

# ABRIDGED CIRCULAR LETTER

**IT IS IMPORTANT THAT THIS ABRIDGED CIRCULAR LETTER IS READ BY SHAREHOLDERS OF PT ENERGI MEGA PERSADA Tbk. (THE "COMPANY")**

If you are in any doubt as to the information provided in this Abridged Circular Letter or the action you should take, it is recommended that you consult with a securities brokerage agent, investment manager, legal counsel, accountant and other reliable professionals concerning this matter.

If you have sold all your shares in the Company after 25 February 2008, you are kindly requested to submit this Abridged Circular Letter including its attachments to the buyer or dealer who is acting as a broker who will inform the buyers.

## PT Energi Mega Persada Tbk.

### **Principal Business :**

*Onshore and offshore oil and gas exploration, development, and production company*

### **Principal Office :**

Wisma Mulia, Floor 33  
Jl. Jend. Gatot Subroto No.42  
Jakarta 12710 - Indonesia  
Telp : +62 (21) 5290 -6250  
Fax: : +62 (21) 5290 - 6254  
Website : [www.energi-mp.com](http://www.energi-mp.com)

### **ABRIDGED CIRCULAR LETTER TO SHAREHOLDERS WITH RESPECT TO THE CONVERSION OF MINARAK LABUAN CO. (L) LTD's ("MLC") RECEIVABLES TO KALILA ENERGY LIMITED ("KEL") AND PAN ASIA ENTERPRISE LIMITED ("PAN") INTO SHARES OWNERSHIP IN KEL AND PAN BY WAY OF ISSUANCE OF NEW SHARES IN KEL AND PAN**

MLC as the holder of receivables plans to convert its receivables to KEL and PAN into shares ownership in KEL and PAN, therefore MLC shall own in the maximum of 99.99% shares in KEL and PAN.

**The Board of Commissioners and the Board of Directors assume full responsibilities for the accuracy of all the material information or facts contained in this Abridged Circular Letter and confirmed that, after taking sufficient and reasonable enquiries, and to the best of their knowledge and belief, there are no important and relevant facts which are not disclosed that would cause the material information or facts in this Abridged Circular Letter incorrect and/or misleading.**

The announcement of the Extraordinary General Meeting of Shareholders ("EGMS") of the Company that will be held on 14 March 2008, has been made in 2 (two) Indonesian language daily newspapers, *Bisnis Indonesia* and *Investor Daily* on 11 February 2008. If you cannot attend this EGMS, you can be represented by your proxy by immediately completing and returning the form of Power of Attorney to the Company at Wisma Mulia, 23<sup>rd</sup> floor, Jl. Jend. Gatot Subroto No. 42, Jakarta 12710 at least 3 (three) working days prior to the date of the EMGS, which date will be on Tuesday, 11 March 2008.

## I. INTRODUCTION

This Abridged Circular Letter is prepared for the benefit of the shareholders of the Company in order for the shareholders to have a complete information regarding the conversion of MLC's receivables, respectively in the amount of US\$29,000,000 to KEL and US\$1,000,000 to PAN into maximum of 99.99% shares ownership in KEL and 99.99% shares ownership in PAN ("Transaction"). KEL and PAN jointly are the direct owner of 100% Lapindo Brantas, Inc. ("LBI")'s shares.

Based on the financial statement of the Company for the 10 (ten) months period ended 31 October 2007, the Company's net sales is Rp.847,691,161,000 and the Company's equity is Rp.3,243,983,778,000. According to the Conversion Agreement the total loan that will be converted into shares in KEL is US\$29,000,000 or equivalent to 8% of the Company's equity and 31% of the Company's net sales. While the loan that will be converted into shares in PAN is US\$1,000,000 or equivalent to 0.3% of the Company's equity and 1% of the Company's net sales. Since the value of the Transaction is exceeding 10% of the Company's revenue and 20% of the Company's equity, this Transaction is considered as a material transaction as stipulated in the Indonesia Capital Market and Financial Institution Supervisory Agency ("Bapepam-LK") Regulation No.IX.E.2 concerning Material Transaction and Core Business Shifting ("Regulation No.IX.E.2") and requires approval from the EGMS in accordance with the provision in Regulation No.IX.E.2.

