

**DISCLOSURE OF INFORMATION
RELATING TO MATERIAL TRANSACTIONS
PT NUSANTARA PELABUHAN HANDAL TBK
IN CONNECTION WITH SHARES SALES
RIVER PORTS INVESTMENTS Pte. Ltd.
("COMPANY")**

THIS DISCLOSURE OF INFORMATION IS PROVIDED BY THE COMPANY IN ORDER TO COMPLY WITH THE PROVISIONS OF THE FINANCIAL SERVICES AUTHORITY REGULATION NUMBER 17/POJK.04/2020 CONCERNING MATERIAL TRANSACTIONS AND CHANGES IN BUSINESS ACTIVITIES.

**THE INFORMATION IN THIS INFORMATION DISCLOSURE IS IMPORTANT TO READ
AND CONSIDERED BY THE COMPANY'S SHAREHOLDERS.**



PT Nusantara Pelabuhan Handal Tbk

Main Business Activities:

Engaged in other management consulting activities and holding company activities

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THE COMPANY'S BOARD OF DIRECTORS AND BOARD OF COMMISSIONERS, EITHER ALONE OR TOGETHER, ARE FULLY RESPONSIBLE FOR THE COMPLETENESS AND CORRECTNESS OF ALL INFORMATION OR MATERIAL FACTS CONTAINED IN THIS INFORMATION DISCLOSURE AND AFFIRM THAT THE INFORMATION DISCLOSED IN THIS INFORMATION DISCLOSURE IS CORRECT AND NONE MATERIAL FACTS THAT ARE NOT DISCLOSED CAN CAUSE THE INFORMATION IN THIS INFORMATION DISCLOSURE TO BE INCORRECT AND/OR MISLEADING.

Published in Jakarta, on May 7, 2024

Company Directors

DEFINITIONS AND ABBREVIATIONS

PIP means PT Parvi Indah Persada (“PIP”), a limited liability company established based on and subject to the laws of the Republic of Indonesia and domiciled in North Jakarta, which is a subsidiary of the Company, with share ownership of 99.99%.

RPI means River Ports Investments Pte. Ltd (“RPI”), a limited liability company established under and subject to the laws of the Republic of Singapore and domiciled in Singapore, which is a subsidiary of PIP, with 100% share ownership.

Public Accountant means the Public Accountant Firm Amir Abadi Jusuf, Aryanto, Mawar & Rekan, a member of the RSM Network firm, is a public accountant registered with the OJK who has audited the Company's Financial Reports.

Thor Soon Hock, Singapore citizen, born in Singapore on May 6, 1958, holder of passport number K2028800E, with address at 11 Jalan Lokam Singapore 537860, is a minority shareholder and director in SSW and PS.

Information Disclosure means this Information Disclosure which is conveyed in order to fulfill POJK 17/2020.

KJPP FDI&R means the Ferdinand, Danar, Ichsan and Partners Public Appraisal Services Office.

OJK means the Financial Services Authority of the Republic of Indonesia.

POJK 31/2015 means OJK Regulation Number 31/POJK.04/2015 concerning Disclosure of Material Information or Facts by Issuers or Public Companies, which is set on December 22, 2015.

POJK 17/2020 means OJK Regulation Number 17/POJK.04/2020 concerning Material Transactions and Changes in Business Activities, which was stipulated on April 21, 2020.

POJK 42/2020 means OJK Regulation Number 42/POJK.04/2020 concerning Affiliate Transactions and Conflict of Interest Transactions, which was stipulated on July 1, 2020.

NPH or Company means PT Nusantara Pelabuhan Handal Tbk, a public limited liability company established based on and subject to the laws of the Republic of Indonesia and domiciled in North Jakarta.

PJB means the Share Purchase Agreement in this transaction.

Transaction means the sale and transfer transaction of all shares of RPI and its subsidiaries and associates owned by PIP to **Thor Soon Hock**.

INTRODUCTION

This Disclosure of Information is conveyed to Shareholders in connection with the sale and transfer transaction of all shares of RPI and its subsidiaries and associates owned by **PIP** to **Thor Soon Hock**, a Singapore citizen, born in Singapore on May 6, 1958, holder of passport number K2028800E, whose address is at 11 Jalan Lokam Singapore 537860, is a minority shareholder and director in SSW and PS.

