致股東有關建議無優先權增資的資料披露

PT MERDEKA GOLD RESOURCES Tbk
印尼證交所：EMAS，港交所：6228
（「本公司」）

本資料披露乃向股東及公眾提交，旨在就本公司的建議無優先權增資一提供說明。

本資料披露所載資料至關重要，本公司股東務請閱讀及考慮。倘　閣下難以理解本資料披露所載資料，　閣下應諮詢證券經紀、投資經理、法律顧問、執業會計師、財務顧問或其他專業人士。

INFORMATION DISCLOSURE TO SHAREHOLDERS IN RELATION TO THE PROPOSED CAPITAL INCREASE WITHOUT PRE-EMPTIVE RIGHTS

PT MERDEKA GOLD RESOURCES Tbk
IDX: EMAS, HKEX: 6228
(THE "COMPANY")

This Information Disclosure is submitted to Shareholders and public in order to provide an explanation in relation to the Proposed Capital Increase Without Pre-Emptive Rights I of the Company.

INFORMATION AS STATED IN THIS INFORMATION DISCLOSURE IS IMPORTANT TO BE READ AND CONSIDERED BY THE COMPANY'S SHAREHOLDERS. IF YOU HAVE DIFFICULTIES TO UNDERSTAND THE INFORMATION AS SET FORTH IN THIS INFORMATION DISCLOSURE YOU SHOULD CONSULT WITH A BROKER, AN INVESTMENT MANAGER, A LEGAL COUNSEL, A PUBLIC ACCOUNTANT, A FINANCIAL ADVISOR OR OTHER PROFESSIONAL.

PT MERDEKA GOLD RESOURCES Tbk

業務活動

從事黃金開採及相關礦物、加工及其他垂直整合業務活動的業務集團的控股公司。

註冊地為印尼雅加達南部

總部辦事處

Floor 67, District 8, SCBD Lot 28
South Jakarta 12190, Indonesia
電話：+62 21 3952 5585
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網站：www.merdekagoldresources.com

本資料披露於
2026年10月20日在雅加達刊發

Business Activities

The holding company of a business group engaged in gold mining and associated minerals, processing and other business activities that are vertically integrated.

Domiciled in South Jakarta, Indonesia

Headquarter Office

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South Jakarta 12190, Indonesia
Telephone: +62 21 3952 5585
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This Information Disclosure
is issued in Jakarta on 20 October 2026

「**聯屬人士**」:《金融部門發展和加強法》所指的各方,即:

a. 因婚姻而產生直至第二親等(不論直系或旁系)的家庭關係,即某人與以下人士的關係:

   1. 丈夫或妻子;

   2. 丈夫或妻子的父母,以及子女的丈夫或妻子;

   3. 丈夫或妻子的祖父母,以及孫子女的丈夫或妻子;

   4. 丈夫或妻子的兄弟姐妹及其各自的配偶;或

   5. 有關人士的兄弟姐妹的丈夫或妻子。

b. 因血緣而產生直至第二親等(不論直系或旁系)的家庭關係,即某人與以下人士的關係:

   1. 父母及子女;

   2. 祖父母及孫子女;或

   3. 有關人士的兄弟姐妹。

c. 一方與該方的僱員、董事或監事之間的關係;

d. 2(兩)家或以上公司之間的關係,而當中有1(一)名或以上相同的董事會、管理層、監事會成員或監事;

e. 公司與一方之間的關係,不論直接或間接以任何方式在決定該公司或有關方的管理及/或政策方面控制該公司或該方或受該公司或該方控制;

"**Affiliate**": Parties referred to UUP2SK, namely:

a. family relationship due to marriage up to the second degree, both horizontally and vertically, namely the relationship of a person with:

   1. husband or wife;

   2. parents of the husband or wife and the husband or wife of the children;

   3. grandparents of the husband or wife and the husband or wife of the grandchildren;

   4. siblings of the husband or wife along with their respective spouse; or

   5. the husband or wife of the sibling of the person concerned.

b. family relationship due to descent up to the second degree, both horizontally or vertically, namely the relationship of a person with:

   1. parents and children;

   2. grandparents and grandchildren; or

   3. siblings of the person concerned.

c. relationship between a party and employees, directors, or commissioners of the party;

d. relationship between 2 (two) or more companies in which there are 1 (one) or more members of the board of directors, management, board of commissioners, or supervisors who are the same;

e. relationship between a company and a party, whether direct or indirect, by any means, controlling or controlled by the company or that party in determining the management and/or policies of the company or the concerned party;

f. 在決定公司的管理及╱或政策方面受同一方(不論直接或間接以任何方式)控制的2(兩)家或以上公司之間的關係;或

f. relationship between 2 (two) or more companies controlled, whether direct or indirect, by any means, in determining the management and/or policies of the company by the same party; or

g. 公司與主要股東(即直接或間接擁有該公司至少20%(百分之二十)附帶投票權股份的一方)之間的關係。

g. relationship between a company and a major shareholder, that is a party that directly or indirectly owns at least 20% (twenty percent) of the shares with voting rights of the company.

「**美元**」:指美國法定貨幣美元。

"**US$**": Reference to United States Dollars which is the legal currency of the United States.

「**利益衝突**」:上市公司的經濟利益與董事會成員、監事會成員、主要股東或控制人的個人經濟利益之間可能損害有關上市公司的不一致。

"**Conflict of Interest**": The difference between the economic interest of a public company and the personal economic interest of members of the board of directors, members of the board of commissioners, major shareholders, or controllers that may be harmful to the public company concerned.

「**印尼證券交易所**」或「**印尼證交所**」:印尼證券交易所。

"**Indonesia Stock Exchange**" or "**IDX**": PT Bursa Efek Indonesia.

「**交易所營業日**」:於印尼證交所進行證券交易的日子,即星期一至星期五的任何日子,惟國家公眾假期或印尼證交所另行指定為假期的任何日子除外。

"**Exchange Days**": the day on which securities trading is conducted on the IDX, being any day from Monday through Friday, other than a national public holiday or any day otherwise designated as a holiday by the IDX.

「**印尼法律部**」:印度尼西亞共和國法律部,前稱印度尼西亞共和國法律及人權部。

"**MOL**": Minister of Law of the Republic of Indonesia, previously known as Minister of Law and Human Rights of the Republic of Indonesia.