This Transaction is considered as a conflict of interest transaction since MLC is an affiliated party to the Company's ultimate shareholders, in which MLC is a company controlled by the Bakrie Group. Therefore, this Transaction requires an approval from the Company's EGMS in accordance with Bapepam-LK Regulation No.IX.E.1 concerning the Conflict of Interest on Certain Transactions ("Regulation No.IX.E.1").

In connection with the Transaction, the Company has appointed Truscel Capital as the Independent Valuer and the Independent Party to provide valuation reports and a fairness opinions on the Transaction for the benefit of the Company's shareholders.

This Abridged Circular Letter also contains opinions from the legal consultants in respect to the Transaction.

## II. DESCRIPTION OF THE TRANSACTION

### 1. Background of The Transaction

The main reasons for the company proposing this transaction includes the following:

- a. In relation with the effort to controls the incident and the impacts of the Sidoarjo mudflow which become LBI's responsibility as the Operator of Brantas Block, LBI requires significant fund that cannot be fulfilled by its own sources. Therefore, LBI needs funding aid from the other third party which can only be obtained from an affiliated company, especially from Bakrie Group.
- b. To express its moral obligation, Bakrie Group through its affiliated company which are PT Bakrie Capital Indonesia ("BCI") and Enercorp Ltd ("EL") has lend for funding in the amount of US\$13,000,000 and US\$17,000,000 to be utilised in controlling the Sidoarjo mudflow incident. The said loan is then assigned to MLC.
- c. The loan was received through the Company and LBI by taking into account the immediate actions that need to be taken as directed in the Presidential Decree No. 13/2006.

Considering the loan ratio and KEL and PAN's current financial capability, MLC wishes to convert its receivables due from KEL and PAN into equity. As result, MLC shall owns and controls in the maximum of 99.99% of shares in KEL and PAN.

### 2. Benefits of The Transaction

The benefits of the Transaction to the Company includes:

- a. Allowing the operational and financial resources of the Company to be refocused on production potential enhancement of the other oil and gas blocks and on portfolio development of proven oil and gas reserves that has not been furthest developed.
- b. Preventing the implication of the Banjarpanji-1 incident from clouding the attractiveness of the rest of the Company's portfolio.
- c. Protecting the interest of independent and minority shareholders from any assets related to LBI which will potentially own significant liabilities in order to add value to all Company's shareholders.
- d. Demonstrating ongoing shareholders and management commitment to all stakeholders of the Company.

### 3. Object and Value of Transaction

Pursuant to the Conversion Agreement between MLC, KEL and PAN dated 4 February 2008, the object of the Transaction are as follows :

- Conversion of MLC's receivables to KEL of US\$29,000,000 into shares in KEL.
- Conversion of MLC's receivables to PAN of US\$1,000,000 into shares in PAN.

According to the Conversion Agreement the Parties agreed that as a result of the conversion of MLC's receivables into shares in each of KEL and PAN, MLC shall owns and controls in the maximum of 99.99% of the total paid up shares in KEL and PAN.

### 4. Financial Impact After Transaction

In connection with the signing of the Corporate Management Agreement dated 1 July 2007 between the Company and MLC, the Company, under the said Corporate Management Agreement has transferred its management and controls over KEL, PAN and LBI to MLC since 1 July 2007 which includes the controls over the management activities, the operationals, the financials and the human resources related activities.

Related to said transfer management and controls, since 1 July 2007, the Financial Statements of KEL, PAN and LBI are no longer consolidated into the Company's Consolidated Financial Statement. Therefore, the said Transaction will not give any impact on the Company's Consolidated Financial Statement.

## 5. Description of the Transacted Parties

### Minarak Labuan Co. (L). Ltd. ("MLC")

#### Brief Summary

MLC was established under the Certificate of Incorporation dated 8 March 1997, under the laws of Labuan, Malaysia. MLC domiciled in Main Office Tower, Level 6 (D), Financial Park, Jalan Merdeka P.O. Box 80887, 87018 Labuan, F.T. Labuan, Malaysia.

#### Capital Stock

The authorized capital, issued and paid up capital in MLC is US\$30,000,000 which comprises 30,000,000 (Thirty million) shares, with par value per share of US\$1 (One United States Dollar).

#### Shareholders

At the time of this Abridged Circular Letter is issued, the composition of shareholders of MLC is PT Bakrie Capital Indonesia with the ownership of 23,870,000 shares or the entire issued shares of MLC.

