saham setelah tahun pertama tanggal efektif perjanjian restrukturisasi dengan memberitahukan secara tertulis kepada Entitas minimal 90 hari kalender sebelum tanggal konversi. Konversi dilakukan dengan menggunakan (i) harga konversi saham sesuai dengan peraturan BAPEPAM, Bursa Efek dan lainnya yang berlaku saat itu; (ii) bila tidak diatur dalam peraturan-peraturan pada point (i) tersebut maka akan menggunakan harga rata-rata 25 hari bursa harga penutupan pasar regular sebelum tanggal konversi. Harga konversi saham yang dihitung dengan cara baik (i) atau (ii) minimal harus Rp 500 per saham. Apabila harga konversi saham yang dihitung dengan (i) atau (ii) lebih dari Rp 500 per saham maka harga konversi per saham adalah

- *The B series bond amounted to Rp 345,223,619 represent the remaining balance of the loan after deducting A Series bonds and cash payment, with a term of 10 years, an interest of 0.50% per annum and payable semi-annually. The bond holder has an option to convert the loan into the Entity's shares after the first year of the effective date of the restructuring agreement at Rp 500 par value per share, with written notice to the Entity at a minimum of 90 days before the conversion date. The conversion can be exercised with (i) the share's conversion price in accordance with BAPEPAM regulation, Stock Exchange and other regulations prevailing on the date of conversion; (ii) if it is not regulated on point (i) the price used is the average regular market closing price during the 25 exchange days before the conversion date. The minimum conversion price is Rp 500 at par value per share whether it is calculated with point (i) or (ii). If the price is more than Rp 500 at par value per share whether it is calculated by point (i) or (ii),*

rata-rata dari Rp 500 ditambah dengan harga konversi saham yang dihitung dengan cara (i) atau (ii) tersebut.

- Utang pokok tersebut akan dibayar apabila Entitas mempunyai arus kas bebas yang lebih dari apa yang telah diproyeksikan. Kelebihan arus dana bebas dialokasikan untuk utang Obligasi Seri B dan Utang Medium Term Note Tranche B masing-masing 50%. Apabila pada akhir tahun ke 10, masih ada sisa utang maka sisa utang tersebut wajib dikonversi dengan saham Entitas dengan nilai nominal Rp 500 per saham. Saham hasil konversi baru bisa diperdagangkan/dialihkan dalam bentuk apapun juga kepada pihak ketiga satu tahun setelah tanggal konversi.

Pada 14 Mei 2008 utang obligasi Seri B sebesar Rp 341.207.608 dikonversi menjadi 682.415.216 saham Entitas.

Berdasarkan surat konfirmasi dari Asia Capital Holding Limited (ACHL) tanggal 30 April 2009, seluruh sisa Obligasi Seri A sebesar Rp 25.210.500 dijual kepada Far East Holding Ltd (FEHL).

Pada tanggal 29 Maret 2010, Entitas menandatangani addendum perjanjian dengan FEHL mengenai jatuh tempo obligasi Seri A menjadi 14 Mei 2012. Berdasarkan surat konfirmasi dari FEHL tanggal 28 April 2011, obligasi Seri A akan jatuh tempo pada tanggal 14 Nopember 2011. Pada tanggal 14 Nopember 2011, Entitas telah melunasi seluruh utang obligasi ke FEHL.

Pada tahun 2010, sehubungan dengan penerapan PSAK No. 55 (Revisi 2006) pada tanggal 1 Januari 2010, obligasi seri B sebesar Rp 3.979.097 diakui sebagai "Uang Muka Pemesanan Saham (lihat Catatan 24).

then the share's conversion price is the average of Rp 500 added by the share's conversion price calculated using point (i) or (ii).

- *The principal amount of such loan will be paid when the Entity has cash flow exceeding the projected cash flow. The excess will be allocated 50% for the payment of the Entity's B series bonds and 50% for the payment of MTN loan Tranche B. If at the end of the tenth year, the loan remains payable, the remaining amount should be converted into the Entity's shares at Rp 500 par value per share. The shares resulting from conversion can be traded/transferred in any form to third parties one year after the conversion date.*

On May 14, 2008 bonds payable B Series amounting to Rp 341,207,608 was converted into 682,415,216 shares of the Entity.

Based on confirmation letter from Asia Capital Holding Limited (ACHL) dated April 30, 2009, the remaning Bond Tranche A amounted to Rp 25,210,500 was sold to Far East Holding Ltd (FEHL).

On March 29, 2010, the Entity signed amendment agreement with FEHL about due date of bonds payable Tranche A become May 14, 2012. Based on confirmation letter from FEHL dated April 28, 2011, bonds payable Tranche A will due at November 14, 2011. As of November 14, 2011, the Entity has fully paid the bonds payable to FEHL.

In 2010, in accordance to the adoption of PSAK No. 55 (Revised 2006) dated January 1, 2010, the B series bonds amounting to Rp 3,979,097 was recognized as "Advance for Subscription of Shares" (see Note 24).

18. UTANG OBLIGASI KONVERSI

Berdasarkan Perjanjian Penerbitan Obligasi Konversi DRP pada tanggal 21 April 2008, Panama (pemegang saham DRP) menyetujui untuk mengganti piutangnya kepada DRP, Entitas Anak sebesar Rp 100.000.000 dengan obligasi konversi disertai opsi jual (hak pemegang obligasi untuk meminta DRP membeli kembali utang obligasinya). Obligasi konversi tersebut berjangka waktu 5 tahun dengan tingkat pengembalian 1% per tahun. Opsi jual dan opsi konversi dapat dilakukan hingga 31 Desember 2012. Berdasarkan amandemen perjanjian utang obligasi konversi tanggal 22 Maret 2013, DRP telah memperoleh persetujuan

18. CONVERTIBLE BONDS PAYABLE

Based on DRP Convertible Bonds Payable Issuance Agreement dated April 21, 2008, Panama (stockholders of DRP) approved to replace its receivable from DRP, Subsidiary, amounting to Rp 100,000,000 with convertible bonds with put option (bond holder has option to require DRP to buy back its convertible bond). The convertible bonds have a term of 5 years with rate of return of 1% per annum. Put option and conversion option can be exercised until December 31, 2012 . Based on amendment agreement of convertible bonds payable dated March 22, 2013, DRP has obtained

perpanjangan atas utang obligasi konversi dari pemegang obligasi, dimana jatuh tempo utang obligasi diperpanjang sampai dengan tanggal 31 Desember 2017.

the approval for the extension of convertible bonds payable from bonds holder, where the convertible bonds payable maturity extended to until December 31, 2017.

Pada akhir tahun kesepuluh, DRP memiliki opsi untuk menegosiasi ulang dengan Panama atas sisa saldo obligasi yang belum dikonversi menjadi saham.

At the end of the tenth year, DRP has an option to renegotiate with Panama for any remaining balance of bonds not yet converted into shares.

Obligasi konversi telah diukur pada nilai wajarnya dan dipisahkan antara nilai wajar utang tanpa fitur derivatif melekat dan nilai wajar derivatif melekat. Derivatif melekat terdiri atas opsi konversi (hak pemegang obligasi untuk mengkonversi obligasi konversi menjadi saham) dan opsi jual (hak pemegang obligasi untuk meminta DRP membeli kembali utang obligasi).

Convertible bonds was measured on its fair value and have been split between the fair value of convertible bonds without embedded derivative and fair value of embedded derivative. Embedded derivative consists of conversion option (bond holder has option to convert convertible bonds to stock) and put option (bond holder has option to require DRP to buy back convertible bonds).

Mutasi tahun berjalan utang obligasi tanpa fitur derivatif melekat:

Mutation of convertible bonds without embedded derivative on current year:

	Jumlah/*Total*	
Saldo awal 1 Januari 2012	97.988.854	*Beginning balance as of January 1, 2012*
Keuntungan atas perubahan nilai wajar	(35.896.721)	*Gain on change in fair value*
Beban bunga	1.227.402	*Interest charges*
Amortisasi diskonto	4.981.810	*Unwinding of discount*
Saldo 31 Desember 2012	68.301.345	*Balance as of December 31, 2012*
Beban bunga	5.588.022	*Interest charges*
Amortisasi diskonto	1.242.113	*Unwinding of discount*
Saldo 31 Desember 2013	75.131.480	*Balance as of December 31, 2013*

19. LIABILITAS DERIVATIF / *19. DERIVATIVE LIABILITIES*

Akun ini merupakan nilai wajar dari opsi jual utang obligasi konversi sesuai Catatan 18, adalah sebagai berikut:

This account represents fair value of put option of convertible bonds mentioned in Note 18, as follows:

	Jumlah/*Total*	
Saldo awal 1 Januari 2012	4.201.135	*Beginning balance as of January 1, 2012*
Keuntungan atas perubahan nilai wajar liabilitas derivatif	(525.273)	*Gain on fair value change of derivative liabilities*
Saldo 31 Desember 2012	3.675.862	*Balance as of December 31, 2012*
Kerugian atas perubahan nilai wajar liabilitas derivatif	4.363.011	*Loss on fair value change of derivative liabilities*
Saldo 31 Desember 2013	8.038.873	*Balance as of December 31, 2013*

The original consolidated financial statements included herein are in the Indonesian language.

20. UTANG LEMBAGA KEUANGAN / *20. FINANCIAL INSTITUTION LOANS*

Pembayaran utang minimum masa datang berdasarkan perjanjian utang adalah sebagai berikut:

Minimum loans payments based on future loans agreements are as follows:

	2013	2012	
Jatuh tempo dalam satu tahun	465.276	953.185	*Due in one year*
Jatuh tempo dalam dua tahun	-	505.158	*Due in two years*
Pembayaran utang minimum masa datang	465.276	1.458.343	*Minimum future loan payment*
Dikurangi: bunga	31.167	204.698	*Less: interest*
Jumlah Nilai Tunai	434.109	1.253.645	*Total Cash Value*
Dikurangi bagian yang jatuh tempo dalam satu tahun	434.109	819.536	*Less current portion*
Bagian jangka panjang	-	434.109	*Long-term portion*

Pada tahun 2011, Entitas memperoleh fasilitas kredit kepemilikan kendaraan dari PT BCA Finance sebesar Rp 1.564.000. Jangka waktu utang adalah 3 tahun dengan tingkat bunga efektif sebesar 10,06% per tahun. Utang ini dijamin dengan aset yang terkait (lihat Catatan 10).

In 2011, the Entity obtained loan facility on the acquisitions of vehicles from PT BCA Finance amounting to Rp 1,564,000. The loans have term of each 3 years with effective interest rate of each are 10.06% per annum. The loan is secured by the related assets (see Note 10).

Pada tahun 2011, DRP, Entitas Anak, memperoleh fasilitas kredit kepemilikan kendaraan dari PT Adira Dinamika Multi Finance Tbk dan PT BCA Finance masing-masing sebesar Rp 109.627 dan Rp 693.760 Jangka waktu utang adalah 3 tahun dengan tingkat bunga efektif masing-masing adalah 12,02% dan 11,74% per tahun. Utang ini dijamin dengan aset yang terkait (lihat Catatan 10).

In 2011, DRP, a Subsidiary, obtained loan facility on the acquisitions of vehicles from PT Adira Dinamika Multi Finance Tbk and PT BCA Finance amounting to Rp 109,627 and Rp 693,760, repectively. The loans have term of 3 years with effective interest rate of each are 12.02% and 11.74% per annum, respectively. The loans are secured by the related assets (see Note 10).

21. JAMINAN KEANGGOTAAN GOLF / *21. GOLF MEMBERSHIP DEPOSITS*

Akun ini merupakan uang jaminan keanggotaan golf - *refundable deposit* yang akan dikembalikan kepada anggota setelah 30 tahun.

This account represents refundable deposits for golf memberships which will be returned to the members after 30 years.

Entitas menghitung biaya perolehan diamortisasi atas jaminan keanggotan golf dan selisih atas nilai tercatat dan biaya perolehan diamortisasi diakui sebagai pendapatan bunga yang ditangguhkan yang diamortisasi dengan metode suku bunga efektif.

The Entity calculates amortized cost of golf membership deposits and the difference between the carrying amount and amortized cost recorded as deferred interest income and will be amortized using the effective interest rate method.

The original consolidated financial statements included herein are in the Indonesian language.

22. MODAL SAHAM / *22. CAPITAL STOCK*

Rincian pemegang saham dan jumlah kepemilikannya pada tanggal 31 Desember 2013 adalah sebagai berikut:

The details of the Entity's stockholders and respective stockholdings as of December 31, 2013 are as follows:

Pemegang Saham/*Stockholders*	Saham Ditempatkan dan Disetor Penuh/ *Number of Share Issued and Fully Paid* (Lembar/*Share*)	Persentase Kepemilikan/ *Percentage of Ownership (%)*	Jumlah/ *Amount*
Asia Capital Holding Limited (Seychelles) (ACHL)	2.951.642.239	61,85%	938.622.232
Far East Holding Ltd	765.354.406	16,04%	243.382.701
PT Suryapembangunan Utama	537.790.490	11,27%	171.017.376
Lain-lain (masing-masing di bawah 5%)/*Others (below 5% each)*	517.351.102	10,84%	164.517.650
Jumlah/*Total*	4.772.138.237	100,00%	1.517.539.959

Rincian pemegang saham dan jumlah kepemilikannya pada tanggal 31 Desember 2012 adalah sebagai berikut:

The details of the Entity's stockholders and respective stockholdings as of December 31, 2012 are as follows:

Pemegang Saham/*Stockholders*	Saham Ditempatkan dan Disetor Penuh/ *Number of Share Issued and Fully Paid* (Lembar/*Share*)	Persentase Kepemilikan/ *Percentage of Ownership (%)*	Jumlah/ *Amount*
Asia Capital Holding Limited (Seychelles) (ACHL)	2.951.642.239	73,67%	938.622.232
PT Suryapembangunan Utama	537.790.490	13,42%	171.017.376
Lain-lain (masing-masing di bawah 5%)/*Others (below 5% each)*	517.351.102	12,91%	164.517.650
Jumlah/*Total*	4.006.783.831	100,00%	1.274.157.258

Berdasarkan akta Notaris Fransiscus Xaverius Budi Santoso Isbandi, S.H., Notaris di Jakarta, No. 127, tanggal 28 Juni 2013, Entitas meningkatkan Modal Dasar dari Rp 1.494.600.000 yang terbagi atas 4.700.000.000 lembar saham menjadi Rp 1.908.000.000 yang terbagi atas 6.000.000.000 lembar saham.

Based on Notarial Deed of Fransiscus Xaverius Budi Santoso Isbandi, S.H., No. 127, dated Juni 28, 2013, Notary in Jakarta, the Entity increased authorized capital from Rp 1,494,600,000 which consists of 4,700,000,000 shares became Rp 1,908,000,000 which consists of 6,000,000,000 shares.

Akta tersebut telah disahkan dengan Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia dalam Surat Keputusan No. AHU-47984.AH.01.02.Tahun 2013, tanggal 12 September 2013 (lihat Catatan 1).

The amendment of the Deed was approved by the Decree of the Minister of Law and Human Rights of the Republic of Indonesia in its Decision Letter No. AHU-47984.AH.01.02.Tahun 2013, dated September 12, 2013 (see Note 1).

Berdasarkan akta Notaris Fransiscus Xaverius Budi Santoso Isbandi, S.H., Notaris di Jakarta, No. 113, tanggal 30 September 2013, yang telah diterima dan dicatat dalam Sistem Administrasi Badan Hukum Kementerian Hukum dan Hak Asasi Manusia Republik

Based on Notarial Deed of Fransiscus Xaverius Budi Santoso Isbandi, S.H., No. 113, dated September 30, 2013, Notary in Jakarta, which have been received and recorded in Legal Administration, Minister of Law and Human Rights

Indonesia tanggal 4 Desember 2013, No. AHU-AH.01.10-52322. Tahun 2013, Entitas meningkatkan modal ditempatkan dan disetor penuh dari Rp 1.274.157.258 yang terbagi atas 4.006.783.831 lembar saham menjadi Rp 1.517.539.959 yang terbagi atas 4.772.138.237 lembar saham.

Peningkatan modal ditempatkan dan disetor penuh berasal dari pelaksanaan konversi *medium term note Tranche B* kepada Far East Holding Ltd sebesar Rp 243.382.701 (lihat Catatan 16 dan 24). Konversi dilakukan dengan menerbitkan 765.354.406 lembar saham baru dengan nilai nominal Rp 318 per lembar saham.

of the Republic of Indonesia on December 4, 2013, No. AHU-AH.01.10-52322. Tahun 2013, the Entity increased its issued and fully paid capital from Rp 1,274,157,258 which consists of 4,006,783,831 shares became Rp 1,517,539,959 which consists of 4,772,138,237 shares.

The increase of issued and fully paid capital is related to the conversion of medium term note Tranche B of Far East Holding Ltd amounting to Rp 243,382,701 (see Notes 16 and 24). The conversion was done through issuance of 765,354,406 new shares with a par value of Rp 318 per share.

23. TAMBAHAN MODAL DISETOR / *23. ADDITIONAL PAID-IN CAPITAL*

Pada tanggal 30 April 2011, Entitas telah melaksanakan kuasi reorganisasi untuk melakukan eliminasi atas saldo defisit. Pada saat pelaksanaan kuasi reorganisasi, saldo akun ini adalah sebesar Rp 28.974.122. Entitas telah menggunakan nilai akun ini sebesar Rp 26.725.833 (lihat Catatan 4), untuk mengeliminasi saldo defisit, sehingga saldo akun ini pada tanggal 31 Desember 2011 adalah sebesar Rp 2.248.289. Sampai dengan tanggal 31 Desember 2013 dan 2012, saldo tambahan modal disetor tidak mengalami perubahan.

As of April 30, 2011, the Entity executed quasi-reorganization to eliminate the deficit. As of the implementation of quasi-reorganization, this account amounted to Rp 28,974,122. The Entity used the value of this account amounting to Rp 26,725,833 (see Note 4), to eliminate deficit, therefore, as of December 31, 2011, the balance of this account amounted to Rp 2,248,289. The balance of additional paid in capital remains unchanged as of December 31, 2013 and 2012.

24. UANG MUKA PEMESANAN SAHAM / *24. ADVANCE FOR SUBSCRIPTION OF SHARES*

Sehubungan penerapan PSAK No. 55 (revisi 2006) pada tanggal 1 Januari 2010, maka pengakuan instrumen keuangan atas utang *medium term note Tranche B* sebesar Rp 243.382.701 (lihat Catatan 16) dan obligasi seri B sebesar Rp 3.979.097 (lihat Catatan 17) diakui sebagai uang muka pemesanan saham yang diklasifikasikan dalam ekuitas. Pada tanggal 4 Desember 2013, utang *medium term note Tranche B* sebesar Rp 243.382.701, telah dikonversi menjadi modal ditempatkan dan disetor penuh (lihat Catatan 22).

In accordance with adoption of PSAK 55 (revised 2006) as of January 1, 2010, medium term notes payable Tranche B amounting to Rp 243,382,701 (see Note 16) and B series bonds amounting to Rp 3,979,097 (see Note 17) were recognized as advance for subscription of shares that are classified as equity. On December 4, 2013, the medium term note Tranche B payable amounting to Rp 243,382,701 had been converted into shares issued and fully paid capital (see Note 22).

25. KEPENTINGAN NONPENGENDALI / *25. NON-CONTROLLING INTERESTS*

a. Kepentingan nonpengendali atas aset bersih Entitas Anak / *a. Non-controlling interests in net assets of Subsidiaries*

	2013	2012	
PT Dwigunatama Rintisprima	531.179.381	538.752.613	*PT Dwigunatama Rintisprima*
PT Tajur Surya Abadi	17.034.545	17.783.676	*PT Tajur Surya Abadi*
PT Golden Integrity Sejati	547.159	507.096	*PT Golden Integrity Sejati*
Jumlah	548.761.085	557.043.385	*Total*

b. Kepentingan nonpengendali atas rugi (laba) bersih Entitas Anak

b. Non-controlling interests in net loss (income) of Subsidiaries

	2013	2012	
PT Dwigunatama Rintisprima	7.864.737	(34.290.836)	*PT Dwigunatama Rintisprima*
PT Tajur Surya Abadi	749.131	432.115	*PT Tajur Surya Abadi*
PT Golden Integrity Sejati	(38.162)	(45.035)	*PT Golden Integrity Sejati*
Jumlah	8.575.706	(33.903.756)	*Total*

26. PENJUALAN BERSIH DAN PENDAPATAN USAHA

26. NET SALES AND OPERATING REVENUES

Akun ini terdiri dari:

This account consists of:

	2013	2012	
Pihak Ketiga:			*Third Parties:*
Penjualan tanah dan rumah tinggal	267.678.821	215.855.986	*Sale of land and houses*
Pendapatan operasi golf, *country club* dan estat manajemen	42.156.762	38.952.959	*Golf course, country club and estate management revenues*
Pendapatan keanggotaan golf	13.929.235	10.603.142	*Golf membership fees*
Pendapatan tiket dan sewa ruang	1.434.539	1.096.951	*Ticket and space rental revenue*
Pendapatan sekolah	1.237.154	1.304.109	*Educational revenues*
Sub-jumlah	326.436.511	267.813.147	*Sub-total*
Pihak Berelasi (lihat Catatan 36):			*Related Parties (see Note 36):*
Penjualan tanah dan rumah tinggal	2.870.716	-	*Sale of land and houses*
Jumlah	329.307.227	267.813.147	*Total*

27. BEBAN POKOK PENJUALAN DAN BEBAN LANGSUNG USAHA

27. COST OF SALES AND DIRECT COSTS

Akun ini terdiri dari:

This account consists of:

	2013	2012	
Beban pokok tanah dan rumah tinggal	158.786.841	140.036.231	*Cost of sales of land and houses*
Beban operasi golf, *country club* dan estat manajemen	40.940.230	32.820.932	*Direct costs of golf course country, club and estate management*
Beban tiket dan sewa ruang	1.662.094	1.510.595	*Ticket and space rental cost*
Beban sekolah	76.203	119.251	*Educational expenses*
Jumlah	201.465.368	174.487.009	*Total*

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28. PENDAPATAN LAIN-LAIN / *28. OTHER INCOME*

Akun ini terdiri dari: / *This account consists of:*

	2013	2012	
Penghasilan bunga	15.390.322	9.587.907	*Interest income*
Pendapatan dari pelanggan	4.185.974	1.872.786	*Income from customer*
Laba selisih kurs	2.742.024	100.348	*Gain on foreign exchange*
Laba penjualan aset tetap (lihat Catatan 10)	150.378	426.353	*Gain on disposal of property and equipment (see Note 10)*
Lain-lain	2.127.763	1.501.392	*Others*
Jumlah	24.596.461	13.488.786	*Total*

29. BEBAN PENJUALAN / *29. SELLING EXPENSES*

Akun ini terdiri dari: / *This account consists of:*

	2013	2012	
Iklan, promosi, *event* dan pameran	15.800.744	11.833.865	*Advertising, promotion, event and exhibition*
Komisi	5.122.211	3.314.352	*Commission*
Lain-lain	125.126	772.043	*Others*
Jumlah	21.048.081	15.920.260	*Total*

30. BEBAN UMUM DAN ADMINISTRASI / *30. GENERAL AND ADMINISTRATIVE EXPENSES*

Akun ini terdiri dari: / *This accounts consists of:*

	2013	2012	
Gaji, upah dan tunjangan	42.551.582	35.402.184	*Salaries, wages and benefits*
Penyusutan (lihat Catatan 10)	3.566.949	3.680.575	*Depreciation (see Note 10)*
Sewa	3.299.713	3.158.198	*Rental*
Imbalan kerja (lihat Catatan 34)	3.325.647	3.058.036	*Employee benefits (see Note 34)*
Perjalanan dinas dan transportasi	2.484.253	1.408.724	*Transportation and travel*
Perjamuan dan sumbangan	1.856.223	907.773	*Entertainment and donation*
Listrik, air dan telepon	2.129.665	1.684.998	*Electricity, water and telephone*
Perijinan	229.754	179.420	*Permits*
Pemeliharaan, perbaikan dan keamanan	1.302.943	1.086.947	*Repairs, maintenance and security*
Perlengkapan kantor	1.163.263	635.449	*Office supplies*
Jasa konsultan	1.701.756	1.013.476	*Consultancy fees*
Asuransi	435.215	347.507	*Insurance*
Pendidikan, latihan, seragam dan rekruitmen	207.329	62.249	*Education, training, uniform and recruitment*
Penyisihan penurunan nilai piutang (lihat Catatan 6)	120.000	120.000	*Allowance for impairment loss of receivables (see Note 6)*
Lain-lain	1.100.334	1.433.108	*Others*
Jumlah	65.474.626	54.178.644	*Total*

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31. PENDAPATAN (BEBAN) PENDANAAN / *31. FINANCE INCOME (CHARGES)*

Akun ini terdiri dari: / *This account consists of:*

	2013	2012	
Bunga utang bank (lihat Catatan 15)	(12.030.164)	(9.494.637)	*Interest on bank loans (see Note 15)*
Bunga utang obligasi (lihat Catatan 17)	(1.552.641)	(1.227.403)	*Interest on bonds payable (see Note 17)*
Bunga utang lembaga keuangan (lihat Catatan 20)	(121.320)	(141.410)	*Financial institutions loans interest (see Note 20)*
Penerapan PSAK No. 55 – bersih (lihat Catatan 18, 19 dan 21)	(9.169.232)	31.914.006	*Adoption of PSAK No. 55 – net (see Notes 18, 19 and 21)*
Jumlah	(22.873.357)	21.050.556	*Total*

32. PAJAK PENGHASILAN / *32. INCOME TAX*

Beban pajak Entitas dan Entitas Anak terdiri dari: / *Tax expense of the Entity and Subsidiaries consists of:*

	2013	2012	
Pajak kini			*Current tax*
Pajak final	13.152.846	(10.120.921)	*Final tax*
Pajak tidak final	3.182.536	(1.483.274)	*Non final tax*
Pajak tangguhan	(453.262)	361.117	*Deferred tax*
Jumlah	(15.882.120)	(11.243.078)	*Total*
Pajak kini			***Current tax***
Final			***Final***
Entitas			*The Entity*
Pendapatan kena pajak final	107.450.120	81.975.315	*Revenue subject to final tax*
Beban pajak – final	5.372.506	4.098.766	*Tax expense – final*
Pembayaran pajak final	11.588.810	6.621.898	*Payment of final tax*
Pajak final dibayar dimuka	6.216.304	2.523.132	*Prepaid final tax*
Saldo awal	5.565.315	3.042.183	*Beginning balance*
Saldo akhir pajak final dibayar di muka	11.781.619	5.565.315	*Ending balance of prepaid final tax*
Entitas Anak – PT Kharisma Buana Mandiri			*Subsidiary – PT Kharisma Buana Mandiri*
Pendapatan kena pajak final	83.182	44.545	*Revenue subject to final tax*
Beban pajak – final	8.318	4.454	*Tax expense – final*
Pembayaran pajak final	6.209	3.454	*Payment of final tax*
Saldo akhir utang pajak penghasilan final	(2.109)	(1.000)	*Ending balance of income tax final payable*

The original consolidated financial statements included herein are in the Indonesian language.

	2013	2012	
Entitas Anak – PT Dwikarya Langgengsukses			*Subsidiary – PT Dwikarya Langgengsukses*
Pendapatan kena pajak final	24.196.967	46.816.086	*Revenue subject to final tax*
Beban pajak – final	1.196.379	2.304.592	*Tax expense – final*
Pembayaran pajak final	1.578.587	1.734.819	*Payment of final tax*
Pajak final dibayar di muka	382.208	(569.773)	*Prepaid final tax*
Saldo awal	1.256.451	1.826.224	*Beginning balance*
Saldo akhir pajak final dibayar di muka	1.638.659	1.256.451	*Ending balance of prepaid final tax*
Entitas Anak – PT Dwigunatama Rintisprima			*Subsidiary – PT Dwigunatama Rintisprima*
Pendapatan kena pajak final	135.430.362	87.064.586	*Revenue subject to final tax*
Beban pajak – final	6.402.038	3.713.109	*Tax expense – final*
Pembayaran pajak final	5.779.994	7.526.623	*Payment of final tax*
Pajak final dibayar di muka	(622.044)	3.813.514	*Prepaid final tax*
Saldo awal	6.362.422	2.548.908	*Beginning balance*
Saldo akhir pajak final dibayar dimuka	5.740.378	6.362.422	*Ending balance prepaid final tax*
Entitas Anak – PT Tajur Surya Abadi			*Subsidiary – PT Tajur Surya Abadi*
Pendapatan kena pajak final	3.472.088	-	*Revenue subject to final tax*
Beban pajak – final	173.604	-	*Tax expense – final*
Pembayaran pajak final	5.804.205	352.663	*Payment of final tax*
Pajak final dibayar di muka	5.630.601	352.663	*Prepaid final tax*
Saldo awal	352.663	-	*Beginning balance*
Saldo akhir pajak final dibayar di muka	5.983.264	352.663	*Ending balance of prepaid final tax*

Tidak Final / ***Non Final***

Rekonsiliasi antara laba sebelum taksiran penghasilan (beban) pajak menurut laporan laba rugi komprehensif konsolidasi dengan laba kena pajak adalah sebagai berikut:

A reconciliation between income before provision for tax income (expenses) per consolidated statements of comprehensive income and taxable income are as follows:

	2013	2012	
Laba sebelum taksiran penghasilan (beban) pajak menurut laporan laba rugi komprehensif konsolidasi	42.353.329	57.562.764	*Income before provision for tax income (expenses) per consolidated statement of comprehensive income*
Rugi (laba) sebelum pajak Entitas Anak	(770.620)	(44.569.670)	*Loss (income) before tax of Subsidiaries*
Laba sebelum pajak Entitas	41.582.709	12.993.094	*Income before tax of the Entity*
Perbedaan temporer:			*Temporary differences:*
Perbedaan penyusutan komersial dan fiskal	1.898.942	1.684.736	*Difference in depreciation between commercial and fiscal*
Beban penyisihan penurunan nilai piutang	120.000	120.000	*Allowance for impairment loss of receivables*
Jumlah	2.018.942	1.804.736	*Total*

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	2013	2012	
Perbedaan yang tidak dapat diperhitungkan menurut fiskal:			*Non-deductible expenses (non-taxable income):*
Pajak penghasilan pasal 21	1.443.021	1.391.491	*Income tax article 21*
Beban pajak	429.775	177.241	*Tax expense*
Perbedaan penyusutan komersial dan fiskal	(62.843)	141.288	*Difference between commercial and fiscal depreciation*
Beban pokok tanah dan rumah tinggal	76.563	93.966	*Cost of sales of land and houses*
Perjamuan dan sumbangan	213.924	77.561	*Entertainment and donation*
Pendapatan bunga atas penerapan PSAK No. 55	(471.272)	(473.822)	*Interest income related to adoption of PSAK No. 55*
Penghasilan jasa giro dan bunga deposito	(12.752.962)	(6.901.317)	*Interest income on current accounts and time deposits*
Laba atas penghasilan kena pajak final Entitas	(19.787.719)	(3.433.606)	*Income subject to final tax of the Entity*
Lain- lain	(588)	-	*Others*
Jumlah	(30.912.101)	(8.927.198)	*Total*
Laba kena pajak tahun berjalan	12.689.550	5.870.632	*Taxable income in the current year*
Beban pajak kini			*Current tax expense*
25% x			*25% x*
Rp 12.689.550	3.172.388	-	*Rp 12,689,550*
Rp 5.870.632	-	1.467.658	*Rp 5,870,632*
Entitas Anak	10.148	15.616	*Subsidiaries*
Jumlah beban pajak kini	3.182.536	1.483.274	*Total current tax expense*
Dikurangi pembayaran pajak penghasilan dibayar di muka:			*Less prepayment of income tax:*
Pasal 23	7.510	777	*Article 23*
Pasal 25	1.809.132	1.667.493	*Article 25*
Utang Pajak Kini (Taksiran Tagihan Pajak Penghasilan)			*Tax Payable (Estimated Claims for Tax Refunds)*
Entitas	1.359.566	(200.612)	*The Entity*
Entitas Anak	6.328	15.616	*Subsidiaries*

Pajak Tangguhan / ***Deferred Tax***

Rincian dari aset pajak tangguhan Entitas dan Entitas Anak sebagai berikut: / *The details of the Entity's and Subsidiaries' deferred tax assets are as follows:*

	1 January 2012/ *January 1, 2012*	Dikreditkan ke laporan laba rugi/*Credited to income for the*	31 Desember 2012/ *December 31, 2012*	Dikreditkan ke laporan laba rugi/*Credited to income for the*	31 Desember 2013/ *December 31, 2013*	
Aset (liabilitas) pajak tangguhan:						*Assets (liability) deferred tax:*
Penyusutan aset tetap	214.008	420.207	634.215	476.474	1.110.689	*Depreciation of property and equipment*
Beban penurunan nilai piutang	30.000	651	30.651	30.000	60.651	*Allowance for impairment loss of receivables*
Rugi fiskal	246.176	(59.741)	186.435	(53.212)	133.223	*Fiscal loss*
Aset pajak tangguhan – bersih	490.184	361.117	851.301	453.262	1.304.563	*Deferred tax assets - net*

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Berdasarkan Peraturan Menteri Keuangan No.243/PMK.03/2008 tanggal 31 Desember 2008, tentang pajak penghasilan atas penghasilan dari pengalihan hak atas tanah dan/atau bangunan mulai tanggal 1 Januari 2009, pendapatan yang berhubungan dengan pengalihan hak atas tanah dan/atau bangunan dikenakan pajak final. Dengan demikian aset pajak tangguhan yang berhubungan dengan pendapatan yang dikenakan pajak final dibebankan ke laporan laba rugi komprehensif konsolidasi tahun berjalan.

Based on the Ministry of Finance Regulation No.243/PMK.03/2008 dated December 31, 2008, regarding income tax of income from transfer of right and/or building starting January 1, 2009, income directly attributable to transfer of right and/or building is subject to final income tax. Accordingly, deferred tax assets which are directly attributable to the final tax are charged to the current consolidated statement of comprehensive income.

Rekonsiliasi antara beban pajak dan hasil perkalian laba akuntansi sebelum pajak penghasilan dengan tarif pajak yang berlaku adalah sebagai berikut:

A reconciliation between the tax expenses and the amounts computed by applying the effective tax rate to income before tax are as follows:

	2013	2012	
Laba sebelum taksiran penghasilan (beban) pajak menurut laporan laba rugi komprehensif konsolidasi	42.353.329	57.562.764	*Income before provision for tax income (expenses) per consolidated statement of comprehensive income*
Rugi (laba) sebelum pajak Entitas Anak	(770.620)	(44.569.670)	*Loss (income) before tax of Subsidiaries*
Laba sebelum pajak Entitas	41.582.709	12.993.094	*Income before tax of the Entity*
Beban pajak dengan tarif yang berlaku			*Tax expense at effective tax rate*
25% x Rp 41.582.709	10.395.677	-	*25% x Rp 41,582,709*
Rp 12.993.094	-	3.248.273	*Rp 12,993,094*
	10.395.677	3.248.273	
Pengaruh pajak atas penghasilan (beban) yang tidak dapat diperhitungkan menurut fiskal:			*Tax effects of non-taxable income (non-deductible expenses):*
Perbedaan penyusutan komersial dan fiskal	15.711	(35.322)	*Difference in depreciation between commercial and fiscal*
Pajak penghasilan pasal 21	(360.755)	(347.873)	*Income tax article 21*
Beban pajak	(107.444)	(44.310)	*Tax expense*
Beban pokok tanah dan rumah tinggal	(19.141)	(23.492)	*Cost of sales of land and houses*
Perjamuan dan sumbangan	(53.481)	(19.390)	*Entertainment and donation*
Beban penurunan nilai piutang	147	(29.349)	*Allowance for impairment loss of receivables*
Pendapatan bunga atas penerapan PSAK No. 55	117.818	118.456	*Interest income related to adoption of PSAK No. 55*
Penghasilan jasa giro dan bunga deposito	3.188.241	1.725.329	*Interest income on current accounts and time deposits*
Laba atas penghasilan kena pajak final Entitas	4.946.929	858.402	*Income subject to final tax of the Entity*
Jumlah	7.728.025	2.202.451	*Total*
Beban pajak Entitas	(2.667.652)	(1.045.823)	*Entity's tax expense*
Beban pajak Entitas Anak	(61.622)	(76.334)	*Subsidiaries' tax expense*
Pajak final	(13.152.846)	(10.120.921)	*Final tax*
Jumlah Beban Pajak	(15.882.120)	(11.243.078)	*Total Tax Expenses*

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33. LABA PER SAHAM / *33. EARNINGS PER SHARE*

Berikut ini adalah data yang digunakan untuk perhitungan laba per saham dasar dan dilusian:

The computation of basic and diluted earnings per share attributable to owners of the Entity is based on the following data:

	2013	2012	
Laba:			***Earnings:***
Laba untuk perhitungan laba per saham dasar dan dilusian	35.046.915	12.415.930	*Earnings for computation of basic and diluted Earnings per share*
Jumlah saham:			***Number of shares:***
Jumlah rata-rata tertimbang saham biasa untuk perhitungan laba per saham dasar	4.065.495.950	4.006.783.831	*Weighted average number of ordinary shares for computation of basic earnings per share*
Pengaruh efek berpotensi saham biasa yang dilutif – opsi saham:	719.155.171	777.867.289	*Effect of dilutive potential ordinary shares – options*
Jumlah rata-rata tertimbang saham untuk tujuan perhitungan laba bersih per saham dilusian	4.784.651.121	4.784.651.120	*Weighted everage number of shares for the calculation of diluted earnings per share*
Laba per saham dasar (Rupiah penuh)	8,62	3,10	*Basic earnings per share (full amount)*
Laba per saham dilusian (Rupiah penuh)	7,32	2,59	*Diluted earnings per share (full amount)*

34. LIABILITAS DIESTIMASI ATAS IMBALAN KERJA / *34. ESTIMATED LIABILITIES FOR EMPLOYEE BENEFITS*

Entitas dan Entitas Anak membukukan imbalan kerja sesuai dengan Undang-Undang Ketenagakerjaan No. 13/2003. Jumlah karyawan yang berhak atas imbalan kerja tersebut adalah 524 dan 500, masing-masing pada tanggal 31 Desember 2013 dan 2012.

The Entity and Subsidiaries provide employee benefits in accordance with Labor Law No. 13/2003. The number of employees entitled to the retirement benefits are 524 and 500 as of December 31, 2013 and 2012, respectively.

a. Beban imbalan kerja yang diakui di laporan laba rugi komprehensif konsolidasi adalah sebagai berikut:

a. Amounts recognized as expense in the consolidated statement of comprehensive income in respect of these employee benefits are as follows:

	2013	2012	
Biaya jasa kini	2.029.875	1.917.897	*Current service cost*
Biaya bunga	1.295.772	1.140.139	*Interest expense*
Beban – bersih (lihat Catatan 30)	3.325.647	3.058.036	*Expenses – net (see Note 30)*

b. Liabilitas diestimasi atas imbalan kerja di laporan posisi keuangan konsolidasi adalah sebagai berikut:

b. The estimated liabilities for employee benefits in the consolidated statements of financial position are as follows:

	2013	2012	
Nilai kini liabilitas yang tidak didanai	21.329.787	21.593.664	*Present value of past service cost*
Keuntungan aktuarial yang belum diakui	-	-	*Unrecognized actuarial gain*
Liabilitas bersih	21.329.787	21.593.664	*Net liability*

c. Mutasi liabilitas bersih di laporan posisi keuangan konsolidasi adalah sebagai berikut:

c. Movement of the net liability in the consolidated statements of financial position are as follows:

	2013	2012	
Saldo awal	21.593.664	19.402.176	*Beginning balance*
Pembayaran imbalan pasca kerja pada tahun berjalan	(206.092)	(177.964)	*Benefit paid during the year*
Beban tahun berjalan	3.325.647	3.058.036	*Expense for the year*
Keuntungan aktuarial yang diakui	(3.383.432)	(688.584)	*Recognized actuarial gain*
Saldo akhir	21.329.787	21.593.664	*Ending balance*

d. Rekonsiliasi ekuitas – pendapatan komprehensif lain di laporan posisi keuangan konsolidasi adalah sebagai berikut:

d. Reconciliation equity – other comprehensive income in the consolidated statements of financial position are as follows:

	2013	2012	
Saldo awal	(688.584)	(3.186.218)	*Beginning balance*
Liabilitas kerugian (keuntungan) aktuarial	(3.383.432)	2.497.634	*Actuarial loss (gain) on obligation*
Saldo akhir	(4.072.016)	(688.584)	*Ending balance*

Perhitungan imbalan kerja dihitung oleh aktuaris independen PT Gemma Mulia Inditama pada tanggal 31 Desember 2013 dan 2012. Asumsi utama yang digunakan dalam menentukan penilaian aktuarial adalah sebagai berikut:

The cost of providing employee benefits is calculated by an independent actuary, PT Gemma Mulia Inditama as of December 31, 2013 and 2012. The actuarial valuation was carried out using the following key assumptions:

	2013	2012	
Tingkat diskonto	8,8%-9,1%	6%-6,5%	*Discount rate*
Tingkat proyeksi kenaikan gaji	5%	5%	*Projected salary increase rate*
Usia pensiun	Usia 55 tahun/ 55 *years*	Usia 55 tahun/ 55 *years*	*Normal pension age*

Tabel berikut menyajikan sensitivitas atas kemungkinan perubahan tingkat suku bunga pasar, dengan lain dianggap tetap, terhadap liabilitas

The following tables summarizes the sensitivity to a reasonably possible change in market interest rates, with all other variables held constant, of the

diestimasi atas imbalan kerja dan beban jasa kini masing-masing pada tanggal 31 Desember 2013 dan 2012:

estimated liabilities for employee benefits and current service cost as of December 31, 2013 and 2012:

	2013		2012		
	Liabilitas diestimasi atas imbalan/ *Estimated liabilities for employee benefits*	Beban jasa kini dan beban bunga/ *Current service cost and interest cost*	Liabilitas diestimasi atas imbalan/ *Estimated liabilities for employee benefits*	Beban jasa kini dan beban bunga/*Current service cost and interest cost*	
Kenaikan suku bunga dalam 100 basis poin	1.039.286	143.214	1.172.540	147.906	*Increase in interest rate in 100 basis point*
Penurunan suku bunga dalam 100 basis poin	(1.194.487)	(161.163)	(1.403.520)	(168.630)	*Decrease in interest rate in 100 basis point*

Manajemen Entitas dan Entitas Anak berpendapat bahwa jumlah penyisihan pada tanggal 31 Desember 2013 dan 2012 tersebut adalah memadai untuk memenuhi ketentuan dalam UU No. 13/2003 dan PSAK No. 24 (Revisi 2010).

The management of the Entity and Subsidiaries believe that the allowance as of December 31, 2013 and 2012 is adequate to meet the requirements of UU No. 13/2003 and PSAK No. 24 (Revised 2010).

35. SEGMEN OPERASI / *35. OPERATING SEGMENTS*

Entitas dan Entitas Anak melaporkan segmen-segmen berdasarkan berdasarkan PSAK No. 5 (Revisi 2009) berdasarkan divisi-divisi operasi:

1. Real estat dan properti
2. Golf dan *country club*
3. Estat manajemen
4. Investasi dan lain-lain

The Entity's and Subsidiaries reportable segments under PSAK No. 5 (Revised 2009) are based on the following operating divisions:

1. *Real estate and property*
2. *Golf and country club*
3. *Estate management*
4. *Investment and others*

Berikut ini adalah informasi segmen berdasarkan divisi operasi:

The following are segment information based on the operating divisions:

	2013						
	Real estat dan properti/ *Real estate and property*	Golf dan *country club*/ *Golf and country club*	Estat manajemen/ *Estate management*	Investasi dan lainnya/ *Investment and others*	Eliminasi/ *Elimination*	Konsolidasi/ *Consolidation*	
Pihak eksternal	271.986.441	45.227.746	10.855.886	1.237.154	-	329.307.227	*External*
Jumlah penjualan	271.986.441	45.227.746	10.855.886	1.237.154	-	329.307.227	*Net revenues*
Laba (rugi) kotor	107.535.940	20.090.439	(868.910)	1.160.951	(76.561)	127.841.859	*Gross profit (loss)*
Pendapatan lain-lain	22.187.842	1.432.662	817.499	158.458	-	24.596.461	*Other income*
Beban penjualan	(19.377.926)	(1.540.820)	-	(129.335)	-	(21.048.081)	*Selling expenses*
Beban umum dan administrasi	(49.505.995)	(12.091.149)	(2.907.169)	(1.033.156)	62.843	(65.474.626)	*General and administrative expenses*
Pendapatan (beban) pendanaan	(23.344.629)	471.272	-	-	-	(22.873.357)	*Financing income (expenses)*
Bagian laba bersih Entitas Anak	1.834.941	-	-	-	(1.834.941)	-	*Equity in net income of Subsidaries*
Beban lain-lain	(687.865)	-	-	(1.062)	-	(688.927)	*Other expense*
Laba (rugi) sebelum taksiran beban pajak	38.642.308	8.362.404	(2.958.580)	155.856	(1.848.659)	42.353.329	*Income (loss) before provision for tax expenses*

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PT SURYAMAS DUTAMAKMUR Tbk
DAN ENTITAS ANAK
CATATAN ATAS LAPORAN KEUANGAN KONSOLIDASI (Lanjutan)
(Disajikan dalam ribuan Rupiah, kecuali dinyatakan lain)

PT SURYAMAS DUTAMAKMUR Tbk
AND SUBSIDIARIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Expressed in thousands of Rupiah, unless otherwise stated)

	2013						
	Real estat dan properti/ *Real estate and property*	Golf dan *country club*/ *Golf and country club*	Estat manajemen/ *Estate management*	Investasi dan lainnya/ *Investment and others*	Eliminasi/ *Elimination*	Konsolidasi/ *Consolidation*	
Taksiran beban pajak	(15.830.647)	-	-	(51.473)	-	(15.882.120)	*Provision for tax expense*
Kepentingan nonpengendali	7.531.128	-	-	-	710.969	8.242.097	*Non-controlling interest*
Pendapatan komprehensif lain	3.383.432	-	-	-	-	3.383.432	*Other comprehensive income*
Jumlah laba komprehensif tahun berjalan	33.726.221	8.362.404	(2.958.580)	104.383	(1.137.690)	38.096.738	*Total comprehensive income for the year*
Aset dan liabilitas							*Assets and liabilities*
Aset segmen	2.762.264.458	165.731.456	4.600.835	21.061.918	(3.344.221)	2.950.314.446	*Segment assets*
Investasi pada entitas asosiasi	674.251.937	-	-	8.836.862	(683.088.799)	-	*Investment in associates*
Jumlah aset	3.436.516.395	165.731.456	4.600.835	29.898.780	(686.433.020)	2.950.314..446	*Total assets*
Liabilitas segmen	660.916.920	148.140.581	15.556.451	446.818	(18.931.670)	806.129.100	*Segment liabilities*
Pengeluaran modal	40.485.057	1.024.850	48.888	10.950	-	41.569.745	*Capital expenditures*
Penyusutan dan amortisasi	3.277.495	6.410.577	233.398	93.388	-	10.014.858	*Depreciation and amortization*
Beban non kas selain penyusutan dan amortisasi	-	120.000	-	-	-	120.000	*Noncash expense other than depreciation and amortization*

	2012						
	Real estat dan properti/ *Real estate and property*	Golf dan *country club*/ *Golf and country club*	Estat manajemen/ *Estate management*	Investasi dan lainnya/ *Investment and others*	Eliminasi/ *Elimination*	Konsolidasi/ *Consolidation*	
Pihak eksternal	216.952.937	41.633.628	7.922.473	1.304.109	-	267.813.147	*External*
Jumlah penjualan	216.952.937	41.633.628	7.922.473	1.304.109	-	267.813.147	*Net revenues*
Laba (rugi) kotor	75.500.077	18.697.674	(2.043.466)	1.184.857	(13.004)	93.326.138	*Gross profit (loss)*
Pendapatan lain-lain	12.052.540	323.277	312.051	800.918	-	13.488.786	*Other income*
Beban penjualan	(13.487.311)	(1.480.030)	-	(952.919)	-	(15.920.260)	*Selling expenses*
Beban umum dan administrasi	(34.755.690)	(10.656.031)	(3.428.769)	(2.183.801)	(3.154.353)	(54.178.644)	*General and administrative expenses*
Pendapatan (beban) pendanaan	20.576.734	473.822	-	-	-	21.050.556	*Financing income (expense)*
Bagian laba bersih Entitas Anak	4.918.947	-	-	-	(4.918.947)	-	*Equity in net income of Subsidaries*
Beban lain-lain	(192.117)	(11.423)	-	(272)	-	(203.812)	*Other expense*
Laba (rugi) sebelum taksiran beban pajak	64.613.180	7.347.289	(5.160.184)	(1.151.217)	(8.086.304)	57.562.764	*Income (loss) before provision for tax expenses*
Taksiran beban pajak	(10.131.444)			(65.811)	(1.045.823)	(11.243.078)	*Provision for tax expense*
Kepentingan nonpengendali	(34.049.248)	-	-	-	387.080	(33.662.168)	*Non-controlling interest*
Pendapatan komprehensif lain	688.584	-	-	-	-	688.584	*Other comprehensive income*
Jumlah laba komprehensif tahun berjalan	21.121.072	7.347.289	(5.160.184)	(1.217.028)	(8.745.047)	13.346.102	*Total comprehensive income for the current year*
Aset dan liabilitas							*Assets and liabilities*
Aset segmen	2.530.488.384	167.703.339	3.312.583	91.117.819	(154.957.349)	2.637.664.776	*Segment assets*
Investasi pada entitas asosiasi	696.934.347	-	-	8.836.862	(705.771.209)	-	*Investment in associates*
Jumlah aset	3.227.422.731	167.703.339	3.312.583	99.954.681	(860.728.558)	2.637.664.776	*Total assets*
Liabilitas segmen	504.581.144	158.474.868	11.309.616	16.717.762	(167.789.522)	523.293.868	*Segment liabilities*
Pengeluaran modal	2.987.725	1.730.581	683.235	403.732	-	5.805.273	*Capital expenditures*
Penyusutan dan amortisasi	3.632.339	6.378.099	164.278	267.831	-	10.442.547	*Depreciation and amortization*
Beban non kas selain penyusutan dan amortisasi	-	120.000	-	-	-	120.000	*Noncash expense other than depreciation and amortization*

Entitas dan Entitas Anak melakukan penjualan tanah dan bangunan dan memperoleh pendapatan golf di wilayah Jakarta, Bogor dan Bekasi. Manajemen berkeyakinan tidak terdapat informasi segmen geografis yang dapat diidentifikasi sebagaimana yang dimaksud pada PSAK No. 5 (Revisi 2009) mengenai "Segmen Operasi".