「**印尼法律及人權部**」:印度尼西亞共和國法律及人權部。

"**MOLHR**": Minister of Law and Human Rights of the Republic of Indonesia.

「**印尼金融服務管理局**」或「**印尼金管局**」:獨立國家機構,具有經《金融部門發展和加強法》修訂的有關印尼金融服務管理局的2011年第21號法律所述的監管、監督、審查及調查的職能、職責及權限。

"**Financial Services Authority**" or "**OJK**": An independent state institution, which has the functions, duties, and authorities to regulate, supervise, examine, and investigate as referred to in Law No. 21 of 2011 on the Financial Services Authority, as amended by UUP2SK.

「**股東**」：享有本公司股份利益的各方，該等股份以集中託管方式保存及管理於印尼中央證券存管處的證券賬戶內，並登記於由本公司委任的證券管理處所管理的本公司股東名冊內。	"**Shareholders**": Parties who have the benefit of the Company's shares, in collective custody which is kept and administered in the securities account at Indonesia Central Securities Depository, registered in the Shareholders Register of the Company which is administered by the Securities Administration Bureau appointed by the Company.
「**獨立股東**」：就特定交易並無個人經濟利益，且並非董事會成員、監事會成員、主要股東或控制人，亦非本公司、董事會成員、監事會成員、主要股東或控制人的聯屬人士的股東。	"**Independent Shareholders**": Shareholders who do not have a personal economic interest in relation to a particular transaction and are not a member of the Board of Directors, member of the Board of Commissioners, major shareholder or controller, nor an affiliate of the Company, member of the Board of Directors, member of the Board of Commissioners, major shareholder or controller.
「**本公司**」：PT Merdeka Gold Resources Tbk，註冊地為南雅加達，為一家股份於印尼證券交易所上市並透過第二上市擁有於香港聯合交易所有限公司主板上市的香港預託證券，且根據印度尼西亞共和國法律成立及營運的上市公司。	"**Company**": PT Merdeka Gold Resources Tbk, domiciled in South Jakarta, is a publicly listed company whose shares are listed on the Indonesia Stock Exchange and which has Hong Kong Depositary Receipts through a secondary listing on the Main Board of the Stock Exchange of Hong Kong Limited, which is established and operated under the laws of the Republic of Indonesia.
「**無優先權增資一**」：無優先權增資一。	"**NPR I**": Capital Increase Without Pre-emptive Rights I.
「**印尼金管局2019年第14號條例**」：關於修訂印尼金管局2015年第32/POJK.04號條例(關於公眾公司有優先權的增資)的印尼金管局2019年第14/POJK.04號條例。	"**POJK 14/2019**": OJK Regulation No. 14/POJK.04/2019 on the Amendment of the OJK Regulation No. 32/POJK.04/2015 on the Capital Increase of a Public Company with Pre-Emptive Rights.
「**印尼金管局2020年第15號條例**」：關於公眾公司股東大會的規劃及組織的印尼金管局2020年第15/POJK.04號條例。	"**POJK 15/2020**": OJK Regulation No. 15/POJK.04/2020 on the Planning and Organization of General Meeting of Shareholders of Public Company.
「**印尼金管局2025年第14號條例**」：關於實施電子股東大會、債券持有人大會及伊斯蘭債券持有人大會的印尼金管局2025年第14號條例。	"**POJK 14/2025**": OJK Regulation Number 14 of 2025 on the Implementation of Electronic General Meeting of Shareholders, General Meeting of Bondholders, and General Meeting of Sukuk Holders.
「**印尼盾**」或「**Rp**」或「**IDR**」：指印尼盾，為印度尼西亞共和國單一制國家的法定貨幣。	"**Rupiah**" or "**Rp**" or "**IDR**": Reference to Rupiah which is the legal currency of the Unitary State of the Republic of Indonesia.
「**股東大會**」：根據現行法律法規及本公司組織章程細則召開的股東特別大會。	"**GMS**": Extraordinary General Meeting of Shareholders convened in accordance with the prevailing laws and regulations and the Company's Articles of Association.

「**eASY.KSEI**」：印尼中央證券存管公司(印尼中央存管)的證券持有人參考資料網站，位於印尼中央存管電子股東大會系統一節下。	"**eASY.KSEI**": Website of the Acuan Kepemilikan Sekuritas PT Kustodian Sentral Efek Indonesia (KSEI), under the KSEI Electronic General Meeting System section.
「**聯屬交易**」：上市公司或受控公司與上市公司的聯屬人士或董事會成員、監事會成員、主要股東或控制人的聯屬人士進行的任何活動及／或交易，包括上市公司或受控公司為上市公司的聯屬人士或董事會成員、監事會成員、主要股東或控制人的聯屬人士的利益而進行的任何活動及／或交易。	"**Affiliated Transaction**": Any activity and/or transaction conducted by a public company or a controlled company with an Affiliate of a public company or an Affiliate of a member of the board of directors, a member of the board of commissioners, the major shareholders, or the controller, including any activity and/or transaction conducted by a public company or controlled company for the benefit of an Affiliate of a public company or an Affiliate of a member of the board of directors, member of the board of commissioners, major shareholders or the controller.
「**利益衝突交易**」：上市公司或受控公司與任何一方(不論為聯屬人士或聯屬人士以外的一方)進行的包含利益衝突的交易。	"**Conflict of Interest Transaction**": Transaction that is carried out by public company or controlled company with any party, whether an Affiliate or party other than an Affiliate that contain a Conflict of Interest.
「**重大交易**」：上市公司或受控公司進行的符合印尼金管局2020年第17號條例所規定價值限額的任何交易。	"**Material Transaction**": Any transaction conducted by a public company or a controlled company that fulfills the value limit as stipulated in POJK 17/2020.
「**《金融部門發展和加強法》**」：日期為2023年1月12日有關金融部門發展和加強的2023年第4號法律(印度尼西亞共和國國家公報2023年第4號)及其修訂。	"**UUP2SK**": Law No. 4 of 2023 dated 12 January 2023 on Financial Sector Development and Strengthening, State Gazette of the Republic of Indonesia No. 4 of 2023, along with its amendment.