#### Board of Directors

At the time this Abridged Circular Letter is issued, the Board of Directors of MLC is as follows:

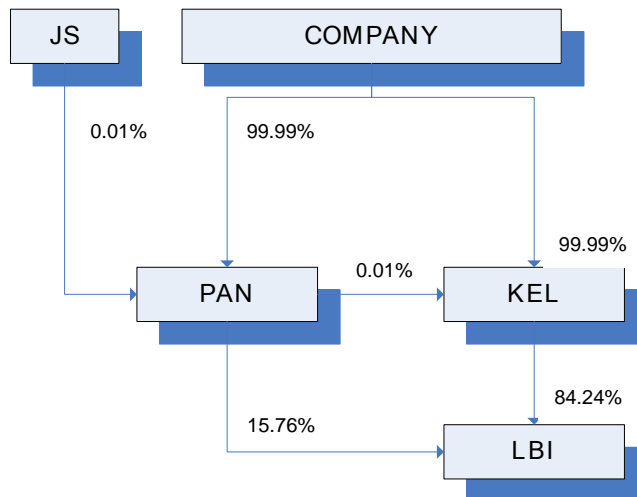
Director : Hari Widodo  
 Director : Gesang Budiarmo  
 Director : Faisol Soleh Masjkoer

## 6. Description of the Conflict of Interest

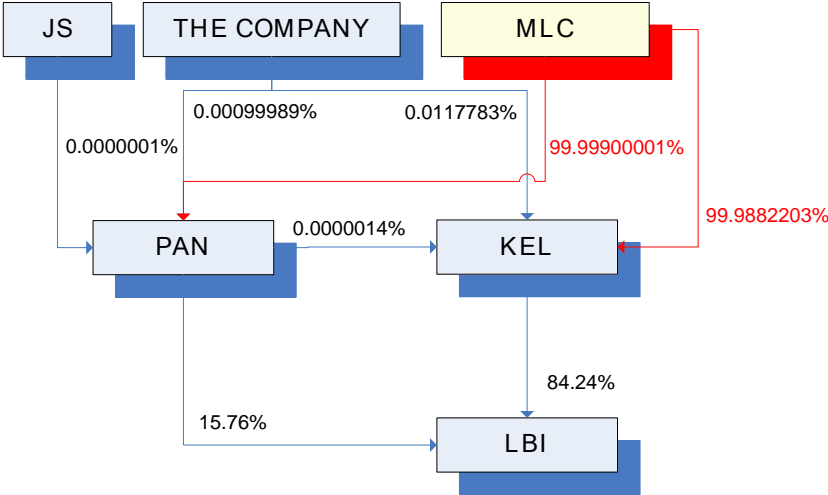
MLC is a company controlled and owned by Bakrie Group, which also controls PT Brantas Indonesia and PT Kondur Indonesia, both of which are major shareholders of the Company.

## 7. Structure of KEL & PAN Before and After Transaction

Current structure of KEL & PAN is as follow:



After obtaining approval from independent shareholders upon the completion of the Transaction, the structure would be as follow:



### III. DESCRIPTION OF THE TRANSACTION OBJECTS

The objective of the Transaction is the shares in KEL and PAN. A brief description of KEL and PAN and their subsidiaries are set out as follows:

#### 1. Kalila Energy Limited (“KEL”)

##### a. Brief Summary

KEL was first established as Endeavour Star Holding Limited under the Certificate of Incorporation dated 14 November 1997, which was under the laws of Hong Kong. Based on the Certificate of Incorporation on Change of Name dated 27 October 2000, KEL changed its name to Kalila Energy Limited.

##### b. Business Activity

KEL’s main business activities is in oil and gas. This is done by KEL through its share ownerships in its subsidiary, LBI, which is the holder of 50% participating interest in and the operator of the Brantas PSC.

##### c. Capital

The authorized capital, issued and paid up capital in KEL is HK\$3,416,519 which comprises 3,416,519 (Three million four hundred and sixteen thousand five hundred and nineteen) shares, with par value per share of HK\$1 (One Hong Kong Dollar).

##### d. Composition of Shareholders

At the time this Abridged Circular Letter is issued, the composition of the shareholders of KEL is as follows:

- The Company with shares ownerships of 3,416,119 shares or equivalent to 99.99% of the entire shares issued by KEL.
- PAN with shares ownerships of 400 shares or equivalent to 0.01% of the entire shares issued by KEL.

