

Unofficial Translation
AMENDMENT AND/OR SUPPLEMENT OF
DISCLOSURE OF INFORMATION TO THE SHAREHOLDERS OF
PT JAPFA COMFEED INDONESIA Tbk.
(“Company”)

This information is made and addressed to the Shareholders in compliance with OJK Regulation No. 38/POJK.04/2014 dated 29 December 2014 regarding Increase of Capital for Public Companies Without Pre-emptive Rights and as additional information from Disclosure of Information which has been released by PT Japfa Comfeed Indonesia Tbk on 25 May 2016.



PT JAPFA COMFEED INDONESIA Tbk

Business Activities:

Engages in the business of agriculture, livestock, fishery industry and general trading

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If you experience difficulty in understanding the information as contained herein, or hesitation in making a decision, you should consult with a stock broker, investment manager, legal counsel, public accountant or other professional advisor.

The Company's Board of Commissioners and Board of Directors, both individually and jointly, are fully responsible for the completeness and accuracy of the whole information or material facts contained herein, and emphasize that the information stated herein is correct and that no unstated material facts can cause the material information herein to be untrue or misleading.

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DEFINITIONS

- “Bapepam & LK”** : Capital Markets Supervisory Body and Financial Institution (*Badan Pengawas Pasar Modal* and *Lembaga Keuangan*) as referred to in the Ministry of Finance of the Republic of Indonesia Regulation No. 184/PMK.01/2010 dated 11 October 2010 regarding Organization and Work Procedures of the Ministry of Finance.
- “Indonesia Stock Exchange (IDX)”** : A stock exchange as defined in Article 1 Number 4 of the Capital Markets Law, in this case organized by PT Bursa Efek Indonesia, domiciled in Jakarta, or other exchanges determined later where Shares are registered.
- “Trading Day”** : Day on which the Stock Exchange or a substituting legal body conducts stock exchange activities according to the prevailing laws and regulations and the provisions of the abovementioned stock exchange, and on which Banks conduct clearings.
- “Calendar Day”** : Every day in 1 (one) year according to the Gregorian Calendar without exceptions, including Sundays and national holidays set from time to time by the Government of the Republic of Indonesia and normal work days that due to certain conditions is set by the Government of the Republic of Indonesia as not a normal working day.
- “KSEI”** : Abbreviation for PT Kustodian Sentral Efek Indonesia, domiciled in Jakarta, which is a Securities Depository in accordance with the Capital Markets Law.
- “MOLHR”** : Ministry of Law and Human Rights of the Republic of Indonesia.
- “Financial Services Authority or OJK”** : An independent institute as understood in Law No. 21 of 2011 regarding the Financial Services Authority (“**OJK Law**”), whose duties and authority include the regulation and supervision of financial services activities in the banking, capital markets, insurance, pension funds, financing institutes and other financial institutions sectors. Where since 31 December 2012, the OJK is the institute that replaced and received the rights and obligations to conduct regulatory and supervisory functions from Bapepam and/or Bapepam-LK in accordance with the provisions of Article 55 of the OJK Law.
- “Shareholders”** : Parties that own interests over the Company’s Shares, whether in the form of a clearing account letter or collective escrow account that is stored and administered in the securities account of KSEI, that is listed in the Company’s Shareholders Register that is administered by the Securities Administration Bureau PT Adimitra Jasa Korpora.
- “Regulation No. I-A”** : IDX Regulation No. I-A regarding the Listing of Shares and Equity Securities Other Than Shares Issued by Listed Companies, Attachments and Decision of the Director of PT Bursa Efek Indonesia No. Kep-0001/BEI/01-2014, dated 20 January 2014.
- “POJK No. 32”** : OJK Regulation No. 32/POJK.04/2014 regarding Planning and Convening of General Meeting of Shareholders of Public Companies.
- “POJK No. 38”** : OJK Regulation No. 38/POJK.04/2014 dated 29 December 2014 regarding Increase of Capital for Public Companies Without Preemptive Rights.