緒言

為遵守印尼金管局2019年第14號條例的條文，本公司董事會公佈資料披露，以向股東及公眾提供資料，內容有關本公司計劃進行無優先權增資一，數量最多為1,473,136,606(十四億七千三百一十三萬六千六百零六)股股份，或最多佔本公司已發行及繳足股份總數或繳足股本(即14,731,366,060(一百四十七億三千一百三十六萬六千零六十)股每股面值150印尼盾(一百五十印尼盾)的股份)的10%(百分之十)，誠如南雅加達行政市公證人Jose Dima Satria, S.H., M.Kn.於2026年5月12日簽立的關於修訂本公司組織章程細則的會議決議聲明契約第78號(其已於股東大會公告前根據日期為2026年5月12日的第AHU-AH.01.03–0137498號組織章程細則修訂通知收據知會印尼法律部)(「**第78/2026號契約**」)所述。

INTRODUCTION

In order to comply with the provisions of POJK 14/2019, the Board of Directors of the Company announces an Information Disclosure to provide information to the Shareholders and public, that the Company plans to undertake NPR I, in an amount of up to 1,473,136,606 (one billion four hundred seventy-three million one hundred thirty-six thousand six hundred and six) shares or a maximum of 10% (ten percent) of the total issued and fully paid-up shares or paid-up capital of the Company, amounting 14,731,366,060 (fourteen billion seven hundred thirty-one million three hundred sixty-six thousand sixty) shares with a nominal value of Rp150 (one hundred fifty Rupiah) per share, as stated in the Deed of Statement of Meeting Resolutions on the Amendment of Articles of Association of the Company No. 78 dated 12 May 2026, made before Jose Dima Satria, S.H., M.Kn., Notary in the Administrative City of South Jakarta, which has been notified to the MOL before the announcement of GMS based on Receipt of Notification of Amendment to the Articles of Association No. AHU-AH.01.03-0137498 dated 12 May 2026 ("**Deed 78/2026**").

根據印尼金管局2019年第14號條例第8A條第(1)款及第15條第(1a)款的條文，本公司須於實施無優先權增資一前取得股東大會批准，並須遵循披露原則，於公佈股東大會的同時向股東公佈有關建議無優先權增資一的資料。

In accordance with the provisions of Article 8A paragraph (1) and Article 15 paragraph (1a) of POJK 14/2019, the Company is required to obtain approval from the GMS prior to implementing NPR I and to announce information regarding the proposed NPR I to the Shareholders simultaneously with the announcement of the GMS, in compliance with the principle of disclosure.

本公司亦確認於實施無優先權增資一時在印尼適用的條文，包括但不限於印尼證交所董事會第Kep-00152/BEI/10–2026號法令(內容有關修訂關於上市公司發行的股份以及非股份類股本證券上市的規則第I-A號)以及有關有限責任公司的2007年第40號法律(經不時修訂)。

The Company also acknowledges the provisions that applicable in Indonesia at the time of the implementation of NPR I, including but not limited to the Decree of the Board of Directors of IDX No. Kep-00152/BEI/10-2026 regarding the Amendment to Regulation Number I-A regarding the Listing of Shares and Equity Securities other than Shares Issued by Listed Company, and Law No. 40 Year 2007 regarding Limited Liability Company (as amended from time to time).

本公司的一般資料

本公司乃根據2015年11月20日由北雅加達公證人Humberg Lie, S.H., S.E., M.Kn.簽立的第87號有限責任公司成立契約以PT Pani Bersama Jaya的名稱成立，並已由印尼法律及人權部根據日期為2015年11月20日的關於批准有限責任公司法人實體註冊成立的法令第AHU-2467705.AH.01.01.TAHUN 2015號批准，以及於印度尼西亞共和國國家公報第048號及印度尼西亞共和國國家公報增刊第015809號(兩者日期均為2025年6月17日)中公佈。

本公司的組織章程細則已經歷數次修訂，最近期經第78/2026號契約修訂及重述。

根據本公司組織章程細則第3條，本公司的宗旨及目標為從事控股公司活動及其他管理諮詢業務。

為實現上述宗旨及目標，本公司可從事以下主要業務活動：

a. 控股公司活動，包括擁有及╱或控制其附屬公司集團；及

b. 其他管理諮詢活動，其主要活動(如適用)為就業務及其他組織與管理問題提供建議、指導及業務營運協助，例如戰略及組織規劃、財務相關決策、營銷目標及政策、人力資源規劃、常規及政策、生產計劃及控制的規劃。

GENERAL INFORMATION OF THE COMPANY

The Company was established under the name PT Pani Bersama Jaya based on Deed of Establishment of Limited Liability Company No. 87 dated 20 November 2015, made before Humberg Lie, S.H., S.E., M.Kn., Notary in North Jakarta, which has been ratified by the MOLHR based on Decree on Ratification of Legal Entity Incorporation of Limited Liability Company No. AHU-2467705.AH.01.01.TAHUN 2015 dated 20 November 2015, and has been announced in the State Gazette of the Republic of Indonesia No. 048 and Supplement of State Gazette of the Republic of Indonesia No. 015809, both dated on 17 June 2025.

The Company's Articles of Association have been amended several times as lastly amended and restated by Deed 78/2026.

Based on Article 3 of the Company's Article of Association, the Company's purpose and objective are to undertake business in holding company activities and other management consultations.

To achieve the abovementioned purpose and objective, the Company may carry out the following main business activities:

a. holding company activities, including ownership and/or control of its subsidiary group; and

b. other management consultancy activities, with its main activities (as relevant) of providing assistance of advice, guidance and business operation and other organizational and management issues, such as strategic and organizational planning, decisions related to finance, marketing objectives and policies, planning, practices and policies in human resources, planning of production schedule and control.

為實現上述宗旨及目標並支持本公司上述主要業務活動，本公司可從事以下配套業務活動：

a. 在設計公司併購中擔任顧問及談判者所提供的服務；及

b. 提供服務，包括就業務及其他組織與管理問題提供建議、指導及業務營運協助，例如戰略及組織規劃；財務相關決策；營銷目標及政策；人力資源規劃、常規及政策；生產計劃及控制的規劃，包括為各種管理職能提供建議、指導及營運、農業及類似領域的農學家及農業經濟學家管理諮詢、會計方法及程序設計、成本會計方案、預算監控程序、提供資金、為企業及公共服務在規劃、組織、效率及監督、管理信息等方面提供建議及協助。包括基礎設施投資研究服務。

To achieve the purposes and objectives and to support the Company's main business activities specified above, the Company may carry out the following supporting business activities:

a. services provided as counsellors and negotiators in designing company merger and acquisition; and

b. providing services including assistance of advice, guidance, and business operation and other organizational and management issues, such as strategic and organizational planning; decisions related to finance; marketing objectives and policies; planning, practices and policies in human resources; planning of production schedule and control, including in advice, guidance and operation of various management functions, management consultation by agronomists and agricultural economists in agriculture and similar fields, design of accounting method and procedure, cost accounting program, budget monitoring procedure, providing funding, providing advice and assistance for business and public services in planning, organizing, efficiency and supervision, management information, etc. Including services in infrastructure investment study.