This transaction is a Material Transaction as regulated in POJK 17/2020 because the total assets that are the object of the transaction exceed 20% (twenty percent) but are less than 50% (fifty percent) of the Company's total assets based on the Consolidated Financial Report for the year ended in December 31, 2023, which has been audited by a Public Accountant, thus the Transaction does not require approval from the Company's General Meeting of Shareholders.

The Company, the Company's Directors and Commissioners have no affiliation or conflict of interest with the party purchasing all RPI shares, so the Transaction is not an Affiliate Transaction and Conflict of Interest Transaction as referred to in POJK 42/2020.

Based on the matters above and in accordance with the provisions of applicable laws and regulations, the Company's Directors are announcing this Information Disclosure with the aim of providing more complete information and description to the Company's Shareholders regarding the Transaction Plan in accordance with the provisions of POJK 17/2020.

TRANSACTION DESCRIPTION

1. TRANSACTION BACKGROUND

River Ports Investments Pte Ltd ("RPI") is a PIP controlled company where the Company owns 99.999% of the issued and paid-up capital of PIP. PIP plans to divest 100% of RPI shares with considerations including:

- a. RPI has been experiencing losses for years.
- b. The company focuses more on terminal operations in Indonesia.

On May 3, 2024, PIP ("Seller"), as a 100% shareholder of RPI ("Target Company") has signed a Sale and Purchase Agreement (PJB) with **Thor Soon Hock** ("Buyer"). Buyer, Seller and Target Company together referred to as the "Parties".

Completion of the Transaction is subject to the fulfillment of the conditions agreed in the Agreement which have been fulfilled by the Parties.

2. TRANSACTION OBJECT

The object of the transaction is 48,990,001 RPI shares which constitute 100% of RPI's paid-up and issued capital, which is wholly owned by PIP.

3. TRANSACTION VALUE

Based on PJB, the sale price or transfer of 100% of RPI shares is calculated by:

- USD 200,000 (two hundred thousand United States Dollars); and
- adjusted to the adjustments agreed by the Parties as specified in the Agreement based on the audited Financial Statements for the year ended December 31, 2023.

The share price calculation is determined in United States Dollars and transacted and paid in Rupiah using the Bank Indonesia middle rate (JISDOR) on the PJB date, as agreed by the parties.

4. PARTY CONDUCTING THE TRANSACTION

a. PIP as Seller

PIP was established based on Notarial Deed No. 308 from notary Ingrid Lannywaty, S.H., dated September 28, 2005, notary in Jakarta. The deed of establishment has been ratified by the Minister of Law and Human Rights of the Republic of Indonesia with Decree No. C-28714.HT.01.01.TH.2005 dated October 18, 2005.

The company's Articles of Association have undergone changes, most recently with Notarial Deed No. 134 from Notary Jimmy Tanal, S.H., M.Kn., dated November 24, 2022 regarding approval to increase the authorized capital and increase the issued capital and paid-up capital of the company. This deed of change has been received and recorded in the Legal Entity Administration system database of the Ministry of Law and Human Rights of the Republic of Indonesia in accordance with the Letter of Acceptance of Notification of Changes to the Company's Articles of Association No. AHU- 0085737.AH.01.02 of 2022 dated November 25, 2022.

In accordance with article 3 of the company's Deed of Establishment, the company operates in the field of machine repair for general purposes and wholesale trade in machines, tools and other equipment. The company office is located at NPH Building, Jl. Kebon Bawang I No. 45 Tanjung Priok, Jakarta.

Based on the Notarial Deed of Jimmy Tanal, S.H., M.Kn., No. 134 dated November 24, 2022 which has received a letter from the Ministry of Law and Human Rights No. AHU- 0085737.AH.01.02 Year 2022 dated November 25, 2022, the company changed the composition of the members of the board of commissioners and directors. The composition as of December 31, 2023 and 2022 is as follows:

Board of Commissioners

President Commissioner	: Paul Krisnadi
Commissioner	: Lina

Board of Directors

President Director	: Won Kwee Sang
Director	: Chiong Yew Ee
Director	: Sony Sutanto
Director	: Lilik Sutanto

Composition of company Shareholders:

PT Nusantara Pelabuhan Handal Tbk	: 99,999%
Terminal and Equipment Pte., Ltd.	: 0,001%

b. Thor Soon Hock as Buyer

Thor Soon Hock, Singapore citizen, born in Singapore on May 6, 1958, holder of passport number K2028800E, with address at 11 Jalan Lokam Singapore 537860, is a minority shareholder and director in SSW and PS.

c. RPI as Target Company

RPI was established under the Accounting and Corporate Regulatory Authority of Singapore (ACRA) based on the Companies Act (Cap 50) with Company Incorporation Confirmation Certificate No. 201529824K dated December 17, 2015 in Singapore. The company's Articles of Association have undergone several changes, most recently based on the General Meeting to increase the company's capital on May 30, 2023.

Based on RPI's audited financial report as of December 31, 2023, the composition of the Company's Board of Directors is as follows:

Board of Directors

Director : Chiong Yew Ee

Director : Paul Krisnadi

Composition of RPI Shareholders:

PT Parvi Indah Persada : 100%

d. PT Nusantara Pelabuhan Handal Tbk ("Company")

PT Nusantara Pelabuhan Handal Tbk (the Company) was established on December 29, 2003 in accordance with Deed No. 8 from Periasman Effendi, S.H., which has received approval from the Minister of Law and Human Rights of the Republic of Indonesia with Decree No. C-02925HT.01.01.TH. 2004 dated February 6, 2004. The company's Articles of Association have undergone several changes, most recently with Deed No. 135 from Surjadi, S.H., M.Kn., M.M., M.H., notary in Jakarta dated June 23, 2023 regarding changes to the announcement of the company's financial statements. This amendment to the articles of association has received approval from the Minister of Law and Human Rights of the Republic of Indonesia with decision Number: AHU-AH.01.03-0092991 dated July 18, 2023.

The Company's address is at NPH Building, Jl. Kebon Bawang I No. 45, Tanjung Priok, Jakarta, Indonesia.

In accordance with Deed no. 180 from Jimmy Tanal, S.H., M.Kn., notary in Jakarta dated August 11, 2020, the aims and objectives and business activities of the company in accordance with article 3 paragraph 1 are conducting business in the field of holding company activities and other management consulting activities.

Based on Deed no. 135 from Surjadi, S.H., M.Kn., M.M., M.H., dated June 23, 2023, the members of the board of commissioners and directors as of December 31, 2023 are as follows:

Board of Commissioners

President Commissioner : Iwan Suyudhie Amri

Independent Commissioner : Bernadet Mariani Siswanto

Independent Commissioner : Ir. Eddy Kuntadi

Commissioner : Amelia Kurniawan

Board of Directors

President Director : Paul Krisnadi

Director : Lina

Director : Sony Sutanto

Composition of Company Shareholders:

No.	Shareholders	Shares	%
1.	PT Episenta Utama Investasi	2.084.075.127	74,06
2.	PT Prima Permata Cakrawala	153.008.758	5,44
3.	Masyarakat	576.858.100	20,50
	Total	2.813.941.985	100,00

EXPLANATION, CONSIDERATIONS AND REASONS FOR CONDUCTING MATERIAL TRANSACTIONS AND THE EFFECT OF SUCH TRANSACTIONS ON THE COMPANY'S FINANCIAL CONDITION

Explanation, Considerations and Reasons for Transactions

River Ports Investments Pte Ltd ("RPI") is a PIP controlled company where the Company owns 99.999% of the issued and paid-up capital of PIP. PIP plans to divest 100% of RPI shares with considerations including:

- a. RPI has been experiencing losses for years.
- b. The company focuses more on terminal operations in Indonesia.

Effect of Transactions on the Company's Financial Condition

The Transaction Impact is in accordance with the Transaction value based on the PJB signed on the date May 3, 2024 which is based on the audited RPI Financial Report for the year ending December 31, 2023.

SIGNIFICANT BASIC ASSUMPTIONS USED BY MANAGEMENT IN PREPARING PROFORMA CONSOLIDATED FINANCIAL INFORMATION

The purpose of the Proforma Financial Information is prepared solely to reflect the material financial impact on the Company's Consolidated Financial Statements as of December 31, 2023 if it is assumed that the sale of 100% of the subsidiary's shares has occurred on December 31, 2023.

