# DISCLOSURE OF INFORMATION TO SHAREHOLDERS PT MITRA ADIPERKASA TBK ("DISCLOSURE OF INFORMATION")

For the purpose of complying the Financial Services Authority Regulation No. 42/POJK.04/2020 concerning Affiliated Transactions and Conflicts of Interest Transactions ("POJK 42/2020").

INFORMATION AS STATED IN THIS DISCLOSURE IS IMPORTANT TO BE READ AND NOTED BY SHAREHOLDERS OF PT MITRA ADIPERKASA TBK ("Company")



#### **Main Business Activities:**

Engaged in the business of general trade including wholesale trade, retail trade and acting as distributor for other parties.

Domiciled in Central Jakarta, Indonesia

#### **Head Office:**

Sahid Sudirman Center, 29<sup>th</sup> Fl. Jl. Jend. Sudirman Kav. 86 Jakarta 10220, Indonesia Telephone: +62 21 574-5808

Website: www.map.co.id Email: corporate.secretary@map.co.id

THE BOARD OF DIRECTORS AND BOARD OF COMMISSIONERS OF THE COMPANY, BOTH INDIVIDUALLY AND COLLECTIVELY, HEREBY DECLARE FULL RESPONSIBILITY FOR THE ACCURACY AND COMPLETENESS OF THE INFORMATION DISCLOSED IN THIS DISCLOSURE AND UPON CAREFUL EXAMINATION, AFFIRM THAT THE INFORMATION DISCLOSED IN THIS DISCLOSURE IS ACCURATE AND THERE ARE NO MATERIAL AND RELEVANT FACTS THAT HAVE NOT BEEN DISCLOSED OR OMITTED, THEREBY RENDERING THE INFORMATION IN THIS DISCLOSURE INACCURATE OR MISLEADING.

This Disclosure is published in Jakarta on 2<sup>nd</sup> July 2024

# I. INTRODUCTION

The information stipulated in this Information Disclosure is made to fulfil the Company's obligation to announce information disclosure pertaining to the Affiliate Transactions that the Company has carried out with detail as detailed hereunder.

On August 11, 2023, the Company and PT Kanmo Retailindo (hereinafter referred to as "Kanmo") jointly established PT Fashindo Selaras Indonesia Ritel (hereinafter referred to as "FSIR") as stipulated in the Notarial Deed No. 75 dated August 9 2023, made by Hannywati Gunawan, S.H., Notary in Jakarta. The deed of establishment has been approved by the Minister of Law and Human Rights of the Republic of Indonesia ("MOLHR") through his Decree No. AHU-0059105.AH.01.01.TAHUN 2023 dated August 11, 2023.

At the end of the Company's financial year on December 31, 2023, the Company and Kanmo were recorded as having equity participation in FSIR, 50.00% (fifty per cent) each. Furthermore, on June 28 2024, the Company, Kanmo, and FSIR have signed 3 (three) agreements with details of each agreement as follows:

- 1. The Company and FSIR have signed a Loan Agreement that stipulates the Company's consent to provide a loan facility in the amount of Rp 100.000.000.000 (one hundred million Rupiah) to FSIR for a period of 5 (five) years commencing from June 28 2024 with an interest rate of 8.00% per annum (hereinafter referred to as the "Loan Agreement").
- 2. The Company and Kanmo have signed a Circular Resolutions of Shareholders of PT Fashindo Selaras Indonesia Ritel (hereinafter referred to as "Circular"), under which FSIR will increase its capitalization by way of issuing a new 30,000 (thirty thousand) new shares, with a nominal value of IDR 1,000,000 per share, with a value of IDR 30.00 billion, which will be subscribed entirely by Company and Kanmo with the following details:
  - a. The Company will be subscribed in the amount of 15,000 (fifteen thousand) shares with a nominal value of IDR 1,000,000 per share, with a transaction value of IDR 15.000.000.000 (fifteen billion Rupiah). This transaction is referred to as the "Company's Capital Increment".
  - b. Kanmo will be subscribed in the amount of 15,000 (fifteen thousand) shares with a nominal value of IDR 1,000,000 per share, with a transaction value of IDR 15.000.000.000 (fifteen billion Rupiah). This transaction is referred to as the "Kanmo's Capital Increment".

