

ANNOUNCEMENT TO SHAREHOLDERS: THE STOCK BUY BACK OF PT TOTAL BANGUN PERSADA Tbk



PT TOTAL BANGUN PERSADA Tbk

Domiciled in Jakarta

Business Area

Building Construction

Head Office

Jl. Letjen S. Panman 106, Jakarta 11440

PT Total Bangun Persada Tbk ("Company") hereby announces to the shareholders that the Company plans to buy back the Company's stocks, issued and listed on the Indonesia Stock Exchange ("Stock-Buy-Back"). The buy-back will be conducted gradually within a maximum period of 18 (eighteen) months from the start of the buying process.

The purchase of the Stock-Buy-Back conducted based at the discretion of the Company's Management, by buying the stocks listed on the Indonesia Stock Exchange, transactions outside the market and agreements or other legal forms that the Company finds appropriate, conducted pursuant to the applicable laws.

The Stock-Buy-Back conducted by the Company, is pursuant to the applicable laws and regulations, including in the matter of regular stocks listed on the Indonesia Stock Exchange, Baepem-LK Regulation No. XI.B.2, Annex, Decision of KETUA Baepem No. KEP-45/PM/1998 dated, 14 August 1998 on the Buy Back of Listed Stocks, by the Issuer or Public Listed Companies ("Regulation No. XI.B.2 and Companies Act No. 40/2007 on "Perseroan Terbatas"). Based on the aforementioned regulations, the Stock-Buy-Back will require the approval from the Shareholders. Therefore, to meet such a requirement, the Company will convene an Extraordinary General Meeting of Shareholders ("EGMS") on the 27 May 2008 or on another date if the ("EGMS") is rescheduled or continued.

The disclosure of this information, made public on the 28 April 2008.

INTRODUCTION

General Information of the Company

The Company originally incorporated as PT Tjahja Rimba Kenjiana pursuant to the Deed of Incorporation, No. 3 on 4 September 1970, by Notary Henk Limahow (Liem Toeng Kie) in Jakarta, and published in the State Gazette of the Republic of Indonesia No. 43 on 28 May 1971, Addendum No. 244. Pursuant to Amendment No. 29 on 24 July 1981 made by Notary Hobroperto in Jakarta, the name of the Company changed to, PT Total Bangun Persada, and approved by the Indonesian Ministry of Justice, pursuant to the Letter No. Y.A.5/501/23 on 4 November 1981 and was announced in the State Gazette No. 34 on 27 April 1982, Addendum No. 499.

The Company's Articles of Association have made some amendments; the latest was Deed No. 48 made by Notary Haryanto, SH in Jakarta on 20 April 2006 regarding the change, the Company has authorized capital related to the Public Offer, issued, and fully paid capital. The Indonesian Ministry of Justice and Human Rights, has approved these amendments. In Letter No. C-13524 HT.01.04.TH.2006 on 10 May 2006 and a Certificate has been issued by the Registrar of Companies of West Jakarta Municipality No. 1112/RUB 09.02/V/2006 on 30 May 2006 pursuant to the Act No. 3/1982 about the Obligation to Register the Company.

On 25 July 2006, the Company listed all of its issued stocks with the total amount of 2,750,000,000 shares on the Indonesia Stock Exchange (or Jakarta Stock Exchange) with the listing code TOTL.

Capital Structure

Pursuant to the List of Shareholders issued by the Stock Administration Bureau of PT Adimira Transferindo on 24 April 2006, the capital structure, and the list of the Company's shareholders are as follows:

Item	Share Capital per 24 April 2008		
	Number of shares	Nominal value, Rp	%
Authorized capital	5,000,000,000	500,000,000,000	
Issued and fully paid capital			
PT Total Inti Persada	1,553,750,000	155,375,000,000	56.50%
Djadjang Tanuwidjaja	153,509,500	15,350,950,000	5.58%
Kornajaya	20,000,000	2,000,000,000	0.73%
Pinaro Sutanto	50,187,500	5,018,750,000	1.83%
Widodo	32,092,500	3,209,250,000	1.17%
Public	940,460,500	94,046,050,000	34.20%
Total amount of issued & fully paid capital	2,750,000,000	275,000,000,000	100.00%
Number of shares in Portepel	2,750,000,000	275,000,000,000	

The Stock-Buy-Back will be a maximum of 10% of the total shares/stocks issued or the equivalent to 275,000,000 (two hundred seventy five million) shares.