The Entity and Subsidiaries' operations are located in three geographical areas, which are Jakarta, Bogor and Bekasi. Management believes that there are no identified geographical segment information as defined in Statement of Financial Accounting Standards (PSAK) No. 5 (Revised 2009) regarding "Operating Segments".

36. SALDO DAN TRANSAKSI SIGNIFIKAN DENGAN PIHAK-PIHAK BERELASI

Sifat Hubungan

PT Asuransi Sinarmas dan PT Bank Sinarmas Tbk merupakan entitas yang dimiliki secara tidak langsung oleh keluarga dekat Direksi dan Komisaris Entitas.

Transaksi dengan pihak-pihak yang berelasi:

a. Entitas dan Entitas Anak mengasuransikan bangunan, *club house*, dan kendaraan kepada PT Asuransi Sinarmas (lihat Catatan 10).

b. Entitas melakukan pembayaran terlebih dahulu atas beban-beban Direksi. Saldo yang timbul dari transaksi ini disajikan sebagai akun "Piutang Pihak Berelasi".

c. Entitas dan Entitas Anak menempatkan dananya berupa giro dan deposito berjangka di PT Bank Sinarmas Tbk (lihat Catatan 5).

d. Pada tahun 2013, Entitas melakukan transaksi penjualan tanah dan rumah tinggal kepada Sujanto Handoko dan Henny Hendrawan, Direksi Entitas, masing-masing sebesar Rp 1.111.550 dan Rp 600.000, atau sebesar 0,36% dan 0,19% dari penjualan (lihat Catatan 26). Saldo yang timbul dari transaksi tersebut pada 31 Desember 2013 masing-masing sebesar Rp 806.326 dan Rp 368.500, atau sebesar 3,93% dan 1,79% dari piutang usaha bersih, disajikan sebagai bagian dari akun "Piutang Usaha – Pihak Berelasi" (lihat Catatan 6).

e. Pada tahun 2013, Entitas melakukan transaksi penjualan kepada Fifi Julia Maeloa, Komisaris Entitas, sebesar Rp 1.159.166, atau sebesar 0,37% dari penjualan (lihat Catatan 26). Saldo yang timbul dari transaksi tersebut pada 31 Desember 2013 sebesar Rp 930.688, atau sebesar 4,53% dari piutang usaha bersih, disajikan sebagai bagian dari akun "Piutang Usaha – Pihak Berelasi" (lihat Catatan 6).

36. SIGNIFICANT BALANCES AND TRANSACTIONS WITH RELATED PARTIES

Nature of Relationship

PT Asuransi Sinarmas and PT Bank Sinarmas Tbk are owned indirectly by the close family members of the Entity's Directors and Commissioners.

Transactions with related parties, amongst others are as follows:

a. The Entity and Subsidiaries insured their buildings, club house and transportation equipment with PT Asuransi Sinarmas (see Note 10).

b. The Entity paid in advance the Directors expenses. Balances arising from these transactions are presented as account "Due from Related Party".

c. The Entity and Subsidiaries placed their funds in bank and time deposits to PT Bank Sinarmas Tbk (see Note 5).

d. In 2013, the Entity sold land and houses to Sujanto Handoko and Henny Hendrawan, the Entity's Directors, amounting to Rp 1,111,550 and Rp 600,000, or 0.36% and 0.19% from sales, respectively (see Note 26). The related outstanding receivables as of December 31, 2013 amounted to Rp 806,326 and Rp 368,500, or 3.93% and 1.79%, respectively, from net trade receivables, are presented as part of account "Trade Receivables – Related Parties" (see Note 6),

e. In 2013, the Entity sold land and house to Fifi Julia Maeloa, the Entity's Commissioner, amounting to Rp 1,159,166, or 0.37% from sales, respectively (see Note 26). The related outstanding receivables as of December 31, 2013 amounted to Rp 930,688, or 4.53% from net trade receivables, respectively, are presented as part of account "Trade Receivables – Related Parties" (see Note 6).

f. Gaji dan tunjangan lain yang diberikan untuk Dewan Komisaris dan Direksi Entitas adalah sebesar Rp 10.351.463 dan Rp 6.951.889 masing-masing pada tahun 2013 dan 2012.

f. Salaries and other compensation benefits of the Entity's Board of Commissioners and Directors amounted to Rp 10,351,463 and Rp 6,951,889 in 2013 and 2012, respectively.

37. ASET MONETER DALAM MATA UANG ASING / *37. MONETARY ASSETS DENOMINATED IN FOREIGN CURRENCY*

Pada tanggal 31 Desember 2013 dan 2012, Entitas dan Entitas Anak mempunyai aset moneter dalam Dolar Amerika Serikat sebagai berikut:

As of December 31, 2013 and 2012, the Entity and Subsidiaries had monetary assets denominated in United States Dollar as follows:

	2013		2012		
	US$	Ekuivalen/ *Equivalent in* Rp	US$	Ekuivalen/ *Equivalent in* Rp	
Aset					*Asset*
Kas dan setara kas	1.728.968	21.074.388	1.630.597	15.767.878	*Cash and cash equivalents*

38. NILAI WAJAR INSTRUMEN KEUANGAN / *38. FAIR VALUE OF FINANCIAL INSTRUMENTS*

Nilai wajar adalah nilai dimana suatu instrumen keuangan dapat dipertukarkan antara pihak yang memahami dan berkeinginan untuk melakukan transaksi wajar, dan bukan merupakan nilai penjualan akibat kesulitan keuangan atau likuidasi yang dipaksakan. Nilai wajar diperoleh dari kuotasi harga atau model arus kas diskonto. Instrumen keuangan Entitas dan Entitas Anak terdiri dari aset keuangan dan liabilitas keuangan.

Fair value is the amount for which a financial instrument could be exchanged between knowledgeable and willing parties to conduct fair transactions, and is not a sales value due to financial difficulties or a forced liquidation. The fair value derived from quoted prices or discounted cash flow models. Financial instruments of the Entity and Subsidiaries consist of financial assets dan financial liabilities.

Tabel di bawah ini menggambarkan nilai tercatat dan nilai wajar dari aset dan liabilitas keuangan yang tercatat pada laporan posisi keuangan pada tahun yang berakhir pada tanggal-tanggal 31 Desember 2013 dan 2012:

The table below shows the carrying values and fair values of the assets and financial liabilities recorded in the statements of financial position as of December 31, 2013 and 2012:

	Nilai Tercatat/*Carrying Amount*		Nilai Wajar/*Fair Value*		
	2013	2012	2013	2012	
Aset Keuangan					***Financial Assets***
Pinjaman yang diberikan dan piutang:					*Loans and receivables:*
Kas dan setara kas	288.409.691	181.592.874	288.409.691	181.592.874	*Cash and cash equivalents*
Piutang usaha	20.535.810	17.860.650	20.535.810	17.860.650	*Trade receivables*
Piutang lain-lain	5.840.497	2.907.277	5.840.497	2.907.277	*Other receivables*
Piutang pihak berelasi	-	810.120	-	810.120	*Due from related party*
Aset lain-lain	1.979.963	1.206.223	1.979.963	1.206.223	*Other assets*
Aset keuangan yang tersedia untuk dijual:					*Financial assets available-for-sale:*
Investasi saham	225.000	225.000	225.000	225.000	*Stock investment*
Jumlah Aset Keuangan	316.990.961	204.602.144	316.990.961	204.602.144	***Total Financial Assets***

	Nilai Tercatat/*Carrying Amount*		Nilai Wajar/*Fair Value*		
	2013	2012	2013	2012	
Liabilitas Keuangan					***Financial Liabilities***
Liabilitas keuangan yang diukur pada biaya perolehan diamortisasi:					*Financial liabilities carried at amortized cost:*
Utang bank	120.009.110	92.993.121	105.360.710	92.993.121	*Bank loans*
Utang usaha	26.322.506	23.899.729	26.322.506	23.899.729	*Trade payables*
Utang lain-lain	33.867.578	17.760.253	33.867.578	17.760.253	*Other payables*
Beban masih harus dibayar	1.422.282	1.048.904	1.422.282	1.048.904	*Accrued expenses*
Utang obligasi	330.000	330.000	330.000	330.000	*Bonds payable*
Utang obligasi konversi	75.131.480	68.301.345	83.635.785	68.301.345	*Convertible bonds payable*
Utang lembaga keuangan	434.109	1.253.645	434.109	1.328.134	*Financial institution loans*
Jaminan keanggotaan golf	4.381.144	3.956.198	4.381.144	3.956.198	*Golf membership deposits*
Pendapatan bunga yang ditangguhkan	8.998.188	9.894.407	8.998.188	9.894.407	*Deferred interest income*
Liabilitas keuangan yang diukur pada nilai wajar melalui laporan laba rugi:					*Financial liabilities at fair value through profit or loss:*
Liabilitas derivatif	8.038.873	3.675.862	8.038.873	3.675.862	*Derivative liabilities*
Jumlah Liabilitas Keuangan	278.935.270	223.113.464	272.791.175	223.187.953	***Total Financial Liabilities***

Taksiran nilai wajar dari kelompok instrumen keuangan pada tabel di atas ditentukan dengan menggunakan metode-metode dan asumsi-asumsi berikut:

(i) Aset keuangan seperti kas dan setara kas, piutang usaha, piutang lain-lain, piutang pihak berelasi, investasi saham, aset lain-lain dan liabilitas keuangan seperti utang usaha, utang lain-lain, beban masih harus dibayar, nilai tercatat aset keuangan dan liabilitas keuangan tersebut merupakan perkiraan yang telah mendekati nilai wajarnya karena akan jatuh tempo dalam waktu kurang dari satu tahun.

(ii) Nilai wajar dari utang bank, utang obligasi, utang obligasi konversi, utang lembaga keuangan, jaminan keanggotaan golf dan pendapatan bunga yang ditangguhkan ditentukan menggunakan diskonto arus kas berdasarkan tingkat suku bunga pasar pada tanggal 31 Desember 2013 dan 2012.

(iii) Investasi tersedia untuk dijual dalam bentuk saham di bursa efek, nilai wajarnya ditentukan dengan mengacu kepada harga pasar pada tanggal laporan posisi keuangan. Sedangkan Nilai wajar dari investasi pada saham dengan kepemilikan kurang dari 20% ditentukan dengan menggunakan metode *discounted cash flow* dengan menggunakan variabel-variabel penilaian yang relevan.

(iv) Nilai wajar atas instrumen derivatif melekat dilakukan dengan menggunakan model internal. Model ini menekankan pada penggunaan input nilai pasar yang dapat diobservasi meliputi:

Estimated fair values of the financial instruments in the table above is determined by using the methods and the following assumptions:

(i) Financial assets of cash and cash equivalents, trade receivables, other receivables, due from related party, stock investment, other assets and financial liabilities of trade payables, other payables, accrued expenses, the carrying value of financial assets and financial liabilities are estimated to approximate fair values, because these will mature in less than one year.

(ii) The fair value of bank loans, bonds payable, convertible bonds payable, financial institution loans, golf membership deposits and deferred interest income are determined by discounted cash flow using market interest rates as of December 31, 2013 and 2012.

(iii) Investments available-for-sale such as share investment in the stock exchange, the fair value is determined by market price on the reporting date financial position. While the fair value of investments in shares of less than 20% ownership is determined using discounted cash flow method using variables relevant assessments.

(iv) The fair value of the embedded derivatives is done by using the internal model. This model emphasizes the use of input values observable market includes:

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Hirarki nilai wajar

Berikut adalah definisi hirarki nilai wajar instrumen keuangan yang dimiliki Entitas dan Entitas Anak:

- Level 1: harga kuotasi (belum disesuaikan) pada pasar aktif untuk aset atau liabilitas yang identik.
- Level 2: input selain harga kuotasi yang dimaksud dalam tingkat 1, yang dapat diobservasi untuk aset atau liabilitas, baik secara langsung atau tidak langsung.
- Level 3: input yang tidak didasarkan pada data pasar yang dapat diobservasi.

Pada tanggal 31 Desember 2013 dan 2012, nilai wajar liabilitas derivatif diukur menggunakan model internal berdasarkan input nilai pasar hirarki level 1.

Fair value hierarchy

Beloware the definition of the fair value hierarchy of financial instruments owned by the Entity and Subsidiaries:

- *Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.*
- *Level 2: input are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.*
- *Level 3: inputs are unobservable inputs for the asset or liability.*

As of December 31, 2013 and 2012, the fair value of derivative liability measure by using the internal model based on input market value hierarchy level 1.

39. MANAJEMEN RISIKO KEUANGAN

Dalam transaksi normal Entitas dan Entitas Anak, secara umum terekspos risiko keuangan sebagai berikut:

a. Risiko pasar, yang terdiri risiko nilai tukar mata uang asing dan risiko suku bunga
b. Risio kredit
c. Risiko likuiditas

Catatan ini menjelaskan mengenai eksposur Entitas dan Entitas Anak terhadap masing-masing risiko di atas dan pengungkapan secara kuantitatif termasuk seluruh eksposur risiko serta merangkum kebijakan dan proses-proses yang dilakukan untuk mengukur dan mengelola risiko yang timbul.

Direksi Entitas dan Entitas Anak bertanggung jawab dalam melaksanakan kebijakan manajemen risiko keuangan Entitas dan Entitas secara keseluruhan program manajemen risiko keuangan Entitas dan Entitas Anak difokuskan pada ketidakpastian pasar keuangan dan meminimalisasi potensi kerugian yang berdampak pada kinerja keuangan Entitas dan Entitas Anak.

Kebijakan manajemen Entitas dan Entitas Anak mengenai risiko keuangan adalah sebagai berikut:

a. Risiko Pasar

1) Risiko Nilai Tukar Mata Uang

Risiko nilai tukar mata uang adalah risiko dimana nilai wajar atau arus kas masa depan dari suatu instrumen keuangan akan berfluktuasi karena perubahan kurs valuta asing.

39. FINANCIAL RISK MANAGEMENT

In normal transaction, the Entity and Subsidiaries are generally exposed to financial risks as follows:

a. Market risks, including currency risk and interest rate risk
b. Credit risk
c. Liquidity risk

This note describes regarding exposure of the Entity and Subsidiaries towards each financial risks and quantitative disclosure including exposure risk and summarize the policies and processes for measuring and managing the resulting risk.

The Entity and Subsidiaries directors are responsible for implementing the risk management policies and overall financial risk management program focuses on uncertainty financial market and minimize potential losses that impact to the Entity's and Subsidiaries financial performance.

The Entity's and Subsidiaries' management policies regarding financial risks are as follows:

a. Market Risks

1) Foreign Exchange Risk

Foreign exchange risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

Eksposur risiko nilai tukar mata uang Entitas disebabkan oleh kas dan setara kas yang sebagian besar didenominasikan mata uang Dolar Amerika Serikat sebesar US$ 1.728.968 dan US$ 1.630.597, masing-masing pada tanggal 31 Desember 2013 and 2012 (lihat Catatan 37). Perubahan nilai tukar telah, dan akan diperkirakan terus, memberikan pengaruh terhadap hasil usaha dan arus kas Entitas.

The exposure of currency exchange risk of the Entity is generated by cash and cash equivalents which generally are denominated in United States Dollar amounting to US$ 1,728,968 and US$ 1,630,597, as of December 31, 2013 and 2012, respectively (see Note 37). Foreign exchange had been, and would be expected to influence towards operation result and cash flows of the Entity.

Entitas dan Entitas Anak tidak melakukan aktivitas lindung nilai terhadap porsi eksposur risiko nilai tukar mata uang asing, karena risiko ini masih dalam batas toleransi Entitas.

The Entity and Subsidiaries do not engaged into hedging activities on exposure to risk `in foreign exchange rates, because this risk is within the tolerable limit of the Entity.

Analisis Sensitivitas

Sensitivity Analysis

Pergerakan yang mungkin terjadi terhadap nilai tukar Rupiah terhadap mata uang Dolar Amerika Serikat pada tanggal akhir tahun dapat meningkatkan (mengurangi) nilai ekuitas atau laba rugi sebesar nilai yang disajikan pada tabel. Analisis ini dilakukan berdasarkan varians nilai tukar mata uang asing yang pertimbangkan dapat terjadi pada tanggal laporan posisi keuangan dengan semua variable lain adalah konstan.

Movement that may occur towards Rupiah exchange rate against United States Dollar at the year end that could be increase (decrease) equity or profit loss amounted the value presented in table. The analysis was conducted based on the variance of foreign currency exchange rates that may consider going on the statements of financial position with all other variables are held constant.

Tabel berikut menunjukan sensitivitas perubahan kurs Dolar Amerika Serikat terhadap laba bersih dan ekuitas Entitas:

The following table presented sensitivity exchange rate of United States Dollar changes on the net income and equity of the Entity:

	Perubahan Nilai Tukar/ *Change in Exchange Rates*		Sensitivitas/*Sensitivity* Ekuitas/*Equity*	Laba (Rugi)/ *Profit (Loss)*	
2013	Menguat/*Appreciates*	205	(354.438.440)	(354.438.440)	*2013*
	Melemah/*Depreciates*	373	644.040.580	644.040.580	
2012	Menguat/*Appreciates*	48	(58.084.444)	(58.084.444)	*2012*
	Melemah/*Depreciates*	190	232.193.775	232.193.775	

2) Risiko Tingkat Suku Bunga

2) Interest Rate Risk

Risiko dimana nilai wajar atau arus kas masa depan dari suatu instrument keuangan akan berfluktuasi karena perubahan suku bunga pasar.

The risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Pada tanggal laporan posisi keuangan, profil instrumen keuangan Entitas dan Entitas Anak yang dipengaruhi bunga adalah:

On the statement of financial position, the and Subsidiaries profile of financial instruments that affected by the interest, as follows:

	2013	2012	
Instrumen dengan bunga tetap			***Flat interest instrument***
Aset keuangan	228.141.938	155.855.942	*Financial assets*
Liabilitas keuangan	434.109	1.253.645	*Financial liabilities*
Jumlah aset – bersih	227.707.829	154.602.297	*Total assets – net*
Instrumen dengan bunga mengambang			***Floating interest instrument***
Aset keuangan	60.124.153	25.595.832	*Financial assets*
Liabilitas keuangan	120.009.110	92.993.121	*Financial liabilities*
Jumlah liabilitas – bersih	(59.884.957)	(67.397.289)	*Total liabilities – net*

Analisis Sensitivitas

Tabel berikut menyajikan sensitivitas perubahan tingkat suku bunga yang mungkin terjadi, dengan variabel lain tetap konstan, terhadap laba Entitas dan Entitas Anak selama tahun berjalan.

Sensitivity Analysis

The following table presented the sensitivity interest rate changes that may occur, with other variables held constant, the profit of the Entity and Subsidiaries for the year.

	2013	2012	
Kenaikan (penurunan) tingkat suku bunga dalam basis poin	175	(25)	*Increase (decrease) in interest rates in basis points*
Efek terhadap laba (rugi) tahun berjalan	(1.575.120)	174.362	*Effects on profit (loss) for the year*

Kenaikan tingkat suku bunga di atas pada akhir tahun akan mempunyai efek yang berkebalikan dengan nilai yang sama dengan penguatan tingkat suku bunga, dengan dasar variabel lain tetap konstan. Perhitungan kenaikan dan penurunan tingkat suku bunga dalam basis poin didasarkan pada kenaikan dan penurunan tingkat suku bunga Bank Indonesia pada periode/tahun yang bersangkutan.

Increases in interest rates over the end of the year will have the opposite effect with a value equal to the strengthening of the interest rate, on the basis of other variables remain constant. Calculation of the increase and decrease in interest rates in basis points based on the increase and decrease in interest rates of Bank Indonesia in the period/year.

b. Risiko Kredit

Risiko kredit merupakan risiko atas kerugian keuangan Entitas dan Entitas Anak jika pelanggan atau pihak lain dari instrumen keuangan gagal memenuhi liabilitas kontraktualnya. Risiko ini timbul setara kas, piutang usaha, piutang lain-lain, piutang pihak berelasi, investasi saham dan aset lain-lain. Entitas dan Entitas Anak mengelola dan mengendalikan risiko kredit dari piutang usaha dan piutang lain-lain dengan memantau batasan periode tunggakan piutang pada tiap pelanggan.

b. Credit Risk

Credit risk is the risk of financial loss of the Entity and Subsidiaries if any customer or other party of a financial instrument fails to meet contractual liabilities. This risk arises mainly from cash equivalents, trade receivables, other receivables, due from related parties, stock investments and other assets. The Entity and Subsidiaries manage and control the credit risk from trade receivables and other receivables by monitoring the default limit period on each customer's receivables.

Eksposur atas risiko kredit

Nilai tercatat dari aset keuangan mencerminkan nilai eksposur kredit maksimum. Nilai eksposur kredit maksimum pada tanggal laporan posisi keuangan adalah sebagai berikut:

Exposure of credit risk

The carrying amount of the financial asset reflects the value of the maximum credit exposure. The maximum credit exposure value on the statement of financial position are as follows:

2013	Belum jatuh tempo/*Neither past due*	Telah jatuh tempo/*Past due*	Penurunan nilai/ *Impairment*	Jumlah/*Total*	*2013*
Pinjaman yang diberikan dan piutang:					*Loans and receivables:*
Setara kas	288.266.091	-	-	288.266.091	*Cash equivalents*
Piutang usaha	21.699.512	-	(1.163.702)	20.535.810	*Trade receivables*
Piutang lain-lain	5.840.497	-	-	5.840.497	*Other receivables*
Aset lain-lain	1.979.963	-	-	1.979.963	*Other assets*
Aset keuangan yang tersedia untuk dijual:					*Financial assets available-for-sales:*
Investasi saham	225.000	-	-	225.000	*Stock investments*
Jumlah	318.011.063	-	(1.163.702)	316.847.361	*Total*

2012	Belum jatuh tempo/*Neither past due*	Telah jatuh tempo/*Past due*	Penurunan nilai/ *Impairment*	Jumlah/*Total*	*2012*
Pinjaman yang diberikan dan piutang:					*Loans and receivables:*
Setara kas	181.451.774	-	-	181.451.774	*Cash equivalents*
Piutang usaha	18.913.254	-	(1.052.604)	17.860.650	*Trade receivables*
Piutang lain-lain	2.907.277	-	-	2.907.277	*Other receivables*
Piutang pihak berelasi	810.120	-	-	810.120	*Due from related Parties*
Aset lain-lain	1.206.223	-	-	1.206.223	*Other assets*
Aset keuangan yang tersedia untuk dijual:					*Financial assets available-for-sales:*
Investasi saham	225.000	-	-	225.000	*Stock investments*
Jumlah	205.513.648	-	(1.052.604)	204.461.044	*Total*

c. Risiko Likuiditas

Risiko likuiditas timbul jika Entitas dan Entitas Anak mengalami kesulitan untuk memenuhi liabilitas keuangan sesuai dengan waktu maupun jumlah yang telah ditetapkan sebelumnya. Manajemen risiko likuiditas berarti menjaga kecukupan saldo kas dan setara kas dalam upaya pemenuhan liabilitas keuangan Entitas dan Entitas Anak. Entitas dan Entitas Anak mengelola risiko likuiditas dengan pengawasan proyeksi dan arus kas aktual secara terus menerus serta pengawasan tanggal jatuh tempo liabilitas keuangan.

Rincian jatuh tempo liabilitas keuangan (tidak termasuk bunga) yang dimiliki adalah sebagai berikut:

c. Liquidity Risk

Liquidity risk arises if the Entity and Subsidiaries have difficulty to fulfil financial liabilities in accordance with the limit time and amount of the agreement stated before. Management liquidity risk means maintaining sufficient cash and cash equivalents in order to fulfil financial liabilities of the Entity and Subsidiaries. The Entity and Subsidiaries manages liquidity risk by monitoring forecast and actual cash flows and continuous monitoring due dates of financial liabilities.

Details of the maturities of financial liabilities (excluding interest) held as follows:

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2013	Kurang dari 1 tahun/*Less than 1 year*	1 tahun sampai 2 tahun/ *1 year up to 2 years*	Lebih dari 2 tahun/*More than 2 years*	Jumlah/*Total*	*2013*
Utang bank	48.197.109	51.812.001	20.000.000	120.009.110	*Bank loans*
Utang usaha	26.322.506	-	-	26.322.506	*Trade payables*
Utang lain-lain	33.867.578	-	-	33.867.578	*Other payables*
Beban masih harus dibayar	1.422.282	-	-	1.422.282	*Accrued expenses*
Utang obligasi	330.000	-	-	330.000	*Bonds payable*
Utang obligasi konversi	-	-	75.131.480	75.131.480	*Convertible bonds payable*
Liabilitas derivatif	-	-	8.038.873	8.038.873	*Derivative liabilities*
Utang lembaga keuangan	434.109	-	-	434.109	*Financial institution loans*
Jaminan keanggotaan golf	-	-	4.381.144	4.381.144	*Golf membership deposits*
Pendapatan bunga yang ditangguhkan	-	-	8.998.188	8.998.188	*Deferred interest income*
Jumlah	110.573.584	51.812.001	116.549.685	278.935.270	*Total*

2012	Kurang dari 1 tahun/*Less than 1 year*	1 tahun sampai 2 tahun/ *1 year up to 2 years*	Lebih dari 2 tahun/*More than 2 years*	Jumlah/*Total*	*2012*
Utang bank	38.652.918	-	54.340.203	92.993.121	*Bank loans*
Utang usaha	23.639.062	260.667	-	23.899.729	*Trade payables*
Utang lain-lain	17.760.253	-	-	17.760.253	*Other payables*
Beban masih harus dibayar	1.048.904	-	-	1.048.904	*Accrued expenses*
Utang obligasi	330.000	-	-	330.000	*Bonds payable*
Utang obligasi konversi	-	-	68.301.345	68.301.345	*Convertible bonds payable*
Liabilitas derivatif	-	-	3.675.862	3.675.862	*Derivative liabilities*
Utang lembaga keuangan	819.546	434.099		1.253.645	*Financial institution loans*
Jaminan keanggotaan golf	-	-	3.956.198	3.956.198	*Golf membership deposits*
Pendapatan bunga yang ditangguhkan	-	-	9.894.407	9.894.407	*Deferred interest income*
Jumlah	82.250.683	694.766	140.168.015	223.113.464	*Total*

40. PENGELOLAAN MODAL

Tujuan pengelolaan modal adalah untuk pengamanan kemampuan Entitas dan Entitas Anak dalam melanjutkan kelangsungan usaha agar dapat memberikan hasil bagi pemegang saham dan manfaat kepada pihak berkepentingan lainnya dan untuk mempertahankan struktur permodalan yang optimum untuk meminimalkan biaya modal.

Dalam rangka mempertahankan atau menyesuaikan struktur permodalan, Entitas dan Entitas Anak memaksimalkan penerimaan kas dari penjualan untuk mengurangi pinjam.

Pada tanggal 31 Desember 2013 dan 2012, Entitas dan Entitas Anak tidak memiliki kewajiban untuk memelihara rasio keuangan tertentu.

40. CAPITAL MANAGEMENT

The objective of capital management are to secure the Entity's and Subsidiaries' ability to continue its business in order to deliver results for shareholders and benefits to other stakeholders and to maintain an optimal capital structure to minimize the cost of capital.

In order to maintain or adjust the capital structure, the Entity and Subsidiaries maximize the cash proceeds from the sale to reduce borrowing.

As of December 31, 2013 and 2012, the Entity and Subsidiaries do not have obligation to maintain a certain financial ratio and certain capital structure.

The original consolidated financial statements included herein are in the Indonesian language.

41. IKATAN

a. Pada tanggal 24 Oktober 2013, Entitas memperoleh fasilitas kredit dari PT Bank Central Asia Tbk yang akan digunakan untuk pembangunan Hotel Rancamaya. Fasilitas yang diperoleh Entitas adalah sebagai berikut:

Fasilitas/*Facilities*	Plafon/ *Platfond*	Suku Bunga Tahunan/ *Annual Interest Rate*	Jangka waktu/ *Time period*
Kredit Investasi/*Investment Credit*	65.000.000	11,25%	8 tahun termasuk *grace period* 1 tahun/ *8 years including 1 year grace period*
Kredit Lokal/*Local Credit*	2.500.000	11,5%	1 tahun/ *1 year*

Jaminan yang digunakan Entitas adalah Sertifikat Hak Guna Bangunan No. 405/Kertamaya, seluas 50.060 m^2 atas nama Entitas yang terletak di perumahan Rancamaya Golf Estate, Bogor, Jawa Barat.

Sampai dengan tanggal 31 Desember 2013, Entitas belum menggunakan fasilitas ini.

b. Entitas mempunyai kewajiban untuk membangun sarana dan prasarana umum di lingkungan proyek Rancamaya sebesar 40% dari luas lahan yang dikembangkan sesuai dengan Surat Keputusan Gubernur Kepala Daerah Tingkat I Jawa Barat No.593.82/Sk.2367.Pem.Um/90 tanggal 9 Desember 1990 untuk lahan seluas 250 hektar dan No. 593.82/SK.965-Pem.Um/92 tanggal 20 Juni 1992 untuk lahan seluas 150 hektar.

41. COMMITMENTS

a. On October 24, 2013, the Entity entered into a credit facility agreement with PT Bank Cental Asia Tbk, which will be used for the construction of Rancamaya Hotel. The facilities were obtained by the Entity are as follows:

The collateral used by Entity is Building Use Rights Certificate No. 405/Kertamaya, area of 50,060 m^2 on behalf of the Entity that is located in residential housing in Rancamaya Golf Estate, Bogor, West Java.

Until December 31, 2013, the Entity has not yet used the facilities.

b. The Entity has an obligation to develop at least 40% of the Rancamaya project area as public utilities and infrastructure for common use by residents and villagers according to the Decision Letter of Governor of West Java No. 593.82/Sk.2367.Pem.Um/90, dated December 9, 1990 for an area of 250 hectares and No. 593.82/SK.965-Pem.Um/92 dated June 20, 1992 for an area of 150 hectares.

42. TRANSAKSI NONKAS

Pada tahun-tahun yang berakhir pada tanggal 31 Desember 2013 dan 2012, terdapat beberapa akun dalam laporan keuangan konsolidasi yang penambahannya merupakan aktivitas yang tidak mempengaruhi arus kas. Akun-akun tersebut adalah sebagai berikut:

	2013	2012	
Reklasifikasi aset real estat menjadi aset tetap (lihat Catatan 10)	17.834.096	-	*Reclassification of real estate assets to property and equipment (see Note 10)*
Konversi *medium term note Tranche B* menjadi modal ditempatkan dan disetor penuh	243.382.701	-	*Conversion of medium term notes payable Tranche B into shares issued and fully paid*
Reklasifikasi utang pemegang saham nonpengendali Entitas Anak menjadi modal ditempatkan dan disetor penuh TSA, Entitas Anak	-	1.650.000	*Reclassification of due to non-controling interest of a Subsidiary become issued and fully paid capital of TSA, a Subsidiary.*

42. NON CASH TRANSACTIONS

For the years then ended December 31, 2013 and 2012, there are several accounts in the consolidated financial statements that the addition represents is an activity that does not affect cash flows. The accounts are as follows:

The original consolidated financial statements included herein are in the Indonesian language.

43. PENERAPAN STANDAR AKUNTANSI KEUANGAN BARU DAN REVISI DAN INTERPRETASI STANDAR AKUNTANSI KEUANGAN

Standar dan interpretasi yang berlaku efektif untuk laporan keuangan konsolidasi yang dimulai pada atau setelah tanggal 1 Januari 2014 adalah sebagai berikut:

- ISAK No. 27, mengenai "Pengalihan Aset dari Pelanggan".
- ISAK No. 28, mengenai "Pengakhiran Liabilitas Keuangan dengan Instrumen Ekuitas".
- ISAK No 29, mengenai "Biaya Pengupasan Lapisan Tanah Tahap Produksi pada Pertambangan Terbuka".
- PPSAK No. 12, Pencabutan PSAK No. 33, mengenai "Aktivitas Pengupasan Lapisan Tanah dan Pengelolaan Lingkungan Hidup pada Pertambangan Umum".

Standar yang berlaku efektif untuk laporan keuangan konsolidasi yang dimulai pada atau setelah tanggal 1 Januari 2015 adalah sebagai berikut:

- PSAK No. 1 (Revisi 2013), mengenai "Penyajian Laporan Keuangan".
- PSAK No. 4 (Revisi 2013), mengenai "Laporan Keuangan Tersendiri".
- PSAK No. 15 (Revisi 2013), mengenai "Investasi pada Entitas Asosiasi dan Ventura Bersama".
- PSAK No. 24 (Revisi 2013), mengenai "Imbalan Kerja".
- PSAK No. 65, mengenai "Laporan Keuangan Konsolidasian".
- PSAK No. 66, mengenai "Pengaturan Bersama".
- PSAK No. 67, mengenai "Pengungkapan Kepentingan dalam Entitas Lain".
- PSAK No. 68, mengenai "Pengukuran Nilai Wajar".

Manajemen Entitas dan Entitas Anak sedang mengevaluasi dampak dari interpretasi ini terhadap laporan keuangan konsolidasi.

43. ADOPTION OF NEW AND REVISED STATEMENTS OF FINANCIAL ACCOUNTING STANDARDS AND INTERPRETATIONS OF FINANCIAL ACCOUNTING STANDARDS

Standards and interpretations which are effective for the consolidated financial statements beginning on or after January 1, 2014 are as follows:

- *ISAK No. 27, regarding "Transfer of Assets from Customers".*
- *ISAK No. 28, regarding "Extinguishing Financial Liabilities with Equity Instruments".*
- *ISAK No. 29, regarding "Stripping Costs in the Production Phase of a Surface Mine".*
- *PPSAK No. 12, Withdrawal of PSAK No. 33, regarding "Stripping Cost Activity and Environmental Management in the Public Mining".*

Standards which are effective for consolidated financial statements beginning on or after January 1, 2015 are as follows:

- *PSAK No. 1 (Revised 2013), regarding "Presentation of Financial Statements".*
- *PSAK No. 4 (Revised 2013), regarding "Separate Financial Statements".*
- *PSAK No. 15 (Revised 2013), regarding "Investments in Associates and Joint Ventures".*
- *PSAK No. 24 (Revised 2013), regarding "Employee Benefits".*
- *PSAK No. 65, regarding "Consolidated Financial Statements".*
- *PSAK No. 66, regarding "Joint Arrangements"*
- *PSAK No. 67, regarding "Disclosures of Interests in Other Entities".*
- *PSAK No. 68, regarding "Fair Value Measurements"*

The management of the Entity and Subsidiaries is currently evaluating the impact of interpretations on the consolidated financial statements.

44. PENYELESAIAN LAPORAN KEUANGAN KONSOLIDASI

Manajemen Entitas dan Entitas Anak bertanggung jawab atas penyusunan laporan keuangan konsolidasi yang telah diselesaikan pada tanggal 24 Maret 2014.

44. COMPLETION OF THE CONSOLIDATED FINANCIAL STATEMENTS

The management of the Entity and Subsidiaries are responsible for the preparation of the consolidated financial statements that were completed on March 24, 2014.

PT SURYAMAS DUTAMAKMUR Tbk AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
POSITION MARCH 31, 2014 AND DECEMBER 31, 2013
(Expressed in thousands of Rupiah, unless otherwise stated)

	Notes	March 31, 2014	December 31, 2013
ASSETS			
Current Assets			
Cash & cash equivalents	2,5,35		
Related party		14.891	1.152.557
Third parties		254.145.158	287.257.134
Trade Receivables			
Third parties – net of allowance for impairment loss on receivables of Rp 1,193,702 in March 31, 2014 and Rp 1,163,702 in December 31, 2013	2,3,6	16.146.574	18.430.296
Related parties	2,3,6,35	2.029.496	2.105.514
Other Receivables - third parties	2	7.191.834	5.840.497
Inventories	2	1.896.370	1.519.823
Prepaid expenses	2	2.124.202	1.604.640
Prepaid taxes	2,7	27.108.896	26.646.493
Advance payments	8	22.833.480	35.348.706
Real estate assets	2,9,15	768.136.818	758.051.159
Stock investments	2	225.000	225.000
Other assets	2	1.952.524	1.979.963
Total Current Assets		1.103.805.243	1.140.161.782
Non-Current Assets			
Real estate assets	2,9,15	1.577.582.879	1.548.103.354
Deferred tax assets	2,31	1.304.563	1.304.563
Property and equipment - net of accumulated depreciation of Rp 79,046,275 in March 31, 2014 and Rp 76,514,395 in Desember 31, 2013	2,3,10	273.705.532	260.744.747
Total Non-Current Assets		1.852.592.974	1.810.152.664
TOTAL ASSETS		2.956.398.217	2.950.314.446

See accompanying Notes to Consolidated Financial Statements
which are an integral part of the consolidated financial statements.

PT SURYAMAS DUTAMAKMUR Tbk AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (Continued)
MARCH 31, 2014 AND DECEMBER 31, 2013
(Expressed in thousands of Rupiah, unless otherwise stated)

	Notes	March 31, 2014	December 31, 2013
LIABILITIES AND EQUITY			
LIABILITIES			
Current Liabilities			
Trade payables - third parties	2,11	26.954.566	26.322.506
Other payables - third parties	2,12	31.340.924	33.867.578
Taxes payable	2,3,13	5.226.144	8.412.942
Accued expenses	2	1.288.347	1.422.282
Bonds payable	2,16,23	330.000	330.000
Current portion of long-term:			
Advances received	2,14	499.261.866	475.468.819
Bank loans	2,15	41.085.054	48.197.109
Financial institution loans	2,19	245.962	434.109
Total Current Liabilities		605.732.863	594.455.345
Non-Current Liabilities			
Long-term loan net of current portion:			
Advances received	2,14	28.456.477	21.982.282
Bank loans	2,15	57.293.716	71.812.001
Convertible bonds payable	2,17,18	76.685.763	75.131.480
Derivative liabilities	2,18	7.536.443	8.038.873
Golf membership deposits	2,20	4.498.793	4.381.144
Deferred interest income	2,20	8.763.715	8.998.188
Estimated liabilities for employee benefits	2,3,33	21.329.787	21.329.787
Total Non-Current Liabilities		204.564.694	211.673.755
TOTAL LIABILITIES		810.297.557	806.129.100
EQUITY			
Equity attributable to owners of the parent entity			
Capital stock - par value Rp 318 (full amount) per share Authorized – 6,000,000,000 share Issued and fully paid capital - 4,772,138,237 share	1,2,4,21	1.517.539.959	1.517.539.959
Additional paid-in capital	2,4,22	2.248.289	2.248.289
Advance for subscription of shares	16,23	3.979.097	3.979.097
Retained earnings (deficit of Rp 1,010,014,529 was eliminated as result of the quasi-reorganization as of April 30, 2011)	2,4,21,22	74.456.668	71.656.916
Sub-total		1.598.224.013	1.595.424.261
Non-controlling interests	2,4,24	547.876.647	548.761.085
TOTAL EQUITY		2.146.100.660	2.144.185.346
TOTAL LIABILITIES AND EQUITY		2.956.398.217	2.950.314.446

See accompanying Notes to Consolidated Financial Statements which are an integral part of the consolidated financial statements.

PT SURYAMAS DUTAMAKMUR Tbk AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE THREE MONTHS PERIOD ENDED MARCH 31, 2014 AND 2013
(Expressed in thousands of Rupiah, unless otherwise stated)

	Notes	2014 (3 months)	2013 (3 months)
NET SALES AND OPERATING REVENUES	2,25	65.974.681	71.013.099
COST OF SALES AND DIRECT COST	2,26	(38.041.589)	(40.745.344)
GROSS PROFIT		27.933.092	30.267.755
Other income - net	2,27	3.829.180	4.081.861
Selling expenses	2,28	(6.154.787)	(5.678.496)
General and administrative expenses	2,29	(17.515.244)	(12.992.017)
Finance charges	2,30	(3.537.281)	(2.593.260)
INCOME BEFORE PROVISION FOR TAX INCOME		4.554.960	13.085.843
PROVISION FOR TAX EXPENSES	2,31	(2.639.646)	(2.610.105)
TOTAL INCOME FOR THE CURRENT YEAR		1.915.314	10.475.738
Other comprehensive income :			
Actuarial gain	2,33	-	-
TOTAL COMPREHENSIVE INCOME FOR THE CURRENT YEARS		1.915.314	10.475.738
Total income that can be attributed to:			
Owners of the parent entity		2.799.752	10.520.732
Non-controlling interest	2,4,24	(884.438)	(44.994)
Total		1.915.314	10.475.738
Total comprehensive income that can be attributed to:			
Owners of the parent entity		2.799.752	10.520.732
Non-controlling interest	2,4,24	(884.438)	(44.994)
Total		1.915.314	10.475.738
Weighted average number of ordinary shares (shares)		4.772.138.237	4.006.783.831
Basic earnings per share (full amount)	2,32	0.59	2.63

See accompanying Notes to Consolidated Financial Statements
which are integral part of the consolidated financial statements.

PT SURYAMAS DUTAMAKMUR Tbk AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE THREE MONTHS PERIOD ENDED MARCH 31, 2014 AND DECEMBER 31, 2013
(Expressed in thousands of Rupiah, unless otherwise stated)

	Equity Attributable to Owners of The Parent Entity						
	Issued and Fully Paid Capital	Additional Paid-in Capital	Advance for Subscription of Shares	Retained Earnings	Total	Non-Controlling Interests	Total Equity
Balance as of January 1, 2013	1.274.157.258	2.248.289	247.361.798	33.560.178	1.557.327.523	557.043.385	2.114.370.908
Total comprehensive income (loss) for the current year	-	-	-	10.520.732	10.520.732	(44.994)	10.475.738
Balance as of March 31, 2013	1.274.157.258	2.248.289	247.361.798	44.080.910	1.567.848.255	556.998.391	2.124.846.646
Balance as of January 1, 2014	1.517.539.959	2.248.289	3.979.097	71.656.916	1.595.424.261	548.761.085	2.144.185.346
Total comprehensive income (loss) for the current year	-	-	-	2.799.752	2.799.752	(884.438)	1.915.314
Balance as of March 31, 2014	1.517.539.959	2.248.289	3.979.097	74.456.668	1.598.224.013	547.876.647	2.146.100.660

See accompanying Notes to Consolidated Financial Statements
which are an integral part of the consolidated financial statements.

PT SURYAMAS DUTAMAKMUR Tbk AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE THREE MONTHS PERIOD ENDED MARCH 31, 2014 AND 2013
(Expressed in thousand of Rupiah, unless otherwise stated)

	2014 (3 months)	2013 (3 months))
CASH FLOWS FROM OPERATING ACTIVITIES		
Cash receipts from buyers of real estate and golf members	98.601.663	114.235.862
Acquisitions of real estate assets	(57.400.647)	(49.687.919)
Cash paid to supplier, consultants and employees	(39.323.114)	(17.983.465)
Cash generated from operations	1.877.902	46.564.478
Payment of interests	(2.602.252)	(2.593.260)
Payment of income tax & tax penalty	(200.328)	(2.526)
Net Cash Provided by (Used in) Operating Activities	(924.678)	43.968.692
CASH FLOW FROM INVESTING ACTIVITIES		
Interest received	4.037.177	2.822.018
Proceeds from sale of property and equipment	2.100	41.000
Acquisitions of property and equipment	(15.535.364)	(702.736)
Net Cash Provided by (Used in) Investing Activities	(11.496.087)	2.160.282
CASH FLOWS FROM FINANCING ACTIVITIES		
Payment of bank loans	(21.630.340)	(9.934.387)
Receipt of due from related parties	-	66.720
Payment of financial institution loans	(198.537)	(225.728)
Net Cash Used in Financing Activities	(21.828.877)	(10.093.395)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(34.249.642)	36.035.579
CASH AND CASH EQUIVALENTS AT BEGGINING OF THE YEAR	288.409.691	181.592.874
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	254.160.049	217.628.453

See accompanying Notes to Consolidated Financial Statements
which are an integral part of the consolidated financial statements.

PT SURYAMAS DUTAMAKMUR Tbk DAN ENTITAS ANAK
LAPORAN POSISI KEUANGAN (NERACA) KONSOLIDASI
31 MARET 2014 DAN 31 DESEMBER 2013
(Disajikan dalam ribuan Rupiah, kecuali dinyatakan lain)

	Catatan	31 Maret 2014	31 Desember 2013
ASET			
ASET LANCAR			
Kas dan setara kas	2,5,35		
Pihak berelasi		14.891	1.152.557
Pihak ketiga		254.145.158	287.257.134
Piutang usaha			
Pihak ketiga – setelah dikurangi penyisihan penurunan nilai piutang sebesar Rp 1.193.702 pada tanggal 31 Maret 2014 dan Rp 1.163.702 pada tanggal 31 Desember 2013	2,3,6	16.146.574	18.430.296
Pihak berelasi	2,3,6,35	2.029.496	2.105.514
Piutang lain-lain – pihak ketiga	2	7.191.834	5.840.497
Persediaan	2	1.896.370	1.519.823
Biaya dibayar dimuka	2	2.124.202	1.604.640
Pajak dibayar dimuka	2,7	27.108.896	26.646.493
Uang muka	8	22.833.480	35.348.706
Aset real estat	2,9,15	768.136.818	758.051.159
Investasi saham	2	225.000	225.000
Aset lain-lain	2	1.952.524	1.979.963
JUMLAH ASET LANCAR		1.103.805.243	1.140.161.782
ASET TIDAK LANCAR			
Aset real estat	2,9,15	1.577.582.879	1.548.103.354
Aset pajak tangguhan	2,31	1.304.563	1.304.563
Aset tetap - setelah dikurangi akumulasi penyusutan sebesar Rp 79.046.275 pada tanggal 31 Maret 2014 dan Rp 76.514.395 pada tanggal 31 Desember 2013	2,3,10	273.705.532	260.744.747
JUMLAH ASET TIDAK LANCAR		1.852.592.974	1.810.152.664
JUMLAH ASET		2.956.398.217	2.950.314.446

Lihat catatan atas laporan keuangan konsolidasi yang merupakan bagian yang tidak terpisahkan dari laporan keuangan konsolidasi secara keseluruhan.