##### e. Board of Directors

At the time this Abridged Circular Letter is published, the Board of Directors of KEL is as follows:

Director : Yulia Sinta Dewi  
Director : Tito Dandhi Suherto

## f. Financial Highlights

Based on financial statements for the ten-month period ended 31 October 2007 and for the years ended 31 December 2006 and 2005 which have been reviewed by Registered Public Accountants Jimmy Budhi & Rekan, summary of KEL's financial statement as follows:

### Balance Sheet and Statement of Income

*In US\$*

Description	October 31, 2007	December 31,	
		2006	2005
Current Assets	52,731,898	53,195,724	11,462,957
Non-Current Assets	19,847,566	71,648,711	82,722,083
Current Liabilities	39,318,371	38,419,253	8,132,803
Non-Current Liabilities	155,909,725	194,089,901	94,454,300
Total Capital Deficiency	(122,648,632)	(107,664,719)	(12,135,476)
Net Sales	6,618,003	17,524,936	22,584,570
Cost of Goods Sold	(5,441,502)	(12,571,526)	(14,128,490)
Gross Profit	1,176,501	4,953,410	8,456,080
Operating Expenses	(462,471)	(986,221)	(1,519,458)
Income From Operations	714,030	3,967,189	6,936,622
Loss Before Tax	(16,460,329)	(101,853,740)	(1,464,118)
Net Loss	(14,983,913)	(95,529,243)	(2,813,098)

## g. Description of The Consolidated Subsidiaries

### Lapindo Brantas, Inc. ("LBI")

Currently KEL is the majority shareholder in LBI, which is an operator and holder of 50% participating interest in the Brantas PSC. A brief description of LBI is as follows:

#### General

LBI was established under the Certificate of Incorporation dated 29 December 1989 under the name of Huffco Brantas, Inc. under the laws of the State of Delaware, USA. Based on Certificate of Amendment to the Certificate of Incorporation of Huffco Brantas, Inc. dated 11 April 1996, Huffco Brantas, Inc. changed its name to Lapindo Brantas, Inc.

#### Capital Stock

The capital stock of LBI comprises 1,000 common shares with par value of US\$1 (One United States Dollar) per share which comprises 500 common shares with voting rights and 500 common shares with non-voting rights. The authorized capital and paid up capital of LBI is 990 common shares which comprises 500 common shares with voting rights and 490 common shares with non-voting rights.

#### Shareholders

At the time this Abridged Circular Letter is issued, the composition of the shareholders of LBI is as follows:

- KEL 834 shares or 84.24% of the entire shares issued by LBI, which consists of 344 common shares with voting rights and 490 common shares with non-voting rights.
- PAN 156 common shares with voting rights or 15.76% of the entire shares issued by LBI.

#### Board of Director

At the time this Abridged Circular Letter is issued, the Board of Director of LBI is as follows:

Director : Dharma Irawan Jenie

## Financial Highlights

Based on financial statements for the ten-month period ended 31 October 2007 and for the years ended 31 December 2006 and 2005 which have been audited by the Registered Public Accountants Jimmy Budhi & Rekan expressed a disclaimer opinion due to uncertainties LBI's going concern for the ten-month period ended 31 October 2007 and for the year ended 31 December 2006 and expressed an unqualified opinion for the year ended 31 December 2005. Summary of LBI's financial statement as follows:

### Balance Sheet and Statement of Income

Description	October 31, 2007	December 31,	
		2006	2005
Current Assets	52,731,898	53,195,724	11,462,957
Non-Current Assets	19,846,909	67,663,058	76,047,198
Current Liabilities	39,306,846	38,410,955	8,124,509
Non-Current Liabilities	123,034,971	157,474,537	55,696,489
Total Equity (Capital Deficiency)	(89,763,010)	(75,026,710)	23,689,157
Net Sales	6,618,005	17,524,936	22,584,570
Cost of Goods Sold	(5,441,502)	(12,571,524)	(14,128,490)
Gross Profit	1,176,503	4,953,413	8,456,080
Operating Expenses	(208,314)	(491,862)	(1,074,921)
Income From Operations	968,189	4,461,550	7,381,159
Loss Before Tax	(16,212,716)	(101,306,952)	(1,028,118)
Net Loss	(14,736,300)	(98,715,867)	(2,821,816)

## 2. Pan Asia Enterprise Limited ("PAN")

### a. Brief Summary

PAN was established under the Certificate of Incorporation, Memorandum and Articles of Association dated 12 November 1997, under the laws of Hong Kong, under the name of Classic Diamond Profits Limited. Based on the Certificate of Incorporation on Change of Name dated 26 June 1998, PAN changed its name to Pan Asia Enterprise Ltd.