- “PMTHMETD”** : Increase of Capital for Public Companies Without Pre-emptive Rights (*Penambahan Modal Tanpa Memberikan Hak Memesan Efek Terlebih Dahulu*) as defined in POJK No. 38 and contemplated under this Disclosure.
- “EGMS”** : The Company’s Extraordinary General Meeting of Shareholders that will be held on 1 July 2016 in accordance with the provisions of the Company’s Articles of Association, the Companies Law and the Capital Markets Law, as well as their implementing regulations.
- “Shares”** : All shares that have been issued and paid in full in the Company.
- “New Shares”** : Up to 1,066,052,291 shares amounting to a maximum of 10% of the company’s total issued share capital of 10,660,522,910 that will be newly issued from the Company’s unissued authorized capital with a nominal value of Rp200 per “A” ordinary shares and Rp40 per “B” ordinary share, as the case may be.
- “Capital Markets Law”** : Law No. 8 of 1995 dated 10 November 1995 regarding Capital Markets, the Republic of Indonesia Circular No. 64 of 1995, Supplement No. 3608, and its implementing regulations.
- “Companies Law”** : Law No. 40 of 2007 dated 16 August 2007 regarding Limited Liability Companies, the Republic of Indonesia Circular No. 106 of 2007, Supplement No. 4746.

I. GENERAL

The Company is a limited liability company incorporated under and is subject to the laws of the Republic of Indonesia, based on Deed of Incorporation No. 59 dated 18 January 1971 and is amended by Deed No. 60 dated 15 February 1972, both are made in the presence of Djojo Muljadi, S.H., Notary in Jakarta, having received the approval of Ministry of Justice of the Republic of Indonesia based on Decision No. Y.A.5/39/8 dated 4 October 1972 and having been announced in the State Gazette of the Republic of Indonesia No. 86 dated 25 October 1974, Supplement No. 641.

The Company is domiciled in South Jakarta, with the office addressed in Wisma Millenia, Lantai 7, Jl. M.T. Haryono Kav. 16 Jakarta 12810, Indonesia, Telephone No. (021) 285 45680 and Fax: (021) 831 0309.

The Company’s Articles of Association has been amended several times, most recently based on Deed of Resolution of Minutes of Meeting No. 109 dated 14 April 2015, made in the presence of Irawan Soerodjo, S.H., M.Si, Notary in Jakarta, having received the approval of MOLHR based on Decision No. AHU-0935154.AH.01.02.TAHUN 2015 dated 13 May 2015 and registered in the Company Register No. AHU-3504437.AH.01.11.TAHUN 2015 dated 13 May 2015 and MOLHR having been notified of the Deed based on Notification of Amendment to the Articles of Associations No. AHU-AH.01.03-0931777 dated 13 May 2015 and registered in the Company Register No. AHU-3504437.AH.01.11.TAHUN 2015 dated 13 May 2015, (**“Deed No. 109/2015”**). Based on Deed No. 109/2015, the Company’s shareholders have agreed to change the whole articles of association in adjustments to the POJK No. 32 and Bapepam-LK Rule No. IX.J.1 regarding Principles of the Articles of Association of the Company conducting a Public Offering of Equity Securities and Public Company.

Based on article 3 of the Company’s Articles of Association, the Company’s business activity is to establish companies in agriculture, livestock, fishery, industry and general trading.

To achieve the purpose and objective as stated above, the Company can conduct business activities in:

1. Core business activities:
 - a. Industry, in the field of processing any and all kinds of materials for manufacturing fodder/feed, copra and other materials containing vegetable oil, cassava, etc;
 - b. To undertake the farming and breeding of grand-parent stock, DOC and other kinds of poultry;
 - c. Cultivation of animal husbandry of any kinds of four-legged animals and cultivation of fishery; and
 - d. Industry, in the field of post-harvest of the said undertakings, such as slaughtering chickens and slaughtering four-legged animals, cold storage and processing of the products mentioned above including their by-products and supporting industries of the said products, such as plastic bags and other packaging materials.