The Company's Capital Increment and Kanmo's Capital Increment shall be considered as an inseparable and integral transaction and hereinafter shall refer to as the "Capital Increment Transaction."

- 3. The Company and FSIR have signed an agreement to provide management services to the Company where, in essence, the Company has agreed to provide services in the field of management as follows:
  - a. Management services:
    - Finance and accounting;
    - Inventory control;
    - Orderly taxation;
    - Human resources;
    - Information Technology;

- business development;
- Legal administration;
- Design projects;
- Procurement of goods and general affairs;
- Supply chain;
- Other business support.

## b. Support system:

- SAP User Maintenance;
- Security Operation Center;
- Fortigate Manager and Analyzer;
- Darwinbox (per headcount);
- Depreciation on IT Capex.

(hereinafter referred to as the "Management Services Agreement").

Loan Agreements, Capital Increase Transactions, and Management Services Provision Agreements are hereinafter collectively referred to as "*Transactions*".

In accordance with the provisions of applicable laws and regulations, especially the provisions of POJK 42/2020, the Company's Board of Directors hereby announces the Company's Information Disclosure with the aim of providing an explanation regarding the considerations and reasons for carrying out the Transaction to the Company's shareholders as part of fulfilling the provisions of POJK 42/2020.

# II. INFORMATION REGARDING THE TRANSACTION

#### A. Transaction, Object, and Transaction Value

## 1. Loan Agreement

- a. The object of the Loan Agreement is a loan facility from the Company to FSIR in the amount of IDR 100,000,000,000.00 (one hundred billion Rupiah) for a period of 5 (five) years as of 28 June 2024 and will be matured on 27 June 2029 with an interest rate of 8% per annum.
- b. The loan transaction value is 100,000,000,000.00 (one hundred billion Rupiah)

# 2. Capital Increment Transaction

- a. The object of the Capital Increment Transaction is the issuance of 30,000 (thirty thousand) new shares with a nominal value of IDR 1,000,000 (one million Rupiah) per share, with a total value of IDR 30,000,000,000 (thirty billion Rupiah) which will be subscribed by the Company and Kanmo proportionally.
- b. The Capital Increment Transaction Value is IDR 30,000,000,000 (thirty billion Rupiah)

#### 3. Management Services Agreement

- The object of the Management Services Agreement is the provision of services by the Company to FSIR in FSIR's daily administrative and operational activities, namely in the fields of finance and accounting, inventory control, orderly taxation, human resources, information technology, business development, legal administration, design projects, procurement of goods and general affairs, supply chain, other business support and provision of supporting systems.
- b. The transaction value of the Management Service Agreement is in the amount of IDR 4,800,000,000 (four billion eight hundred million Rupiah)

#### B. Information Regarding the Parties Involved in the Transaction

# 1. The Company

#### a. **Brief History**

The Company was established based on Notarial Deed No. 105 dated January 23<sup>rd</sup>, 1995, executed before Julia Mensana, SH, a Notary in Jakarta. The Company's Deed of Establishment was approved by the Minister of Justice of the Republic of Indonesia under Decree No. C2-9243.HT.01.01.TH.95 dated July 31<sup>st</sup>, 1995.

The Articles of Association of the Company lastly amended by the Statement of Decision Meeting Act No. 114 dated August 19<sup>th</sup>, 2021, executed before Hannywati Gunawan, SH, a Notary in Jakarta. Notification of the amendment to its Articles of Association was received and recorded in the Administration System of the Ministry of Law and Human Rights of the Republic of Indonesia under No. AHU-AH.01.03-0456432 dated October 4<sup>th</sup>, 2021, and was announced in the State Gazette of the Republic of Indonesia dated November 19<sup>th</sup>, 2021, No. 93, Supplement No. 36228.

#### b. **Purpose and Business Activities**

Based on Article 3 The Company's Articles of Association, the Company's objective and purpose is to conduct business in the field of:

- a. Wholesale and retail trade;
- b. Repair and maintenance of automobiles and motorcycles;
- c. Transport and warehousing;
- d. Professional, scientific, and technical activities; and
- e. Education.