PT SURYAMAS DUTAMAKMUR Tbk DAN ENTITAS ANAK
LAPORAN POSISI KEUANGAN (NERACA) KONSOLIDASI (Lanjutan)
31 MARET 2014 DAN 31 DESEMBER 2013
(Disajikan dalam ribuan Rupiah, kecuali dinyatakan lain)

	Catatan	31 Maret 2014	31 Desember 2013
LIABILITAS DAN EKUITAS			
LIABILITAS			
LIABILITAS JANGKA PENDEK			
Hutang usaha – pihak ketiga	2,11	26.954.566	26.322.506
Hutang lain-lain – pihak ketiga	2,12	31.340.924	33.867.578
Hutang pajak	2,3,13	5.226.144	8.412.942
Biaya masih harus dibayar	2	1.288.347	1.422.282
Hutang obligasi	2,16,23	330.000	330.000
Hutang jangka panjang yang jatuh tempo dalam satu tahun :			
Uang muka diterima	2,14	499.261.866	475.468.819
Hutang bank	2,15	41.085.054	48.197.109
Hutang lembaga Keuangan	2,19	245.962	434.109
JUMLAH LIABILITAS JANGKA PENDEK		605.732.863	594.455.345
LIABILITAS JANGKA PANJANG			
Hutang jangka panjang yang jatuh tempo lebih dari satu tahun :			
Uang muka diterima	2,14	28.456.477	21.982.282
Hutang bank	2,15	57.293.716	71.812.001
Hutang obligasi konversi	2,17,18	76.685.763	75.131.480
Liabilitas derivatif	2,18	7.536.443	8.038.873
Jaminan keanggotaan golf	2,20	4.498.793	4.381.144
Pendapatan bunga yang ditangguhkan	2,20	8.763.715	8.998.188
Liabilitas diestimasi atas imbalan kerja	2,3,33	21.329.787	21.329.787
JUMLAH LIABILITAS JANGKA PANJANG		204.564.694	211.673.755
JUMLAH LIABILITAS		810.297.557	806.129.100
EKUITAS			
Ekuitas yang Dapat Diatribusikan kepada Pemilik Entitas Induk			
Modal saham - nilai nominal Rp 318 (Rupiah penuh) per saham			
Modal dasar – 6.000.000.000 saham			
Modal ditempatkan dan disetor penuh - 4.772.138.237 saham	1,2,4,21	1.517.539.959	1.517.539.959
Tambahan modal disetor	2,4,22	2.248.289	2.248.289
Uang muka pemesanan saham	16,23	3.979.097	3.979.097
Saldo laba (defisit sebesar Rp 1.010.014.529 dieliminasi melalui kuasi reorganisasi pada tanggal 30 April 2011)	2,4,21,22	74.456.668	71.656.916
Sub-jumlah		1.598.224.013	1.595.424.261
Kepentingan Nonpengendali	2,4,24	547.876.647	548.761.085
JUMLAH EKUITAS		2.146.100.660	2.144.185.346
JUMLAH LIABILITAS DAN EKUITAS		2.956.398.217	2.950.314.446

Lihat catatan atas laporan keuangan konsolidasi yang merupakan bagian yang tidak terpisahkan dari laporan keuangan konsolidasi secara keseluruhan.

PT SURYAMAS DUTAMAKMUR Tbk DAN ENTITAS ANAK
LAPORAN LABA RUGI KOMPREHENSIF KONSOLIDASI
UNTUK PERIODE TIGA BULAN YANG BERAKHIR PADA TANGGAL-TANGGAL 31 MARET 2014 DAN 2013
(Disajikan dalam ribuan Rupiah, kecuali dinyatakan lain)

	Catatan	2014 (Tiga bulan)	2013 (Tiga bulan)
PENJUALAN BERSIH DAN PENDAPATAN USAHA	2,25	65.974.681	71.013.099
BEBAN POKOK PENJUALAN DAN BEBAN LANGSUNG USAHA	2,26	(38.041.589)	(40.745.344)
LABA BRUTO		27.933.092	30.267.755
Pendapatan lainnya - bersih	2,27	3.829.180	4.081.861
Beban penjualan	2,28	(6.154.787)	(5.678.496)
Beban umum dan administrasi	2,29	(17.515.244)	(12.992.017)
Beban pendanaan	2,30	(3.537.281)	(2.593.260)
LABA SEBELUM TAKSIRAN BEBAN PAJAK		4.554.960	13.085.843
TAKSIRAN BEBAN PAJAK	2,31	(2.639.646)	(2.610.105)
JUMLAH LABA PERIODE BERJALAN		1.915.314	10.475.738
Pendapatan komprehensif lain :			
Keuntungan aktuarial	2,33	-	-
JUMLAH LABA KOMPREHENSIF PERIODE BERJALAN		1.915.314	10.475.738
Junlah laba periode berjalan yang dapat diatribusikan kepada :			
Pemilik entitas induk		2.799.752	10.520.732
Kepentingan nonpengendali	2,4,24	(884.438)	(44.994)
Jumlah		1.915.314	10.475.738
Jumlah laba komprehensif periode berjalan yang dapat diatribusikan kepada :			
Pemilik entitas induk		2.799.752	10.520.732
Kepentingan nonpengendali	2,4,24	(884.438)	(44.994)
Jumlah		1.915.314	10.475.738
Rata-rata tertimbang jumlah saham yang beredar (saham)		4.772.138.237	4.006.783.831
Laba per saham dasar (Rupiah penuh)	2,32	0,59	2,63

Lihat catatan atas laporan keuangan konsolidasi yang merupakan bagian yang tidak terpisahkan dari laporan keuangan konsolidasi secara keseluruhan.

PT SURYAMAS DUTAMAKMUR Tbk DAN ENTITAS ANAK
LAPORAN PERUBAHAN EKUITAS KONSOLIDASI
UNTUK PERIODE TIGA BULAN YANG BERAKHIR PADA TANGGAL-TANGGAL 31 MARET 2014 DAN 2013
(Disajikan dalam ribuan Rupiah, kecuali dinyatakan lain)

	Ekuitas yang Dapat Diatribusikan Kepada Pemilik Entitas Induk						
	Modal Saham	Tambahan Modal Disetor	Uang Muka Pemesahan Saham	Saldo Laba	Jumlah	Kepentingan Nonpengendali	Jumlah Ekuitas
Saldo per 1 Januari 2013	1.274.157.258	2.248.289	247.361.798	33.560.178	1.557.327.523	557.043.385	2.114.370.908
Jumlah laba (rugi) periode berjalan	-	-	-	10.520.732	10.520.732	(44.994)	10.475.738
Saldo per 31 Maret 2013	1.274.157.258	2.248.289	247.361.798	44.080.910	1.567.848.255	556.998.391	2.124.846.646
Saldo per 1 Januari 2014	1.517.539.959	2.248.289	3.979.097	71.656.916	1.595.424.261	548.761.085	2.144.185.346
Jumlah laba (rugi) periode berjalan	-	-	-	2.799.752	2.799.752	(884.438)	1.915.314
Saldo per 31 Maret 2014	1.517.539.959	2.248.289	3.979.097	74.456.668	1.598.224.013	547.876.647	2.146.100.660

Lihat catatan atas laporan keuangan konsolidasi yang merupakan bagian
yang tidak terpisahkan dari laporan keuangan konsolidasi secara keseluruhan.

PT SURYAMAS DUTAMAKMUR Tbk DAN ENTITAS ANAK
LAPORAN ARUS KAS KONSOLIDASI
UNTUK PERIODE TIGA BULAN YANG BERAKHIR PADA TANGGAL-TANGGAL 31 MARET 2014 DAN 2013
(Disajikan dalam ribuan Rupiah, kecuali dinyatakan lain)

	2014 (Tiga bulan)	2013 (Tiga bulan)
ARUS KAS DARI AKTIVITAS OPERASI		
Penerimaan kas dari pembeli real estat dan anggota golf	98.601.663	114.235.862
Perolehan aset real estat	(57.400.647)	(49.687.919)
Pembayaran kas untuk pemasok, konsultan dan karyawan	(39.323.114)	(17.983.465)
Kas yang dihasilkan dari operasi	1.877.902	46.564.478
Pembayaran bunga	(2.602.252)	(2.593.260)
Pembayaran denda dan tagihan pajak	(200.328)	(2.526)
Kas Bersih Diperoleh dari (Digunakan Untuk) Aktivitas Operasi	(924.678)	43.968.692
ARUS KAS DARI AKTIVITAS INVESTASI		
Penerimaan bunga	4.037.177	2.822.018
Hasil penjualan aset tetap	2.100	41.000
Perolehan aset tetap	(15.535.364)	(702.736)
Kas Bersih Diperoleh dari (Digunakan untuk) Aktivitas Investasi	(11.496.087)	2.160.282
ARUS KAS DARI AKTIVITAS PENDANAAN		
Pembayaran hutang bank	(21.630.340)	(9.934.387)
Penerimaan piutang pihak berelasi	-	66.720
Pembayaran hutang lembaga keuangan	(198.537)	(225.728)
Kas Bersih Digunakan untuk Aktivitas Pendanaan	(21.828.877)	(10.093.395)
KENAIKAN (PENURUNAN) BERSIH KAS DAN SETARA KAS	(34.249.642)	36.035.579
KAS DAN SETARA KAS PADA AWAL PERIODE	288.409.691	181.592.874
KAS DAN SETARA KAS PADA AKHIR PERIODE	254.160.049	217.628.453

Lihat catatan atas laporan keuangan konsolidasi yang merupakan bagian
yang tidak terpisahkan dari laporan keuangan konsolidasi secara keseluruhan.

Nexia TS NEXIA INTERNATIONAL
Listening, Thinking, Growing, Asia.

Independent and Reporting Auditor's Report on Examination of the Unaudited Pro Forma Consolidated Financial Statements of the Enlarged Group for the financial years ended 31 December 2011, 2012 and 2013

29 September 2014

The Board of Directors
Top Global Limited
1 Scotts Road
#20-03 Shaw Centre
Singapore 228208

Dear Sirs

This report has been prepared for inclusion in the circular to shareholders (the "Circular") of Top Global Limited (the "Company") and its subsidiaries (the "Group") in connection with the proposed acquisition of 71.52% interest in the issued and paid up capital of PT Suryamas Dutamakmur Tbk ("PT Suryamas") by the Company (the "Proposed Acquisition").

We report on the Unaudited Pro Forma Consolidated Financial Statements of the Group after the completion of the Proposed Acquisition (collectively, the "Enlarged Group") set out on pages 3 to 93 of the Circular, which have been prepared for illustrative purposes only, in accordance with the provision set out in the Listing Rules of the Singapore Exchange Securities Trading Limited and are based on certain assumptions after making certain adjustments to show what: –

(a) the Unaudited Pro Forma Consolidated Statement of Comprehensive Income of the Enlarged Group for the financial years ended 31 December 2011, 2012 and 2013 would have been if the Proposed Acquisition had occurred on 1 January 2011 (as described in Note 3 to the Unaudited Pro Forma Consolidated Financial Statements);

(b) the Unaudited Pro Forma Consolidated Statement of Financial Position of the Enlarged Group as at 31 December 2013 would have been if the Proposed Acquisition had occurred on 31 December 2013; and

(c) the changes in equity, and cash flows of the Enlarged Group for the financial year ended 31 December 2013 would have been if the Proposed Acquisition had occurred on 1 January 2013.

The Unaudited Pro Forma Consolidated Financial Statements of the Enlarged Group, because of their nature, may not give a true picture of the Enlarged Group's actual financial position, results, changes in equity and cash flows.

The Unaudited Pro Forma Consolidated Financial Statements are the responsibility of the management of Top Global Limited. Our responsibility is to express an opinion on the Unaudited Pro Forma Consolidated Financial Statements based on our work.

We carried out procedures in accordance with Singapore Statement of Auditing Practice ("SSAP") 24: "Auditors and Public Offering Documents". Our work, which involved no independent examination of the underlying financial statements, consisted primarily of comparing the Unaudited Pro Forma Consolidated Financial Statements to the financial statements (or where statements is not available in the financial statements of these entities, to accounting records) considering the evidence supporting the adjustments and discussing the Unaudited Pro Forma Consolidated Financial Statements with the management.

Associated With Smith & Williamson
Nexia TS Public Accounting Corporation
UEN: 200507237N
Incorporated with limited liability
Nexia TS Public Accounting Corporation is a member of Nexia International, an international network of independent accounting and consulting firms
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In our opinion,

(a) the Unaudited Pro Forma Consolidated Financial Statements for the financial years ended 31 December 2011, 2012 and 2013 have been properly prepared:

(i) in a manner consistent with the accounting policies of the Enlarged Group; and

(ii) on the basis set out in Explanatory Note 3 to the Unaudited Pro Forma Consolidated Financial Statements; and

(b) each material adjustment made to the information used in the preparation of the Unaudited Pro Forma Consolidated Financial Information is appropriate for the purpose of preparing such Unaudited Pro Forma Consolidated Financial Statements.

Without qualifying our opinion on the Unaudited Pro Forma Consolidated Financial Statements, we draw attention to Notes 3.4 and 3.5(c). The difference between the fair value of the purchase consideration and the Group's share of fair values of the net assets acquired is presented as gain on bargain purchase on the Unaudited Pro Forma Consolidated Financial Statements. The Group's share of fair values of the net assets acquired are assumed to be equivalent to the carrying amounts of the net assets of PT Suryamas as at 31 December 2013 for the purposes of the preparation of the Unaudited Pro Forma Consolidated Financial Statements. This may differ from the Group's share of fair values of the net assets as at the actual date of completion of the Proposed Acquisition upon the full completion of a purchase price allocation exercise. As the carrying amounts of the net assets of PT Suryamas excludes the effect of fair value adjustments to the assets, liabilities and contingent liabilities arising from the Proposed Acquisition of PT Suryamas, the Unaudited Pro Forma Consolidated Financial Statements excludes the effects of any changes to the depreciation and amortisation, and any other adjustments arising from these fair value adjustments. As the actual goodwill or gain on bargain purchase will have to be determined at the completion of the Proposed Acquisition, the actual goodwill or gain on bargain purchase could be materially different from the amount derived based on the assumption used.

Nexia TS Public Accounting Corporation
Public Accountants and Chartered Accountants
Director-in-charge: Chin Chee Choon

Singapore

UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME OF THE ENLARGED GROUP

For the financial years ended 31 December 2011, 2012 and 2013

	Note	2011 $'000	2012 $'000	2013 $'000
Continuing operations				
Revenue	7	43,721	41,407	53,705
Cost of sales	8	(25,315)	(25,496)	(34,423)
Gross profit		18,406	15,911	19,282
Other income	9	2,825	29,237	5,373
Other (losses)/gains - net	9	(689)	1,571	421
Gain on bargain purchase	41	4,882	-	-
Expenses				
- Distribution and marketing	10	(1,858)	(4,452)	(6,208)
- Administrative	11	(16,713)	(17,527)	(16,700)
- Finance	12	(646)	(1,563)	(2,967)
Share of results of associated companies		20,103	(551)	-
Profit/(loss) before income tax		26,310	22,626	(799)
Income tax expense	14	(1,683)	(1,506)	(1,913)
Profit/(loss) from continuing operations		24,627	21,120	(2,712)
Discontinued operations				
Profit from discontinued operations	38	318	-	-
Total profit/(loss)		24,945	21,120	(2,712)
Other comprehensive income/(loss):				
Items that may be reclassified subsequently to profit or loss:				
Currency translation differences arising from consolidation		75,637	(31,999)	(44,029)
Currency translation differences on available-for-sale financial assets		-	(29)	36
		75,637	(32,028)	(43,993)
Items that will not be reclassified to profit or loss:				
Remeasurement of post employment benefits obligations		492	(353)	(353)
Total comprehensive income/(loss) for the financial year		101,074	(11,261)	(47,058)
Profit/(loss) attributable to:				
Equity holders of the Company		23,686	19,659	(3,406)
Non-controlling interests		1,259	1,461	694
		24,945	21,120	(2,712)
Total comprehensive income/(loss) attributable to:				
Equity holders of the Company		78,130	(3,517)	(35,114)
Non-controlling interests		22,944	(7,744)	(11,944)
		101,074	(11,261)	(47,058)

The accompanying notes form an integral part of these Unaudited Pro Forma Consolidated Financial Statements.

UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME OF THE ENLARGED GROUP (CONT'D)

For the financial years ended 31 December 2011, 2012 and 2013

	Note	2011	2012	2013
Earnings/(losses) per share for profit/(loss) from continuing and discontinued operations attributable to equity holders of the Company (cents per share)				
Basic earnings/(losses) per share (cents)				
- From continuing operations	15(a)	0.08	0.07	(0.01)
- From discontinued operations	15(a)	#	N.A	N.A
Diluted earnings/(losses) per share (cents)				
- From continuing operations	15(b)	0.06	0.05	(0.01)
- From discontinued operations	15(b)	#	N.A	N.A

Less than $0.001 per share

The accompanying notes form an integral part of these Unaudited Pro Forma Consolidated Financial Statements.

UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION OF THE ENLARGED GROUP

As at 31 December 2013

	Note	2013 $'000
ASSETS		
Current assets		
Cash and cash equivalents	16	86,709
Inventories		160
Financial assets, at fair value through profit or loss	17	2,876
Trade and other receivables	18	18,871
Development properties	19	288,516
Available-for-sale financial assets	24	24
		397,156
Non-current assets		
Development properties	19	163,134
Investment properties	20	9,550
Property, plant and equipment	22	22,625
Deferred income tax assets	23	137
Available-for-sale financial assets	24	1,079
Held-to-maturity financial assets	25	8,341
		204,866
Total assets		602,022
LIABILITIES		
Current liabilities		
Trade and other payables	26	78,909
Borrowings	27	5,159
Provision for other liabilities and charges	28	918
Current income tax liabilities		887
		85,873
Non-current liabilities		
Trade and other payables	26	3,726
Borrowings	27	155,357
Provision for other liabilities and charges	28	607
Derivative financial instruments	29	847
Estimated liabilities for employee benefits	30	2,248
		162,785
Total liabilities		248,658
NET ASSETS		353,364

The accompanying notes form an integral part of these Unaudited Pro Forma Consolidated Financial Statements

UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION OF THE ENLARGED GROUP (CONT'D)

As at 31 December 2013

	Note	2013 $'000
EQUITY		
Capital and reserves attributable to equity holders of the Company		
Share capital	31	276,697
Other reserves	32	4,817
Retained profits		9,124
		290,638
Non-controlling interests		62,726
Total equity		**353,364**

The accompanying notes form an integral part of these Unaudited Pro Forma Consolidated Financial Statements.

UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF CHANGES IN EQUITY OF THE ENLARGED GROUP

For the financial year ended 31 December 2013

	Note	Attributable to equity holders of the Company							Non-controlling interests	Total equity
		Share capital	Share application	General reserves	Translation reserve	Fair value reserve	Retained profits/ (Accumulated losses)	Total		
		$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000
2013										
Beginning of financial year		122,809	4,282	(51)	(38)	(29)	10,321	137,294	(109)	137,185
Issue of shares										
- acquisition of subsidiary	41	152,952	-	-	-	-	-	152,952	62,865	215,817
Exercise of warrants	31	936	-	-	-	-	-	936	-	936
Employee share option scheme	32	-	632	-	-	-	-	632	-	632
Remeasurement of post employment benefits obligations		-	-	-	-	-	(252)	(252)	(101)	(353)
Currency translation differences arising from consolidation	32	-	-	-	(31,492)	-	-	(31,492)	(12,537)	(44,029)
Currency translation differences on available-for-sale financial assets	32	-	-	-	-	36	-	36	-	36
Pro forma effects arising from different basis of preparation of the Unaudited Pro Forma Consolidated Statement of Financial Position		-	-	-	31,477	-	2,450	33,927	11,914	45,841
Total comprehensive (loss)/income for the financial year		-	-	-	-	-	(3,405)	(3,405)	694	(2,711)
End of financial year		276,697	4,914	(51)	(53)	7	9,124	290,638	62,726	353,364

The accompanying notes form an integral part of these Unaudited Pro Forma Consolidated Financial Statements.

UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF CASH FLOW OF THE ENLARGED GROUP

For the financial year ended 31 December 2013

	Note	2013 $'000
Cash flows from operating activities		
Loss for the financial year		(799)
Adjustments for:		
- Depreciation of property, plant and equipment		1,941
- Gain on disposal of property, plant and equipment		(19)
- Employee share option expense		632
- Gain on bargain purchase		(4,882)
- Fair value gain on disposal of financial assets, at fair value through profit or loss		(239)
- Interest expense		2,967
- Interest income		(3,565)
- Dividend income from financial assets, at fair value through profit and loss		(37)
- Unrealised currency translation		(241)
		(4,242)
Changes in working capital		
- Trade and other receivables		641
- Development properties		(10,595)
- Trade and other payables		12,919
- Provision for other liabilities and charges		(644)
Cash used in operations		(1,921)
- Interest received		2,608
- Tax paid		(1,913)
Net cash used in operating activities		(1,226)
Cash flows from investing activities		
Additions to property, plant and equipment		(1,736)
Acquisition of a subsidiary, net of cash acquired	41	30,392
Proceeds from disposal of property, plant and equipment		19
Proceeds from disposal of associated companies		11,400
Proceeds from disposal of investment property		13,800
Dividend income from financial assets, at fair value through profit and loss		37
Net cash provided by investing activities		53,912

The accompanying notes form an integral part of these Unaudited Pro Forma Consolidated Financial Statements.

UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF CASH FLOWS OF THE ENLARGED GROUP (CONT'D)

For the financial year ended 31 December 2013

	Note	2013 $'000
Cash flows from financing activities		
Proceeds from issuance of new shares		936
Proceed from issuance shares to non-controlling interests		45
Proceeds from borrowings		3,033
Repayment of borrowings		(9,169)
Interest paid		(2,954)
Net cash used in financing activities		(8,109)
Net increase in cash and cash equivalents		44,577
Cash and cash equivalents		
Beginning of financial year		42,297
Effects of currency translation on cash and cash equivalents		(29)
Effects on pro forma adjustments arising from the different basis of preparation of the Unaudited Pro Forma Consolidated Statement of Financial Position and Unaudited Pro Forma Consolidated Statement of Comprehensive Income		(256)
End of financial year	16	**86,589**

The accompanying notes form an integral part of these Unaudited Pro Forma Consolidated Financial Statements.

NOTES TO THE UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS

For the financial years ended 31 December 2011, 2012 and 2013

These notes form an integral part of and should be read in conjunction with the Unaudited Pro Forma Consolidated Financial Statements.

1. General information

The Company

Top Global Limited (the "Company" or "TGL") (Registration No.: 198003719Z) is listed on the Singapore Exchange Securities Trading Limited ("SGX-ST") and incorporated and domiciled in Singapore. The address of its principal place of business is 1 Scotts Road #20-03 Shaw Centre Singapore 228208.

The principal activities of the Company are in property development and investment in real estate related businesses. The principal activities of its subsidiaries are disclosed in Note 21 to the Unaudited Pro Forma Consolidated Financial Statements.

2. Significant events

Proposed Acquisition

On 10 December 2013, the Company entered into a conditional sale and purchase agreement (the "Agreement") with Asia Capital Holding Limited, PT Surya Pembangunan Utama, PT Niaganusa Indomakmur, Alera Financial Corp. (the "Sellers") and Madam Sukmawati Widjaja ("Mdm Sukmawati") in relation to the acquisition of 71.52% of the issued and paid up share capital of PT Suryamas Dutamakmur Tbk ("PT Suryamas") at a purchase consideration of $152,951,535.

Pursuant to the Proposed Acquisition, the proposed allotment and issue of:

(i) 13,000,000,000 new ordinary shares in the capital of the Company (the "Consideration Shares") at the issue price of $0.008 per consideration share credited as fully paid-up; and

(ii) 5,000,000,000 options (the "Consideration Options") to subscribe for new ordinary shares in the capital of the Company (the "Consideration Option Shares") at an exercise price of $0.008 per Consideration Option Share, to Mdm Sukmawati in satisfaction of the purchase consideration.

On 10 June 2014, a supplemental agreement was entered into with the sellers and Mdm Sukmawati ("First Supplemental Agreement") to amend the terms of the Agreement. Under the terms of the First Supplemental Agreement, the proposed allotment and issue of 19,000,000,000 ordinary shares (the "Revised Consideration Shares") instead of 13,000,000,000 new ordinary shares in the capital of the Company (the "Consideration Shares") at the issue price of $0.008 per consideration share credited as fully paid-up.

On 4 September 2014, a supplemental agreement ("Second Supplemental Agreement") was entered into to amend the terms of the Agreement. Under the terms of the Second Supplemental Agreement, it was further agreed, *inter alia*, that the Purchase Consideration will be satisfied by the allotment and issue of the Revised Consideration Shares to Mdm Sukmawati and the Company will not allocate and issue any options to Mdm Sukmawati.

Further details of this Proposed Acquisition are set out in Section 3 of this Circular.

3. Basis of presentation of the Unaudited Pro Forma Consolidated Financial Statements

3.1 The Unaudited Pro Forma Consolidated Financial Statements of the Company and its subsidiaries (the "Enlarged Group") for the financial years ended 31 December 2011, 2012 and 2013 have been prepared for illustrative purposes only and are based on certain assumptions after making certain adjustments to show what: –

(a) the Unaudited Pro Forma Consolidated Statement of Comprehensive Income of the Enlarged Group for the financial years ended 31 December 2011, 2012 and 2013 would have been if the Proposed Acquisition had occurred on 1 January 2011;

(b) the Unaudited Pro Forma Consolidated Statement of Financial Position of the Enlarged Group as at 31 December 2013 would have been if the Proposed Acquisition had occurred on 31 December 2013; and

(c) the changes in equity, and cash flows of the Enlarged Group for the financial year ended 31 December 2013 would have been if the Proposed Acquisition had occurred on 1 January 2013.

3.2 The Unaudited Pro Forma Consolidated Financial Statements of the Enlarged Group, because of their nature, may not give a true picture of the Enlarged Group's actual financial position, results, changes in equity and cash flows.

3.3 The Unaudited Pro Forma Consolidated Financial Statements of the Enlarged Group for the financial years ended 31 December 2011, 2012 and 2013 have been compiled based on the following:

(a) the Audited Consolidated Financial Statements of TGL and its subsidiaries (the "Group") for the financial years ended 31 December 2011, 2012 and 2013. These Consolidated Financial Statements were prepared in accordance with Singapore Financial Reporting Standards and audited by Nexia TS Public Accounting Corporation, Public Accountants and Chartered Accountants, in accordance with Singapore Standards on Auditing; and

(b) the Audited Consolidated Financial Statements of PT Suryamas Dutamakmur Tbk and its subsidiaries for the financial years ended 31 December 2011, 2012 and 2013 which were prepared in accordance with International Financial Reporting Standards and audited by HLB Hadori Sugiarto Adi & Rekan, the Republic of Indonesia, in accordance with International Standards on Auditing.

The independent auditor's report on the financial statements described above (a) and (b) do not contain any qualification.

3.4 The Unaudited Pro Forma Consolidated Financial Statements of the Enlarged Group presented for the financial years ended 31 December 2011, 2012 and 2013 have been prepared using acquisition method to account for the Proposed Acquisition as set out in FRS 103 'Business Combination'. In accounting for the Proposed Acquisition of PT Suryamas, identifiable assets acquired and liabilities assumed in the acquisition are measured at their fair values, which are based on the Group's share of fair values as at 31 December 2013. The Enlarged Group recognises any non-controlling interests at the non-controlling interest's proportionate share of the identifiable net assets. The excess of the consideration and the amount of any non-controlling interests in the PT Suryamas over the Group's share of fair values of the identifiable net assets acquired is recorded as goodwill or gain on bargain purchase. As the actual goodwill or gain on bargain purchase will be determined at the completion of the Proposed Acquisition, the eventual amounts could be materially different from the amount derived based on the assumption used.

3. **Basis of presentation of the Unaudited Pro Forma Consolidated Financial Statements (Cont'd)**

3.5 The following key adjustments and assumptions were made for the preparation of the Unaudited Pro Forma Consolidated Financial Statements of the Enlarged Group.

(a) 19,000,000,000 new shares at the issue price of $0.008 per consideration share credited as fully paid-up;

(b) The acquisition costs relating to the Proposed Acquisition are assumed to be approximately $743,000; and

(c) The effects of any changes to the depreciation and amortisation, and any other adjustments arising from fair value adjustments to the assets, liabilities and contingent liabilities arising from the Proposed Acquisition may differ from the actual cost as at the actual date of completion of the Proposed Acquisition upon the full completion of a purchase price allocation exercise.

NOTES TO THE UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS
For the financial years ended 31 December 2011, 2012 and 2013

4. Statement of adjustments

(a) Unaudited Pro Forma Consolidated Statement of Comprehensive Income for the financial year ended 31 December 2011

The following adjustments have been made in arriving at the Unaudited Pro Forma Consolidated Statement of Comprehensive Income for the financial year ended 31 December 2011

	Per audited consolidated statement of comprehensive income of TGL	Per audited consolidated statement of comprehensive income of PT Suryamas	Pro Forma Adjustments		Unaudited Pro Forma Consolidated Statement of Comprehensive Income
	2011	2011			2011
	$'000	$'000	$'000		$'000
		[A]	[B]	[C]	
Continuing operations					
Revenue	4,841	38,880	-	-	43,721
Cost of sales	(1,596)	(23,719)	-	-	(25,315)
Gross profit	3,245	15,161	-	-	18,406
Other income	1,483	1,342	-	-	2,825
Other losses - net	(653)	(36)	-	-	(689)
Gain on bargain purchase	-	-	4,882	-	4,882
Expenses					
- Distribution and marketing	(226)	(1,632)	-	-	(1,858)
- Administrative	(7,931)	(8,039)	-	(743)	(16,713)
- Finance	-	(646)	-	-	(646)
Share of results of associated companies	20,103	-	-	-	20,103
Profit before income tax	16,021	6,150	4,882	(743)	26,310
Income tax expense	-	(1,683)	-	-	(1,683)
Profit from continuing operations	16,021	4,467	4,882	(743)	24,627
Discontinued operations					
Profit from discontinued operations	318	-	-	-	318
Total profit	16,339	4,467	4,882	(743)	24,945

NOTES TO THE UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS
For the financial years ended 31 December 2011, 2012 and 2013

4. Statement of adjustments (Cont'd)

(a) Unaudited Pro Forma Consolidated Statement of Comprehensive Income for the financial year ended 31 December 2011 (Cont'd)

	Per audited consolidated statement of comprehensive income of TGL 2011 $'000	Per audited consolidated statement of comprehensive income of PT Suryamas 2011 $'000 [A]	Pro Forma Adjustments $'000 [B]	$'000 [C]	Unaudited Pro Forma Consolidated Statement of Comprehensive Income 2011 $'000
Other comprehensive income/(loss)					
Items that may be reclassified subsequently to profit or loss:					
Currency translation differences arising from consolidation	-	75,637	-	-	75,637
Items that will not be reclassified to profit or loss:					
Remeasurement of post employment benefits obligations	-	492	-	-	492
Total comprehensive income for the financial year	16,339	80,596	4,882	(743)	101,074
Profit attributable to:					
Equity holders of the Company	16,353	3,194	4,882	(743)	23,686
Non-controlling interests	(14)	1,273	-	-	1,259
	16,339	4,467	4,882	(743)	24,945
Total comprehensive income/(loss) attributable to:					
Equity holders of the Company	16,353	57,638	4,882	(743)	78,130
Non-controlling interests	(14)	22,958	-	-	22,944
	16,339	80,596	4,882	(743)	101,074

NOTES TO THE UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS
For the financial years ended 31 December 2011, 2012 and 2013

4. Statement of adjustments (Cont'd)

(a) Unaudited Pro Forma Consolidated Statement of Comprehensive Income for the financial year ended 31 December 2011 (Cont'd)

Notes

[A] Being adjustment to include the financial results of PT Suryamas Dutamakmur Tbk for the financial year ended 31 December 2011.
[B] Being adjustment to reflect the gain on bargain purchase.
[C] Being adjustment to reflect the acquisition costs to be incurred in the financial year ended 31 December 2011.

4. Statement of adjustments (Cont'd)

(b) Unaudited Pro Forma Consolidated Statement of Comprehensive Income for the financial year ended 31 December 2012

The following adjustments have been made in arriving at the Unaudited Pro Forma Consolidated Statement of Comprehensive Income for the financial year ended 31 December 2012

	Per audited consolidated statement of comprehensive income of TGL	Pro Forma Adjustments Per audited consolidated statement of comprehensive income of PT Suryamas	Unaudited Pro Forma Consolidated Statement of Comprehensive Income
	2012	2012	2012
	$'000	$'000	$'000
		[A]	
Revenue	5,541	35,866	41,407
Cost of sales	(1,627)	(23,869)	(25,496)
Gross profit	3,914	11,997	15,911
Other income	23,157	6,080	29,237
Other gains/(losses) - net	1,598	(27)	1,571
Expenses			
- Distribution and marketing	(2,320)	(2,132)	(4,452)
- Administrative	(10,247)	(7,280)	(17,527)
- Finance	(108)	(1,455)	(1,563)
Share of results of associated companies	(551)	-	(551)
Profit before income tax	15,443	7,183	22,626
Income tax expense	-	(1,506)	(1,506)
Profit for the year	15,443	5,677	21,120

4. Statement of adjustments (Cont'd)

(b) Unaudited Pro Forma Consolidated Statement of Comprehensive Income for the financial year ended 31 December 2012 (Cont'd)

	Per audited consolidated statement of comprehensive income of TGL	Pro Forma Adjustments Per audited consolidated statement of comprehensive income of PT Suryamas	Unaudited Pro Forma Consolidated Statement of Comprehensive Income
	2012	2012	2012
	$'000	$'000	$'000
		[A]	
Other comprehensive income/(loss)			
Items that may reclassified subsequently to profit or loss:			
Currency translation differences arising from consolidation	(38)	(31,961)	(31,999)
Currency translation differences arising on available-for-sale financial assets	(29)	-	(29)
Items that will not be reclassified to profit or loss:			
Remeasurement of post employment benefits obligations	-	(353)	(353)
Total comprehensive income/(loss) for the financial year	15,376	(26,637)	(11,261)
Profit/(loss) attributable to:			
Equity holders of the Company	15,599	4,060	19,659
Non-controlling interests	(156)	1,617	1,461
	15,443	5,677	21,120
Total comprehensive income/(loss) attributable to:			
Equity holders of the Company	15,532	(19,049)	(3,517)
Non-controlling interests	(156)	(7,588)	(7,744)
	15,376	(26,637)	(11,261)

Note:
[A] Being adjustment to include the financial results of PT Suryamas Dutamakmur Tbk for the financial year ended 31 December 2012

4. Statement of adjustments (Cont'd)

(c) Unaudited Pro Forma Consolidated Statement of Comprehensive Income for the financial year ended 31 December 2013

The following adjustments have been made in arriving at the Unaudited Pro Forma Consolidated Statement of Comprehensive Income for the financial year ended 31 December 2013:

	Per audited consolidated statement of comprehensive income of TGL 2013 $'000	Pro Forma Adjustments Per audited consolidated statement of comprehensive income of PT Suryamas 2013 $'000 [A]	Unaudited Pro Forma Consolidated Statement of Comprehensive Income 2013 $'000
Revenue	14,039	39,666	53,705
Cost of sales	(9,705)	(24,718)	(34,423)
Gross profit	4,334	14,948	19,282
Other income	2,224	3,149	5,373
Other gains/(losses) - net	504	(83)	421
Expenses			
- Distribution and marketing	(3,673)	(2,535)	(6,208)
- Administrative	(8,775)	(7,925)	(16,700)
- Finance	(25)	(2,942)	(2,967)
(Loss)/profit before income tax	(5,411)	4,612	(799)
Income tax expense	-	(1,913)	(1,913)
(Loss)/profit for the year	(5,411)	2,699	(2,712)

4. Statement of adjustments (Cont'd)

(c) Unaudited Pro Forma Consolidated Statement of Comprehensive Income for the financial year ended 31 December 2013 (Cont'd)

	Per audited consolidated statement of comprehensive income of TGL 2013 $'000	Pro Forma Adjustments Per audited consolidated statement of comprehensive income of PT Suryamas 2013 $'000 [A]	Unaudited Pro Forma Consolidated Statement of Comprehensive Income 2013 $'000
Other comprehensive (loss)/ income			
Items that may be reclassified subsequently to profit or loss:			
Currency translation differences arising from consolidation	(15)	(44,014)	(44,029)
Currency translation differences arising on available-for-sale financial assets	36	-	36
Items that will not be reclassified to profit or loss:			
Remeasurement of post employment benefits obligations	-	(353)	(353)
Total comprehensive loss for the financial year	(5,390)	(41,668)	(47,058)
(Loss)/profit attributable to:			
Equity holders of the Company	(5,336)	1,930	(3,406)
Non-controlling interests	(75)	769	694
	(5,411)	2,699	(2,712)
Total comprehensive loss attributable to:			
Equity holders of the Company	(5,315)	(29,799)	(35,114)
Non-controlling interests	(75)	(11,869)	(11,944)
	(5,390)	(41,668)	(47,058)

Notes:
[A] Being adjustment to include the financial results of PT Suryamas Dutamakmur Tbk for the financial year ended 31 December 2013

NOTES TO THE UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS
For the financial years ended 31 December 2011, 2012 and 2013

4. Statement of adjustments (Cont'd)

(d) Unaudited Pro Forma Consolidated Statement of Financial Position as at 31 December 2013

The following adjustments have been made in arriving at the Unaudited Pro Forma Consolidated Statement of Financial Position as at 31 December 2013:

	Per audited consolidated statement of financial position of TGL 2013 $'000 [A]	Per audited consolidated statement of financial position of PT Suryamas 2013 $'000 [B]	Pro Forma Adjustments $'000 [C]	$'000 [D]	Unaudited Pro Forma Consolidated Statement of Financial position 2013 $'000
ASSETS					
Current assets					
Cash and cash equivalents	56,317	30,392	-	-	86,709
Inventories	-	160	-	-	160
Financial assets, at fair value through profit or loss	2,876	-	-	-	2,876
Trade and other receivables	9,181	9,690	-	-	18,871
Development properties	208,635	79,881	-	-	288,516
Available-for-sale financial assets	-	24	-	-	24
	277,009	120,147	-	-	397,156

NOTES TO THE UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS
For the financial years ended 31 December 2011, 2012 and 2013

4. Statement of adjustments (Cont'd)

(d) Unaudited Pro Forma Consolidated Statement of Financial Position as at 31 December 2013 (Cont'd)

	Per audited consolidated statement of financial position of TGL 2013 $'000	Per audited consolidated statement of financial position of PT Suryamas 2013 $'000 [A]	Pro Forma Adjustments TGL's book $'000 [B]	$'000 [C]	$'000 [D]	Unaudited Pro Forma Consolidated Statement of Financial Position 2013 $'000
Non-current assets						
Investment properties	9,550	-	-	-	-	9,550
Development properties	-	163,134	-	-	-	163,134
Property, plant and equipment	397	22,228	-	-	-	22,625
Deferred income tax assets	-	137	-	-	-	137
Available-for-sale financial assets	1,079	-	-	-	-	1,079
Held-to-maturity financial assets	8,341	-	-	-	-	8,341
	19,367	185,499	-	-	-	204,866
Total assets	296,376	305,646	-	-	-	602,022
LIABILITIES						
Current liabilities						
Trade and other payables	21,570	56,596	743	-	-	78,909
Borrowings	-	5,159	-	-	-	5,159
Provision for other liabilities and charges	918	-	-	-	-	918
Current income tax liabilities	-	887	-	-	-	887
	22,488	62,642	743	-	-	85,873

4. Statement of adjustments (Cont'd)

(d) Unaudited Pro Forma Consolidated Statement of Financial Position as at 31 December 2013 (Cont'd)

	Per audited consolidated statement of financial position of TGL 2013 $'000	Per audited consolidated statement of financial position of PT Suryamas 2013 $'000 [A]	Pro Forma Adjustments $'000 [B]	$'000 [C]	$'000 [D]	Unaudited Pro Forma Consolidated Statement of Financial Position 2013 $'000
Non-current liabilities						
Trade and other payables	-	3,726	-	-	-	3,726
Borrowings	139,873	15,484	-	-	-	155,357
Provision for other liabilities and charges	607	-	-	-	-	607
Derivative financial instruments	-	847	-	-	-	847
Estimated liabilities for employee benefits	-	2,248	-	-	-	2,248
	140,480	22,305	-	-	-	162,785
Total liabilities	162,968	84,947	743	-	-	248,658
NET ASSETS	133,408	220,699	(743)	-	-	353,364

NOTES TO THE UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS
For the financial years ended 31 December 2011, 2012 and 2013

4. Statement of adjustments (Cont'd)

(d) Unaudited Pro Forma Consolidated Statement of Financial Position as at 31 December 2013 (Cont'd)

	Per audited consolidated statement of financial position of TGL 2013 $'000	Per audited consolidated statement of financial position of PT Suryamas 2013 $'000 [A]	Pro Forma Adjustments $'000 [B]	$'000 [C]	$'000 [D]	Unaudited Pro Forma Consolidated Statement of Financial Position 2013 $'000
EQUITY						
Capital and reserves attributable to equity holders of the Company						
Share capital	123,745	159,913	-	(6,961)	-	276,697
Additional paid-in capital	-	237	-	(237)	-	-
Advance for subscription of shares	-	419	-	(419)	-	-
Acquisition of non-controlling interests	-	57,751	-	(57,751)	-	-
Other comprehensive income actuarial gain/(loss)	-	419	-	(318)	(101)	-
Other reserve	4,870	-	-	-	-	4,870
Translation reserve	(53)	(465)	-	13,002	(12,537)	(53)
Retained profits	4,985	2,425	(743)	2,457	-	9,124
	133,547	220,699	(743)	(50,227)	(12,638)	290,638
Non-controlling interests	(139)	-	-	50,227	12,638	62,726
Total equity	133,408	220,699	(743)	-	-	353,364

Notes:

[A] Being adjustment to include the financial results of PT Suryamas Dutamakmur Tbk as of 31 December 2013.
[B] Being adjustment to reflect the acquisition costs to be incurred in the financial year ended 31 December 2013.
[C] Being adjustment to reflect the effects of acquisition.
[D] Being adjustment of other comprehensive income attributed to non-controlling interests.

5. Significant accounting policies

The significant accounting policies adopted by the Enlarged Group, which have been consistently applied in preparing the Unaudited Pro Forma Consolidated Financial Statements set out in this report, are as follows:

5.1 Basis of preparation

The Unaudited Pro Forma Consolidated Financial Statements have been compiled from the financial statements stated in Note 3 and are based on the accounting policies to be adopted by the Enlarged Group. The significant accounting policies of the Enlarged Group, which are in conformity with Singapore Financial Reporting Standards ("FRS") and Interpretations to FRS ("INT FRS"), are set out below. The Unaudited Pro Forma Consolidated Financial Statements have been prepared under the historical cost convention, except as disclosed in the accounting policies below.

The Unaudited Pro Forma Consolidated Financial Statements are presented in Singapore Dollar ("SGD or $") and all values in the tables are rounded to the nearest thousand ($'000) as indicated.

The preparation of the Unaudited Pro Forma Consolidated Financial Statements in conformity with FRS requires the management to exercise its judgement in the process of applying the Enlarged Group's accounting policies. It also requires the use of certain critical accounting estimates and assumptions. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the Unaudited Pro Forma Consolidated Financial Statements are disclosed in Note 6 to the Unaudited Pro Forma Consolidated Financial Statements.

Interpretations and amendments to published standards effective in 2011, 2012 and 2013

On 1 January 2011, 1 January 2012 and 1 January 2013, the Enlarged Group adopted the new or amended FRS and Interpretations to FRS ("INT FRS") that are mandatory for application for the respective financial years. Changes to the Enlarged Group's accounting policies have been made as required, in accordance with the transitional provisions in the respective FRS and INT FRS.

The adoption of these new or amended FRS and INT FRS did not result in substantial changes to the accounting policies of the Enlarged Group and had no material effect on the amounts reported for the current or prior financial years.

New or amended Standards and Interpretations in 2013

Amendments to FRS 1 Presentation of items of Other Comprehensive Income

The Enlarged Group has early adopted the amendment to FRS 1 *Presentation of Items of Other Comprehensive Income* on 1 January 2011. The amendment is applicable retrospectively to annual periods beginning on or after 1 July 2012 with early adoption permitted. It requires items presented in other comprehensive income ("OCI") to be separated into two groups, based on whether or not they may be recycled to profit or loss in the future.

An additional statement of financial position and related notes at the beginning of the earliest comparative period is not presented as there is no impact on the statement of financial position.

5. Significant accounting policies (Cont'd)

5.1 Basis of preparation (Cont'd)

New or amended Standards and Interpretations in 2013

FRS 113 Fair Value Measurement

FRS 113 aims to improve consistency and reduce complexity by providing a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across FRSs. The requirements do not extend the use of fair value accounting but provide guidance on how it should be applied where its use is already required or permitted by other standards within FRSs.

The adoption of FRS 113 does not have any material impact on the accounting policies of the Enlarged Group. The Enlarged Group has incorporated the additional disclosures required by FRS 113 into the financial statements.

FRS 19 (revised) Employee benefits

FRS 19 (revised) amends the accounting for employment benefits. The Enlarged Group has applied the standard retrospectively in accordance with transition provision of the standard. The impact of the Enlarged Group has been in the following areas:

The standard replaces the interest cost on the defined benefit obligation and the expected return on plan assets with a net interest cost based on the net defined benefit asset or liability and the discount rate, measured at the beginning of the year. There is no change to determining the discount rate; this continues to reflect the yield on high-quality corporate bonds. This has increased the income statement charge as the discount rate applied to assets is lower than the expected return on assets. This has no effect on total comprehensive income as the increased charge in profit or loss is offset by a credit in other comprehensive income. The effect has been that the income statement charge for the current year has increased by $3,000 as the discount rate applied to assets is lower than the expected return on assets.

There is a new term "remeasurements". This is made up of actuarial gains and losses, the difference between actual investment returns and the return implied by the net interest cost.

The effect of the change in accounting policy on the statement of cash flows and on earnings per share was immaterial.

5.2 Group accounting

(a) Subsidiaries

(i) Consolidation

Subsidiaries are entities (including special purpose entities) over which the Enlarged Group has power to govern the financial and operating policies so as to obtain benefits from its activities, generally accompanied by a shareholding giving rise to a majority of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Enlarged Group controls another entity. Subsidiaries are consolidated from the date on which control is transferred to the Enlarged Group. They are de-consolidated from the date on which control ceases.

5. Significant accounting policies (Cont'd)

5.2 Group accounting (Cont'd)

(a) Subsidiaries (Cont'd)

(i) Consolidation (Cont'd)

In preparing the Unaudited Pro Forma Consolidated Financial Statements, transactions, balances and unrealised gains on transactions between group entities are eliminated. Unrealised losses are also eliminated but are considered an impairment indicator of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Enlarged Group.

Non-controlling interests are that part of the net results of operations and of net assets of a subsidiary attributable to the interests which are not owned directly or indirectly by the equity holders of the Company. They are shown separately in the Unaudited Pro Forma Consolidated Statement of Comprehensive Income, Unaudited Pro Forma Consolidated Statement of Changes in Equity and Unaudited Pro Forma Consolidated Statement of Financial Position. Total comprehensive income is attributed to the non-controlling interests based on their respective interests in a subsidiary, even if this results in the non-controlling interests having a deficit balance.

(ii) Acquisitions

The acquisition method of accounting is used to account for business combinations by the Enlarged Group.

The consideration transferred for the acquisition of a subsidiary or business comprises the fair value of the assets transferred, the liabilities incurred and the equity interests issued by the Enlarged Group. The consideration transferred also includes the fair value of any contingent consideration arrangement and the fair value of any pre-existing equity interest in the subsidiary.

Acquisition-related costs are expensed as incurred.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date.

On an acquisition-by-acquisition basis, the Enlarged Group recognises any non-controlling interest in the acquiree at the date of acquisition either at fair value or at the non-controlling interest's proportionate share of the acquiree's net identifiable assets.

The excess of (a) the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previously–held equity interest in the acquiree over the (b) fair values of the identifiable assets acquired net of the fair values of the liabilities and any contingent liabilities assumed, is recorded as goodwill. If those amounts are less than the fair value of the identifiable net assets of the subsidiary acquired and the measurement of all amounts has been reviewed, the difference is recognised directly in profit or loss as a gain on bargain purchase.

5. Significant accounting policies (Cont'd)

5.2 Group accounting (Cont'd)

(a) Subsidiaries (Cont'd)

(iii) Disposals

When a change in the Enlarged Group's ownership interest in a subsidiary results in a loss of control over the subsidiary, the assets and liabilities of the subsidiary including any goodwill are derecognised. Amounts previously recognised in other comprehensive income in respect of that entity are also reclassified to profit or loss or transferred directly to retained profits if required by a specific Standard.

Any retained equity interest in the entity is remeasured at fair value. The difference between the carrying amount of the retained interest at the date when control is lost and its fair value is recognised in profit or loss.

Please refer to the paragraph "Investments in subsidiaries" for the accounting policy on investments in subsidiaries in the separate financial statements of the Enlarged Group.

(b) Transactions with non-controlling interests

Changes in the Enlarged Group's ownership interest in a subsidiary that do not result in a loss of control over the subsidiary are accounted for as transactions with equity owners of the Company. Any difference between the change in the carrying amounts of the non-controlling interest and the fair value of the consideration paid or received is recognised within equity attributable to the equity holders of the Company.

5.3 Investments in subsidiaries

Investments in subsidiaries are carried at cost less accumulated impairment losses in the Company's statement of financial position. On disposal of such investments, the difference between disposal proceeds and the carrying amounts of the investments are recognised in profit or loss.

5.4 Property, plant and equipment

(a) Measurement

(i) Property, plant and equipment

Property, plant and equipment are initially recognised at cost and subsequently carried at cost less accumulated depreciation and accumulated impairment losses.

(ii) Components of costs

The cost of an item of property, plant and equipment initially recognised includes its purchase price and any cost that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

5. Significant accounting policies (Cont'd)

5.4 Property, plant and equipment (Cont'd)

(a) Measurement

(ii) Components of costs

The projected cost of dismantlement, removal or restoration is also recognised as part of the cost of property, plant and equipment if such obligation for the dismantlement, removal or restoration is incurred as a consequence of either acquiring the asset or using the asset for purpose other than to produce inventories.