The independent auditor's report on the Consolidated Financial Statements as of December 31, 2023 has been issued by the Public Accounting Firm Amir Abadi Jusuf, Aryanto, Mawar and Rekan dated March 28, 2024. In connection with the Company's plan to carry out the sale of all shares of RPI's subsidiaries, the Company has published financial information pro forma as of December 31, 2023 which has been adjusted to the basic assumptions of the proforma to reflect the impact of the planned transaction as if it had occurred on December 31, 2023.

Based on the PJB, this proforma financial information was prepared by the Company's Management with the following assumptions:

- a. Proforma financial information is prepared with the assumption that the Company disposes of 100% of RPI's shares with a transaction value of USD 200,000 which is based on RPI's equity valuation on December 31, 2023 by the independent assessor KJPP FDI&R.
- b. After the sale of all RPI shares, the Company no longer has control over RPI and RPI is no longer a subsidiary of the Company.
- c. The assumption that the sale of all shares in the subsidiary has taken into account the relevant PSAK.

Proforma financial information is based on the historical consolidated financial statements of the Company and its subsidiaries as of December 31, 2023 which have been audited by the Public Accounting Firm Amir Abadi Jusuf, Aryanto, Mawar and Rekan and adjusted to the Company's proforma basic assumptions. Proforma financial information describes the impact of transactions as if they had occurred on December 31, 2023.

PROFORMA STATEMENT OF FINANCIAL POSITION

	Historical 2023 Rp	Adjustment Proforma Rp	Proforma 2023 Rp
Current Asset	1,008,391,189	(434,525,843)	573,865,346
Non Current Asset	712,861,573	681,605	713,543,178
Total Asset	1,721,252,762	(433,844,238)	1,287,408,524
Short Term Liability	571,343,583	(343,434,256)	227,909,327
Long Term Liability	172,534,973	--	172,534,973
Total Liability	743,878,556	(343,434,256)	400,444,300
Total Equity	977,374,206	(90,409,982)	886,964,224
Total Liability and Equity	1,721,252,762	(433,844,238)	1,287,408,524

PROFORMA STATEMENT OF PROFIT & LOSS AND OTHER COMPREHENSIVE INCOME

	Historical 2023 Rp	Adjustment Proforma Rp	Proforma 2023 Rp
Revenue	1,143,947,622	--	1,143,947,622
Direct Cost	(878,370,276)	--	(878,370,276)
Gross Profit	265,577,346	--	265,577,346
Other Income	5,584,546	--	5,584,546
Administrative Expense	(82,166,703)	--	(82,166,703)
Other Expense	(5,727,695)	--	(5,727,695)
Operating Profit	183,267,494	--	183,267,494
Financial Expense	(49,987,570)	--	(49,987,570)
Income Tax Expense	(41,908,462)	--	(41,908,462)
Profit for Current Year from Continued Operation	91,371,462	--	91,371,462
Loss for Current Year from Discontinued Operation	(26,027,923)	26,027,923	--
Proforma Loss	--	(226,682,008)	(226,682,008)
Income for the Year	65,343,539	(200,654,085)	(135,310,546)
Other Comprehensive Income	(11,354,752)	(1,234,378)	(12,589,130)
Total Comprehensive Income for Current Year	53,988,787	(201,888,463)	(147,899,676)

APPRAISAL REPORT SUMMARY

A. RPI STOCK VALUATION REPORT

In connection with the planned RPI Share Sales Transaction, Public Appraisers and KJPP Ferdinand, Danar, Ichsan and Rekan or KJPP FDI&R who have permits and are registered as Appraisers with the Ministry of Finance of the Republic of Indonesia with business permit No.2.22.0176 dated April 21 2022 and the Services Authority Finance with STTD No. STTD.PB-17/PJ-1/PM.02/2023 has published the RPI Share Valuation Report based on report No. Report: 00037/2.0176-00/BS/05/0089/1/IV/2024, dated 4 April 2024 concerning the 100% valuation of RPI shares ("RPI Shares Valuation Report"). The following is a summary of the **RPI** Stock Valuation Report:

Purpose and Objectives of Valuation

The purpose of this assessment is to provide an opinion on the market value of 100% of the equity of RPI and its subsidiaries. The purpose of this assessment is for transaction purposes in public companies in the context of buying and selling.