To achieve the above purposes, the Company may undertake the following business activities:

# **Main Business Activities**

- a. engaging in wholesale trade, excluding automobiles and motorcycles, as well as retail trade, excluding automobiles and motorcycles;
- b. acting as agent, supplier, franchisee, and/or distributor for other entities and companies, both domestic and international.

#### **Supporting Business Activities**

- a. Engaging in import and export activities, of all kinds of tradeable goods across the island/region as well as local trade, both for one's calculation and for the calculation of other individuals or legal entities on a commission basis.
  - b. Engaging in industrial (manufacturing) activities of all materials producible domestically, including ready-made garments, footwear, and handicrafts;
  - c. Engaging in transportation services using motor vehicles, both for passenger and freight transport;
  - d. Engaging in business providing general services and consultations, including management consulting, production methods, accounting procedures, human resources development, as well as educational tutoring and counselling services (excluding travel services and consulting in legal and taxation fields);
  - e. Engaging in the field of education.

#### c. Capital Structure and Share Ownership

On the date of this Disclosure of Information, the capital structure, shareholder composition, and share ownership of the Company based on the Shareholder List of the Company as of March 31<sup>st</sup>, 2024, issued by PT Datindo Entrycom, as the Company's Securities Administration Bureau, are as follows:

Description	Number of Shares	Nominal Value @Rp50 (Rp)	(%)
Authorized Capital	40,000,000,000	2,000,000,000,000	
Issued and Paid-up Capital:			
PT Satya Mulia Gema Gemilang	8,466,000,000	423,300,000,000	51
Public	8,073,613,400	403,681,000,000	49
Total	16,539,613,400	826,981,000,000	100.00
Treasury Shares	60,386,600	3,019,000,000	
Total Full Paid-up and Issued Capital	16,600,000,000	830,000,000,000	
Shares in Portfolio	23,400,000,000	1,170,000,000,000	

# d. Management and Supervision

As of the date of this Information Disclosure, the composition of the members of the Board of Commissioners and Board of Directors of the Company are as stipulated in the Deed of Shareholders Resolutions No 225 dated 27 June 2024 made before Hannywati Gunawan, S.H., Notary in Jakarta:

## **Board of Directors**

President Director : Herman Bernhard Leopold Mantiri

Vice President Director : Virendra Prakash Sharma

Director : Susiana Latif

Director : Sean Gustav Standish Hughes

Director : Handaka Santosa
Director : Sjeniwati Gusman

#### **Board of Commissioners**

Independent President Commissioner : Sri Indrastuti Hadiputranto Independent Vice President Commissioner : G.B.P.H.H. Prabukusumo, S.Psi

Commissioner: Sintia KolonasCommissioner: Zoee Ho ZiweiCommissioner: Johanes Ridwan

#### e. Address

The Company is domiciled at Sahid Sudirman Center, 29<sup>th</sup> Fl., Jl. Jenderal Sudirman Kav. 86, Central Jakarta, Jakarta 10220.

#### 2. **FSIR**

## a. Compay Overview

FSIR was established based on Notarial Deed no. 75 dated August 9<sup>th</sup>, 2023, by Hannywati Gunawan, S.H., a Notary in Jakarta. This deed of establishment was authorized by the Minister of Law and Human Rights of the Republic of Indonesia under Decision Letter No. AHU-0059105.AH.01.01.YEAR 2023 dated August 11<sup>th</sup>, 2023.

## b. Purpose and Objectives

According to Article 3 of FSIR's Articles of Association, the purpose and objectives of FSIR are to engage in retail trade.

# c. Capital Structure and Share Ownership

As of the date of this Information Disclosure, the capital structure, shareholder composition, and share ownership in FSIR are as follows:

Description	Total Share	Nominal Value @Rp1,000,000 (Rp)	(%)
Authorized Capital	50,000	50,000,000,000	
Issued and Paid-up Capital:			
PT Mitra Adiperkasa Tbk	10,000	10,000,000,000	50
PT Kanmo Retailindo	10,000	10,000,000,000	50

Total Issued and Paid-up Capital	20,000	20,000,000,000	100
Shares in Portfolio	30,000	30,000,000,000	

# d. Management

As of the date of this Information Disclosure, the composition of the Board of Directors and Board of Commissioners of FSIR is as follows:

## e. Board of Directors

President Director : Sjeniwati Gusman Director : Michele Wibisono

Director : Anuj Kumar Maheshwari

Director : Maya Anggraini

## f. **Board of Commissioners**

President Commissioner : Manoj Bharwani Commissioner : Hitesh Bharwani

Commissioner : Virendra Prakash Sharma

Commissioner : Susiana Latif

### g. Address

FSIR is domiciled at Sahid Sudirman Center, 28<sup>th</sup> Fl., Jl. Jenderal Sudirman Kav. 86, Central Jakarta, Jakarta 10220.