(b) Depreciation

Depreciation on property, plant and equipment is calculated using the straight-line method to allocate their depreciable amounts over their estimated useful lives as follows:

	Useful lives
Plant and equipment	3 years
Motor vehicles	4-5 years
Furniture and fittings	3-8 years
Leasehold improvement	3 years
Land use rights	over the lease term period ranged from 37 to 50 years
Golf course	14-20 years
Golf and country club equipment	3-8 years
Buildings and club house	15-20 years

Land is stated at cost and not depreciated.

The residual values, estimated useful lives and depreciation method of property, plant and equipment are reviewed, and adjusted as appropriate, at the end of each reporting period. The effects of any revision are recognised in profit or loss when the changes arise.

Assets under construction represent the costs of assets under development. When assets under construction are completed and become operational they are recognised as property, plant and equipment and depreciated over their useful lives.

Fully depreciated assets are retained in the financial statements until they are no longer in use.

(c) Subsequent expenditure

Subsequent expenditure relating to property, plant and equipment that has already been recognised is added to the carrying amount of the asset only when it is probable that future economic benefits associated with the item will flow to the Enlarged Group and the cost of the item can be measured reliably. All other repair and maintenance expenses are recognised in profit or loss when incurred.

(d) Disposal

On disposal of an item of property, plant and equipment, the difference between the disposal proceeds and its carrying amount is recognised in profit or loss within "Other (losses)/gains - net".

5. Significant accounting policies (Cont'd)

5.5 Investment property

Investment properties represent residential units that are held for long-term rental yields. Investment properties include properties that are constructed or developed for future use as investment properties.

Investment properties are initially recognised at cost and subsequently carried at fair value, determined annually by independent professional valuers on the higher-and-best-use basis. Changes in fair values are recognised in profit or loss.

The cost of major renovations and improvements is capitalised and the carrying amounts of the replaced components are recognised are in profit or loss. The cost of maintenance, repairs and minor improvements is recognised in profit or loss when incurred.

On disposal of an investment property, the difference between the disposal proceeds and the carrying amount is recognised in profit or loss.

5.6 Goodwill on acquisition

Goodwill on acquisitions of subsidiaries and business on or after 1 January 2010 represents the excess of (a) the aggregate of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previously-held equity interest in the acquiree over (b) the fair value of the identifiable assets acquired net of the fair values of the liabilities and any contingent liabilities assumed.

Goodwill on acquisition of subsidiaries and business prior to 1 January 2010 and on acquisition of joint ventures and associated companies represents the excess of the cost of the acquisition over the fair value of the Enlarged Group's share of the identifiable net assets acquired.

Goodwill on subsidiaries is recognised separately as intangible assets and carried at cost less accumulated impairment losses.

Gains and losses on the disposal of subsidiaries include the carrying amount of goodwill relating to the equity sold, except for goodwill arising from acquisition prior to 1 January 2001. Such goodwill was adjusted against retained profits in the year of acquisition and is not recognised in profit or loss on disposal.

5.7 Impairment of non-financial assets

Property, plant and equipment
Investments in subsidiaries

Property, plant and equipment and investments in subsidiaries are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired.

For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash inflows that are largely independent of those from other assets. If this is the case, the recoverable amount is determined for the cash-generating units ("CGU") to which the asset belongs.

5. Significant accounting policies (Cont'd)

5.7 Impairment of non-financial assets (Cont'd)

If the recoverable amount of the asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount.

The difference between the carrying amount and recoverable amount is recognised as an impairment loss in profit or loss.

An impairment loss for an asset is reversed only if, there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. The carrying amount of this asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years.

A reversal of impairment loss for an asset is recognised in profit or loss.

5.8 Financial assets

(a) Classification

The Enlarged Group classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivables, held-to-maturity and available-for-sale. The classification depends on the nature of the asset and the purpose for which the assets were acquired. Management determines the classification of its financial assets at initial recognition and in the case of assets classified as held-to-maturity, re-evaluates this designation at the end of each reporting period.

(i) Financial assets, at fair value through profit or loss

This category has two sub-categories: financial assets held for trading, and those designated at fair value through profit or loss at inception. A financial asset is classified as held for trading if it is acquired principally for the purpose of selling in the short term. Financial assets designated as at fair value through profit or loss at inception are those that are managed and their performances are evaluated on a fair value basis, in accordance with a documented Enlarged Group investment strategy. Assets in this category are presented as current assets if they are either held for trading or are expected to be realised within 12 months after the end of the reporting period.

(ii) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are presented as current assets, except for those expected to be realised later than 12 months after the end of the reporting period which are presented as non-current assets. Loans and receivables are presented as "trade and other receivables" (Note 18) and "cash and cash equivalents" (Note 16) on the Unaudited Pro Forma Consolidated Statement of Financial Position.

5. Significant accounting policies (Cont'd)

5.8 Financial assets (Cont'd)

(a) Classification (Cont'd)

(iii) Held-to-maturity financial assets

Held-to-maturity financial assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Enlarged Group's management has the positive intention and ability to hold to maturity. If the Enlarged Group were to sell other than an insignificant amount of held-to-maturity financial assets, the whole category would be tainted and reclassified as available-for-sale. They are presented as non-current assets, except for those maturing within 12 months after the end of the reporting period which are presented as current assets.

(iv) Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are presented as non-current assets unless the investment matures or management intends to dispose of the assets within 12 months after the end of the reporting period.

(b) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade date – the date on which the Enlarged Group commits to purchase or sell the asset.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Enlarged Group has transferred substantially all risks and rewards of ownership. On disposal of a financial asset, the difference between the carrying amount and the sale proceeds is recognised in profit or loss. Any amount previously recognised in other comprehensive income relating to that asset is reclassified to profit or loss.

(c) Initial measurement

Financial assets are initially recognised at fair value plus transaction costs except for financial assets at fair value through profit or loss, which are recognised at fair value. Transaction costs for financial assets at fair value through profit or loss are recognised immediately as expenses.

(d) Subsequent measurement

Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables and held-to-maturity financial assets are subsequently carried at amortised cost using the effective interest method.

Changes in the fair values of financial assets at fair value through profit or loss including the effects of currency translation, interest and dividends, are recognised in profit or loss when the changes arise.

5. Significant accounting policies (Cont'd)

5.8 Financial assets (Cont'd)

(d) Subsequent measurement (Cont'd)

Interest and dividend income on available-for-sale financial assets are recognised separately in income. Changes in the fair values of available-for-sale debt securities (i.e. monetary items) denominated in foreign currencies are analysed into currency translation differences on the amortised cost of the securities and other changes; the currency translation differences are recognised in profit or loss and the other changes are recognised in other comprehensive income and accumulated in the fair value reserve. Changes in the fair values of available-for-sale equity securities (i.e. non-monetary items) are recognised in other comprehensive income and accumulated in the fair value reserve, together with the related currency translation differences.

(e) Impairment

The Enlarged Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired and recognises an allowance for impairment when such evidence exists.

(i) Loans and receivables/Held-to-maturity financial assets

Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy and default or significant delay in payments are objective evidence that these financial assets are impaired.

The carrying amount of these assets is reduced through the use of an impairment allowance account which is calculated as the difference between the carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. When the asset becomes uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are recognised against the same line item in profit or loss.

The impairment allowance is reduced through profit or loss in a subsequent period when the amount of impairment loss decreases and the related decrease can be objectively measured. The carrying amount of the asset previously impaired is increased to the extent that the new carrying amount does not exceed the amortised cost had no impairment been recognised in prior periods.

(ii) Available-for-sale financial assets

In addition to the objective evidence of impairment described in Note 5.8(e)(i), a significant or prolonged decline in the fair value of an equity security below its cost is considered as an indicator that the available-for-sale financial asset is impaired.

If any evidence of impairment exists, the cumulative loss that was previously recognised in other comprehensive income is reclassified to profit or loss. The cumulative loss is measured as the difference between the acquisition cost (net of any principal repayments and amortisation) and the current fair value, less any impairment loss previously recognised as an expense. The impairment losses recognised as an expense on equity securities are not reversed through profit or loss.

5. Significant accounting policies (Cont'd)

5.8 Financial assets (Cont'd)

(f) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the Unaudited Pro Forma Consolidated Statement of Financial Position when there is a legally enforceable right to offset and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

5.9 Construction contracts

When the outcome of a construction contract can be estimated reliably, contract revenue and contract costs are recognised as revenue and expenses respectively by reference to the stage of completion of the contract activity at the end of the reporting period ("percentage-of-completion method"). When the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised to the extent of contract costs incurred that are likely to be recoverable. When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

Contract revenue comprises the initial amount of revenue agreed in the contract and variations in the contract work and claims that can be measured reliably. A variation or a claim is recognised as contract revenue when it is probable that the customer will approve the variation or negotiations have reached an advanced stage such that it is probable that the customer will accept the claim.

The stage of completion is measured by reference to the proportion of contract costs incurred to date to the estimated total costs for the contract. Costs incurred during the financial year in connection with future activity on a contract are excluded from the costs incurred to date when determining the stage of completion of a contract. Such costs are shown as construction contract work-in-progress on the Unaudited Pro forma Consolidated Statement of Financial Position unless it is not probable that such contract costs are recoverable from the customers, in which case, such costs are recognised as an expense immediately.

At the end of the reporting period, the cumulative costs incurred plus recognised profit (less recognised losses) on each contract is compared against the progress billings. Where the cumulative costs incurred plus the recognised profits (less recognised losses) exceed progress billings, the surplus representing amount due from customers is shown as construction contract within "trade and other receivables". Where progress billings exceed the cumulative costs incurred plus recognised profits (less recognised losses), the surplus representing amount due to customers is shown as advances received within "trade and other payables".

5.10 Development properties

Development properties are those properties which are held with the intention for development and sale in the ordinary course of business. They are stated at the lower of cost plus a portion of attributable profit (where appropriate) less progress billings and the estimated net realisable value. Net realisable value represents the estimated selling price less costs to be incurred in selling the property.

5. Significant accounting policies (Cont'd)

5.10 Development properties (Cont'd)

The cost of properties under development comprises specifically identified costs, including acquisition costs, development expenditure, borrowing costs and other related expenditure. Borrowing costs payable on loans funding a development property are also capitalised, on a specific identification basis as part of the cost of the development property until the completion of development. The cumulative impact of a revision in estimates is recorded in the period such revisions become likely and estimable. When it is probable that cost of development property will exceed sale proceed of the development property, the expected loss is recognised as an expense immediately. The development properties in progress have operating cycles longer than one year.

5.11 Trade and other payables

Trade and other payables represent liabilities for goods and services provided to the Enlarged Group prior to the end of financial year which are unpaid. They are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). Otherwise, they are presented as non-current liabilities.

Trade and other payables are initially recognised at fair value, and subsequently carried at amortised cost using the effective interest method.

5.12 Provisions

Provisions for warranty, restructuring costs and legal claims are recognised when the Enlarged Group has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

The Enlarged Group recognises the estimated liability to repair or replace products still under warranty at the end of the reporting period. This provision is calculated based on historical experience of the level of repairs and replacements.

Other provisions are measured at the present value of the expenditure expected to be required to settle the obligation using a pre-tax discount rate that reflects the current market assessment of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised in the Unaudited Pro Forma Consolidated Statement of Comprehensive Income as finance expenses.

Changes in the estimated timing or amount of the expenditure or discount rate are recognised in profit or loss when the changes arise.

5.13 Financial guarantees

The Company has issued corporate guarantees to banks for borrowings of its subsidiaries. These guarantees are financial guarantees as they require the Company to reimburse the banks if the subsidiaries fail to make principal or interest payments when due in accordance with the terms of their borrowings.

Financial guarantees are initially recognised at their fair values plus transaction costs in the Company's statement of financial position.

5. Significant accounting policies (Cont'd)

5.13 Financial guarantees (Cont'd)

Financial guarantees are subsequently amortised to profit or loss over the period of the subsidiaries' borrowings, unless it is probable that the Company will reimburse the banks for an amount higher than the unamortised amount. In this case, the financial guarantees shall be carried at the expected amount payable to the banks in the Company's statement of financial position.

Intra-group transactions are eliminated on consolidation.

5.14 Borrowings

Borrowings are presented as current liabilities unless the Enlarged Group has an unconditional right to defer settlement for at least 12 months after the end of the reporting period, in which case they are presented as non-current liabilities.

(a) Borrowings

Borrowings are initially recognised at fair value (net of transaction costs) and subsequently carried at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

(b) Convertible bonds

The total proceeds from convertible bonds issued are allocated to the liability component and the equity component, which are separately presented on the Unaudited Pro Forma Consolidated Statement of Financial Position.

The liability component is recognised initially at its fair value, determined using a market interest rate for equivalent non-convertible bonds. It is subsequently carried at amortised cost using the effective interest method until the liability is extinguished on conversion or redemption of the bonds.

The difference between the total proceeds and the liability component is allocated to the conversion option (equity component), which is presented in equity net of any deferred tax effect. The carrying amount of the conversion option is not adjusted in subsequent periods. When the conversion option is exercised, the carrying amount of the liability and equity components are transferred to the share capital. When the conversion option lapses, the carrying amount is transferred to retained profits.

5.15 Inventories

Inventories are carried at the lower of cost and the net realisable value. Cost is determined using the first-in, first-out method. Net realisable value is estimated selling price in the ordinary course of business, less the estimated costs of completion and applicable variable selling expenses.

5.16 Revenue recognition

Sales comprise the fair value of the consideration received or receivable for the sale of goods and rendering of services in the ordinary course of the Enlarged Group's activities. Sales are presented, net of goods and services tax, rebates and discounts, and after eliminating sales within the Enlarged Group.

5. Significant accounting policies (Cont'd)

5.16 Revenue recognition (Cont'd)

The Enlarged Group recognises revenue when the amount of revenue and related cost can be reliably measured, it is probable that the collectability of the related receivables is reasonably assured and when the specific criteria for each of the Enlarged Group's activities are met as follows:

(a) Rental income

Rental income from operating leases (net of any incentives given to the lessees) is recognised on a straight-line basis over the lease term.

(b) Revenue from construction contracts

Revenue from construction contracts are recognised based on the percentage-of-completion method as disclosed in Note 5.9.

(c) Rendering of service, car park rental and educational revenue

Revenue from services is recognised when services are rendered.

(d) Revenue from development properties, sales of land and houses

Development properties for sale

The Enlarged Group recognises income on property development projects when the significant risks and rewards of ownership have been transferred to the purchasers.

For development projects under progressive payment scheme in Singapore, whereby the legal terms in the sale contracts result in continuous transfer of work-in-progress to the purchasers, revenue is recognised based on the percentage-of-completion method. Under the percentage-of-completion method, profit is brought into profit or loss only in respect of sales procured and to the extent that such profit relates to the progress of construction work. The progress of construction work is measured by the proportion of the construction costs incurred to date to the estimated total construction costs for each project.

For development projects under deferred payment scheme in overseas development projects, the construction revenue will be recognised upon the transfer of significant risks and rewards of ownership, which generally coincides with the time the development units are delivered to the purchasers.

(e) Interest income

Interest income, including income arising from other financial instruments, is recognised using the effective interest method.

(f) Management fee income

Management fee income is recognised when services are rendered.

(g) Dividend income

Dividend income is recognised when the right to receive payment is established.

5. Significant accounting policies (Cont'd)

5.16 Revenue recognition (Cont'd)

(h) Golf membership and membership fees

Golf membership and membership fees consist of the follow:

Type of membership	Refundable	Non refundable	Period
Founder	90%	10%	1993 – 1995
Gold Chartered	50%	50%	1995 – 1996
Chartered	-	100%	1996 onwards

Refundable deposits will be returned to the members after 30 years at Rupiah equivalent when the fees were received. Non-refundable deposits are recognised as revenue when 10% of the golf membership fees have been collected.

5.17 Employee compensation

Employee benefits are recognised as an expense, unless the cost qualifies to be capitalised as an asset.

(a) Defined contribution plans

Defined contribution plans are post-employment benefit plans under which the Enlarged Group pays fixed contributions into separate entities such as the Central Provident Fund on a mandatory, contractual or voluntary basis. The Enlarged Group has no further payment obligations once the contributions have been paid.

(b) Employee leave entitlement

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the end of the reporting period.

(c) Share-based compensation

The Enlarged Group operates an equity-settled, share-based compensation plan. The value of the employee services received in exchange for the grant of options is recognised as an expense with a corresponding increase in the share option reserve over the vesting period. The total amount to be recognised over the vesting period is determined by reference to the fair value of the options granted on the date of the grant. Non-market vesting conditions are included in the estimation of the number of shares under options that are expected to become exercisable on the vesting date. At the end of each reporting period, the Enlarged Group revises its estimates of the number of shares under options that are expected to become exercisable on the vesting date and recognises the impact of the revision of the estimates in profit or loss, with a corresponding adjustment to the share option reserve over the remaining vesting period.

When the options are exercised, the proceeds received (net of transaction costs) and the related balance previously recognised in the share option reserve are credited to share capital account, when new ordinary shares are issued, or to the "treasury shares" account, when treasury shares are re-issued to the employees.

5. Significant accounting policies (Cont'd)

5.17 Employee compensation (Cont'd)

(c) Share-based compensation (Cont'd)

If an equity-settled, share-based compensation is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the compensation is recognised immediately.

(d) Retirement benefits

Employees and directors of the Enlarged Group with more than one year of service are entitled to receive a lump-sum payment upon termination of their employment depending on their length of service and rate of pay at the time of termination, regardless of the reason for termination. The expected costs of these benefits are accrued over the period of employment using an accounting methodology similar to that for defined benefit plans. A defined benefit plan is a pension plan that defines an amount of pension benefit to be provided, usually as a function of one or more factors such as age, years of service or compensation.

The liability recognised in the Unaudited Pro Forma Consolidated Statement of Financial Position in respect of defined benefit plans is the present value of the defined obligation at the end of the reporting period less the fair value of the plan assets, together with adjustments for unrecognised actuarial gains or losses and past service costs. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit cost method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using the interest rate of high-quality corporate bonds and government bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension liability.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period when they arise.

Past service costs are recognised immediately in profit or loss.

5.18 Borrowing costs

Borrowing costs are recognised in profit or loss using the effective interest method except for those costs that are directly attributable to the development of properties and assets under construction. This includes those costs on borrowings acquired specifically for the development of properties and assets under construction, as well as those in relation to general borrowings used to finance the development of properties and assets under construction.

The actual borrowing costs incurred during the period up to the issuance of the temporary occupation permit less any investment income on temporary investment of these borrowings, are capitalised in the cost of the property under development. Borrowing costs on general borrowings are capitalised by applying a capitalisation rate to development expenditures that are financed by general borrowings.

5. Significant accounting policies (Cont'd)

5.19 Fair value estimation of financial assets and liabilities

The fair values of financial instruments traded in active markets (such as exchange-traded and over-the-counter securities and derivatives) are based on quoted market prices at the end of the reporting period. The quoted market prices used for financial assets are the current bid prices.

The fair values of financial instruments that are not traded in an active market are determined using valuation techniques. The Enlarged Group uses a variety of methods and makes assumptions based on market conditions that are existing at the end of each reporting period. Where appropriate, quoted market prices or dealer quotes for similar instruments are used. Valuation techniques, such as discounted cash flow analysis, are also used to determine the fair values of the financial instruments.

The carrying amounts of current financial assets and liabilities carried at amortised cost approximate their fair values.

5.20 Leases

(a) When the Enlarged Group is the lessee:

The Enlarged Group leases land, premises and office equipment under operating leases from non-related parties.

Lessee - Operating leases

Leases where substantially all risks and rewards incidental to ownership are retained by the lessors are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessors) are recognised in profit or loss on a straight-line basis over the period of the lease.

(b) When the Enlarged Group is the lessor:

The Enlarged Group leases land, premises and investment properties under operating leases to non-related parties.

Lessor - Operating leases

Leases where the Enlarged Group retains substantially all risks and rewards incidental to ownership are classified as operating leases. Rental income from operating leases (net of any incentives given to the lessees) is recognised in profit or loss on a straight-line basis over the lease term.

Contingent rents are recognised as an income in profit or loss when earned.

5.21 Income taxes

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

5. Significant accounting policies (Cont'd)

5.21 Income taxes (Cont'd)

Deferred income tax is recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

A deferred income tax liability is recognised on temporary differences arising on investments in subsidiaries, except where the Enlarged Group is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

A deferred income tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

Deferred income tax is measured:

(i) at the tax rates that are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period; and

(ii) based on the tax consequence that will follow from the manner in which the Enlarged Group expects, at the end of the reporting period, to recover or settle the carrying amounts of its assets and liabilities, except for investment properties. Investment property measured at fair value is presumed to be recovered entirely through sale.

Current and deferred income taxes are recognised as income or expense in profit or loss.

5.22 Currency translation

(a) Functional and presentation currency

Items included in the financial statements of each entity in the Enlarged Group are measured using the currency of the primary economic environment in which the entity operates ("functional currency"). The financial statements are presented in Singapore Dollar, which is the functional currency of the Company.

(b) Transactions and balances

Transactions in a currency other than the functional currency ("foreign currency") are translated into the functional currency using the exchange rates at the dates of the transactions. Currency translation differences resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the closing rates at the end of the reporting period are recognised in profit or loss. However, in the Unaudited Pro Forma Consolidated Financial Statements, currency translation differences arising from borrowings in foreign currencies and other currency instruments designated and qualifying as net investment hedges and net investment in foreign operations, are recognised in other comprehensive income and accumulated in the currency translation reserve.

5. Significant accounting policies (Cont'd)

5.22 Currency translation (Cont'd)

(b) Transactions and balances (Cont'd)

When a foreign operation is disposed of or any loan forming part of the net investment of the foreign operation is repaid, a proportionate share of the accumulated currency translation differences is reclassified to the Unaudited Pro Forma Consolidated Statement of Comprehensive Income, as part of the gain or loss on disposal.

Foreign exchange gains and losses that relate to borrowings are presented in the Unaudited Pro Forma Consolidated Statement of Comprehensive Income within "finance expense". All other foreign exchange gains and losses impacting profit or loss are presented in the Unaudited Pro Forma Consolidated Statement of Comprehensive Income within "Other (losses)/gains - net".

Non-monetary items measured at fair values in foreign currencies are translated using the exchange rates at the date when the fair values are determined.

(c) Translation of Enlarged Group entities' financial statements

The results and financial position of all the Enlarged Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

(i) assets and liabilities are translated at the closing exchange rates at the end of the reporting period;

(ii) income and expenses are translated at average exchange rates (unless the average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated using the exchange rates at the dates of the transactions); and

(iii) all resulting currency translation differences are recognised in other comprehensive income and accumulated in the currency translation reserve. These currency translation differences are reclassified to profit or loss on disposal or partial disposal of the entity giving rise to such reserve.

5.23 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief executive officer who is responsible for allocating resources and assessing performance of the operating segments.

5.24 Cash and cash equivalents

For the purpose of presentation in the Unaudited Pro Forma Consolidated Statement of Cash Flows, cash and cash equivalents include cash on hand and deposits with financial institutions which are subject to an insignificant risk of changes in value, less cash subject to restriction.

5.25 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares are deducted against the share capital account.

5. Significant accounting policies (Cont'd)

5.26 Government grants

Grants from the government are recognised as a receivable at their fair value when there is reasonable assurance that the grants will be received and the Enlarged Group will comply with all the attached conditions.

Government grants receivable are recognised as income over the periods necessary to match them with the related costs which they are intended to compensate, on a systematic basis. Government grants relating to expenses are shown separately as other income.

Government grants relating to assets are deducted against the carrying amounts of the assets.

5.27 Derivative financial instruments and hedging activities

A derivative financial instrument is initially recognised at its fair value on the date the contract is entered into and is subsequently carried at its fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged.

Fair value changes on derivatives that are not designated or do not qualify for hedge accounting are recognised in profit or loss when the changes arise.

Convertible instruments with embedded derivative

Convertible loan with conversion option are accounted for as financial liability with an embedded equity conversion derivative based on the terms of the contract.

On issuance of convertible loans, the embedded option is recognised at its fair value as derivative liability with subsequent changes in fair value recognised in profit or loss.

The remainder of the proceeds is allocated to the liability component that is carried at amortised cost until the liability is extinguished on conversion or redemption.

When an equity conversion option is exercised, the carrying amounts of the liability component and the equity conversion option are derecognised with a corresponding recognition of share capital.

5.28 Discontinued operations

A discontinued operation is a component of an entity that either has been disposed of, or that is classified as held for sale and:

(a) represents a separate major line of business or geographical area of operations; or

(b) is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations; or

(c) is a subsidiary acquired exclusively with a view to resale

6. Critical accounting estimates, assumptions and judgements

Estimates, assumptions and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Critical accounting estimates and assumptions

(a) Provisions for other liabilities and charges

Provisions for warranty claims are based on (i) % of the contract sum; and (ii) physical verification by surveyor of the defect liabilities. The warranty period ranges between 10 - 14 years.

Provisions for other liabilities and charges mainly comprise amounts related to contractual obligations and penalties to customers and estimated losses on customer contracts, as well as supplier or subcontractor claims and/or disputes. Management estimates the required amounts of provision based on past experience and similar risk characteristics. As at 31 December 2013, provision for other liabilities and charges amounted to $1,525,000.

If claims cost differ by 10% from management's estimates, the provision for other liabilities and charges will be an estimated $153,000 higher or lower.

(b) Post-employment pension obligations

The present value of the post-employment pension obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost (income) for pensions include the discount rate. Any changes in these assumptions will impact the carrying amount of pension obligations.

The Enlarged Group determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the pension obligations. In determining the appropriate discount rate, the Enlarged Group considers the interest rates of high quality corporate bonds that are denominated in the currency in which the benefits will be paid, and have a tenure approximating the tenure of the related pension liability.

Other key assumptions for pension obligations are based in part on current market conditions. As at 31 December 2013, estimated liabilities for employee benefits amounted to $2,248,000.

If the discount rate used has been higher/lower by 1% from management estimates, the carrying amount of pension obligations will be an estimated $110,000 lower or $126,000 higher.

If claims cost differ by 10% from management's estimates, the provision for other liabilities and charges will be an estimated $225,000 higher or lower.

6. Critical accounting estimates, assumptions and judgements (Cont'd)

Critical accounting estimates and assumptions (Cont'd)

(c) Impairment of loans and receivables

Management reviews its loans and receivables for objective evidence of impairment at least quarterly. Significant financial difficulties of the debtor, the probability that the debtor will enter bankruptcy, and default or significant delay in payments are considered objective evidence that a receivable is impaired. In determining this, management makes judgement as to whether there is observable data indicating that there has been a significant change in the payment ability of the debtor, or whether there have been significant changes with adverse effect in the technological, market, economic or legal environment in which the debtor operates in.

Where there is objective evidence of impairment, management has made judgement as to whether an impairment loss should be recorded as an expense. In determining this, management has used estimates based on historical loss experience for assets with similar credit risk characteristics. The methodology and assumptions used for estimating both the amount and timing of future cash flows are reviewed regularly to reduce any differences between the estimated loss and actual loss experience. The carrying amount of the receivables is disclosed in Note 18 to the Unaudited Pro Forma Consolidated Statement of Financial Position.

If the net present values of estimated cash flows had been lower by 10% from management's estimates for all past due loans and receivables, the allowance for impairment of the Enlarged Group would have been higher by $1,142,000 for the financial year ended 31 December 2013.

(d) Revenue from development properties

The Enlarged Group recognises revenue for sales of development properties by reference to the stage of completion of the properties. The stage of completion is measured by reference to the contract costs incurred to date compared to the estimated total costs (including costs to complete) of the projects.

Significant assumptions are required to estimate the total contract costs and the recoverable variation works that will affect the stage of completion and the contract revenue respectively. In making these estimates, management has relied on past experience and the work of specialists. The carrying amount of development properties at the end of the reporting period is disclosed in Note 19.

If the total contract costs of uncompleted properties increase/decrease by 10% from management's estimates, the Enlarged Group's revenue and profit would have been higher/lower by $868,000/$1,061,000 and $442,000/$540,000 respectively.

NOTES TO THE UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS
For the financial years ended 31 December 2011, 2012 and 2013

7. Revenue

	Enlarged Group		
	2011 $'000	2012 $'000	2013 $'000
Educational revenues	170	174	149
Golf course, country club and estate management revenues	5,210	5,217	5,078
Golf membership fees	1,714	1,420	1,678
Revenue from development properties	2	-	-
Rental income	4,815	5,456	4,395
Rendering of services	88	232	199
Sales of land and houses	31,722	28,908	32,588
Construction revenue	-	-	9,618
	43,721	41,407	53,705

8. Cost of sales

	Enlarged Group		
	2011 $'000	2012 $'000	2013 $'000
Educational expenses	20	16	9
Golf course, country club and estate management	5,011	4,898	5,382
Land and houses	18,597	18,754	19,127
Rental costs	2,054	2,013	2,152
Developmental costs	-	-	7,966
Reversal of provision for warranty and legal contingencies	(574)	(380)	(465)
Others	207	195	252
	25,315	25,496	34,423

NOTES TO THE UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS
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9. Other (losses)/gains - net

	Enlarged Group		
	2011 $'000	2012 $'000	2013 $'000
Reversal of impairment of trade receivables	332	11	-
Bad debts written-off	(2)	-	(12)
Currency translation gain/(loss)	8	(305)	606
Deposit written-off	(1,747)	-	-
Fair value gain on financial assets, at fair value through profit or loss	114	585	239
Gain on disposal of property, plant and equipment	17	54	19
Interest income	1,267	2,721	3,565
Dividend income	-	40	37
Loss on disposal of financial assets, at fair value through profit or loss	(27)	-	-
Loss on disposal of held-to-maturity financial assets	-	(92)	-
Gain on disposal of associated companies	-	21,191	-
Loss on acquisition of part of non-controlling interests in subsidiaries	(88)	-	-
Management fee income	1,121	425	473
Reversal of/(provision for) other liabilities and charges	702	(36)	-
Amortisation of financial instruments	(207)	4,274	187
Fair value gain on investment property	-	1,437	-
Others	646	503	680
	2,136	30,808	5,794
Presented in Unaudited Pro Forma Consolidated Statement of Comprehensive Income:			
Other income	2,825	29,237	5,373
Other (losses)/gains - net	(689)	1,571	421
	2,136	30,808	5,794

10. Distribution and marketing expenses

	Enlarged Group		
	2011 $'000	2012 $'000	2013 $'000
Advertising and promotion	1,218	3,288	5,576
Commission	236	568	617
Other	404	596	15
	1,858	4,452	6,208

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11. Administrative expenses

	Enlarged Group		
	2011 $'000	2012 $'000	2013 $'000
Fees on audit services paid/payable to:			
- Auditor of the Company	52	58	74
- Other auditor	101	36	49
Fees on non-audit services paid/payable to:			
- Auditor of the Company	-	3	22
- Other auditors	-	-	10
Employees compensation (Note 13)	11,093	13,694	11,830
Depreciation of property, plant and equipment	1,356	709	714
Rental	647	596	591
Utilities	187	277	294
Transportation and travel	364	421	538
Repairs, maintenance and security	160	166	185
Consultancy fees	838	222	972
Entertainment and donation	162	171	263
Office supplies	112	235	246
Insurance	163	77	79
Legal and professional fees	743	-	-
Others	735	862	833
	16,713	17,527	16,700

12. Finance expenses

	Enlarged Group		
	2011 $'000	2012 $'000	2013 $'000
Interest expense			
- bank borrowings	430	2,871	3,929
- financial institutions loans	3	19	15
- bonds payable	180	164	1,478
- provision expense	26	-	-
- finance lease liabilities	7	-	-
	646	3,054	5,422
Less: Borrowing costs capitalised in development properties	-	(1,491)	(2,455)
Finance expenses recognised in profit or loss	646	1,563	2,967

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13. Employee compensation

	Enlarged Group		
	2011 $'000	2012 $'000	2013 $'000
Salaries, allowances and bonuses	8,497	10,727	10,627
Pension costs of defined contribution plans	183	112	170
Employee share option expense	1,818	2,464	632
Employee benefit	452	391	401
	10,950	13,694	11,830
Amounts attributable to discontinued operations	143	-	-
Amounts attributable to continuing operations	11,093	13,694	11,830

14. Income tax expense

	Enlarged Group		
	2011 $'000	2012 $'000	2013 $'000
Tax expense attributable to profit is made up of:			
Profit for the financial year			
Current income tax			
- Foreign	1,729	1,554	1,968
Deferred income tax	(46)	(48)	(55)
Total	1,683	1,506	1,913

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14. Income tax expense (Cont'd)

The tax on the Enlarged Group's profit/(loss) before income tax differs from the theoretical amount that would arise using the Singapore standard rate of income tax is as follow:

	Enlarged Group		
	2011 $'000	2012 $'000	2013 $'000
Profit/(loss) before income tax from			
- continuing operations	26,310	22,626	(799)
- discontinued operations	318	-	-
	26,628	22,626	(799)
Share of results of associated companies, net of tax	(20,103)	551	-
Profit before income tax and share of results of associated companies	6,525	23,177	(799)
Tax calculated at tax rate of 17% (2012 and 2011: 17%)	1,109	3,940	(136)
Effects of:			
- Expenses not deductible for tax purposes	923	1,072	1,387
- Income not subject to tax	(1,680)	(4,564)	(1,787)
- Deferred income tax assets not recognised	506	669	462
- Utilisation of previously unrecognised tax losses	(45)	-	(12)
- Statutory stepped income exemption	(68)	-	-
- Different tax rates in other countries	1,752	1,452	1,305
- Tax incentives	(3)	-	-
- Others	(765)	(1,015)	749
Tax charge	1,729	1,554	1,968

Deferred income tax assets are recognised for tax losses carried forward to the extent that realisation of the related tax benefits through future taxable profits is probable. The Enlarged Group has unrecognised tax losses of approximately $14,833,000 at the end of the financial year which can be carried forward and used to offset against future taxable income subject to the agreement of the tax authority and compliance with certain statutory requirements. The tax losses have no expiry date.

15. Earnings/(losses) per share

(a) Basic earnings/(losses) per share

Basic earnings/(losses) per share is calculated by dividing the net profit/(loss) of the financial year attributable to equity holders of the company by the weighted average number of ordinary shares outstanding during the respective financial years.

	Continuing operations			Discontinued operations			Total		
	2011	2012	2013	2011	2012	2013	2011	2012	2013
Enlarged Group									
Net profit attributable to equity holders of the Company ($'000)	23,686	19,659	(3,406)	318	-	-	24,004	19,659	(3,406)
Weighted average number of ordinary shares outstanding for basic earnings per share ('000)	29,777,806	30,137,684	30,330,239	29,777,806	30,137,684	30,330,239	29,777,806	30,137,684	30,330,239
Basic earnings/(losses) per share (cents per share)	0.08	0.07	(0.01)	#	N.A	N.A	0.08	0.07	(0.01)

15. Earnings/(losses) per share (Cont'd)

(b) Diluted earnings/(losses) per share

For the purpose of calculating diluted earnings/(losses) per share, profit/(loss) attributable to equity holders of the Company and the weighted average number of ordinary shares outstanding are adjusted for the effects of all dilutive potential shares. The Company has two categories of dilutive potential ordinary shares: warrants and share options.

Warrants are assumed to have been converted into ordinary shares at issuance.

For share options, the weighted average number of shares on issue has been adjusted as if all dilutive share options were exercised. The number of shares that could have been issued upon the exercise of all dilutive share options less the number of share that could have been issued at fair value (determined as the Company's average share price for the financial year) for the same total proceeds is added to the denominator as the number of shares issued for no consideration. No adjustment is made to the total profit/(loss).

	Continuing operations			Discontinued operations			Total		
	2011	2012	2013	2011	2012	2013	2011	2012	2013
Enlarged Group									
Total profit attributable to equity holders of the Company ($'000)	23,686	19,659	(3,406)	318	-	-	24,004	19,659	(3,406)
Weighted average number of ordinary shares outstanding for diluted earnings per share ('000)	38,686,277	38,943,209	38,452,454	38,686,277	38,943,209	38,452,454	38,686,277	38,943,209	38,452,454
Diluted earnings per share (cents per share)	0.06	0.05	(0.01)	#	N.A	N.A	0.06	0.05	(0.01)

Less than $0.001

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16. Cash and cash equivalents

	Enlarged Group 2013 $'000
Cash at bank and on hand	11,409
Cash at bank – project account [(1)]	7,826
Short-term bank deposits	67,474
	86,709

Short-term bank deposits amounting to $120,000 have been pledged to banks as securities for the banking facilities of certain subsidiaries (Note 27).

Short-term bank deposits are made for varying periods of between one month and twelve months depending on the immediate cash requirements of the Enlarged Group, and earn interests at the respective short-term deposit rates.

[(1)] The cash is held under the Housing Developer Act (Project Account) Rules (1997 Ed.), withdrawals from which are restricted to payments for expenditure incurred on project under development and conditions as stipulated under the said Rules.

For the purpose of presenting the Unaudited Pro Forma Consolidated Statement of Cash Flows, cash and cash equivalents comprise the following:

	Enlarged Group 2013 $'000
Cash and bank balances (as above)	86,709
Less: Bank deposits pledged	(120)
Cash and cash equivalents per Unaudited Pro Forma Consolidated Statement of Cash Flows	86,589

17. Financial assets, at fair value through profit or loss

	Enlarged Group 2013 $'000
Designated at fair value on initial recognition	
Listed securities:	
- Singapore	504
- United States	2,372
	2,876

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18. Trade and other receivables

	Enlarged Group 2013 $'000
Trade receivables	
- Non-related parties	4,351
Less: Allowance for impairment of trade receivables	(2,168)
Trade receivables - net	2,183
Other receivables	
- Non-related parties	9,240
Deposits	98
Prepayments	508
Advance payments	3,725
Prepaid tax	2,820
Accrued interest receivables	88
Security deposit	209
	7,448
Total trade and other receivables	18,871

Included in advance payments were prepaid expenses of land purchase and development properties.

19. Development properties

	Enlarged Group 2013 $'000
Current	
Properties under development, sold units for which revenue is recognised using percentage of completion method	
Aggregate cost incurred and profits recognised (less losses recognised) to date on uncompleted construction contracts	218,253
Progress billings	(9,618)
	208,635
Properties under development, sold units for which revenue is recognised using completion method	
Properties held for sale and under development	79,881
Total development properties	288,516
Non-current	
Land for development	163,134
	451,650

19. Development properties (Cont'd)

During the financial year, $2,455,000 of borrowing costs was capitalised as cost of development properties. The interest rate is between 1.74% and 1.81%.

The freehold lands under development have been pledged as security for borrowings (Note 27).

As at 31 December 2013, the development properties held by the Enlarged Group are as follows:

Details of properties in Singapore:-

Location	Description	Tenure	Estimated percentage of completion	Expected date of completion	Site area (sq. m)	Gross floor area	Enlarged Group's effective interest in the property
			%				%
Properties in the course of development							
Braddell Road Singapore	5 storey apartments with facilities	Freehold	11.8	June 2016	7,700	10,780	95
Sommerville Walk Singapore	5 storey apartments with facilities	Freehold	13.9	June 2016	2,555	3,577	95
Bartley Road Singapore	5 storey apartments with facilities	Freehold	3.8	December 2016	7,084	9,917	100

19. Development properties (Cont'd)

Details of properties in Indonesia:-

Property	Type of permit	Approximate area (hectares)	Use of property	Encumbrances
Rancamaya I	Right to build	**45.0	Land and building ready for sale	
Rancamaya I	Deed of Relinquishment	*37.5	Raw land	
Rancamaya I	Right to build	*2.3	Hotel building in progress	
Rancamaya II	Deed of Relinquishment	*87.5	Raw land	
Rancamaya III	Deed of Relinquishment	*28.4	Raw land	
Rancamaya IV	Deed of Relinquishment	*9.8	Raw land	
Harvest City	Right to build & Deed of Relinquishment	**614.3	Raw land	PT Bank Tabungan Negara (Persero) Tbk: 265.5 hectares
Harvest City	Right to build	*26.8	Land and building ready for sale	
Tajur Project	Right to build	*4.0	Land and building ready for sale	
Tajur Project	Deed of Relinquishment	*26.2	Raw land	PT Bank Pan Indonesia Tbk: 4.8 hectares

* Refer to Net Land Area ready for sale and development
** Refer to Gross Land Area

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20. Investment properties

	Enlarged Group 2013 $'000
Assets under construction	
Beginning of financial year	-
Transfer from property, plant and equipment (Note 22)	9,550
End of financial year	9,550

Investment properties are initially recognised at cost and subsequently carried at fair value. However, where the fair value of the investment properties under construction are not reliably measurable, the properties are measured at cost until the earlier of the date construction is completed or the date which the fair value becomes reliably measurable. As at 31 December 2013, the investment properties are still under construction. The details of the Enlarged Group's investment properties are as follows:

Location	Description	Tenure
31 Tomlison Road, Tomlinson Heights	2 residential units	Freehold

21. Investment in subsidiaries

Details of the subsidiaries are as follows:

Name of subsidiaries	Principal activities	Country of incorporation	Equity holding 2013 %
Held by the Company			
Raintree Cove Pte. Ltd	Property and facility management	Singapore	100.00
Top Global Properties Pte. Ltd.	Dormant	Singapore	100.00
Top Global China Pte. Ltd.	Dormant	Singapore	100.00
Top Global Construction Management Pte. Ltd.	Dormant	Singapore	100.00
Top Capital Investment Pte. Ltd.	Investment holding	Singapore	100.00
Top Global Hospitality Pte. Ltd.	Dormant	Singapore	100.00
Top Tomlinson One Pte. Ltd.	Property investment	Singapore	100.00
Top Tomlinson Two Pte. Ltd.	Property investment	Singapore	100.00
Global Real Estate Investment Pte. Ltd.	Dormant	Singapore	100.00
Top Global Property Investment Pte. Ltd.	Dormant	Singapore	100.00
Top Global Real Estate Investment Pte. Ltd.	Dormant	Singapore	100.00
Top Capitol Pte. Ltd.	Dormant	Singapore	100.00
Global Capitol Pte. Ltd.	Dormant	Singapore	100.00
GMB Assets Management Pte. Ltd. (pka Global Sunshine Capital Pte. Ltd.)	Dormant	Singapore	100.00
Global Star Development Pte. Ltd	Real estate developers	Singapore	95.00

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21. Investment in subsidiaries (Cont'd)

Name of subsidiaries	Principal activities	Country of incorporation	Equity holding 2013 %
Held by the Company (Cont'd)			
Margaritaville Investments Holding Pte. Ltd.	Investment holding	Singapore	100.00
PT Suryamas Dutamakmur Tbk.	Real estate developers	Indonesia	71.52
Held by Top Global Properties Pte. Ltd.			
Entro Development Pte. Ltd.	Dormant	Singapore	100.00
Held by Entro Development Pte. Ltd.			
Cerapure Pte. Ltd.	Dormant	Singapore	100.00
Held by Cerapure Pte. Ltd.			
Marvel Development Holdings Pte. Ltd.	Dormant	Singapore	100.00
Held by Marvel Development Holdings Pte. Ltd.			
Gerbang Development Holdings Pte. Ltd.	Dormant	Singapore	100.00
Held by GMB Assets Management Pte. Ltd.(pka Global Sunshine Capital Pte. Ltd.)			
GMB Capital Pte. Ltd.	Dormant	Singapore	55.00
Held by Top Global Construction Management Pte. Ltd.			
Top Global (M) Sdn. Bhd.	Dormant	Malaysia	100.00
Pacific Prosperity Sdn. Bhd.	Dormant	Malaysia	50.00
Held by Top Global (M) Sdn Bhd			
Pacific Prosperity Sdn. Bhd.	Dormant	Malaysia	50.00
Held by Top Global Hospitality Pte. Ltd.			
Winsland Resources Incorporated	Dormant	British Virgin Islands	100.00
Held by Global Real Estate Investment Pte. Ltd.			
Bartley Homes Pte. Ltd.	Real estate developers	Singapore	100.00
Held by Top Global Property Investment Pte. Ltd.			
PT Top Global Indonesia	Dormant	Indonesia	1.00
Held by Top Global Real Estate Investment Pte. Ltd.			
PT Top Global Indonesia	Dormant	Indonesia	99.00
Held by Top Capitol Pte. Ltd.			
Top Property Investment Pte. Ltd.	Dormant	Singapore	20.00
Held by Global Capitol Pte. Ltd.			
Top Property Investment Pte. Ltd.	Dormant	Singapore	80.00

21. Investment in subsidiaries (Cont'd)

Name of subsidiaries	Principal activities	Country of incorporation	Equity holding 2013 %
Held by PT Suryamas Dutamakmur Tbk			
PT Centranusa Majupermai	Investment and real estate	Indonesia	98.85
PT Multiraya Sinarindo	Real estate	Indonesia	99.96
PT Inti Sarana Papan	Real estate	Indonesia	99.99
PT Permainusa Megacitra	Real estate	Indonesia	99.91
PT Saptakreasi Indah	Real estate	Indonesia	99.99
PT Golden Integrity Sejati	Educational service	Indonesia	70.00
PT Rancamaya Asri Golf and Country	Golf course operator	Indonesia	99.60
PT Tajur Surya Abadi	Real estate	Indonesia	67.00
Held by PT Saptakreasi Indah			
PT Rancamaya Indah Hotel	Hotel	Indonesia	98.00
PT Centranusa Majupermai	Investment and real estate	Indonesia	1.14
PT Multiraya Sinarindo	Real estate	Indonesia	0.04
PT Inti Sarana papan	Real estate	Indonesia	0.01
PT Permainusa Megacitra	Real estate	Indonesia	0.09
PT Rancamaya Asri Golf and Country	Golf course operator	Indonesia	0.40
Held by PT Rancamaya Asri Golf and Country			
PT Saptakreasi Indah	Real Estate	Indonesia	0.01
Held by PT Permainusa Megacitra			
PT Rancamaya Indah Hotel	Hotel	Indonesia	2.00
Held by PT Rancamaya Indah Hotel			
PT Centranusa Majupermai	Investment and real estate	Indonesia	0.01
Held by PT Centranusa Majupermai			
PT Dwigunatama Rintisprima	Real estate	Indonesia	50.00
Held by PT Dwigunatama Rintisprima			
PT Dwikarya Langgengsukses	Real estate	Indonesia	99.99
Held by PT Dwigunatama Rintisprima			
PT Kharisma Buana Mandiri	Service	Indonesia	0.01
Held by PT Dwikarya Langgengsukses			
PT Kharisma Buana Mandiri	Service	Indonesia	99.99

22. Property, plant and equipment

	Land use rights	Leasehold improvement	Plant and equipment	Golf course	Golf and country club equipment	Building and club house	Assets under construction	Motor vehicles	Furniture and fittings	Total
	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000
Enlarged Group										
Cost										
2013										
Beginning of financial year	-	564	132	-	-	-	7,902	331	20	8,949
Acquisition of subsidiary	16,570	-	-	4,443	2,296	4,410	4,253	1,584	1,983	35,539
Additions	-	-	15	-	-	-	1,648	73	-	1,736
Disposal	-	-	(2)	-	-	-	-	-	-	(2)
Transfer to investment properties (Note 20)	-	-	-	-	-	-	(9,550)	-	-	(9,550)
End of financial year	16,570	564	145	4,443	2,296	4,410	4,253	1,988	2,003	36,672
Accumulated depreciation										
Beginning of financial year	-	63	95	-	-	-	-	331	3	492
Acquisition of subsidiary	5,249	-	-	2,217	1,606	1,585	-	1,084	1,570	13,311
Depreciation charges	-	188	29	-	-	-	-	23	6	246
Disposals	-	-	(2)	-	-	-	-	-	-	(2)
End of financial year	5,249	251	122	2,217	1,606	1,585	-	1,438	1,579	14,047
Net book value										
End of financial year	11,321	313	23	2,226	690	2,825	4,253	550	424	22,625

23. Deferred income tax assets

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when the deferred income taxes relate to the same fiscal authority. The amounts, determined after appropriate offsetting, are shown on the Unaudited Pro Forma Consolidated Statement of Financial Position as follows:

	Enlarged Group 2013 $'000
Deferred income tax assets	
Accelerated tax liabilities	141
Other	16
Currency translation differences	(20)
End of financial year	137

Movement in the deferred income tax account is as follows:

	Enlarged Group 2013 $'000
Deferred income tax assets	
Beginning of financial year	-
Acquisition of subsidiary	137
End of financial year	137

Deferred income tax assets are recognised for tax losses and capital allowances carried forward to the extent that realisation of the related tax benefits through future taxable profits is probable. At the end of reporting period, the Enlarged Group has unrecognised tax losses of approximately $14,833,000 and capital allowances of approximately $141,000 which can be carried forward and used to offset against future taxable income subject to the agreement of the tax authorities and compliance with certain provisions of the tax legislation of the respective countries in which the companies operate. The tax losses have no expiry date.

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24. Available-for-sale financial assets

	Enlarged Group 2013 $'000
Beginning of financial year	1,043
Acquisition of subsidiary	24
Currency translation difference recognised in other comprehensive income	36
End of financial year	1,103
Available-for-sale financial assets are analysed as follows:	
Unlisted security	
- Equity security - United States	1,079
- Equity security - Indonesia	24
	1,103

The unlisted equity security was measured at cost less impairment losses as the investment does not have a quoted market price in an active market and other methods of determining fair value do not result in a reasonable estimate.