### b. Business Activity

PAN's main business activities is in oil and gas. This is done by PAN through its shares ownerships in its subsidiary, KEL and LBI. KEL itself is the major shareholder of LBI, while LBI is the holder of 50% participating interest in, and the operator of the Brantas PSC.

### c. Capital Stock

The authorized capital, issued and paid up capital in PAN is HK\$10,000 which comprises 10,000 (Ten thousands) shares, with par value per share of HK\$1 (One Hong Kong Dollar).

### d. Shareholders

At the time this Abridged Circular Letter is issued, the composition of shareholders of PAN is as follows:

- The Company has 9,999 shares or 99.99% of the entire shares issued by PAN.
- Julianto Santoso has 1 share or 0.01% of the entire shares issued by PAN.

### e. Board of Directors

At the time this Abridged Circular Letter is issued, the Board of Directors of PAN is as follows:

Director : Julianto Santoso  
Director : Djoko Tri Santoso



**f. Financial Highlights**

Based on financial statements for the ten-month period ended 31 October 2007 and for the years ended 31 December 2006 and 2005 which have been reviewed by the Registered Public Accountant Jimmy Budhi & Rekan Public Accountants, summary of PAN's financial statement as follows:

Balance Sheet and Statement of Income

Description	October 31, 2007	December 31,	
		2006	2005
Current Assets	-	-	5,128
Non-Current Assets	-	997,660	3,733,476
Current Liabilities	14,790	7,978	1,478
Non-Current Liabilities	1,744,164	2,732,899	1,736,348
Total Equity (Capital Deficiency)	(1,758,954)	(1,743,217)	2,000,778
Net Sales	-	-	-
Cost of Goods Sold	-	-	-
Gross Profit	-	-	-
Operating Expenses	(15,692)	(10,312)	(568)
Income From Operations	(15,692)	(10,312)	(568)
Loss Before Tax	(15,737)	(3,743,995)	(445,285)
Net Loss	(15,737)	(3,743,995)	(445,285)

## IV. BRIEF REPORT AND OPINIONS OF INDEPENDENT PARTIES

In respect with the implementation of the proposed Transaction and to comply with Regulation No.IX.E.1, the Company has appointed the independent parties as follows:

### Truscel Capital

#### **Opinion for KEL's and PAN's Fair Value**

Based on its report No. TC/CF/0602/08 dated 8 February 2008, Truscel Capital stated that the Fair Market Equity Value for 100% shares of PAN and 100% shares of KEL as of 31 October 2007 before Conversion of Debt to Equity are respectively amounting to negative US\$1,758,954 (one million seven hundred fifty eight thousand and nine hundred fifty four United States Dollars) and negative US\$65,176,712 (sixty five million one hundred seventy six thousand and seven hundred twelve United States Dollars) or nil.

#### The Fair Equity Value before Debt to Equity Conversion

Description	Fair Equity Value (US\$)
PAN	(1,758,954)
KEL	(65,176,712)

Meanwhile, the Fair Market Equity Value for 100% shares of PAN and 100% shares of KEL after Conversion of Debt to Equity respectively amounting to negative US\$758,954 (seven hundred fifty eight thousand and nine hundred fifty four United States Dollar) and negative US\$36,176,712 (thirty six million one hundred seventy six thousand and seven hundred twelve United States Dollar) or nil.

#### The Fair Equity Value after Debt to Equity Conversion

Description	Fair Equity Value (US\$)
PAN	(758,954)
KEL	(36,176,712)

#### **Opinion for the fairness of transaction's value**

Based on its report No. TC/CF/0702/08 dated 8 February 2008; Truscel Capital stated that the transaction is fair based on the following analysis:

- The analysis is done by comparing between the Fair Market Equity Value of PAN and KEL based on the share valuation report by Truscel Capital dated 8 February 2008 with report number No. TC/CF/0602/08 that stated each conversion price value of PAN and KEL per share is nil; with conversion price for Option I is US\$0.001 and Option II is US\$0.1291 per share. Since the Fair Market Equity Value for PAN and KEL is lower than the conversion price, so the Debt Conversion Plan is just and fair for the Company.
- With this Debt Conversion Plan:
  - For Option I, there's a potential value increase for the Company of US\$66,924,704. This is based from Company's potential value increase in PAN from negative US\$1,758,778 to negative US\$8, and the Company's potential value increase in KEL from negative US\$65,170,194 to negative US\$4,261, as can be seen in the table below.