本公司的資本架構及股東組成

根據第78/2026號契約以及由PT Datindo Entrycom(作為本公司股份過戶登記處)所出具截至2026年9月30日的本公司股東名冊,本公司的資本架構及股東組成如下:

Capital Structure and Shareholders' Composition of the Company

Based on Deed 78/2026 as well as the Shareholders Register of the Company as of 30 September 2026 issued by PT Datindo Entrycom as Share Registrar of the Company, the capital structure and the shareholders' composition of the Company are as follows:

		每股面值150印尼盾 Nominal Value of IDR150 per share		
序號 No.	描述 Description	股份數目 Number of Shares	面值(印尼盾) Nominal Value (IDR)	%
A.	**法定股本** **Authorized Capital**	**20,005,839,840**	**3,000,875,976,000**	
B.	**已發行及繳足股本** **Issued and Fully Paid-up Capital**			
1.	PT Merdeka Copper Gold Tbk	9,550,297,365	1,432,544,604,750	64.830
2.	JPMCB-DR FBO預託證券持有人* JPMCB-DR FBO HDR Holder*	927,767,000	139,165,050,000	6.298
3.	Winato Kartono	531,523,517	79,728,527,550	3.608
4.	Santoso Kartono	185,041,495	27,756,224,250	1.256
5.	王心宇 Xinyu Wang	970,300	145,545,000	0.007
6.	Nicholas John Green	300,000	45,000,000	0.002
7.	公眾(各自低於5%) Public (respectively under 5%)	3,535,466,383	530,319,957,450	23.999
已發行及繳足股本總額 **Total Issued and Fully Paid-up Capital**		**14,731,366,060**	**2,209,704,909,000**	**100**
C.	**未發行股份** **Unissued Shares**	**5,274,473,780**	**791,171,067,000**	**–**

註:

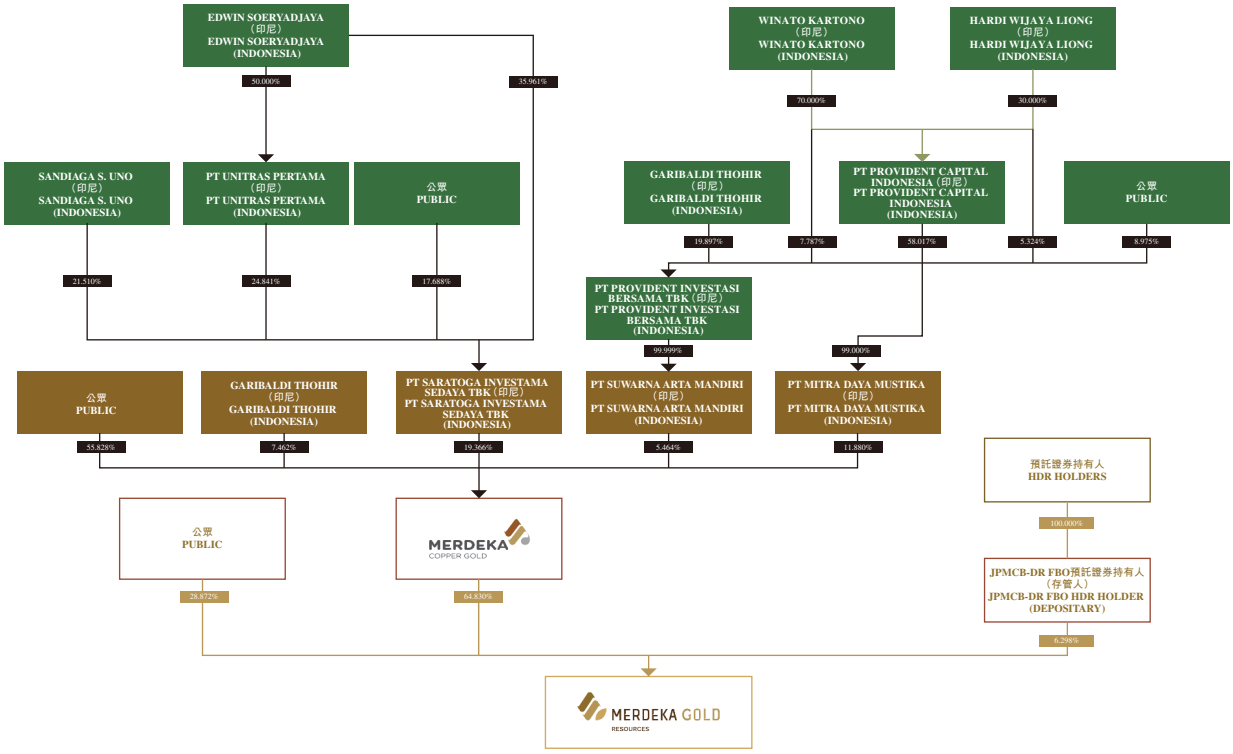
* JPMCB-DR FBO預託證券持有人為記錄於股東名冊內的股東名稱,代表摩根大通銀行以其存管人身份持有的賬戶。

Note:

* JPMCB-DR FBO HDR Holder is the shareholder name recorded in the Register of Shareholders, representing an account of JPMorgan Chase Bank, N.A. in its capacity as depositary.

以下為截至2026年9月30日本公司直至個人層級的所有權圖表：

Following is the chart of the ownership of the Company until individual level as of 30 September 2026:



本公司目前的控股股東為PT Merdeka Copper Gold Tbk。

The current controlling shareholder of the Company is PT Merdeka Copper Gold Tbk.