This buy-back is subject to the approval of the Extraordinary General Meeting of Shareholders, which must be attended by at least 2/3 (two thirds) of the total shares issued, with valid voting rights, and approved by at least 2/3 (two thirds) of those voters present.

Control and Management

The structure of Commissioners is as follows:

COMMISSIONERS

President Commissioner	Ir. Kornajaya
Commissioner	Pinaro Sutanto
Commissioner	Liliana Kornadajja, MBA.
Commissioner	Drs. Wibowo
Commissioner	Ir. Djadjang Tanuwidjaja
Independent Commissioner	Michael V. Haribowo S.
Independent Commissioner	Drs. H. Mustofa, AK.
Independent Commissioner	Drs. Paulus A. Setiawan, MSc.

The structure of the Directors is as follows:

DIRECTORS

President Director	Ir. Reyno St. Adhiputranoto
Director	Ir. Soeyono
Director	Janti Kornadajja, MSc.
Director	Anil Suhartojo
Director	Ir. Hindrawati Tjahjani
Director	Rudi S. Kornajaya MSc., MBA.

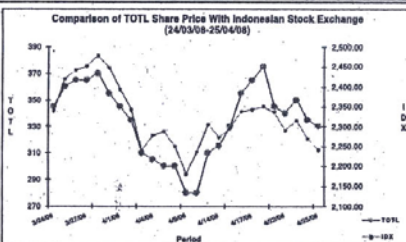
RATIONALE AND PURPOSE OF THE BUY-BACK

As seen in the Financial Report published by the Company, the Management has consistently gained profits and maintained sufficient liquidity. The activity of the Company has produced profits that provides adequate cash flow and to maintain the growth of the business. In addition, the Company has a low debt if compared to other similar companies on a regional level, thus the Company needs to have enough room to increase its level of leverage if required.

The Company's need of working capital fluctuates from time to time, depending on the projects it has. The Company prepares stand by funds to meet the need of working capital, and to keep these idle funds as temporary investment, considered safe. With this stand by fund, the Company is always prepared at any time, to get high-valued and high quality work. In addition, the Company also has standby loan facility for working capital, from Lippo Bank, Danamon Bank and BCA Bank, amounted to Rp 101,000,000,000, (one hundred and one billion rupiahs) which can be used if needed.

In addition, some events that happened and affected the world economy have weakened the stock market in Indonesia and other countries. This situation has been continuous and caused a drastic decrease in stock prices in many countries, including Indonesia.

The Management have observed this trend and concluded that the Company's stock price in the Indonesia Stock Exchange is now in the lowest range of price, and does not reflect the performance and fundamentals of the Company. Below is the chart of the Company's stock price movement for the last 25 days, before the publication of this announcement:



As mentioned earlier, the Company keeps its idle funds in safe temporary investments, such as fixed-term deposits, mutual funds, issued and managed by credible institutions. The Management has an opinion that the Stock-Buy-Back is also a safe temporary investment that enables the Company to gain a profit when the shares are sold back, especially because the selling price or the stock price in the market now is in the low range. There is a possibility that the stock price will increase in line with the performance and the future of the Company.

In addition, the Company intends to increase the value to the shareholders by returning the excess cash flow to the shareholders through the buy-back. The Approval of EGMS of the Stock-Buy-Back will provide more flexibility to the Management in managing the capital. The Stock-Buy-Back will also give the Company flexibility to reach an efficient capital structure; although it will not cause a significant change to Earnings per Share ("EPS"), it will enable the Company to decrease the whole capital cost and increase Return on Equity ("ROE") continually.

Moreover, the Stock-Buy-Back offers an opportunity and flexibility to do the buy-back anytime, as per market conditions, within a maximum of 18 (eighteen) months after the EGMS' approval.

The Company is convinced that the Stock-Buy-Back will benefit the Company and its shareholders. The Company will not do the buy-back in a condition where such actions may give a negative impact, materially to the liquidity and capital of the Company and/or affect the status of the Company as a public listed company.

The Company believes that the execution of the buy-back programme will not affect the Company's financial condition, as the Company owns adequate working capital and cash flow to conduct the Stock-Buy-Back and run the business.

SOURCE OF FUNDS FOR THE BUY BACK

The Company will use part of the unappropriated retained earnings for the buy-back. Should the Stock-Buy-Back program not gain approval from EGMS, or should there be a remaining balance after the buy-back program, the funds are returned to the account.