## 3. Kanmo

#### a. **Brief History**

Kanmo was established based on Deed of Establishment No. 28 dated July 15<sup>th</sup>, 2010, by Doktorandus Wijanto Suwongso S. H., Notary in Jakarta. This deed of establishment was approved by the Minister of Law and Human Rights of the Republic of Indonesia No. AHU-38892.AH.01.01.Year 2010 dated August 6<sup>th</sup>, 2010.

Kanmo's articles of association have undergone several amendments. The latest amendment, based on Deed No. 10 dated February 13<sup>th</sup>, 2024, was made before Notary Herlina, S.H., M.Kn., Master of Laws, Notary in North Jakarta. This amendment to the articles of association was approved by the Minister of Law and Human Rights of the Republic of Indonesia based on Decree No. AHU-0010146.AH.01.02.YEAR 2024 dated February 15<sup>th</sup>, 2024.

## b. **Objectives and Purposes**

Based on Article 3 of Kanmo's Articles of Association, the purpose and objectives of Kanmo are to engage in the fields of wholesale trade, transportation and warehousing, accommodation and food and beverage provision, and information and communication services.

# c. Capital Structure and Share Ownership

As of the date of this Information Disclosure, the capital structure, composition of shareholders, and share ownership in Kanmo are as follows:

Description	Total Share	Nominal Value @Rp1,000,000 (Rp)	(%)
Authorized Capital	30,000	30,000,000,000	
Issued and Paid-Up Capital:			
Nadine Hitesh Bharwani	10,500	10,500,000,000	50
Manjo Bharwani	3,150	3,150,000,000	15
Ramesh Ramchan Bharwani	1,575	1,575,000,000	7.5
Bhagwan Ramchand Bharwani	1,575	1,575,000,000	7.5
Ramchand Alimchand Bharwani	4,200	4,200,000,000	20
Total Issued and Paid-Up Capital	21,000	21,000,000,000	100
Shares in Portfolio	9,000	9,000,000,000	

# d. Management

As of the date of this Information Disclosure, the composition of the Board of Directors and the Board of Commissioners of Kanmo is as follows:

## **Board of Directors**

President Director : Manoj Bharwani

Director : Ramesh Ramchand Bharwani

# **Board of Commissioners**

Commissioner : Nadine Hitesh Bharwani

# e. Address

Kanmo is domiciled at Menara Eka, 14<sup>th</sup> Fl. Unit 02, Jl. Senen Raya No. 135-137, Central Jakarta.

## C. Nature of Affiliation

- a. FSIR is a subsidiary of the Company.
- b. Shared management personnel between the Company and FSIR.

# III. SUMMARY OF THE APPRAISER'S REPORT

#### A. Independent Party Appointed in the Transaction

The Company appointed KJPP Kusnanto & colleagues ("KR") as the official Public Appraisal Services Office based on Minister of Finance Decree No. 2.19.0162 dated 15 July 2019 and registered as a capital market supporting professional services office at the OJK with Capital Market Supporting Professional Registration Certificate from the OJK No. STTD.PB-02/PJ-1/PM.223/2023 (business appraiser), to submit a fairness opinion on the Transaction Plan in accordance with assignment letter No. KR/240403-001 dated 3 April 2024, which the Company's management has approved.

# B. Independent Appraiser's Opinion

#### 1. Summary of the Fairness Opinion Report

The following is a summary of the fairness opinion report No. 00100/2.0162-00/BS/05/0382/1/VI/2024 dated 28<sup>th</sup> June 2024 as composed by KR as follows:

#### a. Related Parties in the Transaction

The parties involved in the Transaction are the Company and FSIR.