25. Held-to-maturity financial assets

	Enlarged Group 2013 $'000
Unlisted debt security, at amortised cost	
– Secured notes with fixed interest of 14% and maturity on 9 February 2018 - United States	8,341
Movement in held-to-maturity financial assets – non-current are as follows:	
Beginning of financial year	7,128
Interest income	1,350
Interest received	(392)
Currency translation difference	255
End of financial year	8,341

The average effective interest rate of the unlisted debt security is 20.03% per annum.

As at 31 December 2013, the unlisted debt securities have a nominal values amounting $8,341,000 with coupon rates 14% per annum and mature on 9 February 2018.

Held-to-maturity financial assets are subsequently carried at amortised cost using the effective interest method.

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26. Trade and other payables

	Enlarged Group 2013 $'000
Current	
Trade payables to non-related parties	6,351
Other payables to non-related parties	8,091
Accrued operating expenses	5,724
Advances received	58,743
	78,909
Non-current	
Golf membership deposit	948
Deferred interest income	462
Advances received	2,316
	3,726
Total trade and other payables	82,635

Included in advances received are the advance payments from customers for purchase of development properties, land and houses of $49,771,000 monthly golf membership fees of $227,000.

27. Borrowings

	Enlarged Group 2013 $'000
Current	
Bank borrowings	5,124
Bonds payable	35
	5,159
Non-current	
Bank borrowings	147,440
Convertible bonds payable	7,917
	155,357
Total borrowings	160,516

The exposure of the borrowings of the Enlarged Group to interest rate changes and the contractual repricing dates at the end of the reporting period are as follows:

	Enlarged Group 2013 $'000
6 months or less	160,516

27. Borrowings (Cont'd)

The floating interest rates are between 1.74% and 1.81% per annum. The bank borrowings are repayable on 29 February 2016 and 30 April 2016 or 6 months after the date of issuance of the Temporary Occupation Permit. These bank borrowings would be rolled over with the options of 1, 2, 3 and 6 month basis upon maturity.

(a) Security granted

Non-current bank borrowings are secured over certain bank deposits (Note 16) and freehold lands under development properties (Note 19).

(b) Fair value

The fair value of the Enlarged Group's borrowings approximate their carrying amounts at the end of the reporting period.

Included in borrowings were bank loans from PT Bank Tabungan Negara of $12,645,100 (equivalent of Rp 120 billion) for subsidiary PT Dwigunatama, Rintisprima, PT Dwikarya Langgengsukses, PT Bank Pan Indonesia Tbk for subsidiary, and PT Tajur Surya Abadi.

PT Dwigunatama Rintisprima

Based on the loan agreement between PT Bank Tabungan Negara (Persero) Tbk and PT Dwigunatama Rintisprima ("DRP"), a subsidiary of the Enlarged Group, dated 26 April 2011, DRP obtained a construction loan - overdraft loan facility from PT Bank Tabungan Negara (Persero) Tbk for construction of "Harvest City" project with maximum amount of $3,709,000 (equivalent of Rp 35.2 billion). Maturity date of this agreement counted 24 months after signing of date loan agreement.

On 24 July 2012, PT Bank Tabungan Negara (Persero) Tbk agreed to increase the maximum loan amount to $6,322,000 (equivalent of Rp 60 billion). This loan bears interest at 11% per annum and has a maturity period of 3 years, started from the date of the credit agreement addendum.

On December 20, 2013, DRP obtained a new construction loan - overdraft loan facility from PT Bank Tabungan Negara (Persero) Tbk for the construction of "Harvest City" project with maximum amount of $11,802,000 (equivalent of Rp 112 billion). This loan bears interest at 13% per annum and has a maturity period of 3 years after the date of signing of the loan agreement.

The facility is secured with land and existing buildings to be constructed at the related land of DRP, subsidiary of the Enlarged Group, which are located at "Harvest City" project with 196.7 hectares.

As at 31 December 2013, outstanding bank loan amounted to $7,567,000 (Rp 71.8 billion).

PT Dwikarya Langgengsukses

Based on the loan agreement dated 24 April 2009, PT Dwikarya Langgengsukses ("DLS"), a subsidiary of the Enlarged Group, obtained an overdraft loan facility from PT Bank Tabungan Negara (Persero) Tbk, to finance the construction of "Harvest City" project with maximum amount of $4,194,000 (equivalent of Rp 39.8 billion). The facility was due to mature on 24 April 2011 and was extended to 24 April 2014.

27. Borrowings (Cont'd)

PT Dwikarya Langgengsukses (Cont'd)

The facility is secured with the land and building to be constructed at the related land of the DLS, subsidiary of the Enlarged Group, which is located at "Harvest City" project of 68.8 hectares as of 31 December 2013.

The bank loan is arranged at floating interest rates, thus DLS is exposed cash flow to interest rate risk.

As at 31 December 2013, outstanding bank loan amounting $4,210,000 (Rp 39.9 billion).

PT Tajur Surya Abadi

On 4 July 2012, PT Tajur Surya Abadi ("TSA"), a subsidiary of the Enlarged Group, obtained loan facilities from PT Bank Pan Indonesia Tbk, which will be used for construction and housing project of Royal Tajur. The facilities were obtained by TSA are as follows:

Facilities	Credit Limit (Rp'000)	Annual Interest Rate	Time Period
Overdraft Loan	20,000,000	10%(floating rate)	1 Year
Revolving Loan	10,000,000	10%(floating rate)	1 Year

Collateral used by TSA is land area of 4.8 hectares on behalf of the customers.

As at 31 December 2013, outstanding bank loan amounting $1,185,000 (Rp 11.2 billion).

Convertible bonds payable

Based on DRP Convertible Bonds Payable Issuance Agreement dated 21 April 2008, Panama (stockholders of DRP) approved to replace its receivable from DRP, Subsidiary, amounted to Rp 100,000,000 with convertible bonds with put option (bond holder has option to require DRP to buy back its convertible bond).

The convertible bonds have a term of 5 years with rate of return of 1% per annum. Put option and conversion option can be exercised until 31 December 2010. Based on amendment agreement of convertible bonds payable dated 22 March 2013, DRP has obtained the approval for the extension of convertible bonds payable from bonds holder, where the convertible bonds payable maturity extended to until 31 December 2017.

At the end of the tenth year, DRP has an option to renegotiate with Panama for any remaining balance of bonds not yet converted into shares.

27. Borrowings (Cont'd)

Convertible bonds payable (Cont'd)

Convertible bonds were measured on its fair value and have been split between the fair value of convertible bonds without embedded derivative and fair value of embedded derivative. Embedded derivative consists of conversion option (bond holder has option to convert convertible bonds to stock) and put option (bondholder has option to require DRP to buy back convertible bonds).

Mutation of convertible bonds without embedded derivative on current year:

	Enlarged Group 2013 $'000
Balance at the beginning of financial year	8,679
Interest charges	673
Unwinding discount	150
Currency translation difference	(1,585)
Balance at the end of financial year	7,917

The convertible bonds recognised in the Unaudited Pro Forma Consolidated Statement of Financial Position are analysed as follows:

	Enlarged Group 2013 $'000
Face value of convertible bonds issued, net of transaction costs	10,538
Fair value of put option	(2,389)
Differences of fair value of convertible bonds	844
Liability component at initial recognition	8,993
Gain on change of fair value	(3,783)
Accumulated amortisation of interest expense	3,094
Currency translation differences	(387)
Liability component at end of financial period	7,917

The fair value of the liability component of the convertible bonds at 31 December 2013 is $7,917,000.The fair value is calculated using cash flows discounting at a borrowing rate of 1.20%.

27. Borrowings (Cont'd)

Financial Institution Loans

Minimum loans payments based on future loans agreements are as follows:

	Enlarged Group 2013 $'000
Matured in one year and minimum future loan payment	49,029
Less: interest	(3,284)
Total cash value in one year	45,745

28. Provision for other liabilities and charges

	Enlarged Group 2013 $'000
Current	
Warranty	918
Non-current	
Reinstatement cost	607
Total	1,525

(a) Warranty

The Enlarged Group grants up to 14 years of warranty on its waterproofing and construction business and undertake to repair or replace items that fail to perform satisfactorily. A provision is recognised at the end of the reporting period for expected warranty claims based on approximately (i) 5% of the contract sum; and (ii) physical verification by surveyor of the defect liabilities.

Movement in provision for warranty is as follows:

	Enlarged Group 2013 $'000
Beginning of financial year	1,512
Provision utilised	(130)
Reversal	(464)
End of financial year	918

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28. Provision for other liabilities and charges (Cont'd)

(b) Reinstatement cost

The provision is based on the present value of costs to be incurred to remove leasehold improvements from leased office properties and land. The estimate is based on management's judgement and experiences. The leased office properties and land shall expire in June 2014 and August 2015 respectively.

Movement in provision for reinstatement cost is as follows:

	Enlarged Group 2013 $'000
Beginning of financial year	594
Provision made	13
End of financial year	607

29. Derivative financial instruments

This account represents fair value of put option of convertible bonds, as follows:

	Enlarged Group 203 $'000
Beginning of financial year	-
Acquisition of subsidiary	467
Loss on fair value change of derivative liabilities	526
Currency translation difference	(146)
End of financial year	847

30. Estimated liabilities for employees benefits

The Enlarged Group provides employee benefits in accordance with Labor Law No. 13/2003 of Indonesia. The number of employees entitled to the retirement benefits are 524 as of 31 December 2013

	Enlarged Group 2013 $'000
Unaudited Pro Forma Consolidated Statement of Comprehensive Income charge for:	
Employees benefits	401
Unaudited Pro Forma Consolidated Statement of Financial Position charge for:	
Employees benefits	2,248

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30. Estimated liabilities for employees benefits (Cont'd)

(a) Amounts recognised as expense in the Unaudited Pro Forma Consolidated Statement of Comprehensive Income in respect of these employees benefit are as follows:

	Enlarged Group 2013 $'000
Current service cost	245
Interest expense	156
	401

(b) Movement of the net liability in the Unaudited Pro Forma Consolidated Statement of Financial Position is as follows:

	Enlarged Group 2013 $'000
Beginning balance	2,744
Benefit paid during the year	(22)
Amount charge to expense for the year	350
Recognised actuarial gain	(356)
Currency translation difference	(468)
Ending balance	2,248

(c) Reconciliation equity - other comprehensive income in the Unaudited Pro Forma Consolidated Statement of Financial Position is as follows :

	Enlarged Group 2013 $'000
Beginning balance	(87)
Actuarial gain/loss on obligation	(347)
Currency translation difference	15
Ending balance	(419)

31. Share capital

	No. of ordinary shares	Amount $'000
2013		
Beginning of financial year	11,218,023,858	122,809
Additions during the financial year	19,000,000,000	152,952
Exercise of warrants	187,229,382	936
End of financial year	30,405,253,240	276,697

31. Share capital (Cont'd)

The Purchase Consideration for the Proposed Acquisition is to be satisfied by the allotment and issue of 19,000,000,000 new ordinary shares at the issue price of $0.008, totalling $152,951,535.

Fully paid ordinary shares which have no par value, carry one vote per share and do not carry a right to fixed dividend.

During the financial year ended 31 December 2013, 19,000,000,000 of shares are issued as Purchase Consideration for the Proposed Acquisition.

During the financial year, 187,229,382 ordinary shares of the Company were issued for cash at $0.005 each by virtue of exercise of the option by the holders of the warrants to take up unissued shares. The number of warrants outstanding as at 31 December 2013 totalled 7,608,879,316 which will expire on 29 September 2015. These warrants may be converted into ordinary shares of the Company at the conversion rate of $0.005 for each ordinary share of no par value.

In accordance with the terms and conditions of the W12062013 Warrants as contained in the Deed Poll dated 14 May 2008, the right to subscribe for new ordinary shares in the capital of the Company for the remaining 49,675,946 W12062013 Warrants had expired on 12 June 2013.

The newly issued shares rank pari passu in all respects with the previously issued shares.

Top Global Performance Share Plan (the "PSP")

The PSP was approved by the shareholders of the Company at an Extraordinary General Meeting held on 8 December 2009 and remains in force at the discretion of the Performance Share Plan Committee ("PSP Committee"), subject to a maximum period of ten years. The PSP shall complement the ESOS 2001 and serve as an additional and flexible incentive tool.

Under the rules of the PSP, all directors and employees of the Enlarged Group as well as the controlling shareholders are eligible to participate in the PSP.

The total number of shares over which shares to be issued under the PSP, together with the number of shares issued under the ESOS 2001 and the ESOS 2011 shall not exceed 15% of the issued share capital of the Company at any time.

The PSP Committee is charged with the administration of the PSP in accordance with the rules of the PSP.The PSP Committee administering the PSP comprises the directors, Yeo Chin Tuan Daniel (Chairman), Dr Lam Lee G and Mimi Yuliana Maeloa.

None of the directors in the committee participated in any deliberation or decision in respect of shares granted to himself.

31. Share capital (Cont'd)

Top Global Performance Share Plan (the "PSP") (Cont'd)

The number of shares to be offered to a participant shall be determined at the discretion of the PSP Committee provided that:

(i) the aggregate number of shares available under the PSP shall not exceed 15% of the total number of issued shares excluding treasury shares from time to time;

(ii) the aggregate number of shares which may be offered to participants who are controlling shareholders and their associates shall not exceed 20% of the new shares available under the PSP;

(iii) the number of shares which may be offered to each participant who is a controlling shareholder or their associates shall not exceed 10% of the new shares available under the PSP; and

(iv) the aggregate number of shares available for directors and employees of the Enlarged Group shall not exceed 20% of the new shares available under the PSP.

No shares had been granted to any participant since the commencement of the PSP.

Share options

Top Global Share Option Scheme 2011 ("ESOS 2011")

The ESOS 2011 was approved by the shareholders of the Company at an Extraordinary General Meeting held on 28 March 2011 to replace the Top Global Share Option Scheme 2001 which expired on 7 June 2011 and remains in force at the discretion of the ESOS 2011 Committee, subject to a maximum period of ten years.

Under the rules of the ESOS 2011, all directors and employees of the Company are eligible to participate in the ESOS 2011. Controlling shareholders or their associates are also eligible to participate in the ESOS 2011 subject to the approval of independent shareholders in the form of separate resolutions for each participant. Further, independent shareholders' approval is also required in the form of separate resolutions for each grant of options and the terms thereof, to each participant who is a controlling shareholder or their associate.

The Share Scheme Committee is charged with the administration of the ESOS 2011 in accordance with the rules of the ESOS 2011.The Share Scheme Committee administering the ESOS 2011 comprises the directors, Yeo Chin Tuan Daniel (Chairman), Dr Lam Lee G and Mimi Yuliana Maeloa.

None of the directors in the committee participated in any deliberation or decision in respect of options granted to himself.

The number of options to be offered to a participant shall be determined at the discretion of the Share Scheme Committee provided that:

(a) the total number of shares which may be offered to any participant during the entire operation of the ESOS 2011 (including adjustments under the rules) shall not exceed 15% of the shares in respect of which the Company may grant options;

31. Share capital (Cont'd)

Top Global Share Option Scheme 2011 (the "ESOS 2011") (Cont'd)

(a) the aggregate number of shares which may be offered to participants who are controlling shareholders and their associates during the entire operation of the ESOS 2011 (including adjustments under the rules) shall not exceed 25% of the shares in respect of which the Company may grant options; and

(b) the number of shares which may be offered to each participant who is a controlling shareholder or his associate during the entire operation of the ESOS 2011 shall not exceed 10% of the shares in respect of which the Company may grant options.

The exercise price for each share in respect of which an option is exercisable shall be determined by the Share Scheme Committee at its absolute discretion and fixed by the Committee at:

(i) a price (the "Market Price") equal to the average of the last dealt prices for a share on the SGX-ST for the period of 5 consecutive market days immediately prior to the relevant offer date and rounded up to the nearest whole cent in the event of fractional prices; and

(ii) a price which is set at a discount to the Market Price, provided that the maximum discount shall not exceed 20% of the Market Price.

Options granted to a participant not holding a salaried office or employment in the Enlarged Group shall be exercised before the fifth anniversary of the relevant offer date, failing which all the unexercised options shall immediately lapse and become null and void.

Details of the share options outstanding as at 31 December 2013 are as follows:

		Number of options to subscribe for ordinary shares of the Company				
Type of share options	Date of grant	Balance as at 1.1.2013	Share options cancelled[1]	Balance as at 31.12.2013	Exercise price per share	Exercise period
Executive - Directors and employees	5 April 2011	800,000,000	463,460,000	336,540,000	$0.012	5.4.2013 to 4.4.2021
	20 April 2011	80,000,000	-	80,000,000	$0.012	20.4.2013 to 19.4.2021
		880,000,000	463,460,000	416,540,000		

The estimated fair values of the share options granted on 5 April 2011 and 20 April 2011 were $0.0059 and $0.0026 respectively.

(1) The number of options granted under the ESOS 2011 had exceeded the limits set out in Mainboard Rule 845 of the SGX-ST Listing Manual, which the Company is required to comply following the transfer to the Mainboard on 24 December 2012. Accordingly, the Company had cancelled the excess share options during the financial year. Upon the cancellation, Madam Oei Siu Hoa @ Sukmawati Widjaja and Hano Maeloa each received 6.2% of the total share options available under the ESOS 2011. The details of the cancellation are included in the announcement of the Company dated 22 February 2013.

31. Share capital (Cont'd)

Top Global Share Option Scheme 2011 (the "ESOS 2011") (Cont'd)

These fair values for share options granted on 5 April 2011 and 20 April 2011 were calculated using The Black-Scholes pricing model. The inputs into the model were as follows:

Grant date	5 April 2011	20 April 2011
Weighted average share price	$0.015	$0.010
Weighted average exercise price	$0.012	$0.012
Expected volatility	56.82%	56.98%
Expected life	2	2
Risk free rate	0.47%	0.47%
Expected dividend yield	Nil	Nil

Expected volatility was determined by calculating the historical volatility of the Company's share price. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non transferability, exercise restrictions and behavioural considerations.

The Enlarged Group recognised total employee share option expense of $632,000 during the financial year.

32. Other reserves

	Enlarged Group 2013 $'000
(a) Composition:	
Share option reserve	4,914
General reserve	(51)
Translation reserve	(53)
Fair value reserve	7
	4,817
(b) Movements	
(i) Share option reserve	
Beginning of financial year	4,282
-Employee share option scheme	
Value of employee services (Note 13)	632
End of financial year	4,914
(ii) General reserve	
Effects of acquisition of non-controlling interests	
Beginning and end of financial year	(51)

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32. Other reserves (Cont'd)

	Enlarged Group 2013 $'000
(b) Movements (Cont'd)	
(iii) Translation reserve	
Beginning of financial year	(38)
Currency translation differences	(44,029)
Non-controlling interest	12,537
Pro forma effects arising from different basis	31,477
End of financial year	(53)
(iv) Fair value reserve	
Beginning of financial year	(29)
Available-for-sale financial assets currency translation loss	36
End of financial year	7

Other reserves are non-distributable.

33. Related party transactions

In addition to the information disclosed elsewhere in the financial statements, the following transactions took place between the Enlarged Group and related parties at terms agreed between the parties:

(a) Sales and purchases of services

	Enlarged Group 2011 $'000	2012 $'000	2013 $'000
Services rendered to			
- associated companies	1,002	336	-
- former subsidiaries	89	-	-
- other related parties	30	89	-
Services received from other related parties	86	125	137

Related parties comprise mainly companies which are controlled or significantly influenced by the Enlarged Group's key management personnel, directors and their close family members.

Outstanding balances at 31 December 2013, arising from services rendered, are unsecured and receivable within 12 months from the end of the reporting period.

33. Related party transactions

(b) Key management personnel compensation

The remuneration of directors and other members of key management during the financial year is as follows:

	Enlarged Group		
	2011	**2012**	**2013**
	$'000	**$'000**	**$'000**
Salaries, bonuses and short-term benefits	4,738	6,059	5,691
Directors fees	240	240	240
Employer's contribution to defined contribution plans including Central Provident Fund	82	78	101
Employee share option expense	1,818	2,464	632
	6,878	8,841	6,664

Included in the above is total compensation to directors of the Enlarged Group amounting to $4,318,000 as at 31 December 2013.

(c) Significant balances and transaction with related parties

Nature of relationship

PT Asuransi Sinarmas and PT Bank Sinarmas Tbk are owned indirectly by the close family members of the PT Suryamas's Directors and Commissioners transactions with related parties:

(i) PT Suryamas insured their buildings, club house and transportation equipment with PT Asuransi Sinarmas.

(ii) PT Suryamas paid in advance of Directors expenses. Balances arising from these transactions are presented as account "Due from related party".

(iii) PT Suryamas placed its fund in time deposits to PT Bank Sinarmas Tbk.

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34. Contingencies

Company

As at 31 December 2013, the Company has provided corporate guarantees to banks amounting to $139,873,000 for loan taken by its subsidiaries.

	Enlarged Group 2013 $'000
Bank guarantees in favour of subsidiaries	158,684

The corporate guarantees issued for loans are for development properties for various projects and investment property of $208,635,000 at the end of the reporting period.

The Company gives letter of financial support to certain subsidiaries in the Enlarged Group with net capital deficit at the end of the reporting period.

35. Commitments

(a) Capital commitments

Capital expenditures contracted for at the end of the reporting period but not recognised in the financial statements are as follows:

	Enlarged Group 2013 $'000
Investment properties – assets under construction	7,418

(b) Operating lease commitments – where the Enlarged Group is a lessee

The Enlarged Group leases land, premises and office equipment from non-related parties under non-cancellable operating lease agreements. The leases have varying terms, escalation clauses and renewal rights.

The future minimum lease payables under non-cancellable operating lease contracted for at the end of the reporting period but not recognised as liabilities, are as follows:

	Enlarged Group 2013 $'000
Not later than one year	2,347
Between one and five years	1,532
	3,879

35. Commitments (Cont'd)

(c) Operating lease commitments – where the Enlarged Group is a lessor

The Enlarged Group sublets premises to non-related parties under non-cancellable operating leases. The lessees are required to pay absolute fixed annual increase to the lease payments or contingent rents computed based on their sales achieved during the lease period.

The future minimum lease receivables under non-cancellable operating leases contracted for at the end of the reporting period but not recognised as receivables, are as follows:

	Enlarged Group 2013 $'000
Not later than one year	4,337
Between one and five years	2,846
	7,183

(d) Credit facility commitments by PT Suryamas Dutakmakmur and its subsidiaries

(i) On September 25 2012 and amended by Amendments of Credit Agreement dated 24 October 2013, PT Suryamas Dutamakmur Tbk entered into a credit facility agreement with PT Bank Cental Asia Tbk, which will be used for construction of Rancamaya Hotel. The facilities were obtained by PT Suryamas are as follows:

Facilities	Size	Annual interest rate	Time period
Credit investment	S$6.8 million	11.25%	8 years
Working capital	S$0.3 million	11.5%	1 year

Collateral used by PT Suryamasis Building Use Rights Certificate No. 405/Kertamaya, area of 5 hectares on behalf of the PT Suryamas that is located in residential housing in Rancamaya Golf Estate, Bogor, West Java. As at 31 December 2013, PT Suryamas has yet utilise the facilities.

(ii) On 26 April 2011, PT Dwigunatama Rintisprima, a subsidiary of PT Suryamas, entered into a credit facility agreement with PT Bank Tabungan Negara (Persero) Tbk in connection with the provision of home ownership (mortgage) to support the purchase of land and houses in housing "Harvest City".

(iii) PT Suryamas has an obligation to develop at least 40% of the Rancamaya project area as public utilities and infrastructure for common use by residents and villagers according to the Decision Letter of Governor of West Java No. 593.82/Sk.2367.Pem.Um/90, dated 9 December 1990 for an area of 250 hectares and No. 593.82/SK.965-Pem.Um/92 dated 20 June 1992 for an area of 150 hectares.

36. Financial risk management

Financial risk factors

The Enlarged Group's activities expose it to market risk (including currency risk, price risk and interest rate risk), credit risk, liquidity risk and capital risk. The Enlarged Group's overall risk management strategy seeks to minimise any adverse effects from the unpredictability of financial markets on the Enlarged Group's financial performance.

The Board of Directors is responsible for setting the objectives and underlying principles of financial risk management for the Enlarged Group. The Board of Directors then establishes the detailed policies such as authority levels, oversight responsibilities, risk identification and measurement and exposure limits, in accordance with the objectives and underlying principles approved by the Board of Directors.

(a) Market risk

(i) Currency risk

The Enlarged Group's exposure to foreign exchange rate risk that are denominated in a currency other than the respective functional currencies ("SGD") of the Enlarged Group entities except for the bank deposits, financial assets at fair value through profit or loss, held-to-maturity financial assets and available-for-sale financial assets denominated in the United State Dollar ("USD") and Indonesia Rupiah ("IDR") at the end of the reporting period.

The Enlarged Group's foreign currency exposure based on the information provided to key management is as follows:

	SGD $'000	USD $'000	IDR $'000	Total $'000
Enlarged Group				
As at 31 December 2013				
Financial assets				
Cash and cash equivalents	55,359	3,063	28,287	86,709
Financial assets, at fair value through profit or loss	504	2,372	-	2,876
Trade and other receivables	8,830	-	5,965	14,795
Receivables from subsidiaries	93,115	7,095	222	100,432
Available-for-sale financial assets	-	1,079	24	1,103
Held-to-maturity financial assets	-	8,341	-	8,341
	157,808	21,950	34,498	214,256
Financial liabilities				
Trade and other payables	13,673	-	6,493	20,166
Borrowings	139,873	-	20,643	160,516
Payables to subsidiaries	93,115	7,095	222	100,432
	246,661	7,095	27,358	281,114

36. Financial risk management (Cont'd)

(a) Market risk (Cont'd)

(i) Currency risk (Cont'd)

	SGD $'000	USD $'000	IDR $'000	Total $'000
Net financial (liabilities)/assets	**(88,853)**	**14,855**	**7,140**	**(66,858)**
Less: Net financial liabilities/(assets) denominated in functional currencies	88,853	-	(7,000)	81,853
Currency exposure on financial (liabilities)/assets net of those denominated in the respective entities functional currencies	**-**	**14,855**	**140**	**14,995**

Sensitivity analysis

A 5% strengthening of Singapore Dollar against the following currencies at the reporting date would increase/(decrease) (loss)/profit before income tax by the amounts shown below. This analysis assumes that all other variables, including tax rate are being held constant.

	Enlarged Group 2013 $'000
USD	(743)
IDR	(7)

A 5% weakening of Singapore Dollar against the above currencies would have had the equal but opposite effect on the above currencies to the amounts shown above, on the basis that all other variables, including tax rate are being held constant.

(ii) Price risk

The Enlarged Group is exposed to equity securities price risk arising from the investments held by the Enlarged Group which are classified as fair value through profit or loss and available-for-sale financial assets on the Unaudited Pro Forma Consolidated Statement of Financial Position. To manage its price risk arising from investments in equity securities, the Enlarged Group diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Enlarged Group.

Sensitivity analysis

If prices for equity securities change by 5% with all other variables including tax rate being held constant, the effects on profit or loss will be increased/decreased by approximately $199,000.

36. Financial risk management (Cont'd)

(a) Market risk (Cont'd)

(iii) Cash flow and interest rate risk

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Enlarged Group's exposure to interest rate risk arises primarily from their borrowings, and investments in debt securities. The Enlarged Group does not hedge its investment in fixed rate debt securities as they have active secondary or resale markets to ensure liquidity. All of the Enlarged Group's financial assets and liabilities at floating rates are contractually re-priced at intervals of less than 6 months from the end of the reporting period.

Sensitivity analysis

Fair value sensitivity analysis for fixed rate instruments

The Enlarged Group is not exposed to changes in interest rates for fixed rate financial assets and financial liabilities.

Cash flow sensitivity analysis for variable rate instruments

For the variable rate financial liabilities, a change of 30 basis points in interest rate at the reporting date would increase/(decrease) profit before income tax by the amounts shown below. This analysis assumes that all other variables, including tax rate being held constant.

	Profit or loss	
	30 basis points increase $'000	**30 basis points decrease $'000**
Enlarged Group		
Floating rate instruments	(23)	23

(b) Credit risk

Credit risk refers to the risk that a counter party will default on its contractual obligations resulting in financial loss to the Enlarged Group. The major classes of financial assets of the Enlarged Group are bank deposits and trade receivables. For trade receivables, the Enlarged Group has performed an ongoing credit evaluation of the debtors' financial condition and requires no collateral from its customers. There is no significant concentration of credit risk, as the exposure is spread over a large number of counter-parties and customers unless otherwise disclosed in the notes to the financial statements. For other financial assets, the Enlarged Group adopts the policy of dealing only with high credit quality counterparties.

The exposure to credit risk is controlled by setting limits on the exposure to individual customers and these are disseminated to the relevant persons concerned and compliance is monitored by management.

None of the trade receivables of the Enlarged Group individually represents more than 10% of trade receivables as at 31 December 2013.

36. Financial risk management (Cont'd)

(b) Credit risk (Cont'd)

The Enlarged Group has arranged bank financing for certain purchasers of property units and provided guarantees to secure obligations of such purchasers for repayments. Detailed disclosure of these guarantees is made in Note 27 to the Unaudited Pro Forma Consolidated Financial Statements.

(i) Financial assets that are neither past due nor impaired

Bank deposits that are neither past due nor impaired are mainly deposits with banks with high credit-ratings assigned by international credit-rating agencies. Trade receivables that are neither past due nor impaired are substantially companies with a good collection track record with the Enlarged Group.

(ii) Financial assets that are past due and/or impaired

There is no other class of financial assets that is past due and/or impaired, except for trade receivables.

The carrying amount of trade receivables individually determined to be impaired and the movement in the related allowance for impairment are as follows:

	Enlarged Group 2013 $'000
Trade receivables	
Past due over 6 months	2,168
Less: Allowance for impairment	(2,168)
	-
Beginning of financial year	2,156
Allowance made	13
Written-off	(1)
End of financial year	2,168

Impairment of unsecured trade receivables related to a customer that is in financial difficulty and whose payment is not forthcoming.

The impaired trade receivables arise mainly from construction contracts customers which have suffered significant losses in its operations and ceased their operations.

(c) Liquidity risk

Liquidity risk is the risk that the Enlarged Group will not be able to meet its financial obligations as they fall due. The Enlarged Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Enlarged Group's reputation.

36. Financial risk management (Cont'd)

(c) Liquidity risk (Cont'd)

The Enlarged Group monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the Enlarged Group's operations and to mitigate the effects of fluctuation in cash flows.

The table below analyses non-derivative financial liabilities of the Enlarged Group and the Company into relevant maturity groupings based on the remaining period from the end of the reporting period to the contractual maturity date. The amounts disclosed in the table are contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

	Enlarged Group			
	Less than 1 year $'000	Between 1 and 2 years $'000	Between 2 and 5 Years $'000	Total $'000
Enlarged Group				
At 31 December 2013				
Trade and other payables	81,225	-	-	81,225
Derivative financial instrument	-	-	847	847
Borrowings	7,956	8,257	150,627	166,840
	89,181	8,257	151,474	248,912

(d) Capital risk

The Enlarged Group's objectives when managing capital are to safeguard the Enlarged Group's ability to continue as a going concern and to maintain an optimal capital structure so as to maximise shareholder value. In order to maintain or achieve an optimal capital structure, the Enlarged Group may adjust the amount of dividend payment, return capital to shareholders, issue new shares, buy back issued shares, obtain new borrowings or sell assets to reduce borrowings.

Management monitors capital based on a gearing ratio. The Enlarged Group's strategies are to maintain gearing ratios within 40% to 60%.

The gearing ratio is calculated as net debt divided by total capital. Net debt is calculated as trade and other payables plus borrowings less cash and cash equivalents. Total capital is calculated as total equity plus net debt.

	Enlarged Group 2013 $'000
Net debt	156,442
Total equity	290,638
Total capital	447,080
Gearing ratio	35%

36. Financial risk management (Cont'd)

(d) Capital risk (Cont'd)

The Enlarged Group is in compliance with externally imposed capital requirements for the financial year ended 31 December 2013.

(e) Fair value measurements

The following table presents assets and liabilities measured at fair value and classified by level of the following fair value measurement hierarchy:

(a) quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);

(b) inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices) (Level 2); and

(c) inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

The following table presents the assets measured at fair value at 31 December:

	Enlarged Group			
	Level 1	Level 2	Level 3	Total
	$'000	$'000	$'000	$'000
2013				
Financial assets, at fair value through profit and loss	504	2,372	-	2,876
Available-for-sale financial assets	24	-	1,079	1,103
	528	2,372	1,079	3,979

The fair value of financial instruments traded in active markets (such as trading and available-for-sale securities) is based on quoted market prices at the end of the reporting period. The quoted market price used for financial assets held by the Enlarged Group is the current bid price. These instruments are included in Level 1.

The fair value of financial instruments that are not traded in an active market (e.g. over-the-counter derivatives) is determined by using valuation techniques. The Enlarged Group uses a variety of methods and makes assumptions that are based on market conditions existing at the end of the reporting period. Quoted market prices or dealer quotes for similar instruments are used to estimate fair value for long-term debt for disclosure purposes. Other techniques, such as estimated discounted cash flows, are used to determine fair value for the remaining financial instruments. These investments are classified as Level 2 and comprise debt investments and derivative financial instruments. In frequent circumstances, where a valuation technique for these instruments is based on significant unobservable inputs, such instruments are classified as Level 3.

36. Financial risk management (Cont'd)

(e) Fair value measurements (Cont'd)

The carrying amount less impairment provision of trade receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosures purposes is estimated based on quoted market prices or dealer quotes for similar instruments by discounting the future contractual cash flow at the current market interest rate that is available to the Enlarged Group for similar financial instruments. The fair value of current borrowings approximates their carrying amount.

(f) Financial instruments by category

The carrying amount of the different categories of financial instruments is as disclosed on the face of the Unaudited Pro Forma Consolidated Statement of Financial Position and in Notes 17, 24 and 25 to the financial statements, except for the following:

	Enlarged Group 2013 $'000
Loans and receivables	145,072
Financial liabilities at amortised cost	240,835

37. Segment information

Management has determined the operating segments based on the reports reviewed by the Chief Executive Officer. The Enlarged Group's operating segments consist of its strategic business units which offer different services and are managed separately. The reportable segment presentation is based on the Enlarged Group's management and internal reporting structure used for its strategic decision-making purposes.

Other service included in Singapore is investment holding, which is not included within the reportable operating segments, as this is not included in the reports provided to the Chief Executive Officer.

The Enlarged Group has 3 reportable segments, as described below, which are the Enlarged Group's strategic business units. The strategic business units offer different services, and are managed separately because they are requiring different marketing strategies. For each of the strategic business units, the Chief Executive Officer review the internal management reports on a quarterly basis. The following summary describes the operations in each of the Enlarged Group's reportable segments:

Real estate and property	Development of residential properties and other investment activities
Golf and country club	Development and management of the golf course and resort.
Facility management	Property and facility management

37. Segment information (Cont'd)

(a) Business segments

The segment information provided to the Chief Executive Officer for the reportable segments for the financial year ended 31 December 2011 is as follows:

	Real estate and property $'000	Golf and country club $'000	Estate management and others $'000	Total $'000
Enlarged Group				
Financial year ended 2011				
Sales				
Sales to external parties	31,789	5,839	6,093	43,721
Gross profit	13,658	2,162	2,586	18,406
Gain on bargain purchase	-	-	4,882	4,882
Other income - net	1,020	28	1,088	2,136
Expenses				
- Distribution and marketing	(1,662)	(177)	(19)	(1,858)
- Administrative	(13,862)	(999)	(1,852)	(16,713)
- Finance	(655)	18	(9)	(646)
Share of results of associated companies				20,103
Profit before income tax				26,310
Income tax expense				(1,683)
				24,627
Profit from discontinued operations				318
Profit for the year				24,945

37. Segment information (Cont'd)

(a) Business segments (Cont'd)

The segment information provided to the Chief Executive Officer for the reportable segments for the financial year ended 31 December 2012 is as follows:

	Real estate and property $'000	Golf and country club $'000	Estate management and others $'000	Total $'000
Enlarged Group				
Financial year ended 2012				
Sales				
Sales to external parties	29,132	5,576	6,699	41,407
Gross profit	10,575	2,003	3,333	15,911
Other income - net	7,509	42	23,257	30,808
Expenses				
- Distribution and marketing	(3,817)	(198)	(437)	(4,452)
- Administrative	(15,722)	(1,405)	(400)	(17,527)
- Finance	(1,441)	63	(185)	(1,563)
Share of results of associated companies				(551)
Profit before income tax				22,626
Income tax expense				(1,506)
Profit for the year				21,120

37. Segment information (Cont'd)

(a) Business segments (Cont'd)

The segment information provided to the Chief Executive Officer for the reportable segments for the financial year ended 31 December 2013 is as follows:

	Real estate and property $'000	Golf and country club $'000	Estate management and others $'000	Total $'000
Enlarged Group				
Financial year ended 2013				
Sales				
Sales to external parties	42,403	5,448	5,854	53,705
Gross profit	15,065	1,969	2,248	19,282
Other income - net	6,565	173	(944)	5,794
Expenses				
- Distribution and marketing	(6,017)	(186)	(5)	(6,208)
- Administrative	(16,360)	(1,006)	666	(16,700)
- Finance	(3,013)	57	(11)	(2,967)
Profit before income tax				(799)
Income tax expense				(1,913)
Profit for the financial year				(2,712)

37. Segment information (Cont'd)

(a) Business segments (Cont'd)

The segment information provided to the Chief Executive Officer for the reportable segments for the financial year ended 31 December 2013 is as follows:

	Real estate and property $'000	Golf and country club $'000	Estate management and others $'000	Total $'000
Enlarged Group				
As at 31 December 2013				
Assets				
Segment assets	581,407	17,464	3,151	602,022
Liabilities				
Segment liabilities	230,805	15,611	2,242	248,658

NOTES TO THE UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS
For the financial years ended 31 December 2011, 2012 and 2013

37. Segment information (Cont'd)

(a) Business segments (Cont'd)

Segment profit or loss are reconciled to (loss)/profit before income tax as follows:

The amounts provided to the Chief Executive Officer with respect to (loss)/profit before income tax are measured in a manner consistent with that of the financial statements. These profit or loss is allocated based on the operations of the segment. All profit or loss are allocated to the reportable segments other than directors' fees, employee compensation, audit fees, legal and professional fees, travelling expenses and others.

	Enlarged group 2013 $'000
Segment profit or loss for reportable segments	13,988
Other segment profit or loss	
Unallocated:	
Directors' fees	(240)
Employee compensation	(11,830)
Audit fees	(123)
Travelling expenses	(538)
Others	(3,969)
	(2,712)

(b) Geographical segments

	Revenue			Non-current assets	Total assets
	2011 $'000	2012 $'000	2013 $'000	2013 $'000	2013 $'000
Enlarged Group					
Singapore	4,841	5,541	14,039	19,367	296,376
Indonesia	38,880	35,866	39,666	185,499	305,646
Total	43,721	41,407	53,705	204,866	602,022

In presenting the geographical information, revenue is based on the locations of the customers.

38. Discontinued operations

Following the approval of the Enlarged Group's management on 12 March 2010 to sell its 100% interest in Top Global Enterprise Pte. Ltd. ("TGE") (Comprising of construction services segment), the entire assets and liabilities related to TGE are classified as a disposal group held-for-sale on the Unaudited Pro Forma Consolidated Statement of Financial Position, and the entire results from TGE were presented separately on the Unaudited Pro forma Consolidated Statement of Comprehensive Income as "Discontinued operations". The transaction was completed on 20 March 2010.

NOTES TO THE UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS
For the financial years ended 31 December 2011, 2012 and 2013

38. Discontinued operations (Cont'd)

On 28 December 2011, the Enlarged Group applied to Accounting and Corporate Regulatory Authority Singapore to deregister two of its wholly-owned subsidiaries, Cherie Hearts @ East Coast Parkway Pte. Ltd. and Global Alliance Investment Holdings Pte. Ltd.. The entire results from these subsidiaries are presented separately on the Unaudited Pro Forma Consolidated Statement of Comprehensive Income as "Discontinued operations".

There were no discontinued operations in the Enlarged Group in the prior and current financial years.

(a) The results of the discontinued operations and the re-measurement of the disposal group are as follows:

	2011 $'000	2012 $'000	2013 $'000
Revenue	1	-	-
Other income	319	-	-
Expenses	(2)	-	-
Profit before income tax from discontinued operations (Note 14)	318	-	-
Income tax expense	-	-	-
Profit after income tax from discontinued operations	318	-	-

(b) The impact of the discontinued operations on the cash flows of the Enlarged Group is as follows:

	2011 $'000	2012 $'000	2013 $'000
Operating cash inflows	2,528	-	-
Investing cash inflows	-	-	-
Financing cash outflows	-	-	-
Total cash inflows	2,528	-	-

39. New or revised accounting standards and interpretations

Below are the mandatory standards, amendments and interpretations to existing standards that have been published, and are relevant for the Enlarged Group's accounting periods beginning on or after 1 January 2014 or later periods and which the Enlarged Group has not early adopted:

- FRS 27 (Revised) – Separate Financial Statements (effective for annual periods beginning on or after 1 January 2014)
- FRS 28 (Revised) – Investments in Associates and Joint Ventures (effective for annual periods beginning on or after 1 January 2014)
- Amendments to FRS 32 – Financial Instruments: Offsetting of Financial Liabilities and Assets (effective for annual periods beginning on or after 1 January 2014)
- FRS 110 (New) – Consolidated Financial Statements (effective for annual periods beginning on or after 1 January 2014)

39. New or revised accounting standards and interpretations

- FRS 110 – Consolidated Financial Statements, Joint Agreements and Disclosure of Interest in Other Entities: Transition Guidance (Amendments to FRS 110, FRS 111 and FRS 113) (effective for annual periods beginning on or after 1 January 2014)
- FRS 111 (New) – Joint Arrangements (effective for annual periods beginning on or after 1 January 2014)
- FRS 112 (New) – Disclosure of Interests in Other Entities (effective for annual periods beginning on or after 1 January 2014)
- Amendments to FRS 110, FRS 111, FRS 112, FRS 27 (2011) and FRS 28 – Consolidated Financial Statements, Joint Agreements, Disclosure of Interest in Other Entities and Separate Financial Statements: Mandatory Effective Date (effective for annual periods beginning on or after 1 January 2014
- Amendments to FRS 110, FRS 111 and FRS 112 – Consolidated Financial Statements, Joint Agreements and Disclosure of Interest in Other Entities: Transition Guidance (effective for annual periods beginning on or after 1 January 2014)
- Amendments to FRS 110, FRS 111 and FRS 27 – Consolidated Financial Statements, Disclosure of Interest in Other Entities and Separate Financial Statements: Investment Entities (effective for annual periods beginning on or after 1 January 2014)
- Amendments to FRS 36 – Impairment of Assets: Recoverable Amount Disclosure for Non-Financial Assets (effective for annual periods beginning on or after 1 January 2014)
- Amendments to FRS 39 – Financial Instruments: Novation of Derivatives and Continuation of Hedge Accounting (effective for annual periods beginning on or after 1 January 2014)

The management anticipates that the adoption of the above amendments to FRS in the future periods will not have a material impact on the financial statements of the Enlarged Group in the period of their initial adoption.

40. Events occurring after the end of the reporting period

On 14 April 2014, the number of ordinary shares issued by the Company increased from 11,407,253,240 to 11,408,053,240 by way of the allotment and issuance of 800,000 new ordinary shares pursuant to the exercise of 800,000 warrants at the exercise price of $0.005 for each new ordinary share. These new ordinary shares rank pari passu in all respects with the then existing issued ordinary shares in the capital of the Company.

On 5 May 2014, the number of ordinary shares issued by the Company increased from 11,408,053,240 to 11,414,553,240 by way of the allotment and issuance of 6,500,000 new ordinary shares pursuant to the exercise of 6,500,000 warrants at the exercise price of $0.005 for each new ordinary share. These new ordinary shares rank pari passu in all respects with the then existing issued ordinary shares in the capital of the Company.

On 8 May 2014, the number of ordinary shares issued by the Company increased from 11,414,553,240 to 11,418,553,240 by way of the allotment and issue of 4,000,000 new ordinary shares pursuant to the exercise of 4,000,000 warrants at the exercise price of $0.005 for each new ordinary share. These new ordinary shares rank pari passu in all respects with the then existing issued ordinary shares in the capital of the Company.

On 16 July 2014, Top Tomlinson Two Pte. Ltd., a wholly-owned subsidiary of the Group, entered into an Offer to Purchase with a third party (the "Purchaser") for the sale of 31, Tomlinson Road, #11-02, Tomlinson Heights, Singapore 247855 at a consideration of $9,000,000. The Purchaser exercised the Option to Purchase on 13 August 2014.

40. Events occurring after the end of the reporting period (Cont'd)

On 16 September 2014, GMB Assets Management Pte. Ltd., a wholly-owned subsidiary of the Group, incorporated a 50%-owned joint venture in the Cayman Islands, known as Top Golden Tree with the initial issued and paid up share capital of S$1.00.

41. Business combination

On 10 December 2013, Top Global Limited announced that the Company has entered into a conditional sale and purchase agreement, acquiring 71.52% equity interest in a subsidiary, PT Suryamas Dutamakmur Tbk (the "PT Suryamas"), incorporated in the Republic of Indonesia which develops real estate properties as well as sells land and houses in Indonesia. PT Suryamas also operates golf courses, country clubs, hotels, and other resort facilities in the Republic of Indonesia. The Republic of Indonesia is one of the fastest growing countries in the region with a large population base. The acquisition will allow the Enlarged Group immediate access to the Indonesia property market and enhance its vision to be a leading property developer in the region. The acquisition will also provide additional sources of revenue and diversify the Enlarged Group's existing business. The increased economies of scale are also likely to generate improvements in operational efficiency.

Details of the consideration paid, the asset acquired and liabilities assumed and the effect on the cash flows of the Enlarged Group, at the acquisition date, are as follows:

(a) Purchase consideration

	Enlarged Group 2013 $'000
Ordinary shares	
Consideration transferred for the business	152,952

NOTES TO THE UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS
For the financial years ended 31 December 2011, 2012 and 2013

41. Business combination (Cont'd)

(b) Identifiable assets acquired and liabilities assumed

	Enlarged Group Fair value 2013 $'000
Cash and cash equivalents	30,392
Inventories	160
Trade and other receivables	9,690
Development properties	243,015
Property, plant and equipment	22,228
Deferred income tax assets	137
Available for sale financial assets	24
	305,646
Trade and other payables	62,570
Borrowings	20,643
Current tax liabilities	887
Derivative liabilities	847
Total liabilities	84,947
Total identifiable net assets	220,699
Non-controlling interest at fair value	(62,865)
Gain from bargain purchase	(4,882)
Consideration transferred for the business	152,952

(c) Effect on cash flow of the Enlarged Group

	Enlarged Group 2013 $'000
Consideration for acquisition	152,952
Less: cash and cash equivalents in subsidiary acquired	(30,392)
Less: consideration in the form of issuance of shares	(152,952)
Cash inflow on acquisition	(30,392)

NOTES TO THE UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS
For the financial years ended 31 December 2011, 2012 and 2013

41. Business combination (Cont'd)

(d) Gain on bargain purchase

	Enlarged Group 2013 $'000
Consideration transferred for the business	152,952
Less : Fair value of identifiable assets and liabilities assumed	(220,699)
Less: Non-controlling interest at fair value	62,865
Gain on bargain purchase	4,882

(e) Acquisition-related costs

Acquisition-related costs of $743,000 are included in administrative expenses in the Unaudited Pro Forma Consolidated Statement of Comprehensive Income and in operating cash flows in the Unaudited Pro Forma Consolidated Statement of Cash Flows.

(f) Revenue and profit contribution

The acquired business contributed revenue and net profit of $39,666,000 and $4,612,000 respectively to the Enlarged Group for the financial year ended 31 December 2013.

42. Authorisation of financial statements

These financial statements were authorised for issue in accordance with a resolution of the Board of Directors of Top Global Limited on 29 September 2014.

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Independent and Reporting Auditor's Report on Examination of the Unaudited Pro Forma Consolidated Financial Statements of the Enlarged Group for the Three-Month Financial Period ended 31 March 2014

29 September 2014

The Board of Directors
Top Global Limited
1 Scotts Road
#20-03 Shaw Centre
Singapore 228208

Dear Sirs

This report has been prepared for inclusion in the circular to shareholders (the "Circular") of Top Global Limited (the "Company") and its subsidiaries (the "Group") in connection with the proposed acquisition of 71.52% interest in the issued and paid up capital of PT Suryamas Dutamakmur Tbk ("PT Suryamas") by the Company (the "Proposed Acquisition").

We report on the Unaudited Pro Forma Consolidated Financial Statements of the Group after the completion of the Proposed Acquisition (collectively, the "Enlarged Group") set out on pages 3 to 81 of the Circular, which have been prepared for illustrative purposes only, in accordance with the provision set out in the Listing Rules of the Singapore Exchange Securities Trading Limited and are based on certain assumptions after making certain adjustments to show what: –

(a) the Unaudited Pro Forma Consolidated Statement of Comprehensive Income of the Enlarged Group for the three-month financial period ended 31 March 2014 would have been if the Proposed Acquisition had occurred on 1 January 2014 (as described in Note 3 to the Unaudited Pro Forma Consolidated Financial Statements);

(b) the Unaudited Pro Forma Consolidated Statement of Financial Position of the Enlarged Group as at 31 March 2014 would have been if the Proposed Acquisition had occurred on 31 March 2014; and

(c) the changes in equity, and cash flows of the Enlarged Group for the three-month financial period ended 31 March 2014 would have been if the Proposed Acquisition had occurred on 1 January 2014.