本公司董事會及監事會的組成

根據南雅加達行政市公證人Jose Dima Satria, S.H., M.Kn.於2026年5月12日簽立的本公司會議決議聲明契約第79號(其已根據日期為2026年5月19日的第AHU-AH.01.09-0276174號公司資料變更通知收據知會印尼法律部),本公司董事會及監事會的組成如下:

監事會

監事會主席	:	Santoso Kartono
監事	:	Winato Kartono
監事	:	王心宇
獨立監事	:	Heri Sunaryadi
獨立監事	:	高煜
獨立監事	:	John Mackay McCulloch Williamson
獨立監事	:	Jona Widhagdo Putri

董事會

董事會主席	:	Boyke Poerbaya Abidin
董事	:	Nicholas John Green
董事	:	Barend Johannes Nicolaas Knoetze
董事	:	Suryadinata Tanu

Composition of the Board of Directors and Board of Commissioners of the Company

Based on Deed of Statement of Meeting Resolutions of the Company No. 79 dated 12 May 2026, made before Jose Dima Satria S.H., M.Kn., Notary in the Administrative City of South Jakarta, which has been notified to the MOL based on the Receipt of Notification of Change to Company Data No. AHU-AH.01.09-0276174 dated 19 May 2026, the composition of Company's Board of Directors and Board of Commissioners are as follows:

Board of Commissioners

President Commissioner	:	Santoso Kartono
Commissioner	:	Winato Kartono
Commissioner	:	Xinyu Wang
Independent Commissioner	:	Heri Sunaryadi
Independent Commissioner	:	Yu Gao
Independent Commissioner	:	John Mackay McCulloch Williamson
Independent Commissioner	:	Jona Widhagdo Putri

Board of Directors

President Director	:	Boyke Poerbaya Abidin
Director	:	Nicholas John Green
Director	:	Barend Johannes Nicolaas Knoetze
Director	:	Suryadinata Tanu

有關建議無優先權增資一的資料

A. 無優先權增資一的理由及目標

為發展本公司的業務活動及把握潛在擴張機遇，本公司認為有必要加強其資本架構。因此，本公司擬進行無優先權增資一，數量最多為1,473,136,606(十四億七千三百一十三萬六千六百零六)股股份，或最多佔本公司已發行及繳足股份總數或繳足股本(即14,731,366,060(一百四十七億三千一百三十六萬六千零六十)股每股面值150印尼盾(一百五十印尼盾)的股份)的10%(百分之十)，誠如第78/2026號契約所載。將透過無優先權增資一發行的股份於下文稱為「**新股份**」。無優先權增資一將根據獨立股東於股東大會上的批准實施。透過無優先權增資一，預期本公司將為本公司利益獲得替代資金來源。

B. 實施無優先權增資一的指示性期間

根據印尼金管局2019年第14號條例第8C條第(1)款a項，無優先權增資一的實施須自批准無優先權增資一的股東大會日期起計2(兩)年內進行。

無優先權增資一的實施取決於根據現行法律法規於股東大會上獲得獨立股東的批准。

INFORMATION ON THE PROPOSED NPR I

A. Reasons and Objectives of NPR I

In order to develop the Company's business activities and pursue potential expansion opportunities, the Company considers it necessary to strengthen its capital structure. Accordingly, the Company intends to undertake NPR I of up to 1,473,136,606 (one billion four hundred seventy-three million one hundred thirty-six thousand six hundred and six) shares or a maximum of 10% (ten percent) of the total issued and fully paid-up shares or paid-up capital of the Company, amounting 14,731,366,060 (fourteen billion seven hundred thirty-one million three hundred sixty-six thousand sixty) shares with a nominal value of Rp150 (one hundred fifty Rupiah) per share, as set out in Deed 78/2026. The shares to be issued through NPR I are hereinafter referred to as the "**New Shares**". NPR I will be implemented in accordance with the approval from the Independent Shareholders in the GMS. Through NPR I, the Company is expected to obtain alternatives source of funding for the interests of the Company.

B. Indicative Period of NPR I Implementation

In accordance with Article 8C paragraph (1) letter a of POJK 14/2019, the implementation of NPR I must be conducted within 2 (two) years since the date of the GMS approving NPR I.

The implementation of NPR I is contingent upon obtaining the approval from the Independent Shareholders in the GMS, in accordance with the prevailing laws and regulations.

C. 無優先權增資一的建議所得款項用途

為發展本公司的業務活動及把握潛在擴張機遇，本公司認為有必要加強其資本架構。自無優先權增資一獲得的資金將由本公司作以下用途：

a. 總資金的約25%(百分之二十五)用於本公司及本公司集團的營運資金需求；

b. 本公司及本公司集團的業務發展，不論以資本支出及／或購買股份及／或購買資產及／或參股的形式，以及透過適當的交易方式於一間或多間處於適當行業或與本公司及本公司集團業務活動相關的公司進行；及／或

c. 償還(再融資)及／或結清(不論部分或全部)本公司及／或本公司集團根據現有融資協議承擔的債務，包括於到期前或到期時支付本金、利息及／或其他相關費用，並須嚴格遵守現行法律法規。

該百分比可根據本公司及本公司集團的需求而變動。為免生疑問，本公司集團指(i)本公司直接或間接擁有超過50%(百分之五十)有表決權股份的公司；或(ii)倘本公司擁有50%(百分之五十)或以下的有表決權股份，惟本公司有能力控制該公司，以致其財務報表根據印尼適用會計準則與本公司合併計算的公司。

倘無優先權增資一的所得款項用途計劃構成聯屬交易、利益衝突交易及／或重大交易，本公司將遵守並承擔資本市場法律法規所規定的後果。

C. Proposed Use of Proceeds from NPR I

In order to develop the Company's business activities and pursue potential expansion opportunities, the Company considers it necessary to strengthen its capital structure. The funds obtained from the result of NPR I will be used by the Company for as follows:

a. approximately 25% (twenty-five percent) of total fund for the working capital requirement of the Company and Company's group;

b. business development of the Company and Company's group, either in the form of capital expenditure and/or purchase of shares and/or purchase of assets and/or participation of shares and appropriate transaction methods in one or more companies with appropriate industries or related to the business activities of the Company and Company's group; and/or

c. repayment (refinancing) and/or settlement, whether in part or in full, of the obligations of the Company and/or the Company's group under existing financing agreements, including the payment of principal, interest, and/or other related costs, whether prior to or upon maturity, with due observance to the prevailing laws and regulations.