2. Supporting business activities:
 - a. Industry, in medicines, vaccines, vitamins and pharmaceutical materials as well as devices related to the said businesses;
 - b. To conduct trading of raw materials, pharmaceutical materials, devices, feed, and medicines related to the said businesses, both nationally and internationally, export and import, on the Company's account or under cooperation with other parties (acting as commissioner, supplier, agent/representative, wholesaler and distributor, franchisor) as well as operating in the warehousing and transportation business to support the said businesses; and
 - c. To conduct other businesses related to and supporting the business activities mentioned in point 1 above in accordance with the prevailing laws and regulations.

a. Company's Capital and Shareholding Structure

Based on the Company's Shareholder Register arranged by the Securities Administration Bureau PT Adimitra Jasa Korpora, the Company's shareholding structure as of 30 June 2016 is as follows:

Description	Shares	Shares Amount (Rp)	Total Shares Amount (Rp)	%
Authorized Capital				
Class A Shares	10.000.000.000	200	2.000.000.000.000	
Class B Shares	25.000.000.000	40	1.000.000.000.000	
Total	35.000.000.000		3.000.000.000.000	
Issued and Paid-Up Capital				
- CREDIT SUISSE AG SINGAPORE TRUSET AC CL JAPFA LTD-2023904010	6.261.031.335			58,73%
- Stock in Treasury	20.324.740			0,19%
- Public	4.379.166.835			41,08%
Total	10.660.522.910			100%
Portfolio Class A Shares	2.251.067.090	200	450.213.418.000	
Portfolio Class B Shares	22.088.410.000	40	883.536.400.000	
Total Portfolio Shares	24.339.477.090			

Based on the Company's Shareholder Register administered by the Securities Administration Bureau PT Adimitra Jasa Korpora dated 30 June 2016, there are no shares in the Company owned by members of the Board of Directors and the Board of Commissioners

b. Structure of the Company's Board of Commissioners and the Board of Directors

Based on Deed No. 108 dated 14 April 2015, made in the presence of Irawan Soerodjo, S.H., M.Si, Notary in Jakarta, MOLHR having been notified of the Deed based on Notification of Change in Company Data No. AHU-AH.01.03-0926704 dated 23 April 2015 and registered in the Company Register No. AHU-3496317.AH.01.11.TAHUN 2015 dated 23 April 2015, the structures of the Company's Board of Commissioners and the Board of Directors on the date of this Disclosure of Information are as follows:

Board of Commissioners

President Commissioner	: Syamsir Siregar
Vice President Commissioner	: Hendrick Kolonas
Independent Commissioner	: Retno Astuti Wibisono
Independent Commissioner	: Ignatius Herry Wibowo

Board of Directors

President Director	: Handojo Santosa
Vice President Director	: Bambang Budi Hendarto
Director	: Tan Yong Nang
Director	: Koesbyanto Setyadharma
Independent Director	: Rachmat Indrajaya

II. INFORMATION REGARDING PLAN TO INCREASE CAPITAL WITHOUT PRE-EMPTIVE RIGHTS

Purpose and Objective of the PMTHMETD

In respect of the line of business of the Company and its subsidiaries, the management of the Company views that the Company needs to strengthen its capital structure. In light of this, the Company anticipates to issue the New Shares through the implementation PMTHMETD based on the Shareholders's approval in the EGMS. Through the PMTHMETD, the Company is expected to obtain an alternative source of funding for the benefit of the Company and its subsidiaries.

The New Shares and the Price of the New Shares

In accordance with the POJK No. 38, the increase of capital without giving any pre-emptive to the shareholder or the PMTHMETD shall only be carried out by the Company upon the obtaining approval from the shareholders via the general meeting of shareholders or the EGMS. The EGMS of the Company will be held with due observance of certain procedures as regulated under POJK No. 32. The PMTHMETD shall be completed within 2 years as of the date of EGMS approving the PMTHMETD. Further, the Company may only increase a maximum of 10% of the total issued and paid-up capital of the Company as at the date hereof.

The price of the New Shares issued in the PMTHMETD will be determined in accordance with Regulation No. I-A. The price of the Company's New Shares is at least the same as the average closing price of the Company's shares in 25 (twenty-five) consecutive Trading Dates in the regular market before the date hereof. Accordingly, the PMTHMETD price will be at least Rp. 935.6 (nine hundred thirty five point six Rupiah) per share, namely following the average closing price for traded shares from 18 April 2016 to 24 May 2016.