The Unaudited Pro Forma Consolidated Financial Statements of the Enlarged Group, because of their nature, may not give a true picture of the Enlarged Group's actual financial position, results, changes in equity and cash flows.

The Unaudited Pro Forma Consolidated Financial Statements are the responsibility of the management of Top Global Limited. Our responsibility is to express an opinion on the Unaudited Pro Forma Consolidated Financial Statements based on our work.

We carried out procedures in accordance with Singapore Statement of Auditing Practice ("SSAP") 24: "Auditors and Public Offering Documents". Our work, which involved no independent examination of the underlying financial statements, consisted primarily of comparing the Unaudited Pro Forma Consolidated Financial Statements to the financial statements (or where statements is not available in the financial statements of these entities, to accounting records) considering the evidence supporting the adjustments and discussing the Unaudited Pro Forma Consolidated Financial Statements with the management.

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In our opinion,

(a) the Unaudited Pro Forma Consolidated Financial Statements for the three-month financial period ended 31 March 2014 has been properly prepared:

(i) from the Unaudited Consolidated Financial Statements of the Enlarged Group (or where information is not available in the financial statements, from accounting records of the Enlarged Group), which were prepared in accordance with the Singapore Financial Reporting Standards;

(ii) in a manner consistent with the accounting policies of the Enlarged Group; and

(iii) on the basis stated in Explanatory Note 3 to the Unaudited Pro Forma Consolidated Financial Statements; and

(b) each material adjustment made to the information used in the preparation of the Unaudited Pro Forma Consolidated Financial Information is appropriate for the purpose of preparing such Unaudited Pro Forma Consolidated Financial Statements.

Without qualifying our opinion on the Unaudited Pro Forma Consolidated Financial Statements, we draw attention to Notes 3.4 and 3.5(c). The difference between the fair value of the purchase consideration and the Group's share of fair values of the net assets acquired is presented as gain on bargain purchase on the Unaudited Pro Forma Consolidated Financial Statements. The Group's share of fair values of the net assets acquired are assumed to be equivalent to the carrying amounts of the net assets of PT Suryamas Dutamakmur Tbk ("PT Suryamas") as at 31 December 2013 for the purposes of the preparation of the Unaudited Pro Forma Consolidated Financial Statements. This may differ from the Group's share of fair values of the net assets as at the actual date of completion of the Proposed Acquisition upon the full completion of a purchase price allocation exercise. As the carrying amounts of the net assets of PT Suryamas excludes the effect of fair value adjustments to the assets, liabilities and contingent liabilities arising from the Proposed Acquisition of PT Suryamas, the Unaudited Pro Forma Consolidated Financial Statements excludes the effects of any changes to the depreciation and amortisation, and any other adjustments arising from these fair value adjustments. As the actual goodwill or gain on bargain purchase will have to be determined at the completion of the Proposed Acquisition, the actual goodwill or gain on bargain purchase could be materially different from the amount derived based on the assumption used.

Nexia TS Public Accounting Corporation
Public Accountants and Chartered Accountants
Director-in-charge: Chin Chee Choon

Singapore

UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME OF THE ENLARGED GROUP

For the three-month financial period ended 31 March 2014

	Note	Unaudited Consolidated Statement of Comprehensive Income for the three-month financial period ended 31 March 2014 $'000
Revenue	7	11,855
Cost of sales	8	(7,726)
Gross profit		4,129
Other income	9	1,124
Other gains - net	9	134
Gain on bargain purchase	40	4,882
Expenses		
- Distribution and marketing	10	(1,117)
- Administrative	11	(4,918)
- Finance	12	(392)
Profit before income tax		3,842
Income tax expense	14	(287)
Profit for the financial period		3,555
Other comprehensive income/(loss):		
Items that may be reclassified subsequently to profit or loss:		
Currency translation differences arising from consolidation		13,297
Currency translation differences on available-for-sale financial assets		(5)
		13,292
Total comprehensive income for the financial period		16,847
Profit attributable to:		
Equity holders of the Company		3,532
Non-controlling interests		23
		3,555
Total comprehensive income attributable to:		
Equity holders of the Company		13,040
Non-controlling interests		3,807
		16,847

The accompanying notes form an integral part of these Unaudited Pro Forma Consolidated Financial Statements.

UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME OF THE ENLARGED GROUP (CONT'D)

For the three-month financial period ended 31 March 2014

	Note	Unaudited Consolidated Statement of Comprehensive Income for the three-month financial period ended 31 March 2014
Earnings per share for profit attributable to equity holders of the Company (cents per share)		
Earnings per share (cents)		
Basic	15	**0.01**
Diluted	15	**0.01**

The accompanying notes form an integral part of these Unaudited Pro Forma Consolidated Financial Statements.

UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION OF THE ENLARGED GROUP

As at 31 March 2014

	Note	Unaudited Statement of Financial Position as at 31 March 2014 $'000
ASSETS		
Current assets		
Cash and cash equivalents	16	71,391
Inventories		212
Financial assets, at fair value through profit or loss	17	3,226
Trade and other receivables	18	18,103
Development properties	19	298,091
Available-for-sale financial assets	24	25
		391,048
Non-current assets		
Development properties	19	176,247
Investment properties	20	9,550
Property, plant and equipment	22	25,241
Deferred income tax assets	23	146
Available-for-sale financial assets	24	1,074
Held-to-maturity financial assets	25	8,644
		220,902
Total assets		611,950
LIABILITIES		
Current liabilities		
Trade and other payables	26	82,551
Borrowings	27	4,654
Provision for other liabilities and charges	28	760
Current income tax liabilities		584
		88,549
Non-current liabilities		
Trade and other payables	26	4,661
Borrowings	27	148,823
Provision for other liabilities and charges	28	610
Derivative financial instruments	29	842
Estimated liabilities for employee benefits	30	2,383
		157,319
Total liabilities		245,868
NET ASSETS		366,082

The accompanying notes form an integral part of these Unaudited Pro Forma Consolidated Financial Statements.

UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION OF THE ENLARGED GROUP (CONT'D)

As at 31 March 2014

	Note	Unaudited Statement of Financial Position as at 31 March 2014 $'000
EQUITY		
Capital and reserves attributable to equity holders of the Company		
Share capital	31	276,707
Other reserves	32	14,325
Retained profits		8,517
		299,549
Non-controlling interests		66,533
Total equity		**366,082**

The accompanying notes form an integral part of these Unaudited Pro Forma Consolidated Financial Statements.

UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF CHANGES IN EQUITY OF THE ENLARGED GROUP

For the three-month financial period ended 31 March 2014

	Note	Attributable to equity holders of the Company								Non-controlling interests	Total equity
		Share capital	Share application	General reserves	Translation reserve	Fair value reserve	Retained profits	Total			
		$'000	$'000	$'000	$'000	$'000	$'000	$'000		$'000	$'000
2014											
Beginning of financial period		123,745	4,914	(51)	(53)	7	4,985	133,547		(139)	133,408
Issue of shares		152,952	-	-	-	-	-	152,952		62,865	215,817
- acquisition of subsidiary	40	10	-	-	-	-	-	10		-	10
Exercise of warrants	31										
Currency translation differences arising from consolidation	32	-	-	-	9,513	-	-	9,513		3,784	13,297
Currency translation differences on available-for-sale financial assets	32	-	-	-	-	(5)	-	(5)		-	(5)
Total comprehensive income for the financial period		-	-	-	-	-	3,532	3,532		23	3,555
End of financial period		**276,707**	**4,914**	**(51)**	**9,460**	**2**	**8,517**	**299,549**		**66,533**	**366,082**

The accompanying notes form an integral part of these Unaudited Pro Forma Consolidated Financial Statements.

UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF CASH FLOWS OF THE ENLARGED GROUP

For the three-month financial period ended 31 March 2014

	Note	Unaudited Consolidated Statement of Cash Flows for the three-month financial period ended 31 March 2014 $'000
Cash flows from operating activities		
Profit for the financial period		3,842
Adjustments for:		
- Depreciation of property, plant and equipment		165
- Gain on disposal of property, plant and equipment	9	(2)
- Gain on bargain purchase	40	(4,882)
- Fair value gain on financial assets, at fair value through profit or loss		(350)
- Interest expense		392
- Interest income		(871)
- Unrealised currency translation gain		(2,563)
		(4,269)
Changes in working capital		
- Trade and other receivables		809
- Inventories		(52)
- Development properties		(9,575)
- Trade and other payables		5,383
- Provision for other liabilities and charges		(159)
Cash used in operations		(7,863)
- Interest received		560
- Tax paid		(600)
Net cash used in operating activities		(7,903)
Cash flows from investing activities		
Acquisition of a subsidiary, net of cash acquired	40	30,392
Proceeds from disposal of property, plant and equipment		2
Purchase of available-for-sale financial assets		(1)
Net cash provided by investing activities		30,393
Cash flows from financing activities		
Proceeds from issuance of new shares		10
Proceeds from borrowings		2,482
Repayment of borrowings		(9,521)
Interest paid		(392)
Net cash used in financing activities		(7,421)
Net increase in cash and cash equivalents		15,069
Cash and cash equivalents		
Beginning of financial period		56,197
Effects of currency translation on cash and cash equivalents		5
End of financial period	16	71,271

The accompanying notes form an integral part of these Unaudited Pro Forma Consolidated Financial Statements.

NOTES TO THE UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS

For the three-month financial period ended 31 March 2014

These notes form an integral part of and should be read in conjunction with the Unaudited Pro Forma Consolidated Financial Statements.

1. General information

The Company

Top Global Limited (the "Company" or "TGL") (Registration No.: 198003719Z) is listed on the Singapore Exchange Securities Trading Limited ("SGX-ST") and incorporated and domiciled in Singapore. The address of its principal place of business is at 1 Scotts Road #20-03 Shaw Centre Singapore 228208.

The principal activities of the Company are in property development and investment in real estate related businesses. The principal activities of its subsidiaries are disclosed in Note 21 to the Unaudited Pro Forma Consolidated Financial Statements.

2. Significant events

Proposed Acquisition

On 10 December 2013, the Company entered into a conditional sale and purchase agreement (the "Agreement") with Asia Capital Holding Limited, PT Surya Pembangunan Utama, PT Niaganusa Indomakmur, Alera Financial Corp. (the "Sellers") and Madam Sukmawati Widjaja ("Mdm Sukmawati") in relation to the acquisition of 71.52% of the issued and paid up share capital of PT Suryamas Dutamakmur Tbk ("PT Suryamas") at a purchase consideration of $152,951,535.

Pursuant to the Proposed Acquisition, the proposed allotment and issue of:

(i) 13,000,000,000 new ordinary shares in the capital of the Company (the "Consideration Shares") at the issue price of $0.008 per consideration share credited as fully paid-up; and

(ii) 5,000,000,000 options (the "Consideration Options") to subscribe for new ordinary shares in the capital of the Company (the "Consideration Option Shares") at an exercise price of $0.008 per Consideration Option Share, to Mdm Sukmawati in satisfaction of the purchase consideration.

On 10 June 2014, a supplemental agreement was entered into with the sellers and Mdm Sukmawati ("First Supplemental Agreement") to amend the terms of the Agreement. Under the term of the First Supplemental Agreement, the proposed allotment and issue of 19,000,000,000 ordinary shares (the "Revised Consideration Shares") instead of 13,000,000,000 new ordinary shares in the capital of the Company (the "Consideration Shares") at the issue price of $0.008 per consideration share credited as fully paid-up.

On 4 September 2014, a supplemental agreement ("Second Supplemental Agreement") was entered into to amend the terms of the Agreement. Under the terms of the Second Supplemental Agreement, it was further agreed, *inter alia*, that the Purchase Consideration will be satisfied by the allotment and issue of the Revised Consideration Shares to Mdm Sukmawati and the Company will not allocate and issue any options to Mdm Sukmawati.

Further details of this Proposed Acquisition are set out in Section 3 of this Circular.

NOTES TO THE UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS
For the three-month financial period ended 31 March 2014

3. Basis of presentation of the Unaudited Pro Forma Consolidated Financial Statements

3.1 The Unaudited Pro Forma Consolidated Financial Statements of the Company and its subsidiaries (the "Enlarged Group") for the three-month financial period ended 31 March 2014 have been prepared for illustrative purposes only and are based on certain assumptions after making certain adjustments to show what: –

(a) the Unaudited Pro Forma Consolidated Statement of Comprehensive Income of the Enlarged Group for the three-month financial period ended 31 March 2014 would have been if the Proposed Acquisition had occurred on 1 January 2014;

(b) the Unaudited Pro Forma Consolidated Statement of Financial Position of the Enlarged Group as at 31 March 2014 would have been if the Proposed Acquisition had occurred on 31 March 2014; and

(c) the changes in equity, and cash flows of the Enlarged Group for the financial year ended 31 December 2013 would have been if the Proposed Acquisition had occurred on 1 January 2013.

3.2 The Unaudited Pro Forma Consolidated Financial Statements of the Enlarged Group, because of their nature, may not give a true picture of the Enlarged Group's actual financial position, results, changes in equity and cash flows.

3.3 The Unaudited Pro Forma Consolidated Financial Statements of the Enlarged Group for the three-month financial period ended 31 March 2014 have been compiled based on the following:

(a) the Unaudited Consolidated Financial Statements of TGL and its subsidiaries (the "Group") for the three-month financial period ended 31 March 2014. These Consolidated Financial Statements were prepared in accordance with Singapore Financial Reporting Standards and reviewed by Nexia TS Public Accounting Corporation, Public Accountants and Chartered Accountants, in accordance with Singapore Standards on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity"; and

(b) the Unaudited Consolidated Financial Statements of PT Suryamas Dutamakmur Tbk and its subsidiaries for the three-month financial period ended 31 March 2014 which were prepared in accordance with International Financial Reporting Standards and reviewed by HLB Hadori Sigiarto Adi & Rekan, the Republic of Indonesia, in accordance with Singapore Standards on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity".

The independent auditor's review report on the financial statements described above (a) and (b) do not contain any qualification.

3. Basis of presentation of the Unaudited Pro Forma Consolidated Financial Statements (Cont'd)

3.4 The Unaudited Pro Forma Consolidated Financial Statements of the Enlarged Group presented for the three-month financial period ended 31 March 2014 have been prepared using acquisition method to account for the Proposed Acquisition as set out in FRS 103 'Business Combination'. In accounting for the Proposed Acquisition of PT Suryamas, identifiable assets acquired and liabilities assumed in the acquisition are measured at their fair values, which are based on the Group's share of fair values as at 31 December 2013. The Enlarged Group recognises any non-controlling interests at the non-controlling interest's proportionate share of the identifiable net assets. The excess of the consideration and the amount of any non-controlling interests in PT Suryamas over the Group's share of fair values of the identifiable net assets acquired is recorded as goodwill or gain on bargain purchase. As the actual goodwill or gain on bargain purchase will be determined at the completion of the Proposed Acquisition, the eventual amounts could be materially different from the amount derived based on the assumption used.

3.5 The following key adjustments and assumptions were made for the preparation of the Unaudited Pro Forma Consolidated Financial Statements of the Enlarged Group.

(a) 19,000,000,000 new shares at the issue price of $0.008 per consideration share credited as fully paid-up.

(b) The acquisition costs relating to the Proposed Acquisition are assumed to be approximately $743,000.

(c) The effects of any changes to the depreciation and amortisation, and any other adjustments arising from fair value adjustments to the assets, liabilities and contingent liabilities arising from the Proposed Acquisition may differ from the actual cost as at the actual date of completion of the Proposed Acquisition upon the full completion of a purchase price allocation exercise.

4. Statement of adjustments

(a) Unaudited Pro Forma Consolidated Statement of Comprehensive Income for the three-month financial period ended 31 March 2014

The following adjustments have been made in arriving at the Unaudited Pro Forma Consolidated Statement of Comprehensive Income for the three-month financial period ended 31 March 2014:

	Per Unaudited Consolidated Statement of Comprehensive Income of TGL for the three-month financial period ended 31 March 2014 $'000	Per Unaudited Consolidated Statement of Comprehensive Income of PT Suryamas for the three-month financial period ended 31 March 2014 $'000 [A]	Pro Forma Adjustments $'000 [B]	Pro Forma Adjustments $'000 [C]	Unaudited Pro Forma Consolidated Statement of Comprehensive Income for the three-month financial period ended 31 March 2014 $'000
Revenue	4,685	7,170	-	-	11,855
Cost of sales	(3,491)	(4,235)	-	-	(7,726)
Gross profit	1,194	2,935	-	-	4,129
Other income	536	588	-	-	1,124
Other gains - net	306	(172)	-	-	134
Gain on bargain purchase	-	-	-	4,882	4,882
Expenses					
-Distribution and marketing	(448)	(669)	-	-	(1,117)
-Administrative	(2,263)	(1,912)	(743)	-	(4,918)
-Finance	(8)	(384)	-	-	(392)
(Loss)/profit before income tax	(683)	386	(743)	4,882	3,842
Income tax expense	-	(287)	-	-	(287)
Net (loss)/profit for the financial period	(683)	99	(743)	4,882	3,555

NOTES TO THE UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS
For the three-month financial period ended 31 March 2014

4. Statement of adjustments (Cont'd)

(a) Unaudited Pro Forma Consolidated Statement of Comprehensive Income for the three-month financial period ended 31 March 2014 (Cont'd)

	Per Unaudited Consolidated Statement of Comprehensive Income of TGL for the three-month financial period ended 31 March 2014		Per Unaudited Consolidated Statement of Comprehensive Income of PT Suryamas for the three-month financial period ended 31 March 2014	Pro Forma Adjustments		Unaudited Pro Forma Consolidated Statement of Comprehensive Income for the three-month financial period ended 31 March 2014
	$'000		$'000	$'000		$'000
			[A]	[B]		[C]
Other comprehensive (loss)/income:						
Items that may be reclassified subsequently to profit or loss:						
Currency translation differences arising from consolidation	9		13,288	-		13,297
Currency translation differences on available-for-sales financial assets	(5)		-	-		(5)
Total comprehensive (loss)/income for the financial period	(679)		13,387	(743)		16,847
				4,882		
(Loss)/profit attributable to:						
Equity holders of the Company	(678)		71	(743)		3,532
Non-controlling interests	(5)		28	-		23
	(683)		99	(743)		3,555
				4,882		
Total comprehensive (loss)/income attributable to						
Equity holders of the Company	(674)		9,575	(743)		13,040
Non-controlling interests	(5)		3,812	-		3,807
	(679)		13,387	(743)		16,847
				4,882		

NOTES TO THE UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS
For the three-month financial period ended 31 March 2014

4. Statement of adjustments (Cont'd)

(a) Unaudited Pro Forma Consolidated Statement of Comprehensive Income for the three-month financial period ended 31 March 2014 (Cont'd)

Notes:

[A] Being adjustment to include the financial results of PT Suryamas Dutamakmur Tbk for the financial period ended 31 March 2014.
[B] Being adjustment to reflect the acquisition costs to be incurred for the financial period ended 31 March 2014.
[C] Being adjustment to reflect the gain on bargain purchase.

4. Statement of adjustments (Cont'd)

(b) Unaudited Pro Forma Consolidated Statement of Financial Position as at 31 March 2014

The following adjustments have been made in arriving at the Unaudited Pro Forma Consolidated Statement of Financial Position as at 31 March 2014

	Per Unaudited Consolidated Statement of Financial Position of TGL as at 31 March 2014	Per Unaudited Consolidated Statement of Financial Position of PT Suryamas as at 31 March 2014	Pro Forma Adjustments				Unaudited Pro Forma Consolidated Statement of Financial Position as at 31 March 2014
			[B]	[C]	[D]	[E]	
	$'000	$'000	$'000	$'000	$'000	$'000	$'000
	[A]						
ASSETS							
Current Assets							
Cash and cash equivalents	42,996	28,395	-	-	-	-	71,391
Inventories	-	212	-	-	-	-	212
Financial assets, at fair value through profit or loss	3,226	-	-	-	-	-	3,226
Trade and other receivables	9,235	8,868	-	-	-	-	18,103
Development properties	212,275	85,816	-	-	-	-	298,091
Available-for-sale financial assets	-	25	-	-	-	-	25
	267,732	123,316	-	-	-	-	391,048

4. Statement of adjustments (Cont'd)

(b) Unaudited Pro Forma Consolidated Statement of Financial Position as at 31 March 2014 (Cont'd)

	Per Unaudited Consolidated Statement of Financial Position of TGL as at 31 March 2014 $'000	Per Unaudited Consolidated Statement of Financial Position of PT Suryamas as at 31 March 2014 $'000	Pro Forma Adjustments $'000				Unaudited Pro Forma Consolidated Statement of Financial Position as at 31 March 2014 $'000
		[A]	[B]	[C]	[D]	[E]	
Non-current assets							
Development properties	-	176,247	-	-	-	-	176,247
Investment property	9,550	-	-	-	-	-	9,550
Property, plant and equipment	339	24,902	-	-	-	-	25,241
Deferred income tax assets	-	146	-	-	-	-	146
Available-for-sale financial assets	1,074	-	-	-	-	-	1,074
Held-to-maturity financial assets	8,644	-	-	-	-	-	8,644
	19,607	201,295	-	-	-	-	220,902
Total assets	287,339	324,611	-	-	-	-	611,950

4. Statement of adjustments (Cont'd)

(b) Unaudited Pro Forma Consolidated Statement of Financial Position as at 31 March 2014 (Cont'd)

	Per Unaudited Consolidated Statement of Financial Position of TGL as at 31 March 2014	Per Unaudited Consolidated Statement of Financial Position of PT Suryamas as at 31 March 2014	Pro Forma Adjustments				Unaudited Consolidated Statement of Financial Position as at 31 March 2014
	$'000	$'000 [A]	$'000 [B]	$'000 [C]	$'000 [D]	$'000 [E]	$'000
LIABILITIES							
Current Liabilities							
Trade and other payables	19,374	62,434	(743)	-	-	-	82,551
Borrowings	-	4,654	-	-	-	-	4,654
Provision for other liabilities and charges	760	-	-	-	-	-	760
Current income tax liabilities	-	584	-	-	-	-	584
	20,134	67,672	(743)	-	-	-	87,549
Non-current liabilities							
Trade and other payables	-	4,661	-	-	-	-	4,661
Borrowings	133,855	14,968	-	-	-	-	148,823
Provision for other liabilities and charges	610	-	-	-	-	-	610
Derivative financial instrument	-	842	-	-	-	-	842
Estimated liabilities for employee benefits	-	2,383	-	-	-	-	2,383
	134,465	22,854	-	-	-	-	157,319
Total liabilities	154,599	90,526	(743)	-	-	-	245,868
NET ASSETS	132,740	234,085	(743)	-	-	-	366,082

NOTES TO THE UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS
For the three-month financial period ended 31 March 2014

4. Statement of adjustments (Cont'd)

(b) Unaudited Pro Forma Consolidated Statement of Financial Position as at 31 March 2014 (Cont'd)

	Unaudited Consolidated Statement of Financial Position of TGL as at 31 March 2014	Unaudited Consolidated Statement of Financial Position of PT Suryamas as at 31 March 2014	Pro Forma Adjustments				Unaudited Pro Forma Consolidated Statement of Financial Position as at 31 March 2014
	$'000	$'000	$'000	$'000	$'000	$'000	$'000
		[A]	[B]	[C]	[D]	[E]	
EQUITY							
Capital and reserves attributable to equity holders of the Company							
Share capital	123,755	159,913	-	(6,961)	-	-	276,707
Additional paid-in capital	-	237	-	(237)	-	-	-
Advance for subscription of shares	-	420	-	(420)	-	-	-
Acquisition of non-controlling interests	-	57,750	-	(57,750)	-	-	-
Other comprehensive income							
actuarial gain/(loss)	-	419	-	(419)	-	-	-
Translation reserve	(43)	13,287	-	-	(3,784)	-	9,460
Other reserves	4,865	-	-	-	-	(28)	4,865
Retained profits	4,307	2,059	(743)	2,922	-	(28)	8,517
	132,884	234,085	(743)	(62,865)	(3,784)	(28)	299,549
Non-controlling interests	(144)	-	-	62,865	3,784	28	66,533
Total Equity	132,740	234,085	(743)	-	-	-	366,082

NOTES TO THE UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS
For the three-month financial period ended 31 March 2014

4. Statement of adjustments (Cont'd)

(b) Unaudited Pro Forma Consolidated Statement of Financial Position as at 31 March 2014 (Cont'd)

Notes

[A] Being adjustment to include the financial results of PT Suryamas Dutamakmur Tbk as of 31 March 2014.
[B] Being adjustment to reflect the acquisition costs to be incurred for the three-month financial period ended 31 March 2014.
[C] Being adjustment to reflect the effects of acquisition.
[D] Being adjustment of profit or loss attributed to non-controlling interests.
[E] Being adjustment of other comprehensive income attributed to non-controlling interests.

5. Significant accounting policies

The significant accounting policies adopted by the Enlarged Group, which have been consistently applied in preparing the Unaudited Pro Forma Consolidated Financial Statements set out in this report, are as follows:

5.1 Basis of preparation

The Unaudited Pro Forma Consolidated Financial Statements have been compiled from the financial statements stated in Note 3 and are based on the accounting policies to be adopted by the Enlarged Group. The significant accounting policies of the Enlarged Group, which are in conformity with Singapore Financial Reporting Standards ("FRS") and Interpretations to FRS ("INT FRS"), are set out below. The Unaudited Pro Forma Consolidated Financial Statements have been prepared under the historical cost convention, except as disclosed in the accounting policies below.

The Unaudited Pro Forma Consolidated Financial Statements are presented in Singapore Dollar ("SGD or $") and all values in the tables are rounded to the nearest thousand ($'000) as indicated.

The preparation of the Unaudited Pro Forma Consolidated Financial Statements in conformity with FRS requires the management to exercise its judgment in the process of applying the Enlarged Group's accounting policies. It also requires the use of certain critical accounting estimates and assumptions. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the Unaudited Pro Forma Consolidated Financial Statements are disclosed in Note 6 to the Unaudited Pro Forma Consolidated Financial Statements.

Interpretations and amendments to published standards effective in 2014

On 1 January 2014, the Enlarged Group adopted the new or amended FRS and Interpretations of FRS ("INT FRS") that are mandatory for application for the financial period. Changes to the Enlarged Group's accounting policies have been made as required, in accordance with the transitional provisions in the respective FRS and INT FRS.

The adoption of these new or amended FRS and INT FRS did not result in substantial changes to the accounting policies of the Enlarged Group and had no material effect on the amounts reported for the current financial period.

5.2 Group accounting

(a) Subsidiaries

(i) Consolidation

Subsidiaries are entities (including special purpose entities) over which the Enlarged Group has power to govern the financial and operating policies so as to obtain benefits from its activities, generally accompanied by a shareholding giving rise to a majority of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Enlarged Group controls another entity. Subsidiaries are consolidated from the date on which control is transferred to the Enlarged Group. They are de-consolidated from the date on which control ceases.

In preparing the Unaudited Pro Forma Consolidated Financial Statements, transactions, balances and unrealised gains on transactions between group entities are eliminated. Unrealised losses are also eliminated but are considered an impairment indicator of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Enlarged Group.

5. Significant accounting policies (Cont'd)

5.2 Group accounting (Cont'd)

(a) Subsidiaries (Cont'd)

(i) Consolidation (Cont'd)

Non-controlling interests are that part of the net results of operations and of net assets of a subsidiary attributable to the interests which are not owned directly or indirectly by the equity holders of the Company. They are shown separately in the Unaudited Pro Forma Consolidated Statement of Comprehensive Income, Unaudited Pro Forma Statement of Changes in Equity and Unaudited Pro Forma Statement of Financial Position. Total comprehensive income is attributed to the non-controlling interests based on their respective interests in a subsidiary, even if this results in the non-controlling interests having a deficit balance.

(ii) Acquisition

The acquisition method of accounting is used to account for business combinations by the Enlarged Group.

The consideration transferred for the acquisition of a subsidiary or business comprises the fair value of the assets transferred, the liabilities incurred and the equity interests issued by the Enlarged Group. The consideration transferred also includes the fair value of any contingent consideration arrangement and the fair value of any pre-existing equity interest in the subsidiary.

Acquisition-related costs are expensed as incurred.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date.

On an acquisition-by-acquisition basis, the Enlarged Group recognises any non-controlling interest in the acquiree at the date of acquisition either at fair value or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets.

The excess of (a) the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previously–held equity interest in the acquiree over the (b) fair values of the identifiable assets acquired net of the fair values of the liabilities and any contingent liabilities assumed, is recorded as goodwill. If those amounts are less than the fair value of the identifiable net assets of the subsidiary acquired and the measurement of all amounts has been reviewed, the difference is recognised directly in profit or loss as a gain on bargain purchase.

5. Significant accounting policies (Cont'd)

5.2 Group accounting (Cont'd)

(a) Subsidiaries (Cont'd)

(iii) Disposals

When a change in the Enlarged Group's ownership interest in a subsidiary results in a loss of control over the subsidiary, the assets and liabilities of the subsidiary including any goodwill, are derecognised. Amounts previously recognised in other comprehensive income in respect of that entity are also reclassified to profit or loss or transferred directly to retained profits if required by a specific Standard.

Any retained equity interest in the entity is remeasured at fair value. The difference between the carrying amount of the retained interest at the date when control is lost and its fair value is recognised in profit or loss.

Please refer to the paragraph "Investments in subsidiaries" for the accounting policy on investments in subsidiaries in the separate financial statements of the Enlarged Group.

(b) Transactions with non-controlling interests

Changes in the Enlarged Group's ownership interest in a subsidiary that do not result in a loss of control over the subsidiary are accounted for as transactions with equity owners of the Company. Any difference between the change in the carrying amounts of the non-controlling interest and the fair value of the consideration paid or received is recognised within equity attributable to the equity holders of the Company.

5.3 Investments in subsidiaries

Investments in subsidiaries are carried at cost less accumulated impairment losses in the Company's statement of financial position. On disposal of such investments, the difference between disposal proceeds and the carrying amounts of the investments are recognised in profit or loss.

5.4 Property, plant and equipment

(a) Measurement

(i) Property, plant and equipment

Property, plant and equipment are initially recognised at cost and subsequently carried at cost less accumulated depreciation and accumulated impairment losses.

(ii) Components of costs

The cost of an item of property, plant and equipment initially recognised includes its purchase price and any cost that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

The projected cost of dismantlement, removal or restoration is also recognised as part of the cost of property, plant and equipment if such obligation for the dismantlement, removal or restoration is incurred as a consequence of either acquiring the asset or using the asset for purpose other than to produce inventories.

5. Significant accounting policies (Cont'd)

5.4 Property, plant and equipment (Cont'd)

(b) Depreciation

Depreciation on property, plant and equipment is calculated using the straight-line method to allocate their depreciable amounts over their estimated useful lives as follows:

	Useful lives
Plant and equipment	3 years
Motor vehicles	4-5 years
Furniture and fittings	3-8 years
Leasehold improvement	3 years
Land use rights	over the lease term period ranged from 37 to 50 years
Golf course	14-20 years
Golf and country club equipment	3-8 years
Buildings and club house	15-20 years

Land is stated at cost and is not depreciated.

The residual values, estimated useful lives and depreciation method of property, plant and equipment are reviewed, and adjusted as appropriate, at the end of each reporting period. The effects of any revision are recognised in profit or loss when the changes arise.

Assets under construction represent the costs of assets under development. When assets under construction are completed and become operational they are recognised as property, plant and equipment and depreciated over their useful lives.

Fully depreciated assets are retained in the financial statements until they are no longer in use.

(c) Subsequent expenditure

Subsequent expenditure relating to property, plant and equipment that has already been recognised is added to the carrying amount of the asset only when it is probable that future economic benefits associated with the item will flow to the Enlarged Group and the cost of the item can be measured reliably. All other repair and maintenance expenses are recognised in profit or loss when incurred.

(d) Disposal

On disposal of an item of property, plant and equipment, the difference between the disposal proceeds and its carrying amount is recognised in profit or loss within "Other gains/(losses) - net".

5.5 Investment properties

Investment properties represent residential units that are held for long-term rental yields. Investment properties include properties that are constructed or developed for future use as investment properties.

Investment properties are initially recognised at cost and subsequently carried at fair value, determined annually by independent professional valuers on the highest-and-best-use basis. Changes in fair values are recognised in profit or loss.

5. Significant accounting policies (Cont'd)

5.5 Investment properties (Cont'd)

The cost of major renovations and improvements is capitalised and the carrying amounts of the replaced components are recognised in profit or loss. The cost of maintenance, repairs and minor improvements is recognised in profit or loss when incurred.

On disposal of an investment property, the difference between the disposal proceeds and the carrying amount is recognised in profit or loss.

5.6 Goodwill on acquisition

Goodwill on acquisitions of subsidiaries and business on or after 1 January 2010 represents the excess of (a) the aggregate of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previously-held equity interest in the acquiree over (b) the fair value of the identifiable assets acquired net of the fair values of the liabilities and any contingent liabilities assumed.

Goodwill on acquisition of subsidiaries and business prior to 1 January 2010 and on acquisition of joint ventures and associated companies represents the excess of the cost of the acquisition over the fair value of the Enlarged Group's share of the identifiable net assets acquired.

Goodwill on subsidiaries is recognised separately as intangible assets and carried at cost less accumulated impairment losses.

Gains and losses on the disposal of subsidiaries include the carrying amount of goodwill relating to the equity sold, except for goodwill arising from acquisition prior to 1 January 2001. Such goodwill was adjusted against retained profits in the year of acquisition and is not recognised in profit or loss on disposal.

5.7 Impairment of non-financial assets

Property, plant and equipment
Investments in subsidiaries

Property, plant and equipment and investments in subsidiaries are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired.

For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash inflows that are largely independent of those from other assets. If this is the case, the recoverable amount is determined for the cash-generating unit ("CGU") to which the asset belong.

If the recoverable amount of the asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount.

The difference between the carrying amount and recoverable amount is recognised as an impairment loss in profit or loss.

5. Significant accounting policies (Cont'd)

5.7 Impairment of non-financial assets (Cont'd)

An impairment loss for an asset is reversed only if, there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. The carrying amount of this asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years.

A reversal of impairment loss for an asset is recognised in profit or loss.

5.8 Financial assets

(a) Classification

The Enlarged Group classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivables, held-to-maturity and available-for-sale. The classification depends on the nature of the asset and the purpose for which the assets were acquired. Management determines the classification of its financial assets at initial recognition and in the case of assets classified as held-to-maturity, re-evaluates this designation at the end of each reporting period.

(i) Financial assets, at fair value through profit or loss

This category has two sub-categories: financial assets held for trading, and those designated at fair value through profit or loss at inception. A financial asset is classified as held for trading if it is acquired principally for the purpose of selling in the short term. Financial assets designated as at fair value through profit or loss at inception are those that are managed and their performances are evaluated on a fair value basis, in accordance with a documented Enlarged Group investment strategy. Assets in this category are presented as current assets if they are either held for trading or are expected to be realised within 12 months after the end of the reporting period.

(ii) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are presented as current assets, except for those expected to be realised later than 12 months after the end of the reporting period which are presented as non-current assets. Loans and receivables are presented as "trade and other receivables" (Note 18) and "cash and cash equivalents" (Note 16) on the Unaudited Pro Forma Consolidated Statement of Financial Position.

(iii) Held-to-maturity financial assets

Held-to-maturity financial assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Enlarged Group's management has the positive intention and ability to hold to maturity. If the Enlarged Group were to sell other than an insignificant amount of held-to-maturity financial assets, the whole category would be tainted and reclassified as available-for-sale. They are presented as non-current assets, except for those maturing within 12 months after the end of the reporting period which are presented as current assets.

5. Significant accounting policies (Cont'd)

5.8 Financial assets (Cont'd)

(a) Classification (Cont'd)

(iv) Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are presented as non-current assets unless the investment matures or management intends to dispose of the assets within 12 months after the end of the reporting period.

(b) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade date – the date on which the Enlarged Group commits to purchase or sell the asset.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Enlarged Group has transferred substantially all risks and rewards of ownership. On disposal of a financial asset, the difference between the carrying amount and the sale proceeds is recognised in profit or loss. Any amount previously recognised in other comprehensive income relating to that asset is reclassified to profit or loss.

(c) Initial measurement

Financial assets are initially recognised at fair value plus transaction costs except for financial assets at fair value through profit or loss, which are recognised at fair value. Transaction costs for financial assets at fair value through profit or loss are recognised immediately as expenses.

(d) Subsequent measurement

Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables and held-to-maturity financial assets are subsequently carried at amortised cost using the effective interest method.

Changes in the fair values of financial assets at fair value through profit or loss including the effects of currency translation, interest and dividends, are recognised in profit or loss when the changes arise.

Interest and dividend income on available-for-sale financial assets are recognised separately in income. Changes in the fair values of available-for-sale debt securities (i.e. monetary items) denominated in foreign currencies are analysed into currency translation differences on the amortised cost of the securities and other changes; the currency translation differences are recognised in profit or loss and the other changes are recognised in other comprehensive income and accumulated in the fair value reserve. Changes in the fair values of available-for-sale equity securities (i.e. non-monetary items) are recognised in other comprehensive income and accumulated in the fair value reserve, together with the related currency translation differences.

5. Significant accounting policies (Cont'd)

5.8 Financial assets (Cont'd)

(e) Impairment

The Enlarged Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired and recognises an allowance for impairment when such evidence exists.

(i) Loans and receivables/Held-to-maturity financial assets

Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy and default or significant delay in payments are objective evidence that these financial assets are impaired.

The carrying amount of these assets is reduced through the use of an impairment allowance account which is calculated as the difference between the carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. When the asset becomes uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are recognised against the same line item in profit or loss.

The impairment allowance is reduced through profit or loss in a subsequent period when the amount of impairment loss decreases and the related decrease can be objectively measured. The carrying amount of the asset previously impaired is increased to the extent that the new carrying amount does not exceed the amortised cost had no impairment been recognised in prior periods.

(ii) Available-for-sale financial assets

In addition to the objective evidence of impairment described in Note 5.8(e)(i), a significant or prolonged decline in the fair value of an equity security below its cost is considered as an indicator that the available-for-sale financial asset is impaired.

If any evidence of impairment exists, the cumulative loss that was previously recognised in other comprehensive income is reclassified to profit or loss. The cumulative loss is measured as the difference between the acquisition cost (net of any principal repayments and amortisation) and the current fair value, less any impairment loss previously recognised as an expense. The impairment losses recognised as an expense on equity securities are not reversed through profit or loss.

(f) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the Unaudited Pro Forma Consolidated Statement of Financial Position when there is a legally enforceable right to offset and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

5. Significant accounting policies (Cont'd)

5.9 Construction contracts

When the outcome of a construction contract can be estimated reliably, contract revenue and contract costs are recognised as revenue and expenses respectively by reference to the stage of completion of the contract activity at the end of the reporting period ("percentage-of-completion method"). When the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised to the extent of contract costs incurred that are likely to be recoverable. When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

Contract revenue comprises the initial amount of revenue agreed in the contract and variations in the contract work and claims that can be measured reliably. A variation or a claim is recognised as contract revenue when it is probable that the customer will approve the variation or negotiations have reached an advanced stage such that it is probable that the customer will accept the claim.

The stage of completion is measured by reference to the proportion of contract costs incurred to date to the estimated total costs for the contract. Costs incurred during the financial year in connection with future activity on a contract are excluded from the costs incurred to date when determining the stage of completion of a contract. Such costs are shown as construction contract work-in-progress on the Unaudited Pro Forma Consolidated Statement of Financial Position unless it is not probable that such contract costs are recoverable from the customers, in which case, such costs are recognised as an expense immediately.

At the end of the reporting period, the cumulative costs incurred plus recognised profit (less recognised losses) on each contract is compared against the progress billings. Where the cumulative costs incurred plus the recognised profits (less recognised losses) exceed progress billings, the surplus representing amount due from customers is shown as construction contract within "trade and other receivables". Where progress billings exceed the cumulative costs incurred plus recognised profits (less recognised losses), the surplus representing amount due to customers is shown as advances received within "trade and other payables".

5.10 Development properties

Development properties are those properties which are held with the intention for development and sale in the ordinary course of business. They are stated at the lower of cost plus a portion of attributable profit (where appropriate) less progress billings and estimated net realisable value. Net realisable value represents the estimated selling price less costs to be incurred in selling the property.

The cost of properties under development comprises specifically identified costs, including acquisition costs, development expenditure, borrowing costs and other related expenditure. Borrowing costs payable on loans funding a development property are also capitalised, on a specific identification as part of the cost of the development property until the completion of development. The cumulative impact of a revision in estimates is recorded in the period such revisions become likely and estimable. When it is probable that cost of development property will exceed sale proceed of the development property, the expected loss is recognised as an expense immediately. The development properties in progress have operating cycles longer than one year.

5. Significant accounting policies (Cont'd)

5.11 Trade and other payables

Trade and other payables represent liabilities for goods and services provided to the Enlarged Group prior to the end of financial year which are unpaid. They are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). Otherwise, they are presented as non-current liabilities.

Trade and other payables are initially recognised at fair value, and subsequently carried at amortised cost using the effective interest method.

5.12 Provisions

Provisions for warranty, restructuring costs and legal claims are recognised when the Enlarged Group has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

The Enlarged Group recognises the estimated liability to repair or replace products still under warranty at the end of the reporting period. This provision is calculated based on historical experience of the level of repairs and replacements.

Other provisions are measured at the present value of the expenditure expected to be required to settle the obligation using a pre-tax discount rate that reflects the current market assessment of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised in the Unaudited Pro Forma Consolidated Statement of Comprehensive Income as finance expenses.

Changes in the estimated timing or amount of the expenditure or discount rate are recognised in profit or loss when the changes arise.

5.13 Financial guarantees

The Company has issued corporate guarantees to banks for borrowings of its subsidiaries. These guarantees are financial guarantees as they require the Company to reimburse the banks if the subsidiaries fail to make principal or interest payments when due in accordance with the terms of their borrowings.

Financial guarantees are initially recognised at their fair values plus transaction costs in the Company's statement of financial position.

Financial guarantees are subsequently amortised to profit or loss over the period of the subsidiaries' borrowings, unless it is probable that the Company will reimburse the banks for an amount higher than the unamortised amount. In this case, the financial guarantees shall be carried at the expected amount payable to the banks in the Company's statement of financial position.

Intra-group transactions are eliminated on consolidation.

5. Significant accounting policies (Cont'd)

5.14 Borrowings

Borrowings are presented as current liabilities unless the Enlarged Group has an unconditional right to defer settlement for at least 12 months after the end of the reporting period, in which case they are presented as non-current liabilities.

(a) Borrowings

Borrowings are initially recognised at fair value (net of transaction costs) and subsequently carried at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

(b) Convertible bonds

The total proceeds from convertible bonds issued are allocated to the liability component and the equity component, which are separately presented on the Unaudited Pro Forma Consolidated Statement of Financial Position.

The liability component is recognised initially at its fair value, determined using a market interest rate for equivalent non-convertible bonds. It is subsequently carried at amortised cost using the effective interest method until the liability is extinguished on conversion or redemption of the bonds.

The difference between the total proceeds and the liability component is allocated to the conversion option (equity component), which is presented in equity net of any deferred tax effect. The carrying amount of the conversion option is not adjusted in subsequent periods. When the conversion option is exercised, the carrying amount of the liability and equity components are transferred to the share capital. When the conversion option lapses, the carrying amount is transferred to retained profits.

5.15 Inventories

Inventories are carried at the lower of cost and the net realisable value. Cost is determined using the first-in, first-out method. Net realisable value is estimated selling price in the ordinary course of business, less the estimated costs of completion and applicable variable selling expenses.

5.16 Revenue recognition

Sales comprise the fair value of the consideration received or receivable for the sale of goods and rendering of services in the ordinary course of the Enlarged Group's activities. Sales are presented, net of goods and services tax, rebates and discounts, and after eliminating sales within the Enlarged Group.

The Enlarged Group recognises revenue when the amount of revenue and related cost can be reliably measured, it is probable that the collectability of the related receivables is reasonably assured and when the specific criteria for each of the Enlarged Group's activities are met as follows:

(a) Rental income

Rental income from operating leases (net of any incentives given to the lessees) is recognised on a straight-line basis over the lease term.

5. Significant accounting policies (Cont'd)

5.16 Revenue recognition (Cont'd)

(b) Revenue from construction contracts

Revenue from construction contracts are recognised based on the percentage-of-completion method as disclosed in Note 5.9.

(c) Rendering of service, car park rental and educational revenue

Revenue from services is recognised when services are rendered.

(d) Revenue from development properties, sales of land and houses

Development properties for sale

The Enlarged Group recognises income on property development projects when the significant risks and rewards of ownership have been transferred to the purchasers.

For development projects under progressive payment scheme in Singapore, whereby the legal terms in the sale contracts result in continuous transfer of work-in-progress to the purchasers, revenue is recognised based on the percentage-of-completion method. Under the percentage-of-completion method, profit is brought into profit or loss only in respect of sales procured and to the extent that such profit relates to the progress of construction work. The progress of construction work is measured by the proportion of the construction costs incurred to date to the estimated total construction costs for each project.

For development projects under deferred payment scheme in overseas development projects, the construction revenue will be recognised upon the transfer of significant risks and rewards of ownership, which generally coincides with the time the development units are delivered to the purchasers.

(e) Interest income

Interest income, including income arising from other financial instruments, is recognised using the effective interest method.

(f) Management fee income

Management fee income is recognised when services are rendered.

(g) Dividend income

Dividend income is recognised when the right to receive payment is established.

(h) Golf membership and membership fees

Golf membership and membership fees consist of the follow

Type of membership	Refundable	Non refundable	Period
Founder	90%	10%	1993 – 1995
Gold Chartered	50%	50%	1995 – 1996
Chartered	-	100%	1996 onwards

5. Significant accounting policies (Cont'd)

5.16 Revenue recognition (Cont'd)

(h) Golf membership and membership fees (Cont'd)

Refundable deposits will be returned to the members after 30 years at Rupiah equivalent when the fees were received. Non-refundable deposits are recognised as revenue when 10% of the golf membership fees have been collected.

5.17 Employee compensation

Employee benefits are recognised as an expense, unless the cost qualifies to be capitalised as an asset.

(a) Defined contribution plans

Defined contribution plans are post-employment benefit plans under which the Enlarged Group pays fixed contributions into separate entities such as the Central Provident Fund on a mandatory, contractual or voluntary basis. The Enlarged Group has no further payment obligations once the contributions have been paid.

(b) Employee leave entitlement

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the end of the reporting period.

(c) Share-based compensation

The Enlarged Group operates an equity-settled, share-based compensation plan. The value of the employee services received in exchange for the grant of options is recognised as an expense with a corresponding increase in the share option reserve over the vesting period. The total amount to be recognised over the vesting period is determined by reference to the fair value of the options granted on the date of the grant. Non-market vesting conditions are included in the estimation of the number of shares under options that are expected to become exercisable on the vesting date. At the end of each reporting period, the Enlarged Group revises its estimates of the number of shares under options that are expected to become exercisable on the vesting date and recognises the impact of the revision of the estimates in profit or loss, with a corresponding adjustment to the share option reserve over the remaining vesting period.

When the options are exercised, the proceeds received (net of transaction costs) and the related balance previously recognised in the share option reserve are credited to share capital account, when new ordinary shares are issued, or to the "treasury shares" account, when treasury shares are re-issued to the employees.

If an equity-settled, share-based compensation is cancelled, it is treated as if it had vested on the date of cancellation and any expense not recognised for the compensation is recognised immediately.

5. Significant accounting policies (Cont'd)

5.17 Employee compensation (Cont'd)

(d) Retirement benefits

Employees and directors of the Enlarged Group with more than one year of service are entitled to receive a lump-sum payment upon termination of their employment depending on their length of service and rate of pay at the time of termination, regardless of the reason for termination. The expected costs of these benefits are accrued over the period of employment using an accounting methodology similar to that for defined benefit plans. A defined benefit plan is a pension plan that defines an amount of pension benefit to be provided, usually as a function of one or more factors such as age, years of service or compensation.

The liability recognised in the Unaudited Pro Forma Consolidated Statement of Financial Position in respect of defined benefit plans is the present value of the defined obligation at the end of the reporting period less the fair value of the plan assets, together with adjustments for unrecognised actuarial gains or losses and past service costs. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit cost method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using the interest rate of high-quality corporate bonds and government bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension liability.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period when they arise.

Past service costs are recognised immediately in profit or loss.

5.18 Borrowing costs

Borrowing costs are recognised in profit or loss using the effective interest method except for those costs that are directly attributable to the development of properties and assets under construction. This includes those costs on borrowings acquired specifically for the development of properties and assets under construction, as well as those in relation to general borrowings used to finance the development of properties and assets under construction.