This percentage may change according to the requirements of the Company and Company's group. For the avoidance of doubts, the Company's group means a company in which (i) the Company owns more than 50% (fifty percent) of the voting shares, either directly or indirectly; or (ii) if the Company owns 50% (fifty percent) or less of the voting shares, the Company has the ability to control the company, so that its financial statements are consolidated with the Company in accordance with applicable accounting standards in Indonesia.

The Company will comply with and carry out the consequences stipulated in the capital market laws and regulations if the use of proceeds plan from NPR I is qualified as an Affiliated Transaction, Conflict of Interest Transaction, and/or Material Transaction.

D. 發行新股份及新股份價格

根據印尼金管局2019年第14號條例，本公司僅可於透過股東大會獲得獨立股東批准後方可進行無優先權增資一。本公司的股東大會將在嚴格遵守印尼金管局2020年第15號條例及印尼金管局2025年第14號條例所載程序的情況下舉行。股東大會的出席法定人數及決議法定人數如下：

a. 倘股東大會有超過獨立股東所持有有效表決權股份總數1/2(二分之一)的股份出席，則可舉行股東大會；

b. a項所述的股東大會決議，倘獲超過獨立股東所持有有效表決權股份總數1/2(二分之一)的股份批准，即為有效；

c. 倘a項所述的法定人數未達到，則倘股東大會有超過獨立股東所持有有效表決權股份總數1/2(二分之一)的股份出席，可舉行第二次股東大會；

d. 第二次股東大會的決議，倘獲超過出席第二次股東大會的獨立股東所持有有效表決權股份總數1/2(二分之一)的股份批准，即為有效；

e. 倘c項所述的第二次股東大會的出席法定人數未達到，可舉行第三次股東大會，惟倘持有有效表決權股份的獨立股東按印尼金管局應本公司申請釐定的出席法定人數出席，則第三次股東大會有效並有權通過決議；及

D. Issuance of New Shares and Price of New Shares

In accordance with the POJK 14/2019, NPR I may only be conducted by the Company upon obtaining the approval of the Independent Shareholders through GMS. The Company's GMS will be conducted with due observance to the procedures set out in POJK 15/2020 and POJK 14/2025. The attendance quorum and resolution quorum of the GMS shall be as follows:

a. GMS may be held if the GMS is attended by more than 1/2 (one-half) of the total shares with valid voting rights held by Independent Shareholders;

b. the resolution of the GMS as referred to in letter a shall be valid if approved by more than 1/2 (one-half) of the total shares with valid voting rights held by Independent Shareholders;

c. in the event that the quorum as referred to in letter a is not achieved, a second GMS may be held if the GMS is attended by more than 1/2 (one-half) of the total shares with valid voting rights held by Independent Shareholders;

d. the resolution of the second GMS shall be valid if approved by more than 1/2 (one-half) of the total shares with valid voting rights held by Independent Shareholders present at the second GMS;

e. in the event that the attendance quorum for the second GMS as referred to in letter c is not achieved, a third GMS may be held, provided that the third GMS shall be valid and entitled to adopt resolutions if attended by Independent Shareholders, holding shares with valid voting rights, within the attendance quorum determined by OJK upon the Company's application; and

f. 第三次股東大會的決議，倘獲代表超過出席第三次股東大會的獨立股東所持股份的50%(百分之五十)的獨立股東批准，即為有效。

無優先權增資一項下新股份的行使價乃參照於2026年10月9日生效的印尼證交所董事會第Kep-00152/BEI/10-2026號法令(關於修訂有關上市公司發行的股份以及非股份類股本證券上市的第I-A號條例)附錄二的條文。本公司新股份的行使價至少為於新股份上市申請日期前，本公司股份於常規市場連續25(二十五)個交易所營業日的平均收市價的90%(百分之九十)。

股東可向本公司監事會授出附帶替代權的授權書及授權，以透過修訂本公司組織章程細則載明無優先權增資一的實施結果。

f. the resolution of the third GMS shall be valid if approved by Independent Shareholders representing more than 50% (fifty percent) of the shares held by Independent Shareholders present at the third GMS.

The exercise price of the New Shares under NPR I refers to the provisions on the Appendix II of the Decree of the Board of Directors of IDX No. Kep-00152/BEI/10-2026 regarding the Amendment to Regulation Number I-A on the Listing of Shares and Equity Securities other than Shares Issued by Listed Company which came into effect on 9 October 2026. The exercise price of the New Shares of the Company is at least 90% (ninety percent) of the average closing price of the Company's shares for 25 (twenty-five) consecutive Exchange Days on the regular market prior to the date of application for listing the New Shares.

The Shareholders may grant power of attorney and authority to the Board of Commissioners of the Company with substitution rights to declare the results of the implementation of NPR I by making amendments to the Articles of Association of the Company.

E. 實施建議無優先權增資一前後的資本架構及股東組成

假設本公司發行1,473,136,606(十四億七千三百一十三萬六千六百零六)股股份,本公司於實施無優先權增資一前後的備考資本架構及股東組成如下:

E. Capital Structure and Shareholders' Composition Before and After the Implementation of the Proposed NPR I

The capital structure and shareholders' composition of the Company before and after the implementation of the NPR I on a pro-forma with the assumption that the Company issues 1,473,136,606 (one billion four hundred seventy-three million one hundred thirty-six thousand six hundred and six) shares are as follows:

		無優先權增資一前 Before NPR I			無優先權增資一後 After NPR I		
序號 No.	描述 Description	股份數目 Number of Shares	面值(印尼盾) Nominal Value (IDR)	%	股份數目 Number of Shares	面值(印尼盾) Nominal Value (IDR)	%
A.	**法定股本 Authorized Capital**	**20,005,839,840**	**3,000,875,976,000**		**20,005,839,840**	**3,000,875,976,000**	
B.	**已發行及繳足股本 Issued and Fully Paid-up Capital**						
1.	PT Merdeka Copper Gold Tbk	9,550,297,365	1,432,544,604,750	64.830	9,550,297,365	1,432,544,604,750	58.936
2.	JPMCB-DR FBO預託證券持有人* JPMCB-DR FBO HDR Holder*	927,767,000	139,165,050,000	6.298	927,767,000	139,165,050,000	5.725
3.	Winato Kartono	531,523,517	79,728,527,550	3.608	531,523,517	79,728,527,550	3.280
4.	Santoso Kartono	185,041,495	27,756,224,250	1.256	185,041,495	27,756,224,250	1.142
5.	王心宇 Xinyu Wang	970,300	145,545,000	0.007	970,300	145,545,000	0.006
6.	Nicholas John Green	300,000	45,000,000	0.002	300,000	45,000,000	0.002
7.	公眾(各自低於5%) Public (respectively under 5%)	3,535,466,383	530,319,957,450	23.999	3,535,466,383	530,319,957,450	21.818
8.	無優先權增資一** NPR I**	–	–	–	1,473,136,606	220,970,490,900	9.091
已發行及繳足股本總額 Total Issued and Fully Paid-up Capital		**14,731,366,060**	**2,209,704,909,000**	**100**	**16,204,502,666**	**2,430,675,399,900**	**100**
C.	**未發行股份 Unissued Shares**	**5,274,473,780**	**791,171,067,000**	**–**	**3,801,337,174**	**570,200,576,100**	**–**

註：

* JPMCB-DR FBO預託證券持有人為記錄於股東名冊內的股東名稱，代表摩根大通銀行以其存管人身份持有的賬戶。

** 於本資料披露刊發日期，概無潛在投資者表示有意認購透過本公司無優先權增資一發行的新股份，因此本公司目前尚無法確認該潛在投資者與本公司之間是否存在聯屬關係。

根據印尼金管局2019年第14號條例第43A條，本公司須不遲於實施無優先權增資一前5(五)個營業日透過印尼證交所網站及本公司網站向公眾公佈並通知印尼金管局有關實施無優先權增資一的事宜。

實施無優先權增資一不會導致本公司的控制權發生變動。

F. 無優先權增資一的影響

自無優先權增資一發行新股份將增加本公司已發行股份數目，因此預期將提高本公司的股份交易流動性。實施無優先權增資一亦將為本公司提供額外資金，以支持本公司業務活動的發展並鞏固本公司的資本架構。上述裨益將間接提升股東的附加價值。

於無優先權增資一生效後，假設全部新股份均獲發行，現有股東的持股比例將承受最高9.091%(百分之九點零九一)的攤薄。

Note:

* JPMCB-DR FBO HDR Holder is the shareholder name recorded in the Register of Shareholders, representing an account of JPMorgan Chase Bank, N.A. in its capacity as depositary.

** On the date of this Information Disclosure is issued, there are no prospective investors that have expressed their intention to subscribe to the New Shares issued through the Company's NPR I, therefore the Company is not yet able to confirm whether there is an affiliate relationship between the prospective investor and the Company.

Pursuant to Article 43A of POJK 14/2019, the Company is required to announce to the public and notify OJK regarding the implementation of NPR I no later than 5 (five) business days prior to the implementation of the NPR I through IDX website and the Company's website.

There will be no change in control of the Company as a result of the implementation of NPR I.

F. Impact of the NPR I

The issuance of New Shares from NPR I will increase the number of shares issued by the Company, hence it is expected to increase the stock trading liquidity of the Company. Implementation of NPR I will also provide additional fund towards the Company to support the development of the Company's business activities and strengthen the capital structure of the Company. The aforesaid advantage indirectly will increase added value towards Shareholders.

Upon NPR I becoming effective, the percentage of shares ownership of the existing Shareholders will be subject to a maximum dilution of 9.091% (nine point zero nine one percent), assuming that all New Shares are issued.

G. 無優先權增資一前後本公司財務狀況的分析及概述

一般而言，實施無優先權增資一將對本公司的資本架構及流動性產生直接影響。假設本公司於2026年10月20日的股份收市價為6,850印尼盾(六千八百五十印尼盾)及印尼中央銀行於2026年10月20日的中間匯率為18,050印尼盾／美元(一萬八千零五十印尼盾)，則實施無優先權增資一後本公司的財務狀況及權益將增加559,057,382美元(五億五千九百零五萬七千三百八十二美元)。因此，本公司的債務權益比率由無優先權增資一前的1.7倍改善至無優先權增資一後的0.7倍。

下表列示本公司及其附屬公司截至2026年6月30日於進行無優先權增資一前後的財務狀況概述：

G. Analysis and Overview on the Company's Financial Condition Before and After NPR I

In general, the implementation of NPR I will have a direct impact to the capital structure and liquidity of the Company. With the assumption that the closing shares price of the Company per 20 October 2026 is IDR6,850 (six thousand eight hundred fifty Rupiah) and middle rate of Central Bank of Indonesia per 20 October 2026 is IDR18,050/USD (eighteen thousand fifty Rupiah), the financial condition and equity of the Company after the implementation of NPR I will increase at amount of US$559,057,382 (five hundred fifty-nine million fifty-seven thousand three hundred eighty-two United States Dollars). Therefore, the Company's debt to equity ratio improved from 1.7x before NPR I to 0.7x after NPR I.

The table below shows an overview of the financial condition of the Company and its subsidiaries as of 30 June 2026 before and after carrying out the NPR I:

描述	Description	於交易執行前 Before Transaction Execution	調整 Adjustment	於交易執行後 After Transaction Execution
資產	**ASSETS**			
流動資產	**Current Assets**			
現金及銀行存款	Cash and banks	62,141,582	559,057,382	621,198,964
存貨	Inventories	55,780,895	0	55,780,895
墊款及預付款項－流動部分	Advances and prepayments – current portion	5,139,803	0	5,139,803
退稅申索	Claims for tax refund	330,401	0	330,401
流動資產總值	**Total Current Assets**	**123,392,681**	**559,057,382**	**682,450,063**