The following is the closing price data of the Company's shares traded at the IDX:

No.	TRADING DATE	CLOSING PRICE (IDR)
1.	18/4/2016	935
2.	19/4/2016	940
3.	20/4/2016	995
4.	21/4/2016	1,010
5.	22/4/2016	985
6.	25/4/2016	985
7.	26/4/2016	955
8.	27/4/2016	965
9.	28/4/2016	970
10.	29/4/2016	925
11.	2/5/2016	900
12.	3/5/2016	895
13.	4/5/2016	905
14.	9/5/2016	905
15.	10/5/2016	940
16.	11/5/2016	950
17.	12/5/2016	955
18.	13/5/2016	930
19.	16/5/2016	910
20.	17/5/2016	910
21.	18/5/2016	915
22.	19/5/2016	895
23.	20/5/2016	900
24.	23/5/2016	905
25.	24/5/2016	910

The Capital and Shareholding Structure Before and After the Completion of the PMTHMETD

In connection with the PMTHMETD, the Company can issue up to a maximum of 1,066,052,291 new shares or representing 10% of the total issued and paid-up capital of the Company as at the date hereof. Such new shares will be issued from the Company's unissued authorized capital with a nominal value of Rp. 200 per share or a nominal value of Rp40 per share, as the case may be. For the purpose of the illustrative table below, the Company has assumed the issue of "A" shares of Rp200 per share.

	Before PMTHMETD		After PMTHMETD	
	Share Amount	Share Value Amount (Rp)	Share Amount	Share Value Amount (Rp)
Authorized Capital				
Class A Shares	10.000.000.000	2.000.000.000.000	10.000.000.000	2.000.000.000.000
Class B Shares	25.000.000.000	1.000.000.000.000	25.000.000.000	1.000.000.000.000
Issued and Fully-Paid Shares				
Class A Shares	7.748.932.910	1,549,786,582,000	8,814,985,201	1,762,997,040,200
Class B Shares	2.911.590.000	116,463,600,000	2,911,590,000	116,463,600,000

Total Unissued Shares				
Class A Shares	2.251.067.090	450.213.418.000	1.185.014.799	237.002.959.800
Class B Shares	22.088.410.000	883.536.400.000	22.088.410.000	883.536.400.000

Indicative Timeline of PMTHMETD

The selective forecasted key dates in the PMTHMETD are as follows:

- | | | |
|-----|--|--------------|
| 1. | Notification of the Plan to Convene an EGMS to the OJK | 18 May 2016 |
| 2. | Notification of the Plan to Convene an EGMS to the IDX | 20 May 2016 |
| 3. | Announcement of the Notice of the Plan to Convene the EGMS on the Investor Daily Indonesia and The Jakarta Post newspaper, IDX's website and the Company's website in accordance with POJK No. 32. | 25 May 2016 |
| 4. | Disclosure of Information to the Shareholders regarding PMTHMETD on the IDX's website and the Company's website in accordance with POJK No. 38 | 25 May 2016 |
| 5. | The latest day for the shareholder(s) who represents more than 1/20 of the total Shares with valid voting rights to submit the proposal on EGMS agenda | 2 June 2016 |
| 6. | Advertisement of the Invitation to the EGMS on the newspaper, IDX's website and the Company's website | 9 June 2016 |
| 7. | The Issuance of the List of Shareholders Entitled to Attend the EGMS (Recording Date) | 23 June 2016 |
| 8. | Advertisement of the Re-Invitation to the EGMS on the newspaper, IDX's website and the Company's website | 24 June 2016 |
| 9. | Latest date for the announcement of additional information of Capital Increase Without Pre-emptive Rights on the IDX website and the Company's website in accordance with POJK No. 38 (if any) | 14 July 2016 |
| 10. | Holding of the EGMS | 18 July 2016 |

Furthermore, in line with POJK No. 38, the implementation of the issuance of the New Shares through the PMTHMETD shall be completed within 2 years as of the date of EGMS approving the PMTHMETD.

The Company's benefit of having New Shares Issuance through PMTHMETD

In accordance with the background of the PMTHMETD, the management of the Company views that the PMTHMETD will generate the following benefits to the Company:

1. The Company will obtain additional funds to strengthen the capital structure, which at the end will support the business of the Company and its subsidiaries; and
2. The PMTHMETD will increase the amount of shares traded publicly, thus, following the expiration of the mandatory lock-up period of 12 (twelve) months, it will eventually increase the shares liquidity of the Company.