The actual borrowing costs incurred during the period up to the issuance of the temporary occupation permit less any investment income on temporary investment of these borrowings, are capitalised in the cost of the property under development. Borrowing costs on general borrowings are capitalised by applying a capitalisation rate to development expenditures that are financed by general borrowings.

5. Significant accounting policies (Cont'd)

5.19 Fair value estimation of financial assets and liabilities

The fair values of financial instruments traded in active markets (such as exchange-traded and over-the-counter securities and derivatives) are based on quoted market prices at the end of the reporting period. The quoted market prices used for financial assets are the current bid prices.

The fair values of financial instruments that are not traded in an active market are determined using valuation techniques. The Enlarged Group uses a variety of methods and makes assumptions that are based on market conditions existing at each reporting period. Where appropriate, quoted market prices or dealer quotes for similar instruments are used. Valuation techniques, such as discounted cash flow analyses, are also used to determine the fair values of the financial instruments.

The carrying amounts of current financial assets and liabilities carried at amortised cost approximate their fair values.

5.20 Leases

(a) When the Enlarged Group is the lessee:

The Enlarged Group leases land, premises and office equipment under operating leases from non-related parties.

Lessee - Operating leases

Leases where substantially all risks and rewards incidental to ownership are retained by the lessors are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessors) are recognised in profit or loss on a straight-line basis over the period of the lease.

(b) When the Enlarged Group is the lessor:

The Enlarged Group leases land, premises and investment properties under operating leases to non-related parties.

Lessor - Operating leases

Leases where the Enlarged Group retains substantially all risks and rewards incidental to ownership are classified as operating leases. Rental income from operating leases (net of any incentives given to the lessees) is recognised in profit or loss on a straight-line basis over the lease term.

Contingent rents are recognised as an income in profit or loss when incurred.

5. Significant accounting policies (Cont'd)

5.21 Income taxes

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax is recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

A deferred income tax liability is recognised on temporary differences arising on investments in subsidiaries, except where the Enlarged Group is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

A deferred income tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

Deferred income tax is measured:

(i) at the tax rates that are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period; and

(ii) based on the tax consequence that will follow from the manner in which the Enlarged Group expects, at the end of the reporting period, to recover or settle the carrying amounts of its assets and liabilities, except for investment properties. Investment property measured at fair value is presumed to be recovered entirely through sale.

Current and deferred income taxes are recognised as income or expense in profit or loss.

5.22 Currency translation

(a) Functional and presentation currency

Items included in the financial statements of each entity in the Enlarged Group are measured using the currency of the primary economic environment in which the entity operates ("functional currency"). The financial statements are presented in Singapore Dollar, which is the functional currency of the Company.

5. Significant accounting policies (Cont'd)

5.22 Currency translation (Cont'd)

(b) Transactions and balances

Transactions in a currency other than the functional currency ("foreign currency") are translated into the functional currency using the exchange rates at the dates of the transactions. Currency translation differences resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the closing rates at the end of the reporting period are recognised in profit or loss. However, in the Unaudited Pro Forma Consolidated Financial Statements, currency translation differences arising from borrowings in foreign currencies and other currency instruments designated and qualifying as net investment hedges and net investment in foreign operations, are recognised in other comprehensive income and accumulated in the currency translation reserve.

When a foreign operation is disposed of or any loan forming part of the net investment of the foreign operation is repaid, a proportionate share of the accumulated currency translation differences is reclassified to the Unaudited Pro Forma Consolidated Statement of Comprehensive Income, as part of the gain or loss on disposal.

Foreign exchange gains and losses that relate to borrowings are presented in the Unaudited Pro Forma Statement of Comprehensive Income within "finance expense". All other foreign exchange gains and losses impacting profit or loss are presented in the Unaudited Pro Forma Consolidated Statement of Comprehensive Income within "Other gains/(losses) – net".

Non-monetary items measured at fair values in foreign currencies are translated using the exchange rates at the date when the fair values are determined.

(c) Translation of Enlarged Group entities' financial statements

The results and financial position of all the Enlarged Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

(i) assets and liabilities are translated at the closing exchange rates at the end of the reporting period;

(ii) income and expenses are translated at average exchange rates (unless the average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated using the exchange rates at the dates of the transactions); and

(iii) all resulting currency translation differences are recognised in other comprehensive income and accumulated in the currency translation reserve. These currency translation differences are reclassified to profit or loss on disposal or partial disposal of the entity giving rise to such reserve.

5. Significant accounting policies (Cont'd)

5.23 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief executive officer who is responsible for allocating resources and assessing performance of the operating segments.

5.24 Cash and cash equivalents

For the purpose of presentation in the Unaudited Pro Forma Consolidated Statement of Cash Flows, cash and cash equivalents include cash on hand and deposits with financial institutions which are subject to an insignificant risk of changes in value, less cash subject to restriction.

5.25 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares are deducted against the share capital account.

5.26 Government grants

Grants from the government are recognised as a receivable at their fair value when there is reasonable assurance that the grants will be received and the Enlarged Group will comply with all the attached conditions.

Government grants receivable are recognised as income over the periods necessary to match them with the related costs which they are intended to compensate, on a systematic basis. Government grants relating to expenses are shown separately as other income.

Government grants relating to assets are deducted against the carrying amounts of the assets.

5.27 Derivative financial instruments and hedging activities

A derivative financial instrument is initially recognised at its fair value on the date the contract is entered into and is subsequently carried at its fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged.

Fair value changes on derivatives that are not designated or do not qualify for hedge accounting are recognised in profit or loss when the changes arise.

Convertible instruments with embedded derivative

Convertible loan with conversion option are accounted for as financial liability with an embedded equity conversion derivative based on the terms of the contract.

On issuance of convertible loans, the embedded option is recognised at its fair value as derivative liability with subsequent changes in fair value recognised in profit or loss.

The remainder of the proceeds is allocated to the liability component that is carried at amortised cost until the liability is extinguished on conversion or redemption.

When an equity conversion option is exercised, the carrying amounts of the liability component and the equity conversion option are derecognised with a corresponding recognition of share capital.

6. **Critical accounting estimates, assumptions and judgements**

Estimates, assumptions and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Critical accounting estimates and assumptions

(a) Provision for other liabilities and charges

Provisions for warranty claims are based on (i) % of the contract sum; and (ii) physical verification by surveyor of the defect liabilities. The warranty period ranges between 10 – 14 years.

Provisions for other liabilities and charges mainly comprise amounts related to contractual obligations and penalties to customers and estimated losses on customer contracts, as well as supplier or subcontractor claims and/or disputes. Management estimates the required amounts of provision based on past experience and similar risk characteristics. As at 31 March 2014, provision for other liabilities and charges amounted to $1,370,000.

If claims cost differ by 10% from management's estimates, the provision for other liabilities and charges will be an estimated $137,000 higher or lower.

(b) Post-employment pension obligations

The present value of the post-employment pension obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost (income) for pensions include the discount rate. Any changes in these assumptions will impact the carrying amount of pension obligations.

The Enlarged Group determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the pension obligations. In determining the appropriate discount rate, the Enlarged Group considers the interest rates of high quality corporate bonds that are denominated in the currency in which the benefits will be paid, and have a tenure approximating the tenure of the related pension liability.

Other key assumptions for pension obligations are based in part on current market conditions. As at 31 March 2014, estimated liabilities for employee benefits amounted to $2,383,000.

If the discount rate used has been higher/lower by 1% from management estimates, the carrying amount of pension obligations will be an estimated $110,000 lower or $126,000 higher.

If claims cost differ by 10% from management's estimates, the provision for other liabilities and charges will be an estimated $238,000 higher or lower.

6. Critical accounting estimates, assumptions and judgements (Cont'd)

Critical accounting estimates and assumptions (Cont'd)

(c) Impairment of loans and receivables

Management reviews its loans and receivables for objective evidence of impairment at least quarterly. Significant financial difficulties of the debtor, the probability that the debtor will enter bankruptcy, and default or significant delay in payments are considered objective evidence that a receivable is impaired. In determining this, management makes judgement as to whether there is observable data indicating that there has been a significant change in the payment ability of the debtor, or whether there have been significant changes with adverse effect in the technological, market, economic or legal environment in which the debtor operates in.

Where there is objective evidence of impairment, management has made judgement as to whether an impairment loss should be recorded as an expense. In determining this, management has used estimates based on historical loss experience for assets with similar credit risk characteristics. The methodology and assumptions used for estimating both the amount and timing of future cash flows are reviewed regularly to reduce any differences between the estimated loss and actual loss experience. The carrying amount of the receivables is disclosed in Note 18 to the Unaudited Pro Forma Consolidated Statement of Financial Position.

If the net present values of estimated cash flows had been lower by 10% from management's estimates for all past due loans and receivables, the allowance for impairment of the Enlarged Group would have been higher by $1,157,000 for the financial period ended 31 March 2014.

(d) Revenue from development properties

The Enlarged Group recognises revenue for sales of development properties by reference to the stage of completion of the properties. The stage of completion is measured by reference to the contract costs incurred to date compared to the estimated total contract costs (including costs to complete) of the projects.

Significant assumptions are required to estimate the total contract costs and the recoverable variation works that will affect the stage of completion and the contract revenue respectively. In making these estimates, management has relied on past experience and the work of specialists. The carrying amount of development properties at the end of the reporting period is disclosed in Note 19.

If the contract costs of uncompleted properties increase/decrease by 10% from management's estimates, the Enlarged Group's revenue and profit would have been higher/lower by $1,190,000/$1,455,000 and $600,000/$733,000 respectively.

NOTES TO THE UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS
For the three-month financial period ended 31 March 2014

7. **Revenue**

	Enlarged Group Three-month financial period ended 31 March 2014 $'000 (Unaudited)
Educational revenues	28
Golf course, country club and estate management revenues	1,068
Golf membership fees	423
Revenue from development properties	3,547
Rental income	1,138
Rendering of services	36
Sales of land and houses	5,615
	11,855

8. **Cost of sales**

	Enlarged Group Three-month financial period ended 31 March 2014 $'000 (Unaudited)
Development costs	3,021
Educational expenses	3
Golf course, country club and estate management direct costs	1,109
Land and houses	3,077
Rental costs	538
Reversal of provision for warranty and legal contingencies	(73)
Others	51
	7,726

NOTES TO THE UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS
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9. Other gains/(losses) - net

	Enlarged Group Three-month financial period ended 31 March 2014 $'000 (Unaudited)
Bad debts written-off	(1)
Currency translation gain	(191)
Fair value gain on financial assets, at fair value through profit or loss	350
Gain on disposal of property, plant and equipment	(2)
Interest income	871
Management fee income	86
Others	145
	1,258
Presented in Unaudited Pro Forma Consolidated Statement of Comprehensive Income:	
Other income	1,124
Other gains - net	134
	1,258

10. Distribution and marketing expenses

	Enlarged Group Three-month financial period ended 31 March 2014 $'000 (Unaudited)
Advertising and promotion	987
Commission	117
Others	13
	1,117

NOTES TO THE UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS
For the three-month financial period ended 31 March 2014

11. Administrative expenses

	Enlarged Group Three-month financial period ended 31 March 2014 $'000 (Unaudited)
Audit fees paid/payable to:	
- Auditor of the Company	91
Employees compensation	2,440
Depreciation of property, plant and equipment	165
Rental	150
Utilities	37
Transportation and travelling	152
Repairs, maintenance and security	55
Consultancy fees	678
Entertainment and donation	102
Office supplies	49
Others	999
	4,918

12. Finance expenses

	Enlarged Group Three-month financial period ended 31 March 2014 $'000 (Unaudited)
Interest expense	
- bank borrowings	878
- financial institution loans	3
- bonds payable	102
	983
Less: Borrowing costs capitalised in development properties	(591)
Finance expenses recognised in profit or loss	392

NOTES TO THE UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS
For the three-month financial period ended 31 March 2014

13. Employee compensation

	Enlarged Group Three-month financial period ended 31 March 2014 $'000 (Unaudited)
Salaries, allowance and bonuses	2,410
Pension costs of defined contribution plans	30
	2,440

14. Income tax expense

	Enlarged Group Three-month financial period ended 31 March 2014 $'000 (Unaudited)
Tax expense attributable to profit is made up of:	
Profit for the financial period	
Current income tax	
- Foreign	280
Deferred income tax	7
Total	287

The tax on the Enlarged Group's profit before income tax differs from the theoretical amount that would arise using the Singapore standard rate of income tax as follow:

Profit before income tax	3,842
Tax calculated at tax rate of 17%	653
Effects of:	
- Expenses not deductible for tax purposes	152
- Income not subject to tax	(998)
- Deferred income tax assets not recognised	47
- Different tax rates in other countries	309
- Others	(450)
Tax charge	(287)

14. Income tax expense (Cont'd)

Deferred income tax assets are recognised for tax losses carried forward to the extent that realisation of the related tax benefits through future taxable profits is probable. The Enlarged Group has unrecognised tax losses of approximately $16,629,000 at the end of the financial period which can be carried forward and used to offset against future taxable income subject to the agreement of the tax authority and compliance with certain statutory requirements. The tax losses have no expiry date.

15. Earning per share

(a) Basic earnings per share

Basic earnings per share is calculated by dividing the net profit attributable to equity holders of the Company by the weighted average number of ordinary shares outstanding during the financial period.

	Enlarged Group Three-month financial period ended 31 March 2014 (Unaudited)
Net profit attributable to equity holders of the Company ($'000)	3,532
Weighted average number of ordinary shares outstanding for basic earnings per share ('000)	30,406,964
Basic earnings per share (cents)	0.01

(b) Diluted earnings per shares

For the purpose of calculating diluted earnings per share, profit attributable to equity holders of the Company and the weighted average number of ordinary shares outstanding are adjusted for the effects of all dilutive potential ordinary shares. The Company has two categories of dilutive potential ordinary shares: warrants and share options.

Warrants are assumed to have been converted into ordinary shares at issuance.

For share options, the weighted average number of shares on issue has been adjusted as if all dilutive share options were exercised. The number of shares that could have been issued upon the exercise of all dilutive share options less the number of share that could have been issued at fair value (determined as the Company's average share price for the financial period) for the same total proceeds is added to the denominator as the number of shares issued for no consideration. No adjustment is made to the net profit.

NOTES TO THE UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS
For the three-month financial period ended 31 March 2014

15. Earning per share (Cont'd)

(b) Diluted earnings per shares (Cont'd)

	Enlarged Group Three-month financial period ended 31 March 2014 (Unaudited)
Net profit attributable to equity holders of the Company ($'000)	3,532
Weighted average number of ordinary shares outstanding for diluted earnings per share ('000)	38,430,673
Diluted earnings per share (cents)	0.01

16. Cash and cash equivalents

	Enlarged Group 2014 $'000 (Unaudited)
Cash at bank and on hand	5,774
Cash at bank – project account [1]	7,374
Short-term bank deposits	58,243
	71,391

Short-term bank deposits amounting to $120,000 have been pledged to banks as securities for the banking facilities of certain subsidiaries (Note 27).

Short-term bank deposits are made for varying periods of between one month and twelve months depending on the immediate cash requirements of the Enlarged Group, and earn interests at the respective short-term deposit rates.

[1] The cash is held under the Housing Developer Act (Project Account) Rules (1997 Ed.), withdrawals from which are restricted to payments for expenditure incurred on project under development and conditions as stipulated under the said Rules.

For the purpose of presenting the Unaudited Pro Forma Consolidated Statement of Cash Flows, cash and cash equivalents comprise the following:

	Enlarged Group 2014 $'000 (Unaudited)
Cash and bank balances (as above)	71,391
Less: Bank deposits pledged	(120)
Cash and cash equivalents per Unaudited Pro Forma Consolidated Statement of Cash Flows	71,271

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For the three-month financial period ended 31 March 2014

17. Financial assets, at fair value through profit or loss

	Enlarged Group 2014 $'000 (Unaudited)
Designated at fair value on initial recognition	
Listed securities:	
- Singapore	499
- United States	2,727
	3,226

18. Trade and other receivables

	Enlarged Group 2014 $'000 (Unaudited)
Trade receivables	
- Non-related parties	4,281
Less: Allowance for impairment of trade receivables	(2,178)
Trade receivables – net	2,103
Other receivables	
- Non-related parties	9,465
Deposits	96
Prepayments	588
Prepaid tax	3,041
Advance payments	2,551
Accrued interest receivables	41
Security deposit	218
Total trade and other receivables	18,103

Included in advance payments were prepaid expenses of land purchase and development properties.

NOTES TO THE UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS
For the three-month financial period ended 31 March 2014

19. Development properties

	Enlarged Group 2014 $'000 (Unaudited)
Current	
Properties under development, sold units for which revenue is recognised using percentage-of-completion method	
Aggregate cost incurred and profits recognised (less losses recognised) to-date on uncompleted construction contracts	215,822
Progress billings	(3,547)
	212,275
Properties under development, sold units for which revenue is recognised using completion method	
Properties held for sale and under development	85,816
Total development properties	298,091
Non-current	
Land for development	176,247
	474,338

During the financial period, $561,000 of borrowing costs was capitalised as cost of development properties. The interest rate is between 1.74% and 1.77%.

The freehold lands under development have been pledged as security for borrowings (Note 27)

19. Development properties (Cont'd)

As at 31 March 2014, the development properties held by the Enlarged Group are as follows:

Details of properties in Singapore:-

Location	Description	Tenure	Estimated percentage of completion	Expected date of completion	Site area (sq. m)	Gross floor area	Enlarged Group's effective interest in the property
			%				%
Properties in the course of development							
Braddell Road Singapore	5 storey apartments with facilities	Freehold	15.4	June 2016	7,700	10,780	95
Sommerville Walk Singapore	5 storey apartments with facilities	Freehold	17.6	June 2016	2,555	3,577	95
Bartley Road Singapore	5 storey apartments with facilities	Freehold	7.4	December 2016	7,084	9,917	100

19. Development properties (Cont'd)

Details of properties in Indonesia:-

Property	Type of permit	Approximate area (hectares)	Use of property	Encumbrances
Rancamaya I	Right to build	**45.0	Land and building ready for sale	-
Rancamaya I	Deed of Relinquishment	*37.5	Raw land	-
Rancamaya I	Right to build	*2.3	Hotel building in progress	-
Rancamaya II	Deed of Relinquishment	*87.5	Raw land	-
Rancamaya III	Deed of Relinquishment	*28.4	Raw land	-
Rancamaya IV	Deed of Relinquishment	*9.8	Raw land	-
Harvest City	Right to build & Deed of Relinquishment	**614.3	Raw land	PT Bank Tabungan Negara (Persero) Tbk: 265.5 hectares
Harvest City	Right to build	*26.8	Land and building ready for sale	-
Tajur Project	Right to build	*4.0	Land and building ready for sale	-
Tajur Project	Deed of Relinquishment	26.2	Raw land	PT Bank Pan Indonesia Tbk: 4.8 hectares

* Refer to Net Land Area ready for sale and development
** Refer to Gross Land Area

NOTES TO THE UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS
For the three-month financial period ended 31 March 2014

20. Investment properties

	Enlarged Group 2014 $'000 (Unaudited)
Assets under construction	
Beginning and end of financial period	9,550

Investment properties are initially recognised at cost and subsequently carried at fair value. However, where the fair value of the investment properties under construction are not reliably measurable, the properties are measured at cost until the earlier of the date where construction is completed or the date which the fair value becomes reliably measurable. As at 31 March 2014, the investment properties are still under construction. The details of the Enlarged Group's investment properties are as follows:

Location	Description	Tenure
31 Tomlison Road, Tomlinson Heights	2 residential units	Freehold

21. Investments in subsidiaries

Details of the subsidiaries are as follows:

Name of subsidiaries	Principal activities	Country of incorporation	Equity holding 2014 %
Held by the Company			
Raintree Cove Pte. Ltd.	Property and facility management	Singapore	100.00
Top Global Properties Pte. Ltd.	Dormant	Singapore	100.00
Top Global China Pte. Ltd.	Dormant	Singapore	100.00
Top Global Construction Management Pte. Ltd.	Dormant	Singapore	100.00
Top Capital Investment Pte. Ltd.	Investment holding	Singapore	100.00
Top Global Hospitality Pte. Ltd.	Dormant	Singapore	100.00
Top Tomlinson One Pte. Ltd.	Property investment	Singapore	100.00
Top Tomlinson Two Pte. Ltd.	Property investment	Singapore	100.00
Global Real Estate Investment Pte. Ltd.	Dormant	Singapore	100.00
Top Global Property Investment Pte. Ltd.	Dormant	Singapore	100.00
Top Global Real Estate Investment Pte. Ltd.	Dormant	Singapore	100.00
Top Capitol Pte. Ltd.	Dormant	Singapore	100.00
Global Capitol Pte. Ltd.	Dormant	Singapore	100.00
GMB Assets Management Pte. Ltd. (pka Global Sunshine Capital Pte. Ltd.)	Dormant	Singapore	100.00
Global Star Development Pte. Ltd.	Real estate developers	Singapore	95.00

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For the three-month financial period ended 31 March 2014

21. Investments in subsidiaries (Cont'd)

Name of subsidiaries	Principal activities	Country of incorporation	Equity holding 2014 %
Held by the Company			
Margaritaville Investments Holding Pte. Ltd.	Investment holding	Singapore	100.00
PT Suryamas Dutamakmur Tbk	Real estate developers	Indonesia	71.52
Held by Top Global Properties Pte. Ltd.			
Entro Development Pte. Ltd.	Dormant	Singapore	100.00
Held by Entro Development Pte. Ltd.			
Cerapure Pte. Ltd.	Dormant	Singapore	100.00
Held by Cerapure Pte. Ltd.			
Marvel Development Holdings Pte. Ltd.	Dormant	Singapore	100.00
Held by Marvel Development Holdings Pte. Ltd.			
Gerbang Development Holdings Pte. Ltd.	Dormant	Singapore	100.00
Held by GMB Assets Management Pte. Ltd. (pka Global Sunshine Capital Pte. Ltd.)			
GMB Capital Pte. Ltd.	Dormant	Singapore	55.00
Held by Top Global Construction Management Pte. Ltd.			
Top Global (M) Sdn. Bhd.	Dormant	Malaysia	100.00
Pacific Prosperity Sdn Bhd	Dormant	Malaysia	50.00
Held by Top Global (M) Sdn Bhd			
Pacific Prosperity Sdn Bhd	Dormant	Malaysia	50.00
Held by Top Global Hospitality Pte. Ltd.			
Winsland Resources Incorporated	Dormant	British Virgin Islands	100.00
Held by Global Real Estate Investment Pte. Ltd.			
Bartley Homes Pte. Ltd.	Real estate developers	Singapore	100.00
Held by Top Global Property Investment Pte. Ltd.			
PT Top Global Indonesia	Dormant	Indonesia	1.00
Held by Top Global Real Estate Investment Pte. Ltd.			
PT Top Global Indonesia	Dormant	Indonesia	99.00
Held by Top Capitol Pte. Ltd.			
Top Property Investment Pte. Ltd.	Dormant	Singapore	20.00
Held by Global Capitol Pte. Ltd.			
Top Property Investment Pte. Ltd.	Dormant	Singapore	80.00

NOTES TO THE UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS
For the three-month financial period ended 31 March 2014

21. Investment in subsidiaries (Cont'd)

Name of subsidiaries	Principal activities	Country of incorporation	Equity holding 2014 %
Held by PT Suryamas Dutamakmur Tbk.			
PT Centranusa Majupermai	Investment and real estate	Indonesia	98.85
PT Multiraya Sinarindo	Real estate	Indonesia	99.96
PT Inti Sarana Papan	Real estate	Indonesia	99.99
PT Permainusa Megacitra	Real estate	Indonesia	99.91
PT Saptakreasi Indah	Real estate	Indonesia	99.99
PT Golden Integrity Sejati	Educational service	Indonesia	70.00
PT Rancamaya Asri Golf and Country	Golf course operator	Indonesia	99.60
PT Tajur Surya Abadi	Real estate	Indonesia	67.00
Held by PT Saptakreasi Indah			
PT Rancamaya Indah Hotel	Hotel	Indonesia	98.00
PT Centranusa Majupermai	Investment and real estate	Indonesia	1.14
PT Multiraya Sinarindo	Real estate	Indonesia	0.04
PT Inti Sarana papan	Real estate	Indonesia	0.01
PT Permainusa Megacitra	Real estate	Indonesia	0.09
PT Rancamaya Asri Golf and Country	Golf course operator	Indonesia	0.40
Held by PT Rancamaya Asri Golf and Country			
PT Saptakreasi Indah	Real Estate	Indonesia	0.01
Held by PT Permainusa Megacitra			
PT Rancamaya Indah Hotel	Hotel	Indonesia	2.00
Held by PT Rancamaya Indah Hotel			
PT Centranusa Majupermai	Investment and real estate	Indonesia	0.01
Held by PT Centranusa Majupermai			
PT Dwigunatama Rintisprima	Real estate	Indonesia	50.00
Held by PT Dwigunatama Rintisprima			
PT Dwikarya Langgengsukses	Real estate	Indonesia	99.99
Held by PT Dwigunatama Rintisprima			
PT Kharisma Buana Mandiri	Service	Indonesia	0.01
Held by PT Dwikarya Langgengsukses			
PT Kharisma Buana Mandiri	Service	Indonesia	99.99

22. Property, plant and equipment

	Land	Leasehold improvement	Plant and equipment	Golf course	Golf and country club equipment	Building and club house	Assets under construction	Motor vehicles	Furniture and fittings	Total
	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000
Enlarged Group										
2014										
Cost										
Beginning of financial period	-	564	145	-	-	-	-	404	20	1,133
Acquisition of subsidiary	17,567	-	-	4,711	2,498	4,676	6,126	1,682	2,149	39,409
End of financial period	17,567	564	145	4,711	2,498	4,676	6,126	2,086	2,169	40,542
Accumulated depreciation										
Beginning of financial period	-	251	122	-	-	-	-	354	9	736
Acquisition of subsidiary	5,676	-	-	2,435	1,748	1,754	-	1,195	1,699	14,507
Depreciation charges	-	47	4	-	-	-	-	6	1	58
End of financial period	5,676	298	126	2,435	1,748	1,754	-	1,555	1,709	15,301
Net book value										
End of financial period	11,891	266	19	2,276	750	2,922	6,126	531	460	25,241

NOTES TO THE UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS
For the three-month financial period ended 31 March 2014

23. Deferred income tax assets

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when the deferred income taxes relate to the same fiscal authority. The amounts, determined after appropriate offsetting, are shown on the Unaudited Pro Forma Consolidated Statement of Financial Position as follows:

	Enlarged Group 2014 $'000 (Unaudited)
Deferred income tax assets	
Accelerated tax liabilities	128
Other	14
Currency translation difference	4
End of financial period	146

Movement in the deferred income tax account is as follows:

	Enlarged Group 2014 $'000 (Unaudited)
Deferred income tax assets	
Beginning of financial period	-
Acquisition of subsidiary	146
End of financial period	146

Deferred income tax assets are recognised for tax losses and capital allowances carried forward to the extent that realisation of the related tax benefits through future taxable profits is probable. At the end of reporting period, the Enlarged Group has unrecognised tax losses of approximately $16,629,000 which can be carried forward and used to offset against future taxable income subject to the agreement of the tax authorities and compliance with certain provisions of the tax legislation of the respective countries in which the companies operate. The tax losses have no expiry date.

NOTES TO THE UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS
For the three-month financial period ended 31 March 2014

24. Available-for-sale financial assets

	Enlarged Group 2014 $'000 (Unaudited)
Beginning of financial period	1,079
Acquisition of subsidiary	25
Currency translation difference recognised in other comprehensive income	(5)
End of financial period	1,099
Available-for-sale financial assets are analysed as follows	
Unlisted security	
- Equity security – United States	1,074
- Equity security – Indonesia	25
	1,099

The unlisted equity security was measured at cost less impairment losses as the investment does not have a quoted market price in an active market and other methods of determining fair value do not result in a reasonable estimate.

25. Held-to-maturity financial assets

	Enlarged Group 2014 $'000 (Unaudited)
Unlisted debt security, at amortised cost	
- Secured notes with fixed interest of 14% and maturity on 9 February 2018- United States	8,644
Movement in held-to-maturity financial assets – non-current are as follows	
Beginning of financial period	8,341
Interest income	341
Currency translation difference	(38)
End of financial period	8,644

The average effective interest rate of the unlisted debt security is 21.48% per annum.

As at 31 March 2014, the unlisted debt securities have a nominal values amounting $8,644,000 with coupon rates 14% per annum and mature on 9 February 2018.

Held-to-maturity financial assets are subsequently carried at amortised cost using the effective interest method.

NOTES TO THE UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS
For the three-month financial period ended 31 March 2014

26. Trade and other payables

	Enlarged Group 2014 $'000 (Unaudited)
Current	
Trade payables to non-related parties	5,285
Other payables to non-related parties	8,331
Advances received	61,777
Accrued operating expenses	7,158
	82,551
Non-current	
Golf membership deposits	503
Deferred interest income	979
Advances received	3,179
	4,661
Total trade and other payables	87,212

Included in advances received are the advance payments from customers for the purchase of development properties, land and houses of $58,268,000 and monthly golf membership fees of $322,000.

27. Borrowings

	Enlarged Group 2014 $'000 (Unaudited)
Current	
Bank borrowings	4,617
Bonds payable	37
	4,654
Non-current	
Bank borrowings	140,256
Convertible bonds payable	8,567
	148,823
Total borrowings	153,477

27. Borrowings (Cont'd)

The exposure of the borrowings of the Enlarged Group to interest rate changes and the contractual repricing dates at the end of reporting period are as follows:

	Enlarged Group 2014 $'000 (Unaudited)
6 months or less	153,477
Total borrowings	153,477

The floating interest rates are between 1.74% and 1.77% per annum. The bank borrowings are repayable on 29 February 2016 and 30 April 2016 or 6 months after the date of issuance of the Temporary Occupation Permit. These bank borrowings would be rolled over with the options of 1, 2, 3 and 6 month basis upon maturity.

(a) Security granted

Non-current bank borrowings are secured over certain bank deposits (Note 16) and freehold lands under development properties (Note 19).

(b) Fair value

The fair values of the Enlarged Group's borrowings approximate their carrying amounts at the end of the reporting period.

Included in borrowings were bank loans from PT Bank Tabungan Negara of $10,991,000 (equivalent of Rp 98.4 billion) for subsidiary PT Dwigunatama Rintisprima, PT Dwikarya Langgengsukses, PT Bank Pan Indonesia Tbk for subsidiary, and PT Tajur Surya Abadi.

PT Dwigunatama Rintisprima

Based on the loan agreement between PT Bank Tabungan Negara (Persero) Tbk and PT Dwigunatama Rintisprima ("DRP"), a subsidiary of the Enlarged Group, dated 26 April 2011, DRP obtained a construction loan – overdraft loan facility from PT Bank Tabungan Negara (Persero) Tbk for construction of "Harvest City" project with maximum amount of $3,933,000 (equivalent of Rp 35.2 billion). Maturity date of this agreement counted 24 months after signing of date loan agreement.

On 24 July 2012, PT Bank Tabungan Negara (Persero) Tbk agreed to increase the maximum loan amount to $6,703,000 (equivalent of Rp 60.0 billion). This loan bears interest at 11% per annum and has a maturity period of 3 years, started from the date of the credit agreement addendum.

On December 20, 2013, DRP obtained a new construction loan - overdraft loan facility from PT Bank Tabungan Negara (Persero) Tbk for the construction of "Harvest City" project with maximum amount of $12,513,000 (equivalent of Rp 112 billion). This loan bears interest at 13% per annum and has a maturity period of 3 years after the date of signing of the loan agreement.

The facility is secured with land and existing buildings to be constructed at the related land of DRP, subsidiary of the Enlarged Group, which are located at "Harvest City" project with 196.7 hectares.

27. Borrowings (Cont'd)

PT Dwigunatama Rintisprima (Cont'd)

As at 31 March 2014, outstanding bank loan amounted to $6,401,000 (Rp 57.3 billion)

PT Dwikarya Langgengsukses

Based on the loan agreement dated 24 April 2009, PT Dwikarya Langgengsukses ("DLS"), a subsidiary of the Enlarged Group, obtained an overdraft loan facility from PT Bank Tabungan Negara (Persero) Tbk, for construction of "Harvest City" project with maximum amount of $4,446,000 (equivalent of Rp 39.8 billion). The facility was due to mature on 24 April 2011 and was extended to 24 April 2014.

The facility is secured with land and existing buildings to be constructed at the related land of DLS, subsidiary of the Enlarged Group, which is located at "Harvest City" project with 68.8 hectares as of 31 March 2014.

The bank loan is arranged at floating interest rates, thus the cash flow of DLS is exposed to interest rate risk.

As at 31 March 2014, outstanding bank loan amounting $4,440,000 (Rp 39.7 billion)

PT Tajur Surya Abadi

On 4 July 2012, PT Tajur Surya Abadi ("TSA"), a subsidiary of the Enlarged Group, obtained loan facilities from PT Bank Pan Indonesia Tbk, which will be used for construction and housing project of Royal Tajur. The facilities were obtained by TSA are as follows:

Facilities	Credit Limit (Rp'000)	Annual Interest Rate	Time Period
Overdraft Loan	20,000,000	10%(floating rate)	1 Year
Revolving Loan	10,000,000	10%(floating rate)	1 Year

Collateral used by TSA is land area of 4.8 hectares on behalf of the customers.

As at 31 March 2014, outstanding bank loan amounted to $145,000 (equivalent of Rp 1.3 billion).

Convertible bonds payable

Based on the DRP Convertible Bonds Payable Issuance Agreement dated 21 April 2008, Panama (stockholders of DRP) approved to replace its receivable from DRP, Subsidiary, amounting to Rp 100,000,000 with convertible bonds with put option (bond holder has option to require DRP to buy back its convertible bond).

The convertible bonds have a term of 5 years with rate of return of 1% per annum. Put option and conversion option can be exercised until December 31, 2012. Based on amendment agreement of convertible bonds payable dated 22 March 2013, DRP has obtained the approval for the extension of convertible bonds payable from bonds holder, where the convertible bonds payable maturity extended to until 31 December 2017.

At the end of the tenth year, DRP has an option to renegotiate with Panama for any remaining balance of bonds not yet converted into shares.

Convertible bonds were measured based on its fair value and have been split between the fair value of convertible bonds without embedded derivative and fair value of embedded derivative. Embedded derivative consists of conversion option (bond holder has option to convert convertible bonds to stock) and put option (bondholder has option to require DRP to buy back convertible bonds).

27. **Borrowings (Cont'd)**

Convertible bonds payable (Cont'd)

Mutation of convertible bonds without embedded derivative on current period:

	Enlarged Group 2014 $'000 (Unaudited)
Balance at the beginning of the financial period	7,917
Interest charges	169
Currency translation difference	481
Balance at the end of the financial period	8,567

The convertible bonds recognised in the Unaudited Pro Forma Consolidated Statement of Financial Position are analysed as follows:

	Enlarged Group 2014 $'000 (Unaudited)
Face value of convertible bonds issued, net of transaction costs	11,172
Fair value of put option	(2,533)
Differences of fair value of convertible bonds	895
Liability component at initial recognition	9,534
Gain on change of fair value	(4,010)
Accumulated amortisation of interest expense	2,961
Currency translation differences	82
Liability component at the end of the financial period	8,567

The fair value of the liability component of the convertible bonds at 31 March 2014 is $8,567,000. The fair value is calculated using cash flows discounting at a borrowing rate of 1.20%.

Financial Institution Loans

Minimum loans payments based on future loans agreements are as follows:

	Enlarged Group 2014 $'000 (Unaudited)
Matured in one year and minimum future loan payments	29
Less: interest	(2)
Total cash value in one year	27

28. Provision for other liabilities and charges

	Enlarged Group 2014 $'000 (Unaudited)
Current	
Warranty	760
Non-current	
Reinstatement cost	610
	1,370

(a) Warranty

The Enlarged Group grant up to 14 years of warranty on its waterproofing and construction business and undertake to repair or replace items that fail to perform satisfactorily. A provision is recognised at the end of the reporting period for expected warranty claims based on approximately (i) 5% of the contract sum; and (ii) physical verification by surveyor of the defect liabilities.

Movement in provision for warranty is as follows:

	Enlarged Group 2014 $'000 (Unaudited)
Beginning of financial period	918
Provision reversed	(73)
Provision utilised	(85)
End of financial period	760

(b) Reinstatement cost

The provision is based on the present value of costs to be incurred to remove leasehold improvements from leased office properties and land. The estimate is based on management's judgement and experiences. The leased office properties and land shall expire in June 2014 and August 2015 respectively.

Movement in provision for reinstatement cost is as follows:

	Enlarged Group 2014 $'000 (Unaudited)
Beginning of financial period	607
Provision made	3
End of financial period	610

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For the three-month financial period ended 31 March 2014

29. Derivative financial instruments

This account represents fair value of put option of convertible bonds, as follows

	Enlarged Group 2014 $'000 (Unaudited)
Beginning of financial period	-
Acquisition of subsidiary	847
Gain on fair value change of derivative liabilities	(55)
Currency translation difference	49
End of financial period	842

30. Estimated liabilities for employee benefits

The Enlarged Group provides employee benefits in accordance with Labour Law No. 13/2003 of Indonesia. The number of employees entitled to the retirement benefits are 491 as of 31 March 2014.

	Enlarged Group 2014 $'000 (Unaudited)
Unaudited Pro Forma Consolidated Statement of Comprehensive Income charge for:	
Employee benefits	-
Unaudited Pro Forma Consolidated Statement of Financial Position charge for:	
Employees benefits	2,383

(a) Amounts recognised as expense in the Unaudited Pro Forma Consolidated Statement of Comprehensive Income in respect of these employee benefit are as follows:

	Enlarged Group 2014 $'000 (Unaudited)
Current service cost	-
Interest expense	-
	-

NOTES TO THE UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS
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30. Estimated liabilities for employee benefits (Cont'd)

(b) Movement of the net liability in the Unaudited Pro Forma Consolidated Statement of Financial Position is as follows:

	Enlarged Group 2014 $'000 (Unaudited)
Beginning balance	2,248
Currency translation difference	135
Ending balance	2,383

(c) Reconciliation equity - other comprehensive income in the Unaudited Pro Forma Consolidated Statements of Financial Position is as follows:

	Enlarged Group 2014 $'000 (Unaudited)
Beginning balance	(429)
Currency translation difference	(25)
Ending balance	(454)

31. Share capital

	No. of ordinary shares	Amount $'000
2014		
Beginning of financial period	11,405,253,858	123,745
Additions during the period	19,000,000,000	152,952
Exercise of warrants	2,000,000	10
31 March 2014	30,407,253,858	276,707

The Purchase Consideration for the Proposed Acquisition is to be satisfied by the allotment and issue of 19,000,000,000 new ordinary shares at the issue price of $0.008, totalling $152,951,535.

Fully paid ordinary shares which have no par value, carry one vote per share and do not carry a right to fixed dividend.

During the three-month financial period ended 31 March 2014, 19,000,000,000 of shares are issued as Purchase Consideration for the Proposed Acquisition.

During the three-month financial period ended 31 March 2014, 2,000,000 ordinary shares of the Company were issued for cash at $0.005 each by virtue of exercise of the option by the holders of the warrants to take up unissued shares. The number of warrants outstanding as at 31 March 2014 totalled 7,606,879,316 expiring on 29 September 2015. These warrants may be converted into ordinary shares of the Company at the conversion rate of $0.005 for each ordinary share of no par value.

31. Share capital (Cont'd)

The newly issued shares rank pari passu in all respects with the previously issued shares.

Top Global Performance Share Plan (the "PSP")

The PSP was approved by the shareholders of the Company at an Extraordinary General Meeting held on 8 December 2009 and remains in force at the discretion of the Performance Share Plan Committee ("PSP Committee"), subject to a maximum period of ten years. The PSP shall complement the ESOS 2001 and serve as an additional and flexible incentive tool.

Under the rules of the PSP, all directors and employees of the Enlarged Group as well as the controlling shareholders are eligible to participate in the PSP.

The total number of shares over which shares to be issued under the PSP, together with the number of shares issued under the ESOS 2001 and the ESOS 2011 shall not exceed 15% of the issued share capital of the Company at any time.

The PSP Committee is charged with the administration of the PSP in accordance with the rules of the PSP. The PSP Committee administering the PSP comprises the directors, Yeo Chin Tuan Daniel (Chairman), Dr Lam Lee G and Mimi Yuliana Maeloa.

None of the directors in the committee participated in any deliberation or decision in respect of shares granted to himself.

The number of shares to be offered to a participant shall be determined at the discretion of the PSP Committee provided that:

(i) the aggregate number of shares available under the PSP shall not exceed 15% of the total number of issued shares excluding treasury shares from time to time;

(ii) the aggregate number of shares which may be offered to participants who are controlling shareholders and their associates shall not exceed 25% of the new shares available under the PSP;

(iii) the number of shares which may be offered to each participant who is a controlling shareholder or their associates shall not exceed 10% of the new shares available under the PSP; and

(iv) the aggregate number of shares available for directors and employees of the Group shall not exceed 20% of the new shares available under the PSP.

No shares had been granted to any participant since the commencement of the PSP.

Share options

Top Global Share Option Scheme 2011 ("ESOS 2011")

The ESOS 2011 was approved by the shareholders of the Company at an Extraordinary General Meeting held on 28 March 2011 to replace the Top Global Share Option Scheme 2001 which expired on 7 June 2011 and remains in force at the discretion of the ESOS 2011 Committee, subject to a maximum period of ten years.

31. Share capital (Cont'd)

Share options (Cont'd)

Top Global Share Option Scheme 2011 ("ESOS 2011") (Cont'd)

Under the rules of the ESOS 2011, all directors and employees of the Company are eligible to participate in the ESOS 2011. Controlling shareholders or their associates are also eligible to participate in the ESOS 2011 subject to the approval of independent shareholders in the form of separate resolutions for each participant. Further, independent shareholders' approval is also required in the form of separate resolutions for each grant of options and the terms thereof, to each participant who is a controlling shareholder or their associate.

The Scheme Committee is charged with the administration of the ESOS 2011 in accordance with the rules of the ESOS 2011. The Scheme Committee administering the ESOS 2011 comprises the directors, Yeo Chin Tuan Daniel (Chairman), Dr Lam Lee G and Mimi Yuliana Maeloa.

None of the directors in the committee participated in any deliberation or decision in respect of options granted to himself.

The number of options to be offered to a participant shall be determined at the discretion of the Scheme Committee provided that:

(a) the total number of shares which may be offered to any participant during the entire operation of the ESOS 2011 (including adjustments under the rules) shall not exceed 15% of the shares in respect of which the Company may grant options;

(b) the aggregate number of shares which may be offered to participants who are controlling shareholders and their associates during the entire operation of the ESOS 2011 (including adjustments under the rules) shall not exceed 25% of the shares in respect of which the Company may grant options; and

(c) the number of shares which may be offered to each participant who is a controlling shareholder or his associate during the entire operation of the ESOS 2011 shall not exceed 10% of the shares in respect of which the Company may grant options.

The exercise price for each share in respect of which an option is exercisable shall be determined by the Scheme Committee at its absolute discretion and fixed by the Committee at:

(i) a price (the "Market Price") equal to the average of the last dealt prices for a share on the SGX-ST for the period of 5 consecutive market days immediately prior to the relevant offer date and rounded up to the nearest whole cent in the event of fractional prices;

(ii) a price which is set at a discount to the Market Price, provided that the maximum discount shall not exceed 20% of the Market Price.

Options granted to a participant not holding a salaried office or employment in the Group shall be exercised before the fifth anniversary of the relevant offer date, failing which all the unexercised options shall immediately lapse and become null and void.

31. Share capital (Cont'd)

Share options (Cont'd)

Top Global Share Option Scheme 2011 ("ESOS 2011") (Cont'd)

Details of the share options outstanding as at 31 March 2014 are as follows:

		← Number of options to subscribe for ordinary shares of the Company →			
Type of share options	**Date of grant**	**Balance as at 1.1.2014**	**Balance as at 31.3.2014**	**Exercise price per share**	**Exercise period**
Executive - Directors and employees	5 April 2011	336,540,000	336,540,000	$0.012	5.4.2013 to 4.4.2021
	20 April 2011	80,000,000	80,000,000	$0.012	20.4.2013 to 19.4.2021
		416,540,000	416,540,000		

The estimated fair values of the share options granted on 5 April 2011 and 20 April 2011 were $0.0038 and $0.0006 respectively.

These fair values for share options granted during the financial year were calculated using The Black-Scholes pricing model. The inputs into the model were as follows:

Grant date	**5 April 2011**	**20 April 2011**
Weighted average share price	$0.015	$0.015
Weighted average exercise price	$0.012	$0.012
Expected volatility	56.82%	56.98%
Expected life	2	2
Risk free rate	0.47%	0.47%
Expected dividend yield	Nil	Nil

Expected volatility was determined by calculating the historical volatility of the Company's share price. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non transferability, exercise restrictions and behavioural considerations.

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32. **Other reserves**

	Enlarged Group 2014 $'000 (Unaudited)
(a) Composition:	
Share option reserve	4,914
General reserve	(51)
Translation reserve	9,460
Fair value reserve	2
	14,325
(b) Movements	
(i) Share option reserve	
Beginning and end of financial period	4,914
(ii) General reserve	
Beginning and end of financial period	(51)
(iii) Translation reserve	
Beginning of financial period	(53)
Currency translation differences	13,297
Non-controlling interest	(3,784)
End of financial period	9,460
(iv) Fair value reserve	
Beginning of financial period	7
Currency translation differences	(5)
End of financial period	2

Other reserves are non-distributable

33. Related party transactions

In addition to the information disclosed elsewhere in the financial statements, the following transactions took place between the Enlarged Group and related parties at terms agreed between the parties:

(a) Sales and purchases of services

	Enlarged Group 2014 $'000 (Unaudited)
Services received from other related parties	37

Related parties comprise mainly companies which are controlled or significantly influenced by the Enlarged Group's key management personnel, directors and their close family members.

Outstanding balances at 31 March 2014, arising from services rendered, are unsecured and receivable within 12 months from the end of the reporting period.

(b) Key management personnel compensation

The remuneration of directors and other members of key management during the financial period are as follows:

	Enlarged Group 2014 $'000 (Unaudited)
Salaries, bonuses and short-term benefits	1,131
Directors' fees	60
Employer's contribution to defined contribution plans including Central Provident Fund	34
	1,225

Included in the above is total compensation to directors of the Enlarged Group amounting to $856,000 as at 31 March 2014.

(c) Significant balances and transaction with related parties

Nature of relationship

PT Asuransi Sinarmas and PT Bank Sinarmas Tbk are owned indirectly by the close family members of the PT Suryamas's directors and commissioners transactions with related parties:

(i) PT Suryamas insured their buildings, club house and transportation equipment with PT Asuransi Sinarmas

(ii) PT Suryamas paid in advance of directors expenses. Balances arising from these transactions are presented as account "Due from related party".

(iii) PT Suryamas placed its fund in time deposits with PT Bank Sinarmas Tbk.

34. Contingencies

Company

As at 31 March 2014, the Company has provided corporate guarantees to banks amounting to $131,373,000 for loans taken by its subsidiaries.

	Enlarged Group 2013 $'000
Bank guarantees in favour of subsidiaries	150,184

The corporate guarantees issued for loans are for development properties for various projects and investment property of $212,275,000 at the end of the reporting period.

The Company gives letter of financial support to certain subsidiaries in the Enlarged Group with net capital deficit at the end of the reporting period.

35. Commitments

(a) Capital commitments

Capital expenditures contracted for at the end of the reporting period but not recognised in the financial statements are as follows:

	Enlarged Group 2014 $'000 (Unaudited)
Investment properties – assets under construction	6,934

(b) Operating lease commitments – where the Enlarged Group is a lessee

The Enlarged Group leases land, premises and office equipment from non-related parties under non-cancellable operating lease agreements. The leases have varying terms, escalation clauses and renewal rights.

The future minimum lease payables under non-cancellable operating lease contracted for at the end of the reporting period but not recognised as liabilities, are as follows:

	Enlarged Group 2014 $'000 (Unaudited)
Not later than one year	2,347
Between one and five years	945
	3,292

35. Commitments (Cont'd)

(c) Operating lease commitments – where the Enlarged Group is a lessor

The Enlarged Group sublets premises to non-related parties under non-cancellable operating leases. The lessees are required to pay either absolute fixed annual increase to the lease payments or contingent rents computed based on their sales achieved during the lease period.

The future minimum lease receivables under non-cancellable operating leases contracted for at the end of the reporting period but not recognised as receivables, are as follows:

	Enlarged Group 2014 $'000 (Unaudited)
Not later than one year	4,311
Between one and five years	1,796
	6,107

(d) Credit facility commitments by PT Suryamas Dutakmakmur and its subsidiaries

(i) On 25 September 2012 and amended by Amendments of Credit Agreement dated 24 October 2013, PT Suryamas entered into a credit facility agreement with PT Bank Cental Asia Tbk, which will be used for construction of Rancamaya Hotel. The facilities were obtained by PT Suryamas are as follows:

Facilities	Size	Annual interest rate	Time period
Credit investment	S$6.8 million	12%	8 years
Working capital	S$0.3 million	12%	1 year

Collateral used by PT Suryamas is Building Use Rights Certificate No. 405/Kertamaya, area of 5 hectares on behalf of the PT Suryamas that is located in residential housing in Rancamaya Golf Estate, Bogor, West Java. As at 31 March 2014, PT Suryamas has yet to utilise the facilities.