Option I Conversion Price = US\$ 0.001 per share	Before Debt Conversion Plan	After Debt Conversion Plan	Value Increase Potential
<b>PAN</b>			
100% Share	(1,758,954)	(758,954)	
Company's Ownership	(1,758,778) <sup>(*)</sup>	(8) <sup>(**)</sup>	1,758,770
<b>KEL</b>			
100% Share	(65,176,712)	(36,176,712)	
Company's Ownership	(65,170,194) <sup>(*)</sup>	(4,261) <sup>(***)</sup>	65,165,933
<b>TOTAL</b>			<b>66,924,704</b>

Notes:

(\*) The Company's shares ownership for PAN and KEL each is 99.99% before the conversion plan.

(\*) The Company's shares ownership for PAN is 0.001% after the conversion plan.  
 (\*\*) The Company's shares ownership for KEL is 0,012% after the conversion plan.

- b) For Option II, there's a potential value increase for the company of US\$ 66,386,075. This is from the PAN's potential value increase from negative US\$ 1,758,778 to negative US\$ 979, and the Company's potential value increase for KEL from negative US\$ 65,170,194 to negative US\$ 541,919, as can be seen in the table below.

Opsi II Conversion Price = US\$ 0.1291 per share	Before Debt Conversion Plan	After Debt Conversion Plan	Value Increase Potential
PAN			
100% Share	(1,758,954)	(758,954)	
Company's Ownership	(1,758,778) (*)	(979) (**)	1,757,799
KEL			
100% Share	(65,176,712)	(36,176,712)	
Company's Ownership	(65,170,194) (*)	(541,919) (***)	64,628,275
TOTAL			66,386,075

Notes:

(\*) The Company's shares ownership for PAN and KEL each is 99.99% before the conversion plan.  
 (\*\*) The Company's shares ownership for PAN is 0.129% after the conversion plan.  
 (\*\*\*) The Company's shares ownership for KEL is 1.498% after the conversion plan.

3. Based on the analysis in point I (one) and II (two), from the financial point of view for the Company and for the public shareholder, the Debt Conversion Plan is just and fair.

#### Hadiputranto, Hadinoto & Partners

As an independent legal consultant appointed by the Company, Hadiputranto, Hadinoto & Partners is in the opinion that:

1. The Transaction is a conflict of interest transaction as stipulated in Bapepam Rule No. IX.E.1. This is because the Transaction is entered into with MLC, which is an Affiliate of the Principal Shareholders of the Company.

As a conflict of interest transaction as stipulated in Bapepam Rule No. IX.E.1, the proposed Transaction must be approved by the Independent Shareholders of the Company in an Extraordinary General Meeting of Shareholders convened in accordance with the Articles of Association of the Company and Bapepam Rule No. IX.E.1.

2. The Transaction is a material transaction as stipulated in Bapepam Rule No. IX.E.2. This is because based on the financial statements of the Company for the period ended 31 October 2007, the Company's revenue is Rp.847,691,161,000 and the Company's equity is Rp.3,243,983,778,000. Based on the Conversion Agreement dated 4 February 2008 among MLC, KEL and PAN, the debt that will be converted into shares in KEL is US\$29,000,000, equal to 8% of the equity and 31% of the revenue of the Company. The debt that will be converted into shares in PAN is US\$1,000,000, equal to 0.3% of the equity and 1% of the revenue of the Company. Therefore, the total amount of the Transaction exceeds 10% of the revenue of the Company.

As a material transaction as stipulated in Bapepam Rule No. IX.E.2, the proposed Transaction must be approved by shareholders of the Company in accordance with the Articles of Association of the Company and Bapepam Rule No. IX.E.2.