# b. Object of Fairness Opinion

The objects in the Fairness Opinion issued by KR in connection with the Transaction are as follows:

# (i) Loan Agreement

A Transaction of which the Company is agree to provide a loan facility to FSIR in the amount of IDR 100,000,000,000.00 (one hundred billion Rupiah) for a period of 5 (five) years as of 28 June 2024 and will be matured on 27 June 2029 with an interest rate of 8% per annum.

## (ii) Capital Increment Transaction

A transaction pursuant to which the Company will be subscribed in the amount of 15,000 (fifteen thousand) new shares issued by FSIR with a nominal value of IDR 1,000,000 (one million Rupiah) per share, with a total value of IDR 15,000,000,000 (fifteen billion Rupiah) in relation to the Capital Increment Transaction

## (iii) Management Services Agreement

Transactions where the Company provides Management Services to FSIR based on an Agreement for the Provision of Management Services, which is valid from 1 January 2024 to 31 December 2024, which will automatically be extended continuously for the next period of one year, unless terminated first by one of the parties, with a transaction value of IDR 4,800,000,000 (four billion eight hundred million Rupiah), which is calculated based on the total

costs that the Company will incur for Management Services in the relevant year in connection with the Management Services Provision Agreement.

# 2. Purpose and Objectives of the Fairness Opinion

The purpose and objective of preparing a fairness opinion report on the Transaction Plan is to provide an overview to the Company's Directors regarding the fairness of the Transaction from a financial aspect and to comply with applicable regulations, namely POJK 42/2020.

# 3. Key Assumptions and Limiting Conditions

Analysis of the Fairness Opinion on the Transaction Plan is prepared using the data and information as disclosed above, which have been provided by KR. In conducting the analysis, KR relies on the accuracy, reliability, and completeness of all financial information, information regarding the legal status of the Company, and other information provided to KR by the Company or available publicly, and KR is not responsible for the accuracy of such information. Any changes to this data and information may materially affect KR's final opinion. KR also relies on assurances from the Company's management that they are not aware of facts that would cause the information provided to KR to be incomplete or misleading. Therefore, KR is not responsible for changes in conclusions regarding KR's Fairness Opinion due to changes in such data and information.

The consolidated financial statements projections of the Company before and after the Transaction Plan are prepared by the Company's management. KR has reviewed these financial statement projections, and they broadly depict the operational and performance conditions of the Company. In general, there are no significant adjustments that KR needs to make to the Company's performance targets.

KR did not inspect the fixed assets or facilities of the Company. Additionally, KR did not provide an opinion on the tax implications of the Transaction Plan. The services provided by KR to the Company in connection with the Transaction Plan only constitute the provision of a Fairness Opinion on the Transaction Plan and not accounting, auditing, or tax services. KR did not conduct research on the legality or tax implications of the Transaction Plan. The Fairness Opinion on the Transaction Plan is reviewed solely from economic and financial perspectives. The Fairness Opinion Report on the Transaction Plan is a non-disclaimer opinion and is a report open to the public unless there is confidential information that could affect the Company's operations. Furthermore, KR has also obtained information on the legal status of the Company and FSIR based on the Articles of Association of the Company and FSIR.

KR's work related to the Transaction Plan is not and cannot be interpreted in any form as an examination or audit, or the execution of specific procedures on financial information. Such work is also not intended to disclose weaknesses in internal controls, errors or discrepancies in financial statements, or legal violations. Moreover, KR does not have the authority and is not in a position to obtain and analyse any other transactions outside the existing Transaction Plan that may be available to the Company and the impact of such transactions on the Transaction Plan.

This Fairness Opinion is prepared based on market and economic conditions, general business and financial conditions, as well as Government regulations related to the Transaction Plan as of the date this Fairness Opinion is issued.

In preparing this Fairness Opinion, KR has relied on several assumptions, such as the fulfillment of all conditions and obligations of the Company and all parties involved in the Transaction Plan. The Transaction Plan will be executed as described within the designated timeframe, and the accuracy of information regarding the Transaction Plan disclosed by the Company's management.

This Fairness Opinion should be viewed as a whole, and using part of the analysis and information without considering other information and analyses as a whole may lead to misleading views and conclusions regarding the underlying process of the Fairness Opinion. The preparation of this Fairness Opinion is a complex process and may not be achievable through incomplete analysis.