(ii) On 26 April 2011, PT Dwigunatama Rintisprima, a subsidiary PT Suryamas, entered into a credit facility agreement with PT Bank Tabungan Negara (Persero) Tbk in connection with the provision of home ownership (mortgage) to support the purchase of land and houses in housing "Harvest City".

(iii) PT Suryamas has an obligation to develop at least 40% of the Rancamaya project area as public utilities and infrastructure for common use by residents and villagers according to the Decision Letter of Governor of West Java No. 593.82/Sk.2367.Pem.Um/90, dated 9 December 1990 for an area of 250 hectares and No. 593.82/SK.965-Pem.Um/92 dated 20 June 1992 for an area of 150 hectares.

36. Financial risk management

Financial risk factors

The Enlarged Group's activities expose it to market risk (including currency risk, interest rate risk and price risk), credit risk, liquidity risk and capital risk. The Enlarged Group's overall risk management strategy seeks to minimise any adverse effects from the unpredictability of financial markets on the Enlarged Group's financial performance.

The Board of Directors is responsible for setting the objectives and underlying principles of financial risk management for the Enlarged Group. The Board of Directors then establishes the detailed policies such as authority levels, oversight responsibilities, risk identification and measurement and exposure limits, in accordance with the objectives and underlying principles approved by the Board of Directors.

The Enlarged Group's exposure to foreign exchange rate risk that are denominated in a currency other than the respective functional currencies ("SGD") of the Enlarged Group entities except for the bank deposits, financial assets at fair value through profit or loss, held-to-maturity financial assets and available-for-sale financial assets denominated in the United State Dollar ("USD") and Indonesia Rupiah ("IDR") at the end of the reporting period.

(a) Market risk

(i) Currency risk

The Enlarged Group's foreign currency exposure based on the information provided to key management is as follows:

	SGD $'000	USD $'000	IDR $'000	Total $'000
Enlarged Group				
As at 31 March 2014				
Financial assets				
Cash and cash equivalents	42,078	3,462	25,851	71,391
Financial assets, at fair value through profit or loss	499	2,727	-	3,226
Trade and other receivables	8,883	-	8,632	17,515
Receivables from subsidiaries	101,017	7,095	126	108,238
Available-for-sale financial assets	-	1,074	25	1,099
Held-to-maturity financial assets	-	8,644	-	8,644
	152,477	23,002	34,634	210,113
Financial liabilities				
Trade and other payables	14,118	-	6,656	20,774
Borrowings	133,855	-	19,622	153,477
Payables to subsidiaries	101,017	7,095	126	108,238
	248,990	7,095	26,404	282,489
Net financial (liabilities)/assets	**(96,513)**	**15,907**	**8,230**	**(72,376)**
Less: Net financial liabilities/(assets) denominated in functional currencies	96,513	-	(8,078)	88,435
Currency exposure on financial (liabilities)/assets net of those denominated in the respective entities functional currencies	-	**15,907**	**152**	**16,059**

36. Financial risk management (Cont'd)

(a) Market risk (Cont'd)

(i) Currency risk (Cont'd)

Sensitivity analysis

A 5% strengthening of Singapore Dollar against the following currencies at the reporting date would increase/(decrease) (loss)/profit before income tax by the amounts shown below. This analysis assumes that all other variables, including tax rate are being held constant.

	Enlarged Group 2014 $'000
USD	795
IDR	8

A 5% weakening of Singapore Dollar against the above currencies would have had the equal but opposite effect on the above currencies to the amounts shown above, on the basis that all other variables, including tax rate are being held constant.

(ii) Price risk

The Enlarged Group is exposed to equity securities price risk arising from the investments held by the Enlarged Group which are classified as fair value through profit or loss and available-for-sale financial assets on the Unaudited Pro Forma Consolidated Statement of Financial Position. To manage its price risk arising from investments in equity securities, the Enlarged Group diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Enlarged Group.

Sensitivity analysis

If prices for equity securities change by 5% with all other variables including tax rate being held constant, the effects on profit or loss will be increased/decreased by approximately $216,000.

(iii) Cash flow and interest rate risk

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Enlarged Group's exposure to interest rate risk arises primarily from their borrowings, and investments in debt securities. The Enlarged Group does not hedge its investments in fixed rate debt securities as they have active secondary or resale markets to ensure liquidity. All of the Enlarged Group's financial assets and liabilities at floating rates are contractually re-priced at intervals of less than 6 months from the end of the reporting period.

Sensitivity analysis

Fair value sensitivity analysis for fixed rate instruments

The Enlarged Group is not exposed to changes in interest rates for fixed rate financial assets and financial liabilities.

36. Financial risk management (Cont'd)

(a) Market risk (Cont'd)

(iii) Cash flow and interest rate risk (Cont'd)

Cash flow sensitivity analysis for variable rate instruments

For the variable rate financial liabilities, a change of 30 basis points in interest rate at the reporting date would increase/(decrease) profit before income tax by the amounts shown below. This analysis assumes that all other variables, including tax rate being held constant.

	Profit or loss	
	30 basis points increase $'000 (Unaudited)	**30 basis points decrease $'000 (Unaudited)**
Enlarged Group		
Floating rate instruments	(20)	20

(b) Credit risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Enlarged Group. The major classes of financial assets of the Enlarged Group are bank deposits and trade receivables. For trade receivables, the Enlarged Group has performed an ongoing credit evaluation of the debtors' financial condition and requires no collateral from its customers. There is no significant concentration of credit risk, as the exposure is spread over a large number of counter-parties and customers unless otherwise disclosed in the notes to the financial statements. For other financial assets, the Enlarged Group adopts the policy of dealing only with high credit quality counterparties.

The exposure to credit risk is controlled by setting limits on the exposure to individual customers and these are disseminated to the relevant persons concerned and compliance is monitored by management.

None of the trade receivables of the Enlarged Group is individually more than 10% of trade receivables as at 31 March 2014.

The Enlarged Group has arranged bank financing for certain purchasers of property units and provided guarantees to secure obligations of such purchasers for repayments. Detailed disclosure of these guarantees is made in Note 27 to the Unaudited Pro Forma Consolidated Financial Statements.

(i) Financial assets that are neither past due nor impaired

Bank deposits that are neither past due nor impaired are mainly deposits with banks with high credit-ratings assigned by international credit-rating agencies. Trade receivables that are neither past due nor impaired are substantially companies with a good collection track record with the Enlarged Group.

36. Financial risk management (Cont'd)

(b) Credit risk

(ii) Financial assets that are past due and/or impaired

There is no other class of financial assets that is past due and/or impaired, except for trade receivables

The carrying amount of trade receivables individually determined to be impaired and the movement in the related allowance for impairment are as follows:

	Enlarged Group 2014 $'000 (Unaudited)
Trade receivables	
Past due over 6 months	2,178
Less: Allowance for impairment	(2,178)
	-
Beginning of financial period	2,175
Allowance made	3
End of financial period	2,178

Impairment of unsecured trade receivables related to a customer that is in financial difficulty and whose payment is not forthcoming.

The impaired trade receivables arise mainly from construction-contract customers which have suffered significant losses in its operations and ceased their operations.

(c) Liquidity risk

Liquidity risk is the risk that the Enlarged Group will not be able to meet its financial obligations as they fall due. The Enlarged Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Enlarged Group's reputation.

The Enlarged Group monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the Enlarged Group's operations and to mitigate the effects of fluctuation in cash flows.

36. Financial risk management (Cont'd)

(c) Liquidity risk (Cont'd)

The table below analyses the Enlarged Group's financial liabilities into relevant maturity groupings based on the remaining period from the end of the reporting period to the contractual maturity date. The amounts disclosed in the table are contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

	Enlarged Group			
	Less than 1 year $'000	Between 1 and 2 years $'000	Between 2 and 5 Years $'000	Total $'000
At 31 March 2014				
Trade and other payables	85,730	-	-	85,730
Derivative financial liabilities	-	-	842	842
Borrowings	7,451	67,953	89,826	165,230
	93,181	67,953	90,668	251,802

(d) Capital risk

The Enlarged Group's objectives when managing capital are to safeguard the Enlarged Group's ability to continue as a going concern and to maintain an optimal capital structure so as to maximise shareholder value. In order to maintain or achieve an optimal capital structure, the Enlarged Group may adjust the amount of dividend payment, return capital to shareholders, issue new shares, buy back issued shares, obtain new borrowings or sell assets to reduce borrowings.

Management monitors capital based on a gearing ratio. The Enlarged Group's strategies, which were unchanged from 2013, are to maintain gearing ratios within 40% to 60%.

The gearing ratio is calculated as net debt divided by total capital. Net debt is calculated as trade and other payables plus borrowings less cash and cash equivalents. Total capital is calculated as total equity plus net debt.

	Enlarged Group 2014 $'000 (Unaudited)
Net debt	169,298
Total equity	366,082
Total capital	535,380
Gearing ratio	32%

The Enlarged Group is in compliance with externally imposed capital requirements for the financial period ended 31 March 2014.

36 Financial risk management (Cont'd)

(e) Fair value measurement

The following table presents assets and liabilities measured at fair value and classified by level of the following fair value measurement hierarchy:

(a) quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);

(b) inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices) (Level 2); and

(c) inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

The following table presents the assets measured at fair value at 31 March:

	Level 1	Level 2	Level 3	Total
	$'000	$'000	$'000	$'000
2014				
Financial assets, at fair value through profit and loss	499	2,727	-	3,226
Available-for-sale financial assets	25	-	1,074	1,099
	524	2,727	1,074	4,325

The fair value of financial instruments traded in active markets (such as trading and available-for-sale securities) is based on quoted market prices at the end of the reporting period. The quoted market price used for financial assets held by the Enlarged Group is the current bid price. These instruments are included in Level 1.

The fair value of financial instruments that are not traded in an active market (e.g. over-the-counter derivatives) is determined by using valuation techniques. The Enlarged Group uses a variety of methods and makes assumptions that are based on market conditions existing at the end of the reporting period. Quoted market prices or dealer quotes for similar instruments are used to estimate fair value for long-term debt for disclosure purposes. Other techniques, such as estimated discounted cash flows, are used to determine fair value for the remaining financial instruments. These investments are classified as Level 2 and comprise debt investments and derivative financial instruments. In frequent circumstances, where a valuation technique for these instruments is based on significant unobservable inputs, such instruments are classified as Level 3.

The carrying amount less impairment provision of trade receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated based on quoted market prices or dealer quotes for similar instruments by discounting the future contractual cash flow at the current market interest rate that is available to the Enlarged Group for similar financial instruments. The fair value of current borrowings approximates their carrying amount.

36. Financial risk management (Cont'd)

(f) Financial instruments by category

The carrying amount of the different categories of financial instruments is as disclosed on the face of the Unaudited Pro Forma Consolidated Statement of Financial Position and in Notes 17, 24 and 25 to the financial statements, except for the following:

	Enlarged Group 2014 $'000 (Unaudited)
Loans and receivables	128,906
Financial liabilities at amortised cost	175,733

37. Segment information

Management has determined the operating segments based on the reports reviewed by the Chief Executive Officer. The Enlarged Group's operating segments are its strategic business units which offer different services and are managed separately. The reportable segment presentation is based on the Enlarged Group's management and internal reporting structure used for its strategic decision-making purposes.

Other service included in Singapore is investment holding, which is not included within the reportable operating segments, as this is not included in the reports provided to the Chief Executive Officer.

The Enlarged Group has 3 reportable segments, as described below, which are the Enlarged Group's strategic business units. The strategic business units offer different services, and are managed separately because they require different marketing strategies. For each of the strategic business units, the Chief Executive Officer review the internal management reports on a quarterly basis. The following summary describes the operations in each of the Enlarged Group's reportable segments:

Real estate and property	Development of residential properties and other investment activities
Golf and country club	Development and management of a golf course, country club and hotel.
Facility management	Property and facility management

37. **Segment reporting (Cont'd)**

The segment information provided to the Chief Executive Officer for the reportable segments for the three-month financial period ended 31 March 2014 is as follows:

(a) Business segments

	Real estate and property $'000	Golf and country club $'000	Estate management and others $'000	Total $'000
Enlarged Group				
Sales				
Sales to external parties	9,198	1,180	1,477	11,855
Gross profit	3,128	414	587	4,129
Gain on bargain purchase	-	-	4,882	4,882
Other income				
-Other gains - net	1,221	26	11	1,258
Expenses				
-Distribution and marketing	(1,065)	(49)	(3)	(1,117)
-Administrative	(3,648)	(260)	(1,010)	(4,918)
-Finance	(405)	13	-	(392)
Profit before income tax				3,842
Income tax expense				(287)
Profit for the financial period				3,555
Assets				
Segment assets	590,016	18,347	3,587	611,950
Liabilities				
Segment liabilities	227,358	15,960	2,550	245,868

There is no single external end customer that contributed 10% or more of the revenue.

37. Segment information (Cont'd)

(b) Geographical segments

	Revenue 2014 $'000	Non-current assets 2014 $'000	Total assets 2014 $'000
Enlarged Group			
Singapore	4,685	19,607	287,339
Indonesia	7,170	201,295	324,611
Total	11,855	220,902	611,950

In presenting the geographical information, revenue is based on the locations of the customers.

38. New or revised accounting standards and interpretations

Below are the mandatory standards, amendments and interpretations to existing standards that have been published, and are relevant for the Enlarged Group's accounting periods beginning on or after 1 April 2014 or later periods and which the Enlarged Group has not early adopted:

- FRS 27 (Revised) – Separate Financial Statements (effective for annual periods beginning on or after 1 January 2014)
- FRS 28 (Revised) – Investments in Associates and Joint Ventures (effective for annual periods beginning on or after 1 January 2014)
- Amendments to FRS 32 – Financial Instruments: Offsetting of Financial Liabilities and Assets (effective for annual periods beginning on or after 1 January 2014)
- FRS 110 (New) – Consolidated Financial Statements (effective for annual periods beginning on or after 1 January 2014)
- FRS 110 – Consolidated Financial Statements, Joint Agreements and Disclosure of Interest in Other Entities: Transition Guidance (Amendments to FRS 110, FRS 111 and FRS 113) (effective for annual periods beginning on or after 1 January 2014)
- FRS 111 (New) – Joint Arrangements (effective for annual periods beginning on or after 1 January 2014)
- FRS 112 (New) – Disclosure of Interests in Other Entities (effective for annual periods beginning on or after 1 January 2014)
- Amendments to FRS 110, FRS 111, FRS 112, FRS 27 (2011) and FRS 28 – Consolidated Financial Statements, Joint Agreements, Disclosure of Interest in Other Entities and Separate Financial Statements: Mandatory Effective Date (effective for annual periods beginning on or after 1 January 2014
- Amendments to FRS 110, FRS 111 and FRS 112 – Consolidated Financial Statements, Joint Agreements and Disclosure of Interest in Other Entities: Transition Guidance (effective for annual periods beginning on or after 1 January 2014)
- Amendments to FRS 110, FRS 111 and FRS 27 – Consolidated Financial Statements, Disclosure of Interest in Other Entities and Separate Financial Statements: Investment Entities (effective for annual periods beginning on or after 1 January 2014)
- Amendments to FRS 36 – Impairment of Assets: Recoverable Amount Disclosure for Non-Financial Assets (effective for annual periods beginning on or after 1 January 2014)
- Amendments to FRS 39 – Financial Instruments: Novation of Derivatives and Continuation of Hedge Accounting (effective for annual periods beginning on or after 1 January 2014)

The management anticipates that the adoption of the above amendments to FRS in the future periods will not have a material impact on the financial statements of the Enlarged Group in the period of their initial adoption.

39. Events occurring after the end of the reporting period

On 14 April 2014, the number of ordinary shares issued by the Company increased from 11,407,253,240 to 11,408,053,240 by way of the allotment and issuance of 800,000 new ordinary shares pursuant to the exercise of 800,000 warrants at the exercise price of $0.005 for each new ordinary share. These new ordinary shares rank pari passu in all respects with the then existing issued ordinary shares in the capital of the Company.

On 5 May 2014, the number of ordinary shares issued by the Company increased from 11,408,053,240 to 11,414,553,240 by way of the allotment and issuance of 6,500,000 new ordinary shares pursuant to the exercise of 6,500,000 warrants at the exercise price of $0.005 for each new ordinary share. These new ordinary shares rank pari passu in all respects with the then existing issued ordinary shares in the capital of the Company.

On 8 May 2014, the number of ordinary shares issued by the Company increased from 11,414,553,240 to 11,418,553,240 by way of the allotment and issue of 4,000,000 new ordinary shares pursuant to the exercise of 4,000,000 warrants at the exercise price of $0.005 for each new ordinary share. These new ordinary shares rank pari passu in all respects with the then existing issued ordinary shares in the capital of the Company.

On 16 July 2014, Top Tomlinson Two Pte. Ltd., a wholly-owned subsidiary of the Group, entered into an Offer to Purchase with a third party (the "Purchaser") for the sale of 31, Tomlinson Road, #11-02, Tomlinson Heights, Singapore 247855 at a consideration of $9,000,000. The Purchaser exercised the Option to Purchase on 13 August 2014.

On 16 September 2014, GMB Assets Management Pte. Ltd., a wholly-owned subsidiary of the Group, incorporated a 50%-owned joint venture in the Cayman Islands, known as Top Golden Tree with the initial issued and paid up share capital of S$1.00.

40. Business combination

On 10 December 2013, Top Global Limited announced that the Company has entered into a conditional sale and purchase agreement, acquired 71.52% equity interest in a subsidiary, PT Suryamas Dutamakmur Tbk (the "PT Suryamas"), incorporated in the Republic of Indonesia which develops real estate properties as well as sells land and houses in Indonesia. PT Suryamas also operates golf courses, country clubs, hotels, and other resort facilities in the Republic of Indonesia. The Republic of Indonesia is one of the fastest growing countries in the region with a large population base. The acquisition will allow the Enlarged Group immediate access to the Indonesia property market and enhance its vision to be a leading property developer in the region. The acquisition will also provide additional sources of revenue and diversify the Enlarged Group's existing business. The increased economies of scale are also likely to generate improvements in operational efficiency.

Details of the consideration paid, the assets acquired and liabilities assumed and the effect on the cash flows of the Enlarged Group, at the acquisition date, are as follows:

(a) Purchase consideration

	Enlarged Group 2014 $'000 (Unaudited)
Ordinary shares	
Consideration transferred for the business	152,952

NOTES TO THE UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS
For the three-month financial period ended 31 March 2014

40. Business combination (Cont'd)

(b) Identifiable assets acquired and liabilities assumed

	Enlarged Group 2014 $'000 (Unaudited)
Cash and cash equivalents	30,392
Inventories	160
Trade and other receivables	9,690
Development properties	243,015
Property, plant and equipment	22,228
Deferred income tax assets	137
Available for sale financial assets	24
Total assets	305,646
Trade and other payables	62,570
Borrowings	20,643
Current tax liabilities	887
Derivative financial instruments	847
Total liabilities	84,947
Total identifiable net assets	220,699
Non-controlling interest at fair value	(62,865)
Gain on bargain purchase	(4,882)
Consideration transferred for the business	152,952

(c) Effect on cash flow of the Enlarged Group

	Enlarged Group 2014 $'000 (Unaudited)
Consideration for acquisition	152,952
Less: Cash and cash equivalents in subsidiary acquired	(30,392)
Less: Consideration in the form of issuance of shares	(152,952)
Cash outflow on acquisition	(30,392)

(d) Gain on bargain purchase

	Enlarged Group 2014 $'000 (Unaudited)
Consideration transferred for the business	152,952
Less: Fair value of identifiable assets and liabilities assumed	(220,699)
Less: Non-controlling interest at fair value	62,865
Gain on bargain purchase	4,882

40. Business combination (Cont'd)

(e) Acquisition-related costs

Acquisition-related costs of $743,000 are included in administrative expenses in the Unaudited Pro Forma Consolidated Statement of Comprehensive Income and in operating cash flows in the Unaudited Pro Forma Consolidated Statement of Cash Flows.

(f) Revenue and loss contribution

The acquired business contributed revenue and net profit of $7,170,000 and $386,000 respectively to the Enlarged Group for the three-month financial period ended 31 March 2014.

41. Authorisation of financial statements

These financial statements were authorised for issue in accordance with a resolution of the Board of Directors of Top Global Limited on 29 September 2014.

*All capitalised terms used and not defined in this Appendix 11 shall have the same meanings given to them in the Amended Share Purchase Agreement. In particular, all references to "**Sellers**" are references to the Vendors, all references to "**Company**" means Suryamas and all references to Clauses and Schedules are references to the Clauses and Schedules of the Amended Share Purchase Agreement. A copy of the Amended Share Purchase Agreement is available for inspection at the registered office of the Company during normal business hours from the date of this Circular up to the date of the EGM.*

1. Corporate Information

1.1 The Shares and the Group Companies

1.1.1 The Sellers:

(a) are the sole legal owners of, have sole good and valid title to and are solely entitled to all of the rights and interest relating to, the Sale Shares and are entitled to or are otherwise able to transfer the Sale Shares to the Purchaser under this Agreement; and

(b) have the right to exercise all voting and economic rights over the Sale Shares.

1.1.2 The Sale Shares comprise 71.52% of the issued share capital of the Company, are duly authorised, have been properly and validly issued to the Seller and are each fully paid or credited as fully paid.

1.1.3 The issued share capital of the Company comprises 4,772,138,237 issued and fully paid Shares.

1.1.4 In respect of each of the Subsidiaries set out in Schedule 2, each of the shareholders specified in Schedule 2 (in so far as such shareholder is the Company or a member of the Group Company):

(a) is the sole legal owner of the number of shares in the relevant Subsidiaries as set out next to its respective name in Schedule 2 and has sole good and valid title to and is solely entitled to all of the rights and interest relating to such shares; and

(b) has the right to exercise all voting and economic rights over such shares.

1.1.5 The Subsidiary Shares held by the relevant shareholders specified in Schedule 2, are duly authorised, have been properly and validly issued to such relevant shareholders and each are fully paid or credited as fully paid.

1.1.6 No person has the right (whether exercisable now or in the future and whether contingent or not) to call for the allotment, conversion, issue, registration, sale or transfer or repayment of any Share, Subsidiary Share or loan capital or any other security giving rise to a right over, or an interest in, the capital of the Company or of the Subsidiaries under any option, agreement or other arrangement (including conversion rights and rights of pre-emption).

1.1.7 There are no Encumbrances on the Sale Shares or the Subsidiary Shares.

1.1.8 All consents for the transfer of the Sale Shares have been obtained or will be obtained by Closing.

1.1.9 The particulars contained in Schedule 2 are true, accurate and not misleading.

2. Accounts

2.1 Audited Accounts

2.1.1 The Accounts have been prepared in accordance with applicable law and with the accounting principles, standards and practices generally accepted as at the Accounts Date in the Republic of Indonesia so as to present fairly, in all material respects, the financial position of the Group as at the Accounts Date and the results of its operations and cash flows for the period concerned in conformity with generally accepted accounting principles in the Republic of Indonesia.

2.1.2 Each of the Subsidiary Accounts have been prepared in accordance with applicable law and with the accounting principles, standards and practices generally accepted as at the Accounts Date in the Republic of Indonesia so as to present fairly, in all material respects, the financial position of the Subsidiary to which they relate as at the Accounts Date and the results of each of the relevant Subsidiary's operations and cash flows for the period concerned in conformity with generally accepted accounting principles in the Republic of Indonesia. "**Subsidiary Accounts**" means the respective audited accounts of each Subsidiary as at, and for the 12 month period ended on, the Accounts Date.

2.2 Interim Accounts

2.2.1 The Interim Accounts have been prepared in accordance with general accepted accounting principles in the Republic of Indonesia.

2.2.2 The Interim Accounts do not materially misstate the assets, liabilities, profits or losses of the Group as at the Interim Accounts Date and have been prepared in accordance with accounting policies used in preparing the Accounts applied on a consistent basis.

2.2 No Off-Balance Sheet Financing

No Group Company has outstanding any loan capital, nor has it factored, discounted or securitised any of its receivables, nor has it engaged in any financing of a type which would not be required to be shown or reflected in the Accounts or borrowed any money pursuant to such financing which it has not repaid.

3. Contracts and Liabilities

3.1 Joint Ventures etc.

No Group Company is, or has agreed to become, a member of any joint venture, consortium, limited liability partnership, partnership or other unincorporated association.

3.2 Agreements with Connected Parties

3.2.1 There is no indebtedness (actual or contingent) nor any indemnity, guarantee or security arrangement in any such case with a value in excess of IDR5,000,000,000 per annum between any Group Company and any current or former employee, current or former director or any current or former consultant of any Group Company, other than on normal commercial terms in the ordinary and usual course of business.

3.2.2 There are no existing contracts, arrangements or understandings whether legally binding or not with a value in excess of IDR5,000,000,000 per annum between, on the one hand, any Group Company and, on the other hand, any Seller, person who is or was a shareholder, or the beneficial owner of any interest, in any Group Company or any other member of the Sellers' Group or any person connected with any of them, other than on normal commercial terms in the ordinary and usual course of business.

3.2.3 No Group Company is or has been party to any contract, arrangement or understanding with a value in excess of IDR1,000,000,000 per annum with any current or former employee or current or former director or any current or former consultant of any Group Company or any person connected with any of such persons, or in which any such person is interested (whether directly or indirectly), other than on normal commercial terms in the ordinary and usual course of business.

3.3 Commission and Finder's Fees

No person is entitled to receive from any Group Company any finder's fee, brokerage or other commission in connection with the purchase of the Sale Shares.

3.4 Contracts

No Group Company is a party to or subject to any contract which:

3.4.1 is not wholly on an arm's length basis;

3.4.2 is of a long term nature that is, unlikely to have been fully performed, in accordance with its terms, more than 12 months after the date on which it was entered into or undertaken or is incapable of termination in accordance with its terms by a Group Company on 12 months' notice or less; or

3.4.3 contains geographical restriction on its freedom to carry on its business.

3.5 Continuity of material contracts

There are no material contracts (including financial facilities, loans, derivatives and hedging arrangements) to which a Group Company is a party in respect of which a counterparty to such contract would have a contractual right to terminate that contract as a result of the change of Control of the Company in relation to the Proposed Transaction. For the purposes of this paragraph, a contract is "**material**" if it has a value of more than IDR15,000,000,000 or which has a term of two (2) years or more.

4. Important Issues Since the Interim Accounts Date

4.1 Since the Interim Accounts Date:

4.1.1 there has been no material adverse change in the financial or trading position of the Group;

4.1.2 the business of the Group has been carried on as a going concern in the ordinary and usual course as carried on prior to the Interim Accounts Date;

4.1.3 no Group Company has entered into any agreement or incurred any commitment involving any capital expenditure in excess of IDR15,000,000,000, in each case exclusive of VAT;

4.1.4 the business of the Group has not been materially and adversely affected by the loss of any material customer or material source of supply and, so far as the Sellers are aware, there are no facts or circumstances which are reasonably likely to give rise to any such loss of material customer or material source of supply. For the purposes of this paragraph, a customer or source of supply is material if it is subject to a contractual agreement that has (i) a value of more than IDR15,000,000,000 and (ii) a duration of two (2) years or more;

4.1.5 no Group Company has acquired or disposed of, or agreed to acquire or dispose of, any material asset involving consideration, expenditure or liabilities in excess of IDR15,000,000,000, exclusive of VAT other than in the ordinary course of business;

4.1.6 no Group Company has disposed of or agreed to dispose of any shares in any Subsidiary;

4.1.7 no Group Company has created or issued or agreed to create or issue any share capital or loan capital or any other security giving rise to a right over its capital;

4.1.8 no Group Company has repaid, redeemed or repurchased or agreed to repay, redeem or repurchase any share capital;

4.1.9 no Group Company has declared, made or paid any dividend or other distribution to its shareholders;

4.1.10 no Group Company has entered into any facility agreement, financing arrangement or any other agreement in the nature of borrowings, other than in the ordinary course of business;

4.1.11 no Group Company has been the subject of any merger, acquisition or disposal; and

4.1.12 no material payments have been made by any Group Company to the benefit of the Sellers' Group.

5. Legal Compliance

5.1 Licences and Consents

5.1.1 So far as the Sellers are aware, all material licences, consents, authorisations, orders, warrants, confirmations, permissions, certificates, approvals, registrations and authorities ("**Licences**") (excluding any Licences in relation to Tax) necessary for the carrying on of the businesses of each of the Group Companies as now carried on have been obtained and are in full force and effect.

5.1.2 So far as the Sellers are aware none of the Licences (excluding any Licences in relation to Tax) has been breached in any material respect.

5.2 Compliance with Laws

5.2.1 There is no on-going material non-compliance by any Group Company with applicable laws, bye-laws and regulations to the extent that such laws, bye-laws and regulations do not relate to Tax. No Group Company has received any written notice, or, so far as the Sellers are aware, other communication, in connection with the suspension, modification, revocation or non-renewal of the Licences (excluding any Licences in relation to Tax).

5.2.2 No Group Company has received a written notice, or so far as the Sellers are aware, other communication during the past 12 months from any court, tribunal, arbitrator, governmental agency or regulatory body with respect to an alleged, actual or potential violation and/or failure to comply with any such applicable law, bye-law or regulation, or requiring it to take or omit any action.

6. Disclosure of Information

So far as the Sellers are aware all information contained in this Agreement and all other information which has been given in writing by or on behalf of any Seller or Group Company to the Purchaser or its respective agents, employees or professional advisers in the course of the negotiations leading to this Agreement or in the course of any due diligence or other investigation carried out by or on behalf of the Purchaser prior to entering into this Agreement was when given and remains true, complete and accurate in all respects and not misleading and the Sellers are not aware of any fact or matter or circumstances not disclosed in writing to the Purchaser which renders any such information untrue, inaccurate or misleading or the disclosure of which might reasonably affect the willingness of the Purchaser to purchase the Sale Shares or the price at or terms upon which the Purchaser would be willing to purchase them.

7. Litigation

7.1 Current Proceedings

No Group Company is involved whether as claimant or, so far as the Sellers are aware, defendant or other party in any civil, criminal, arbitration or administrative proceeding (other than as claimant in the collection of debts arising in the ordinary and usual course of its business (none of which exceeds IDR5,000,000,000)).

7.2 Pending or Threatened Proceedings

No civil, criminal, arbitration, administrative or other proceeding is pending or, so far as the Sellers are aware, threatened by or against any Group Company.

7.3 Circumstances likely to lead to claims

So far as the Sellers are aware, there are no investigations, disciplinary proceedings or other circumstances reasonably likely to lead to any such civil, criminal, arbitration, or administrative proceeding involving any Group Company.

7.4 No Court Orders etc

Neither any Seller nor any Group Company, nor any of the properties, assets or operations which it owns, is subject to any continuing injunction, judgment or order of any Court, arbitrator, governmental agency or regulatory body, nor in default under any order, licence, regulation or demand of any governmental agency or regulatory body or with respect to any order, suit, injunction or decree of any Court.

8. Assets

8.1 Property

"**Key Properties**" means the real property identified in Schedule 3, and "**Key Property**" means any one of them.

8.1.1 The Key Properties

(a) The Key Properties comprise all of the key real property used in connection with the businesses of the Group Companies.

(b) Details of the Key Properties set out in Schedule 3 are true, accurate and not misleading.

8.1.2 Title

In relation to each Key Property:

(a) the Group Company named in Schedule 3 as owner of the Key Property is the legal owner of the whole of the Key Property;

(b) there are no mortgages, security rights, hak tanggungan / land security rights, charges or debentures (as applicable) over any of the Key Properties or the buildings or facilities thereon;

(c) the relevant Group Company is the owner of the buildings or facilities on the Key Properties and no fiduciary security has been created over any of the buildings or facilities at the Key Properties;

(d) none of the Key Properties is subject to any lease, licence or other right in favour of any third party to occupy all or part of a Key Property nor is there any agreement to give or create any of the foregoing;

(e) there are no third-party rights that materially restrict access to and egress from the Key Property;

(f) in respect of all the Key Properties in respect of which there is a HGB certificate in the name of a Group Company, all building permits necessary for the construction of facilities and buildings thereon have been obtained; and

(g) in respect of all the Key Properties in respect of which a HGB certificate in the name of a Group Company has not been obtained, location permits and building permits necessary for the use of the Key Properties and construction and operation of facilities and buildings thereon have been obtained.

8.2 Ownership of Assets

All assets included in the Accounts or acquired by any of the Group Companies since the Accounts Date:

8.2.1 are legally and beneficially owned by the Group Companies;

8.2.2 are, where capable of possession, in the possession or under the control of the relevant Group Company;

8.2.3 are free from Encumbrances (excluding any Encumbrances which arise by operation of law and in the ordinary and usual course of business); and

8.2.4 are not the subject of any factoring arrangement, conditional sale or credit agreement.

9. Tax

9.1 Returns, Information and Clearances

9.1.1 Since the Tax Date, all returns, computations, notices and information which have been required to be filed, made or given by each Group Company for any Taxation purpose in any or all periods prior to or on the date hereof:

(a) have been filed, made or given within the requisite periods and on a proper basis and are complete, up-to-date and correct, in each case in all material respects; and

(b) none of them is the subject of any dispute with any Tax Authority.

9.1.2 Each Group Company is in possession of sufficient information to enable it to compute its liability to Taxation insofar as it depends on any transaction occurring on or before the date hereof.

9.1.3 No transaction has, since the Tax Date, and so far as the Sellers are aware prior to the Tax Date, been effected by a Group Company in respect of which any consent or clearance from the relevant Tax Authorities was required (i) without such consent or clearance having been validly obtained before the transaction was effected, (ii) otherwise than materially in accordance with the terms of such consent or clearance, and (iii) otherwise than during the period when such consent or clearance was valid.

9.1.4 All particulars furnished to the relevant Tax Authorities, in connection with the application for any consent or clearance by each Group Company in respect of Tax, disclosed all relevant facts and circumstances.

9.1.5 No Group Company has received written notice of or, so far as the Sellers are aware, received any other communication that any consent or clearance in respect of Tax that has been received may be invalid or may be withdrawn by the relevant Tax Authorities.

9.1.6 Each Group Company has complied in all material respects with the terms of any written arrangement or agreement which it has with the relevant Tax Authorities.

9.2 Penalties and Interest

Since the Tax Date none of the Group Companies has paid, or become liable to pay, any fine, penalty or interest charged by virtue of any statutory provision relating to Taxation.

9.3 Taxation Claims, Liabilities and Reliefs

9.3.1 All Tax (including but not limited to VAT) of the Group have been paid.

9.3.2 No Group Company has any written tax sharing agreements with any third party.

9.3.3 Other than the Taxes that have been disclosed, taken into account or adequately provided for in the Accounts (other than deferred Tax), each of the Group Companies has duly and punctually paid all Taxes arising in any part of the world in respect of income, profits or gains arising in respect of any or all periods prior to the date hereof, and in respect of any event or events occurring, in any or all periods since the Tax Date and prior to the date hereof (regardless of whether the said Taxes are shown to be due and payable on any returns, computations, notices and information), and there are no further Taxes payable with respect to such periods.

9.4 Company Residence

Each Group Company has been resident for tax purposes in its country of incorporation and nowhere else at all times since its incorporation and will be so resident at Closing. No Group Company has a permanent establishment anywhere in the world other than its country of incorporation.

9.5 Compliance with Laws

Since the Tax Date, each Group Company has complied in all material respects with all applicable laws relating to the deduction and withholding of Taxes and has properly accounted for, and remitted or paid to the Tax Authorities within the time required any amounts so deducted or withheld.

9.6 Tax Proceedings

9.6.1 No Group Company is involved, whether as claimant or, so far as the Sellers are aware, defendant or other party, in any Tax Proceeding.

9.6.2 No Tax Proceeding is pending or, so far as the Sellers are aware, threatened, by or against any Group Company.

9.6.3 There are no ongoing, pending or proposed tax audits, investigations, or examinations of the Group Companies in respect of their liability to Taxation by any Tax Authority.

10. Financial Obligations

10.1 Financial Facilities

Details of all financial facilities (including loans, derivatives and hedging arrangements) outstanding or available to the Group Companies have been provided to the Purchaser. None of the covenants and undertakings in the financial facilities has been materially breached.

10.2 Guarantees

Details of all guarantees, indemnities, suretyships or securities given (i) by any Group Company or (ii) for the benefit of any Group Company have been provided to the Purchaser.

10.3 Borrowing Limits

10.3.1 The amounts borrowed by each Group Company under overdraft facilities do not exceed applicable overdraft limits.

10.3.2 The amounts borrowed by each Group Company do not exceed any limitation on its borrowings contained in its constitutional documents or in any agreement or instrument binding upon it.

11. Intellectual Property and Information Technology

11.1 Definitions

For the purposes of paragraph 11:

"**Business IT**" means all Information Technology which is owned by any Group Company and/or which has in the last year been used in connection with the business of any Group Company; and

"**Information Technology**" means computer systems, communication systems, software and hardware.

11.2 Ownership etc.

The intellectual property necessary for the operation of the business of the Group Companies is owned by the Group or lawfully used pursuant to a valid licence.

11.3 Infringement of Third-Party Rights in Intellectual Property

No Group Company has infringed any rights or interests of third parties in intellectual property and no Group Company has received any written notice of, and so far as the Sellers are aware, has not received any other communication in respect of, any claims of infringement of any such rights or interests from any third party.

11.4 Information Technology

11.4.1 Each of the Business IT is owned by or licensed to the relevant Group Company.

11.4.2 The Business IT is in good working order. The present capacity and performance of the Business IT is sufficient to satisfy the requirements (including requirements as to data volumes) of the Group Companies.

11.4.3 None of the Business IT was developed as a bespoke solution for the relevant Group Company.

11.4.4 No Group Company has infringed or been in breach of any software licences.

12. Environment

12.1 For the purposes of this paragraph 12:

"**Environment**" means all or any of the following media (alone or in combination): air (including the air within buildings and the air within other natural or man-made structures whether above or below ground); water (including water under or within land or in drains or sewers); soil and land and any ecological systems and living organisms supported by these media, including man;

"**Environmental Law**" means all statutes, common law, bye-laws, regulations and subsidiary or subordinate legislation, judgments, decisions, notices, orders, circulars and codes of practice issued thereunder to the extent that the same are in force concerning (i) the pollution or protection of, or compensation of damage or harm to, the Environment; (ii) occupational or public health and safety; (iii) emissions, discharges or releases into, or the presence in, the Environment of Hazardous Substances and (iv) the use, treatment, storage, disposal, transportation or handling of Hazardous Substances;

"**Environmental Permit**" means any licence, approval, authorisation, permission, notification, waiver, order or exemption which is issued, granted or required under Environmental Law for the operation of the business of the Group on or before Closing; and

"**Hazardous Substances**" means any natural or artificial substance of any nature whatsoever (whether in the form of a solid, liquid, gas or vapour alone or in combination with any other substance) which is capable of causing harm or damage to the Environment or to public health or welfare or capable of causing a nuisance, including controlled, special, hazardous, toxic or dangerous wastes or pollutants.

12.2 So far as the Sellers are aware, all Environmental Permits necessary for the carrying on of the businesses of each of the Group Companies as now carried on have been obtained and are in full force and effect.

12.3 So far as the Sellers are aware none of the Environmental Permits has been breached in any material respect.

12.4 There is no on-going material non-compliance by any Group Company with applicable Environmental Law. No Group Company has received any written notice, or, so far as the Sellers are aware, other communication in connection with the suspension, modification, revocation or non-renewal of the Environmental Permits.

12.5 No Group Company has received, a written notice or, so far as the Sellers are aware, other communication from any court, tribunal, arbitrator, governmental agency or regulatory body with respect to an alleged, actual or potential violation and/or failure to comply with any Environmental Law, or requiring it to take or omit any action.

13. General

13.1 Authority and Capacity

13.1.1 Each Seller and Group Company is validly existing and is a company duly incorporated under the law of its jurisdiction of incorporation.

13.1.2 Each Seller and Madam Sukma has the legal right and full power and authority to enter into and perform this Agreement and any other documents to be executed by it pursuant to or in connection with this Agreement.

13.1.3 The documents referred to in paragraph 13.1.2 will, when executed, constitute valid and binding obligations on each Seller and Madam Sukma, in accordance with their respective terms.

13.1.4 Each Seller has taken all corporate action required by it to authorise it to enter into and to perform this Agreement, and any other documents to be executed by it pursuant to or in connection with this Agreement.

13.2 No Breach

The execution and delivery of, and the performance by each Seller of its obligations under, this Agreement and any other documents to be executed by it pursuant to or in connection with this Agreement will not and are not reasonably likely to:

13.2.1 result in a breach of any provision of the memorandum or Articles of Association or, as the case may be, certificate of incorporation or bye-laws, statutes or other constitutional documents of such Seller; or

13.2.2 result in a breach of, or give any third party a right to terminate or modify, or result in the creation of any Encumbrance under, any agreement, licence or other instrument or result in a breach of any order, judgment or decree of any court, governmental agency or regulatory body to which such Seller is a party or by which such Seller or any of its assets is bound; or

13.2.3 result in the creation of any Encumbrance under any agreement, licence or other instrument or result in a breach of any order, judgment or decree of any court, governmental agency or regulatory body to which any Group Company is a party or by which any Group Company or any of its assets is bound.

13.3 Effect of Sale of Shares

13.3.1 Neither entering into, nor compliance with, nor completion of this Agreement will, or, so far as the Sellers are aware, is reasonably likely to, cause any Group Company to lose the benefit of any contractual right it presently enjoys.

13.3.2 No Group Company has received any written notice, or, so far as the Sellers are aware, other communication from any business partners, customers or suppliers, to the effect that they will cease to do business with the relevant Group Company on completion of this Agreement.

13.4 No Undisclosed Liabilities

So far as the Sellers are aware, there are no liabilities, whether actual or contingent, of the Group Companies other than (i) liabilities disclosed or provided for in the Accounts; (ii) liabilities incurred in the ordinary and usual course of business since the Accounts Date, none of which results or will result in a material adverse change in the financial or trading position of the Group.

14. Insolvency etc.

14.1.1 No Group Company is insolvent or unable to pay its debts as they fall due.

14.1.2 There are no proceedings that are commenced or served in relation to any winding up, bankruptcy or other insolvency proceedings concerning any Group Company.

14.1.3 No Group Company has commenced or intends to commence negotiations with its creditors with a view to rescheduling any of its indebtedness.

15. Insurance

15.1 Particulars of Insurance

The Group Companies have, at all material times, the following insurance coverage for all their assets and business (as applicable):

15.1.1 property damage insurance for the full replacement cost;

15.1.2 public and product liability insurance with a minimum limit of liability of approximately 10% of the insured amount per occurrence; and

15.1.3 insurance policies which are required by applicable law.

15.2 Details of Policies

In respect of the insurances referred to in paragraph 15.1:

15.2.1 all premiums and any related insurance premium taxes have been duly paid to date;

15.2.2 all the policies are in full force and effect;

15.2.3 so far as the Sellers are aware no act, omission, misrepresentation or non-disclosure by or on behalf of any Group Company has occurred which makes any of these policies void, voidable or unenforceable for illegality or otherwise;

15.2.4 so far as the Sellers are aware no circumstances have arisen which would render any of the policies void or unenforceable for illegality or otherwise;

15.2.5 so far as the Sellers are aware there has been no breach of the terms, conditions and warranties of any of the policies that would entitle insurers to decline to pay all or any part of any claim made under the policies or to terminate any policy; and

15.2.6 so far as the Sellers are aware no circumstances exist which are reasonably likely to give rise to any increase in premiums currently paid.

15.3 Insurance Claims

No insurance claim is outstanding.

15.4 Claims Refused

Since the Accounts Date no claim has been refused or settled below the amount claimed.

16. Control

Each of the Sellers represents that it, in carrying out its business activity and making any decisions related to it, whether directly or indirectly, is under the control of the Family as its ultimate shareholder which owns and can therefore exercise more than 50% of the votes exercisable at any meeting or the right to appoint more than half of its directors.

TOP GLOBAL LIMITED

(Incorporated in the Republic of Singapore)
Company Registration Number: 198003719Z

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Top Global Limited (the "**Company**") will be held at Regent Hotel, Nassim Room, Level 3, 1 Cuscaden Road, Singapore 249715 on 14 October 2014 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

Ordinary Resolution

Approval of the Proposed Acquisition of approximately 71.52% of the Equity Interest in PT Suryamas Dutamakmur, Tbk.

That:

(a) approval be and is hereby given for the proposed acquisition (the "**Proposed Acquisition**") by the Company of 3,412,821,351 issued ordinary shares in the capital of PT Suryamas Dutamakmur, Tbk. ("**Suryamas**"), representing approximately 71.52% of the equity interest in Suryamas (as described in the circular dated 29 September 2014 issued by the Company in relation to the Proposed Acquisition), from Asia Capital Holding Limited, PT. Surya Pembangunan Utama, PT. Niaganusa Indomakmur and Alera Financial Corp. (collectively, the "**Vendors**"), at the purchase consideration of S$152,951,535 to be satisfied by the allotment and issuance of 19,000,000,000 new ordinary shares in the capital of the Company (the "**Consideration Shares**") at an issue price of S$0.008 per Consideration Share credited as fully paid-up to Oei Siu Hoa @ Sukmawati Widjaja ("**Madam Sukmawati**"), on the terms and conditions set out in the conditional sale and purchase agreement dated 10 December 2013, as amended by the supplemental agreements dated 10 June 2014 and 4 September 2014 (the "**Amended Share Purchase Agreement**"), entered into between the Company, the Vendors and Madam Sukmawati;

(b) approval be and is hereby given to the directors of the Company to allot and issue the Consideration Shares at an issue price of S$0.008 per Consideration Share credited as fully paid-up to Madam Sukmawati on the terms and conditions set out in the Amended Share Purchase Agreement ("**Share Issue**"); and

(c) any director of the Company be and is hereby authorised to complete and do all such acts and things (including executing all such documents as may be required in connection with the Ordinary Resolution, the Proposed Acquisition and the Share Issue) as he may consider expedient or necessary in the interests of the Company to give full effect to this Ordinary Resolution, the Proposed Acquisition and the Share Issue.

By Order of the Board

Lee Bee Fong
Company Secretary

Singapore
29 September 2014

Notes:

1. A member of the Company entitled to attend and vote at the above Extraordinary General Meeting is entitled to appoint a proxy, but not more than two proxies, to attend and vote in his stead. A member of the Company, which is a corporation, is entitled to appoint its authorised representative or proxy to vote on its behalf. Such proxy need not be a member of the Company.

2. The instrument appointing a proxy must be lodged at the registered office of the Company at 1 Scotts Road, #20-03 Shaw Centre, Singapore 228208 not less than 48 hours before the time appointed for the Extraordinary General Meeting.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

PROXY FORM

TOP GLOBAL LIMITED

(Incorporated in the Republic of Singapore)
Company Registration Number 198003719Z

IMPORTANT

1. For investors who have used their CPF monies to buy the shares of Top Global Limited, this Circular is forwarded to them at the request of their CPF Approved Nominees and is sent solely for information only.
2. This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

PROXY FORM

Extraordinary General Meeting

I/We _____ (Name)

of _____ (Address)

being a member/members of Top Global Limited (the "**Company**") hereby appoint

Name	Address	NRIC/ Passport Number	Proportion of Shareholdings (%)
And/or (delete as appropriate)			

or failing him/her, the Chairman of the Meeting as my/our proxy/proxies to attend and to vote for me/us on my/our behalf and, if necessary, to demand a poll, at the Extraordinary General Meeting of the Company to be held at Regent Hotel, Nassim Room, Level 3, 1 Cuscaden Road, Singapore 249715 on 14 October 2014 at 10.00 a.m. and at any adjournment thereof.

I/We have indicated with an "X" in the appropriate box against such item how I/we wish my/our proxy/proxies to vote. If no specific direction as to voting is given, or in the event of any item arising not summarised below, my/our proxy/proxies may vote or abstain at the discretion of my/our proxy/proxies.

	For	Against
Ordinary Resolution Approval of the Proposed Acquisition of approximately 71.52 per cent. of the Equity Interest in PT Suryamas Dutamakmur, Tbk.		

Dated this _____ day of _____ 2014.

Total No. of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

_____

Signature(s) of Member(s) or Common Seal

IMPORTANT: PLEASE READ NOTES ON THE REVERSE

PROXY FORM

NOTES:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 130A of the Companies Act, Chapter 50 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.

2. A member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint one or two proxies to attend and vote instead of him. A proxy need not be a member of the Company.

3. Where a member appoints two proxies, the appointments shall be deemed to be alternative unless he specifies the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each proxy.

4. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 1 Scotts Road, #20-03 Shaw Centre, Singapore 228208 not less than 48 hours before the time appointed for the Extraordinary General Meeting.

5. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.

6. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Extraordinary General Meeting, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.

General:

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 48 hours before the time appointed for holding the Extraordinary General Meeting, as certified by The Central Depository (Pte) Limited to the Company.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.