The budget for the buy-back, for the maximum period of eighteen months from date of the EGMS' approval is not more than Rp 95,000,000,000, (ninety five billion rupiahs).

THE COMPANY'S PLAN ON THE BOUGHT STOCK

The Company intends to keep the bought stock in the Stock-Buy-Back program for the minimum period of 30 days and maximum 3 (three) years, and later resell it when the price is within an acceptable range and reflects the performance and the future of the Company, or utilizes it for other needs pursuant to Regulation No. XI.B.2 and other stock market regulations.

MANAGEMENT DISCUSSION AND ANALYSIS ON THE LIKELY IMPACT OF THE BUY-BACK ON THE COMPANY'S BUSINESS ACTIVITY AND GROWTH IN THE FUTURE

The main activity of the Company in building construction has gained profits in the past few years.

The Company has spare funds for the Stock-Buy-Back from the Profit Balance account. If there is a remaining balance, it will be put back to the Profit Balance account.

The implementation of the programme is likely to decrease the current assets and equity by 95,000,000,000, (ninety five billion rupiahs) respectively. Nonetheless, any decreases will be recovered from the potential profits of the increase in the Company's stock price in the future.

The Company believes that the implementation of the Stock-Buy-Back programme will not reflect the Company's financial condition, as the Company has adequate working capital and cash flow, to conduct the buy-back and run the business.

IMPACT OF THE STOCK BUY-BACK ON THE COMPANY'S FINANCIAL REPORT

Below the proforma analysis of net profit and EPS, calculated based on the 2007 Financial Report ended on 31 December 2007 (audited) with adjustment in the Financial Report if the Stock-Buy-Back was conducted in 2007, using the Unappropriated Retained Earnings amounting to Rp 95,000,000,000 (ninety five billion rupiahs) including transaction charges, broker's charges and other charges. Concerning the buy-back, with assumptions that the Company would use all funds provided for the buy-back, and buy up to 10% of the issued stocks. The average scale of the interest rates of fixed-term deposits and mutual funds in 2007, were 6.18% (net) and the tax rate was 21%.

	For the year ended on 31 December 2007		
	Without buy-back	With buy-back	Impact
Number of issued shares (LEMBAR)	2,750,000,000	2,475,000,000	(275,000,000)
Current Assets (Rp)	1,305,698,961,309	1,210,698,961,309	(85,000,000,000)
Net Profit (Rp)	53,817,559,008	51,814,473,682	(1,998,085,326)
Shareholders' equity (Rp)	451,654,526,782	422,156,450,378	(29,498,076,404)
Number of Shares (Denar)	2,750,000,000	2,475,000,000	(275,000,000)
Basic EPS (Rp)	20.30	20.70	0.40
Return on Asset (%)	4.11%	4.23%	0.18%
Return on Equity (%)	11.87%	12.29%	0.38%

The above analysis shows the positive impact of the Stock-Buy-Back, i.e. increase of EPS, ROA and ROE. When the buy-back process is completed, the composition of share ownership will be as follows:

	Former share ownership		Stock-Buy-Back		Pro Forma share ownership	
	Number of shares	%	Number of shares	%	Number of shares	%
PT Total Inti Persada	1,553,750,000	56.5%	0	0.0%	1,553,750,000	56.5%
Djadjang Tanuwidjaja	153,509,500	4.9%	0	0.0%	153,509,500	4.9%
Kornajaya	20,000,000	0.7%	0	0.0%	20,000,000	0.7%
Pinaro Sutanto	21,318,500	0.8%	0	0.0%	21,318,500	0.8%
Widodo	50,187,500	1.8%	0	0.0%	50,187,500	1.8%
Public	971,234,500	35.3%	(275,000,000)	(10.9%)	696,234,500	25.3%
The Company	0	0.0%	275,000,000	10.9%	275,000,000	10.9%
Total Amount	2,750,000,000	100.0%	2,750,000,000	100.0%	2,750,000,000	100.0%

THE PROCEDURE OF STOCK-BUY-BACK

All stock-buy-back activities conducted in the Indonesia Stock Exchange will be pursuant to the Regulation XI.B.2, including:

- The buy-back will be done through 1 (one) member of the Indonesia Stock Exchange.
- The buy-back will not be done during the market opening or closing or within 30 minutes after the opening or before the closing of the market.
- The Company will only make a price offer which is lower or the same with the market price on the previous transaction.
- The maximum buy-back in one day is 25% (twenty five per cent) of the daily trading volume. When the purchase causes "FRACTIONS IN SATUAN PERDAGANGAN", the purchase must be rounded to be 1 SATUAN PERDAGANGAN.
- The Company's insiders (as defined in the Capital Market Act No. 8/1995) are not allowed to buy and sell the Company's stocks in the Indonesia Stock Exchange on the day when the Company conducts the buy-back.
- The Company's insiders are:
 - Members of the Board of Commissioners, Board of Directors and employees of the Company;
 - Major shareholders of the Company;
 - Individuals whose positions or profession or business relationship with the Company enable them to obtain information from the Company's insiders;
 - Other parties no longer in any of point a, b or c, in the last 6 (six) months.

LIMITING THE STOCK PRICE IN RESPECT OF THE BUY-BACK

The Company will determine the buy-back price in the Indonesia Stock Exchange as governed by the Baepem Regulation XI.B.2, whereas the buying price shall be lower or the same with the market price on the previous transaction in the stock market. The Company hereby informs the shareholders that the stock price of the Company in 25 market days, consecutively on the Indonesia Stock Exchange up to and including 25 April 2008 is as follows:

Date	Closing Price
25-Apr-08	330
24-Apr-08	335
23-Apr-08	350
22-Apr-08	340
21-Apr-08	345
18-Apr-08	375
17-Apr-08	365
16-Apr-08	355
15-Apr-08	330
14-Apr-08	315
11-Apr-08	310
10-Apr-08	280
9-Apr-08	280
8-Apr-08	300
7-Apr-08	300
4-Apr-08	305
3-Apr-08	310
2-Apr-08	335
1-Apr-08	345
31-Mar-08	355
28-Mar-08	370
27-Mar-08	365
26-Mar-08	365
25-Mar-08	360
24-Mar-08	345

DURATION OF TRANSACTION

The Stock-Buy-Back will be conducted after the Company gains the approval from the EGMS pursuant to Baepem Regulation Provision No. XI.B.2, thus the duration of the buyback is maximum of 18 (eighteen) months from the EGMS approval.

The Management may terminate the buy-back program at any time prior to the end of the 18 months duration, at the Management's discretion.

When the Stock-Buy-Back programme is terminated, the Company will disseminate the information to the public pursuant to Baepem-LK Regulation Provision No. X.K.1 regarding the Disclosure of Information to be Announced Immediately to the Public, Annex. The Decision of the Chairman of Baepem No. Kep-86/PM/1996 on 24 January 1996.

RECOMMENDATION

By considering the above explanation and description, the Directors inform that this plan has been approved by the Board of Commissioners of the Company, and proposes to the shareholders to approve the Stock-Buy-Back program, in the coming Extraordinary General Meeting on 27 May 2008, or on another date if rescheduled or continued.

THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

With regard to the Stock-Buy-Back plan as described in this Information Disclosure, the Company intends to seek the approval from "EGMS", which is going to be held on 27 May 2008, or on another date if rescheduled or continued.

The following is the agenda related to the "EGMS":

Agenda	Date
Inform Baepem-LK about the "EGMS" agenda notification at the latest	7 days prior to the
"EGMS" announcement in newspapers	14 days prior to the invitation for "EGMS" at the latest
Brief Disclosure of Information Announcement on the Buy-back Plan in 2 (two) newspapers	At least 28 days prior to "EGMS"
The registration schedule for shareholders entitled to attend the "EGMS"	9 May 2008
Invitation to the "EGMS" in the newspapers	14 days at the latest prior to the date of "EGMS" without calculating the date of invitation and "EGMS"
The Extraordinary General Meeting of Shareholders ("EGMS")	27 May 2008
Report to Baepem-LK on the result of the "EGMS"	28 May 2008
Announcement of the "EGMS" result in 2 (two) newspapers	2 working days after the "EGMS" at the latest

OTHER INFORMATION

Further information concerning the above matter can be obtained from the Company during business hours at the following address:

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Corporate Secretary,

Jl. Letjen S. Panman 106

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Website: www.totalbp.com

The Company hereby announces this information so that it will become public knowledge.

Jakarta, 28 April 2008

Board of Directors