Objects of Valuation and Ownership

The object of assessment in this case is 100% of the equity of RPI and its subsidiaries and associates (99.99% of the equity of Suksawat Terminal Co., Ltd. and 30% of the equity of Port Solutions Co., Ltd.). 100% of RPI's equity is owned by PIP.

Assessment Date

The Assessment Date in this assignment is December 31, 2023.

Type of Currency Used

The type of currency used in this assignment is the United States Dollar.

Value Basis

The basis of value used according to the above aims and objectives is Market Value.

Referring to POJK 35/POJK.04/2020, Market Value, is defined as the estimated amount of money that can be obtained from the exchange of an asset or liability on the valuation date, between a buyer who is interested in buying and a seller who is interested in selling, in a free transaction, where marketing is carried out appropriately, where both parties each act on the basis of their understanding, with caution and without coercion.

The assessment is carried out based on the Indonesian Appraiser Code of Ethics and Indonesian Appraisal Standards 2018 Edition VII (KEPI & SPI Edition VII-2018) and Financial Services Authority Regulation Number 35/POJK.04/2020 concerning Appraisal and Presentation of Business Valuation Reports in the Capital Market (POJK 35).

Approach and Methodology

The assessment approach and method used is the assessment approach and method commonly used in accordance with POJK 35. The selection of the assessment approach and method is applied by considering the characteristics and classification of the assessment object. In this assessment,

the valuation approaches applied are the income approach, asset approach and market approach. For the income approach, the Discounted Cash Flow method is used, and for the asset approach, the Adjusted Book Value Method is used, and for the market approach, the guideline publicly-traded comparable method is used.

The object of the assessment is the equity of the holding company. Referring to POJK 35/2020 and SPI 330, in terms of assessing the holding company, the appraiser must assess all subsidiary companies separately according to their percentage of ownership. On this basis, the appraiser makes the asset approach the main approach. Meanwhile, to fulfill the obligations of two approaches in the assessment process, a market approach is applied.

The Discounted Cash Flow Method and the Adjusted Book Value Method are applied to RPI's subsidiaries and associates consisting of Suksawat Terminal Co., Ltd. (SSW) (subsidiary) and Port Solutions Co., Ltd. (PS) (association). The Income Approach using the Discounted Cash Flow method is used because SSW and PS are operating companies and have an income stream from their operational activities. The Asset Approach with the Net Asset Adjustment Method is used because it has assets that have a significant contribution to the company's operational activities.

Conclusion

Based on an analysis of all the data and information that we obtained and by considering various relevant factors that influence the valuation, and referring to the results of calculations using the valuation method used, KJPP FDI&R is of the opinion that the market value is 100% of RPI's equity as of December 31, 2023 after rounding is **USD 189,442 or IDR 2,920,000,000 (Exchange rate 1 USD = IDR 15,412)**.

B. SUMMARY OF REASONABLE OPINION REPORT

In connection with the RPI Share Sales Transaction plan, the Public Appraiser and KJPP FDI&R who have permits and are registered as Appraisers with the Ministry of Finance of the Republic of Indonesia with business license No.2.22.0176 dated April 21, 2022 and the Financial Services Authority with STTD No. STTD.PB-17/PJ-1/PM.02/2023 has issued a Fairness Opinion Report on the fairness of the RPI Share Sales Transaction with No. Report: 00041/2.0176-00/BS/05/0089/1/IV/2024, dated April 24, 2024. The following is a summary of the Fairness Opinion:

Background and Reasons for the Transaction Plan

River Ports Investments Pte Ltd ("RPI") is a PIP controlled company where the Company owns 99.999% of the issued and paid-up capital of PIP. PIP plans to divest 100% of RPI shares with considerations including:

- a. RPI has been experiencing losses for years.
- b. The company focuses more on terminal operations in Indonesia.

Parties Carrying Out Transaction Plans

The parties involved in the Transaction Plan are:

- a. PT Parvi Indah Persada ("PIP") as a seller
- b. Thor Soon Hock ("TSH") as a buyer
- c. River Ports Investments Pte. Ltd. ("RPI")
- d. PT Nusantara Pelabuhan Handal Tbk ("Perseroan")

Object of Fairness Opinion Analysis

The object of the fairness analysis is the Transaction Plan for the divestment of 100% of RPI shares owned by PIP. PIP is a subsidiary which is 99.999% owned by the Company.