KR also assumes that from the issuance date of this Fairness Opinion until the occurrence date of this Transaction Plan, there will be no material changes affecting the assumptions used in preparing this Fairness Opinion. KR is not responsible for reconfirming or updating KR's opinion due to changes in assumptions and conditions, as well as events occurring after the date of this report. The calculations and analyses for providing the Fairness Opinion have been conducted properly, and KR takes responsibility for the Fairness Opinion Report.

The conclusion of this Fairness Opinion is valid provided there are no changes that have a material impact on the Transaction Plan. Such changes include, but are not limited to, changes in internal conditions of the Company, external conditions such as market and economic conditions, general business, trade and financial conditions, as well as Indonesian government regulations and other related regulations after the date this Fairness Opinion Report is issued. If such changes occur after the date of this Fairness Opinion Report, the Fairness Opinion on the Transaction Plan may differ.

# 4. Approach and Procedures of the Fairness Opinion

In evaluating the Fairness Opinion on the Transaction Plan, KR has conducted analyses through the following approaches and procedures:

- I. Analysis of the Transaction Plan;
- II. Qualitative and Quantitative Analysis of the Transaction Plan; and
- III. Analysis of the Fairness of the Transaction Plan.

# 5. Conclusion of the Fairness Opinion

Based on the scope of work, assumptions, data, and information obtained from the Company's management used in preparing this report, the review of the financial impact of the Transaction Plan as disclosed in this Fairness Opinion Report, KR is of the opinion that the Transaction is **fair**.

# IV. EXPLANATION, CONSIDERATION, AND REASON FOR UNDERTAKING THE TRANSACTION PLANS COMPARED TO SIMILAR TRANSACTIONS CONDUCTED WITH NON-AFFILIATED PARTIES

# A. Objectives of Transaction Implementation

The expected goals and benefits from the implementation of the Loan Plan, Capital Increase Plan, and Management Services Plan between the Company and Kanmo for FSIR are as follows:

- 1. **Loan Agreement:** The provision of a loan facility in the amount of Rp 100,000,000,000 each from the Company and Kanmo to FSIR aims to support FSIR's operations and expansion. With this loan, FSIR will have sufficient funds to expand its business reach, enhance inventory, and develop better infrastructure and services. It also ensures FSIR maintains adequate liquidity to sustain its operations without relying on external loans that may carry higher terms and costs.
- 2. Capital Increment Transaction: The issuance of new shares by FSIR, to be proportionally subscribed by the Company and Kanmo, aims to strengthen FSIR's capital structure. This capital increase allows FSIR to reduce dependency on external financing and enhance its financial leverage. It also enables FSIR to seize new business opportunities that require significant initial investment and improve its production and operational capacity.
- 3. **Management Services Agreement:** The agreement for the Company to provide management services to FSIR aims to enhance operational efficiency and effectiveness. With management support from an experienced Company, FSIR can implement best practices in business management, elevate operational standards, and ensure optimal execution of business strategies. This will create a strong synergy between FSIR and the Company, ultimately enhancing FSIR's performance and competitiveness in the market.

#### B. Considerations for Transactions with Affiliated Parties

The Company and Kanmo have decided to conduct this Transaction with FSIR instead of a similar transaction with non-affiliated parties due to several reasons:

- Efficiency and Trust: Engaging in transactions with an affiliate like FSIR allows for a
  more efficient and expedited process due to existing business relationships and strong
  trust. Both parties deeply understand each other's operations and strategies, thereby
  minimizing risks of uncertainty and misunderstandings.
- 2. **Synergy and Control:** With an equal ownership stake (50%) in FSIR, the Company and Kanmo can ensure that business decisions align with mutual interests. This enables better control over strategy implementation and fund utilization, ensuring that decisions benefit both shareholders optimally.
- 3. **Risk Management:** Transactions with affiliated parties such as FSIR facilitate better risk management. The Company and Kanmo have greater oversight and control over FSIR compared to transactions with external parties, which may have different policies and interests.

Therefore, implementing this Transaction is expected to provide optimal benefits to all parties involved, enhance operational efficiency, strengthen capital structure, and create positive long-term synergies.

# C. ADDITIONAL INFORMATION

For shareholders of the Company who require further information regarding the transactions in this Disclosure, please contact:

PT Mitra Adiperkasa Tbk. Corporate Secretary

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