Requirements for the New Shares Issuance through PMTHMETD:

The key requirements for the PMTHMETD are the following:

1. The Company has to obtain the approval of the EGMS, which will be held with reference to POJK No. 38;

2. The Company has to obtain the additional share listing approval from IDX;
3. At the latest, 5 (five) business days before the PMTHMETD, the Company is obliged to notify the OJK and announce to the public through 1 (one) daily, nationally circulated Indonesian language newspaper or on the IDX website and the Company's website, regarding the transaction of the PMTHMETD. Proof of such announcement must be delivered to the OJK at the latest 2 (two) business days after the announcement takes place;
4. At the latest, 2 (two) business days after the PMTHMETD, the Company is required to notify the OJK and the public through 1 (one) daily, nationally circulated Indonesian language newspaper or on the IDX website and the Company's website, regarding the execution of the capital increase that will include information on, among other things, the parties making the subscription, the amount and price of issued shares, and the plan for the use of the proceeds;
5. Based on the provision of point V.1.4 of Regulation No. I-A, a lock-up period will be imposed on the New Shares to be issued by the Company via PMHMETD, hence, the New Shares will not be able to be sold or traded within 1 year as of the listing date of the New Shares at the IDX.

Use of Proceeds of the PMTHMETD

The Company will apply proceeds of the new shares issuance through the PMTHMETD for general corporate purposes, including reduction of liabilities, investment, working capital and general corporate purposes beneficial to the Company and its subsidiaries.

The Impact of the PMTHMETD

The issuance of the New Shares in the context of PMTHMETD will increase the amount of issued shares of the Company. Assuming the Company issues the maximum 1,066,052,291 new shares representing 10% of the total issued capital of the Company as at the date hereof, the share ownership of the existing shareholders of the Company will be diluted by 9.09%. However, the amount of shares owned by the existing shareholders will not be affected by the implementation of PMTHMETD.

Management's Analysis and Discussion on the Company's Financial Condition before and after the Increase in Capital without Preemptive Rights

PMTHMETD will give positive impact to the Company by increasing the Total Equity, Cash and Cash equivalent and Assets. Prior to the PMTHMETD, the Company's Total Equity as per 31 December 2015 is Rp 6,109,692 million and after PMTHMETD there will be additional Rp 997,398 million so the Company's Total Equity after PMTHMETD will be Rp 7,107,090 million. This capital increase will upgrade the Company's Total Cash and Cash Equivalents which is previously Rp 901.207 million to Rp 1,898,605 million and total assets were Rp 17,159,466 million to Rp 18,156,864 million.

PMTHMETD will give dilution impact to existing shareholders. Previously, Japfa Ltd has a shares ownership of 58.73% and Public Shareholders is 41.27%, after PMTHMETD Japfa Ltd has 53.39%, the Public Shareholders is 37.52%.

After the exercise of the PMTHMETD, the Company's equity will increase to Rp. 7.107.090.000.000 which consist of paid-up capital so it will obtain additional funds to strengthen the capital structure, which at the end will support the business of the Company and its subsidiaries.

The Information on the Candidate Investor(s)

On 8 June 2016, the Company together with KKR Jade Investment Pte Ltd, a fund managed and advised by Kohlberg Kravis Roberts & Co L.P. ("KKR") have entered into a Subscription Agreement. Based on the agreement, the Company will issue new shares amounting to 750,000,000 shares (or representing 6.57% of the Company's total issued and paid-up capital) from the total of 1,066,052,291 shares issued

under PMTHMETD. This Agreement is subject to the approval by the Company's shareholders through EGMS that will be held on 18 July 2016. As for the remaining 316,052,291 shares, the Company may issue further shares to financial investor(s) and/or existing shareholder(s) in the 2 years after the approval of shareholders at the EGMS, however there is no plan at present to do so.

As additional information, KKR is a leading global investment firm that manages investments across multiple asset classes including private equity, energy, infrastructure, real estate, credit and hedge funds. KKR aims to generate attractive investment returns by following a patient and disciplined investment approach, employing world-class people, and driving growth and value creation at the asset level. KKR invests its own capital alongside its partners' capital and brings opportunities to others through its capital markets business. KKR is unaffiliated to the Company.