Purpose and Objectives

The purpose and objective of this assignment is to provide a Fairness Opinion on the Transaction Plan related to the divestment of 100% of RPI shares in order to comply with Financial Services Authority Regulation (POJK) No. 17/POJK.04/2020 concerning Material Transactions and Changes in Business Activities, not for taxation, banking and not for other forms of planned transactions.

Linkage with Financial Services Authority Regulations**Affiliate Transactions**

The Company, the Company's Directors and Commissioners have no affiliation or conflict of interest with the party purchasing all RPI shares, so the Transaction is not an Affiliate Transaction and Conflict of Interest Transaction as referred to in POJK 42/2020.

Materiality of Transaction Plan Value

Based on POJK No. 17/POJK.04/2020 concerning Material Transactions and Changes in Business Activities, the Transaction Plan is a material transaction where RPI's total assets exceed 20% of NPH's total assets, namely 29.34%.

Assessment Date

The fairness opinion analysis was carried out for the assessment date of December 31, 2023, the parameters used in the analysis used audited data from the consolidated financial statements as of December 31, 2023.

Assessment Guidelines and Standards

The Fairness Opinion Report is prepared in accordance with the Indonesian Appraiser Code of Ethics and Indonesian Appraisal Standards 2018 Edition VII (KEPI & SPI Edition VII-2018) with Revised Editions on SPI 300, SPI 310, SPI 320 and SPI 330 which were determined on March 1 2020 as stated determined by the Indonesian Appraisal Professional Society, POJK No. 17/POJK.04/2020 and Financial Services Authority Regulation Number 35/POJK.04.2020 concerning Assessment and Presentation of Business Assessment Reports in the Capital Market (POJK 35/POJK.04/2020).

Transaction Plan Fairness Analysis Methodology

Based on POJK 35/2020, the analysis of the fairness of the Transaction Plan is carried out through analysis which includes the following matters:

- Analysis of Transactions;
- Qualitative and quantitative analysis of the Transaction Plan;
- Analysis of the fairness of the Transaction Value;
- Analysis of other relevant factors.

Assumptions and Limiting Conditions

1. This fairness opinion assessment report is a non-disclaimer opinion.
2. The Business Appraiser has reviewed the documents used in the fairness assessment/opinion process.
3. The data and information obtained comes from sources whose accuracy can be trusted.
4. The assessment uses financial projections made by management based on its ability to achieve (fiduciary duty).
5. The appraiser is responsible for carrying out the fairness opinion assessment.
6. This Business Assessment Report is open to the public.
7. The appraiser has obtained information on the legal status of the Appraisal Object/Transaction Plan from the Assignor.
8. The appraiser is responsible for all contents of this fairness assessment report.

Conclusion**Fairness Opinion on Transactions**

Based on the fairness analysis of the Transaction Plan which was carried out including analysis of transactions, qualitative and quantitative analysis, and analysis of the fairness of the value of the proposed transaction, we are of the opinion that the Transaction Plan is **REASONABLE**.

STATEMENT OF THE BOARD OF COMMISSIONERS AND BOARD OF DIRECTORS

The Company's Directors and Board of Commissioners stated that:

1. The RPI Share Sales Transaction is not a conflict of interest transaction as intended in POJK No. 42/2020.
2. The RPI Share Sales Transaction is not an affiliate transaction as intended in POJK No. 42/2020.
3. The transaction is a material transaction as regulated in POJK 17/2020 because the total assets that are the object of the transaction exceed 20% (twenty percent) of the Company's total assets based on the Consolidated Financial Report for the year ending December 31, 2023, which has been audited by Public Accountants.
4. Important, material and relevant facts have been disclosed in this information disclosure so that there is no misleading information.

ADDITIONAL INFORMATION

Shareholders of the Company who require further information regarding this Information Disclosure, can contact the Company at the address:

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Website : www.nusantaraport.id

Jakarta, May 7, 2024

PT NUSANTARA PELABUHAN HANDAL Tbk


NPH
NUSANTARA PELABUHAN HANDAL
Lina

Director/ Corporate Secretary