描述	Description	於交易執行前 Before Transaction Execution	調整 Adjustment	於交易執行後 After Transaction Execution
非流動資產	**Non-Current Assets**			
墊款及預付款項–	Advances and prepayments –			
非流動部分	non-current portion	17,900,453	0	17,900,453
物業、廠房及設備	Property, plant and equipments	465,474,732	0	465,474,732
預付稅項	Prepaid taxes	46,512,965	0	46,512,965
礦產	Mining properties	301,279,849	0	301,279,849
遞延稅項資產	Deferred tax assets	7,549,562	0	7,549,562
其他非流動資產	Other non-current assets	2,219,284	0	2,219,284
非流動資產總值	**Total Non-Current Assets**	**840,936,845**	**0**	**840,936,845**
流動資產總值	**TOTAL CURRENT ASSETS**	**964,329,526**	**559,057,382**	**1,523,386,908**
負債及權益	**LIABILITIES AND EQUITY**			
流動負債	**Current Liabilities**			
貿易應付款項	Trade payables	24,210,886	0	24,210,886
應計開支	Accrued expenses	110,072,605	0	110,072,605
應付稅項	Taxes payable	1,363,693	0	1,363,693
借款–流動部分：	Borrowings – current portion:			
銀行貸款	Bank loans and credit facility	149,010,935	0	149,010,935
租賃負債	Lease liabilities	20,096,250	0	20,096,250
採礦復墾撥備–	Provision for mining rehabilitation –			
流動部分	current portion	11,264	0	11,264
流動負債總額	**Total Current Liabilities**	**304,765,633**	**0**	**304,765,633**

描述	Description	於交易執行前 Before Transaction Execution	調整 Adjustment	於交易執行後 After Transaction Execution
非流動負債	**Non-Current Liabilities**			
借款－扣除流動部分：	Borrowings – net of current portion:			
銀行貸款及信貸融資	Bank loans and credit facility	246,136,053	0	246,136,053
租賃負債	Lease liabilities	39,863,480	0	39,863,480
遞延稅項負債	Deferred tax liabilities	6,849,251	0	6,849,251
僱員福利負債－非流動部分	Employment benefits liability – non-current portion	1,570,561	0	1,570,561
採礦復墾撥備－非流動部分	Provision for mining rehabilitation – non-current portion	3,577,924	0	3,577,924
非流動負債總額	**Total Non-Current Liabilities**	**297,997,269**	**0**	**297,997,269**
負債總額	**TOTAL LIABILITIES**	**602,762,902**	**0**	**602,762,902**
權益	**Equity**			
股本	Share capital	139,149,609	12,242,132	151,391,741
額外實繳資本－淨額	Additional paid-in capital – net	302,462,644	546,815,250	849,277,894
庫存股	Treasury stock	0	0	0
其他權益部分	Other equity components	-3,708,462		-3,708,462
保留盈利：	Retained earnings:			
累計虧損	Accumulated losses	-76,376,658	0	-76,376,658
非控股權益	Non-controlling interests	39,491	0	39,491
權益總額	**Total Equity**	**361,566,624**	**559,057,382**	**920,624,006**
負債及權益總額	**TOTAL LIABILITIES AND EQUITY**	**964,329,526**	**559,057,382**	**1,523,386,908**

序號 No.	描述 Description	日期 Date
1.	向印尼金管局發出建議股東大會議程的通知	2026年10月12日
	Notification of proposed GMS agenda to OJK	12 October 2026
2.	向印尼金管局發出建議股東大會通知的修訂	2026年10月16日
	Revision of notice of proposed GMS to OJK	16 October 2026
3.	透過印尼證交所網站、eASY.KSEI及本公司網站向股東發佈股東大會公告	
	Announcement of GMS to the Shareholders through IDX website, eASY.KSEI, and the Company's website	2026年10月20日
4.	透過印尼證交所網站、eASY.KSEI及本公司網站進行有關建議無優先權增資一的資料披露	20 October 2026
	Information Disclosure on the proposed of NPR I through IDX website, eASY.KSEI, and the Company's website	
5.	有權出席股東大會的股東的記錄日期	2026年11月3日
	Recording date of the Shareholders who are entitled to attend the GMS	3 November 2026
6.	透過印尼證交所網站、eASY.KSEI網站及本公司網站向股東發出股東大會通告	
	GMS Convocation to the Shareholders through IDX website, eASY.KSEI website, and the Company's website	2026年11月4日 4 November 2026
7.	向印尼金管局發出修訂股東大會議程的通知	
	Notification of amendment to the agenda of the GMS to OJK	
8.	透過印尼證交所網站、eASY.KSEI及本公司網站修訂及╱或補充有關建議無優先權增資一的資料披露	2026年11月24日
	Amendment and/or Addition to the Information Disclosure on the proposed of NPR I through IDX website, eASY.KSEI, and the Company's website	24 November 2026
9.	股東大會	2026年11月26日
	GMS	26 November 2026
10.	透過印尼證交所網站、eASY.KSEI網站及本公司網站發佈股東大會會議記錄概要	2026年11月30日
	Summary of GMS minutes through IDX website, eASY.KSEI website, and the Company's website	30 November 2026
11.	向印尼金管局提交股東大會會議記錄	2026年12月28日
	Minutes of GMS to OJK	28 December 2026

本公司監事會及董事會聲明

本公司監事會及董事會個別或共同聲明，有關資料披露的所有重大資料均已披露，且該等資料並無誤導成分，以及資料披露並不包含任何利益衝突。

本公司董事會及監事會已審閱建議無優先權增資一(包括評估其對本公司及股東的風險及裨益)，並認為無優先權增資一乃本公司及股東的最佳選擇之一。

額外資料

如需進一步資料，閣下可透過以下地址聯絡本公司：

PT Merdeka Gold Resources Tbk
公司秘書

Floor 67, District 8, SCBD Lot 28
South Jakarta 12190, Indonesia
電話：+62 21 3952 5585
傳真：+62 21 3952 5588
電子郵件：corsec@merdekagoldresources.com
網站：www.merdekagoldresources.com

簡簽：

STATEMENT OF THE BOARD OF COMMISSIONERS AND BOARD OF DIRECTORS OF THE COMPANY

The Board of Commissioners and Board of Directors of the Company, either individually or jointly state that all material information related to the Information Disclosure has been disclosed and the information is not misleading, and the Information Disclosure does not contain any Conflict of Interest.

The Board of Directors and Board of Commissioners of the Company have reviewed the proposed NPR I including assessing its risks and benefits for the Company and Shareholders and considering that NPR I is the one of the best options for the Company and Shareholders.

ADDITIONAL INFORMATION

For further information, you can contact the Company at the following address:

PT Merdeka Gold Resources Tbk
Corporate Secretary

Floor 67, District 8, SCBD Lot 28
South Jakarta 12190, Indonesia
Telephone: +62 21 3952 5585
Facsimile: +62 21 3952 5588
E-mail: corsec@merdekagoldresources.com
Website: www.merdekagoldresources.com

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