## IV. EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

In connection with the proposed Transaction, the Company seek an approval from the EGMS which will be held on Friday, 14 Maret 2008, in compliance with the relevant provisions stipulated in Regulation No. IX.E.1 and in the Company's Articles of Association, which are as follows:

- a. The EGMS must be attended by the independent shareholders representing more than 50% of shares owned by the independent shareholders and the Transaction must be approved by independent shareholders representing more than 50% of the shares owned by the independent shareholders.
- b. In the event the quorum is not achieved at the first EGMS, a second EGMS may be convened provided that it should be attended by the independent shareholders representing more than 50% of the shares owned by the independent shareholders, and the Transaction must be approved by the independent shareholders representing more than 50% of the shares owned by the independent shareholders.
- c. In the event the quorum is not achieved at the second EGMS, a third EGMS may be convened after obtaining the approval from Bapepam-LK and the Proposed Transaction must be approved by the independent shareholders representing more than 50% of the shares owned by the independent shareholders.
- d. In the event the independent shareholders do not approve the Transaction, then the Transaction cannot be resubmitted within a period of 12 months from the date of the EGMS disapproved the Transaction.

Meanwhile, in connection with the Regulation No. IX.E.2, the Company wish to seek approval from EGMS in compliance with the relevant provisions stipulated in Regulation No. IX.E.2 and the Company's Article of Association, which are as follows:

- a. Pursuant to the Company's Article of Association, the EGMS must be attended by the shareholders representing more than  $\frac{1}{2}$  of the shares owned by the shareholders, and the Transaction must be approved by the shareholders representing more than  $\frac{1}{2}$  of the entire voting shares lawfully cast in the EGMS.
- b. If the event the independent shareholders do not approve the Transaction, then the Transaction cannot be resubmitted within a period of 12 months from the date of the EGMS disapproved the Transaction.

For information, important dates to be noted in accordance with the EGMS of the Company is in the below time table:

EVENTS	DATE
Announcement of the EGMS and the Abridged Circular Letter of the Transaction in the newspapers	11 February 2008
Recording Date	25 February 2008
Invitation for the EGMS in newspapers	26 February 2008
Distribution of the Circular Letter to the Shareholders	26 February 2008
EGMS	14 March 2008
Announcement of the results of the EGMS in the newspapers	18 March 2008
Report to BAPEPAM regarding the resolutions of the EGMS	18 March 2008

### ***Venue and Attendance of The Company***

Information of the venue and time of the Company's EGMS will be announced to the shareholders in the invitation on 26 February 2008. For those shareholders who can not attend the EGMS, the shareholders can be represented by their proxy by filling up the form of Power of Attorney which will be attached in the Circular Letter that will be distributed to the shareholders on 26 February 2008 and it can also be obtained from the Company's Corporate Secretary, at the following address: Wisma Mulia, 23<sup>rd</sup> Floor, Jl. Jend. Gatot Subroto No. 42, Jakarta, Indonesia.

### ***The Company EGMS Agenda***

The EGMS will ask the shareholders to approve the following:

- a. Approval for converting MLC's receivables to KEL and PAN into shares ownership in KEL and PAN by way of issuance of new shares in KEL and PAN, including any other transactions related to the said conversion;
- b. Approval to alter the composition of the Company's Commissioners;
- c. Approval for encumbering all or a substantial part of the Company's and/or its subsidiaries' assets or to issue corporate guarantees with respect to fund raising and/or refinancing for the Company.

## V. INDEPENDENT PARTIES

Independent parties appointed by the Company for this proposed Transaction are as follows:

1. Financial Advisor : **PT Danatama Makmur**
2. Legal Consultant : **Hadiputranto, Hadinoto & Partners**
3. Public Accountant : **Jimmy Budhi & Rekan**
4. Independent Valuer : **Truscel Capital**
5. Notary : **Robert Purba, S.H.**
6. Shares Registrar : **PT Ficomindo Buana Registrar**

## **VI. RECOMMENDATION OF THE COMPANY DIRECTORS AND COMMISSIONERS**

The Board of Directors and the Board of Commissioners of the Company hereby recommend to the shareholders of the Company to approve the Transaction as mentioned in this Abridged Circular Letter. In relation to this recommendation, the Board of Directors and the Board of Commissioners of the Company have reviewed the reports and the opinions from the appointed independent parties and have considered the benefits of the Transaction and believe that the Transaction is in the best interests of the Company and the entire shareholders of the Company.

## VII. ADDITIONAL INFORMATION

Shareholders who need additional information may contact the Company at the following address:

**PT ENERGI MEGA PERSADA TBK**

Wisma Mulia, Floor 33

Jl. Jend. Gatot Subroto No. 42

Telp : (62-021) 5290-6250

Fax: (62-021) 5290-6254

Website : [www.energi-mp.com](http://www.energi-mp.com)