III. STATEMENT OF THE BOARD OF DIRECTORS AND THE BOARD OF COMMISSIONERS

The information described in this Disclosure have been approved by the Board of Commissioners and Board of Directors, who are responsible for the validity of the information. The Board of Commissioners and Board of Directors declare that all material information and opinions expressed in this Information Disclosure is true and can be accounted for and there is no other information that has not been disclosed that can cause the information to be incorrect or misleading. The Board of Commissioners and Directors of the Company have reviewed the PMTHMETD, including assessing the risks and benefits of the plan for the Company and all shareholders, and accordingly believe that the PMTHMETD is the best option for the Company and all shareholders. Therefore, based on the trust and confidence that the PMTHMETD is indeed the best option to achieve the benefits mentioned above, the Board of Directors and Board of Commissioners of the Company hereby recommend to the shareholders to approve the PMTHMETD as described in this Information Disclosure.

IV. EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

In accordance with the provisions of the prevailing laws and regulations, the PMHMETD must be approved by the Shareholders of the Company through the EGMS, which will be held on:

- Day and Date : Monday, 18 July 2016
Time : 10:00am - finish
Place : Harris Hotel, Unique Room
Jl. Dr. Saharjo No. 191, Jakarta 12960.
- Agenda : 1. Increasing the Capital Without Pre-emptive Rights in the amount of maximum 10% (ten percent) of the paid up capital of the Company ("PMTHMETD").
2. Increasing the Authorized Capital of the Company from Rp. 3,000,000,000,000,00 (three trillion Rupiah) to Rp. 6,400,000,000,000,00 (six trillion four billion Rupiah) and amend Article 4 paragraph (1) Articles of Association of the Company.
3. Changing Article 11 paragraph (1) and Article 14 paragraph (1) of the Articles of Association of the Company, about the number of the Board of Directors and the Board of Commissioners of the Company.
4. Changing the composition of the Board of Commissioners of the Company.

The shareholders who are entitled to attend the EGMS are shareholders whose names are listed in the Company's Shareholders Register at the closing of the Company's shares trading on 23 June 2016.

Agenda 1 and 4

Agenda 1 and 4 can be implemented if the EGMS is attended by shareholders representing more than 1/2 of the total shares with valid voting rights, and decisions can only be approved by shareholders representing more than 1/2 of the total shares with voting rights who attended the EGMS.

In the event of the first EGMS attendance quorum is not achieved, then the second EGMS will be held under the condition whereby the second EGMS is legitimate and entitled to make a decision if the EGMS is attended or represented by at least 1/3 of the total shares with voting rights and the decisions approved by more than 1/2 of the total shares with voting rights attended at the second EGMS.

When the attendance quorum at the second EGMS is not achieved, then the third EGMS could be held under the condition whereby the third EGMS is legitimate and entitled to make decisions if attended by shareholders of shares with valid voting rights in the quorum and decision quorum set by the OJK upon the request of the Company.

Agenda 2 and 3

Agenda 2 and 3 can be implemented if the EGMS is attended by shareholders representing more than 2/3 of the total shares with valid voting rights, and decisions can only be approved by shareholders representing more than 2/3 of the total shares with voting rights who attended the EGMS.

In the event of the first EGMS attendance quorum is not achieved, then the second EGMS will be held under the condition whereby the second EGMS is legitimate and entitled to make a decision if the EGMS is attended or represented by at least 3/5 of the total shares with voting rights and the decisions approved by more than 1/2 of the total shares with voting rights attended at the second EGMS.

When the attendance quorum at the second EGMS is not achieved, then the third EGMS could be held under the condition whereby the third EGMS is legitimate and entitled to make decisions if attended by shareholders of shares with valid voting rights in the quorum and decision quorum set by the OJK upon the request of the Company.

<p>If the Plan to Increase Capital Without Pre-Emptive Rights is not approved by the EGMS, then the plan can be re-submitted in 12 (twelve) months after the holding of EGMS.</p>
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V. ADDITIONAL INFORMATION

For additional information regarding the above matter, please contact the Company during working hours at this address:

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Jakarta 12810, Indonesia

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Website: www.jafacomfeed.co.id

PT Japfa Comfeed Indonesia Tbk

- signed and stamped -

Koesbyanto Setyadharma
Director