

## Pengendalian Internal

Manajemen percaya sepenuhnya bahwa dalam rangka mengawasi operasional dan juga mengamankan kekayaan Perseroan, diperlukan sistem pengendalian internal sebagai alat bantu. Sistem pengendalian internal tersebut dinyatakan dalam bentuk kebijakan dan prosedur yang jelas sehingga mampu secara efektif melakukan fungsi pengendalian sekaligus meminimalisasi risiko yang mungkin timbul.

Manajemen menyadari bahwa sistem pengendalian internal yang sudah diterapkan ini tidak menjamin tidak ada risiko penyelewengan ataupun risiko lainnya. Manajemen pun berkomitmen untuk terus meningkatkan sistem pengendalian internal agar dapat meningkatkan kinerja Perseroan pada umumnya.

Fungsi pengendalian Internal Perseroan dibentuk Desember 2009 dan bertanggung jawab untuk mengevaluasi efektifitas dan efisiensi proses bisnis, juga mengevaluasi kelayakan dan efektifitas sistem pengendalian internal.

Fungsi ini mendukung Manajemen dalam tugas pengendaliannya. Sesuai dengan tugas pengawasan yang mencakup seluruh Perseroan. Dukungan tersebut berupa kesimpulan, analisa, evaluasi dan rekomendasi yang diberikan oleh Auditor.

Kegiatan Audit Internal di dalam Perseroan pada tahun 2012, diantaranya :

1. Tanggal 22 - 24 Mei 2012, fungsi yang diaudit :  
Department Spinning, Weaving, Dyeing, Utility, General Affair, HRD, Purchasing, Management Representative, Production Control Center dan Factory System Center.
2. Tanggal 19 - 21 Juni 2012, fungsi yang diaudit:  
Departemen Spinning, Weaving, Dyeing, Utility, Bisnis Control dan Management Representative.
3. Tanggal 21 - 23 Nopember 2012 fungsi yang diaudit :  
Departemen Spinning, Weaving, Dyeing, Utility, General Affair, HRD, Purchasing, Management Representative, Production Control Center dan Factory System Control.
4. Tanggal 19 - 21 Desember 2012, fungsi yang diaudit :  
Departemen Spinning, Weaving, Dyeing, Utility, Bisnis Kontrol dan Management Representative.

## Internal Control

Management strongly believes that in order to supervise operation and maintained assets, the Company needs internal control system. The Company has prepared clear policies and procedures which are considered to be effective and also minimize potential risk.

Management realizes that such internal control system can not entirely guarantee there is no fraud or other risk. However, management commits to improve internal control system continuously in order to increase the Company's performance.

The Company's internal control function was established in December 2009 and it is responsible for the evaluation of the effectiveness and efficiency of business process, as well as for the evaluation of the Worthiness and the effectiveness of the internal control system.

This function supports Management in its control duties. In line with this duty of supervision that covers the entire company. The support is embodied by conclusions, analysis, evaluations and recommendations provided by the auditors.

Internal Audit activities of Company in 2012 as below :

1. Date 22 - 24 May 2012, functions audited :  
Spinning Department, Weaving, Dyeing, Utility, General Affair, Human Resource Department, Purchasing, Management Representative, Production Control Center and Factory System Center
2. Date 19 - 21 June 2012, functions audited:  
Spinning Department, Weaving, Dyeing, Utility, Business Control and Management Representative.
3. Date 21 - 23 November 2012, functions audited :  
Spinning Department, Weaving, Dyeing, Utility, General Affair, Human Resource Department, Purchasing, Management Representative, Production Control Center and Factory System Control.
4. Date 19 - 21 December 2012, functions audited :  
Spinning Department, Weaving, Dyeing, Utility, Business Control and Management Representative.

### Akuntan Publik

Laporan Keuangan untuk tahun berakhir 31 Desember 2012 diaudit oleh Kantor Akuntan Publik (KAP) Siddharta & Widjaja (KPMG). Tidak ada jasa lain yang diberikan kepada Perseroan oleh KAP tersebut.

### Sekretaris Perseroan

Sekretaris Perseroan memegang peranan penting dalam pelaksanaan tata kelola Perseroan yang baik serta memperlancar hubungan antara Perseroan dengan stakeholders.

Fungsi pokok Sekretaris Perseroan adalah :

- Sebagai penghubung atas kegiatan yang terkait dengan fungsi hubungan investor, otoritas pasar modal, media massa, dan hubungan masyarakat.
- Bertanggung jawab atas penyelenggaraan Rapat Umum Pemegang Saham.
- Membuat Daftar pemegang saham termasuk kepemilikan saham 5% (lima persen) atau lebih.
- Memastikan kepatuhan terhadap hukum, anggaran dasar Perseroan, dan tata kelola Perseroan yang baik untuk memastikan terpenuhinya ketentuan yang ditetapkan oleh pemerintah, pasar modal dan bursa efek.
- Membantu Dewan Komisaris dan Dewan Direksi dalam pelaksanaan tata kelola Perseroan dan mengurus semua kegiatan Dewan baik internal maupun eksternal.

Sekretaris Perseroan saat ini di jabat oleh Bapak Budi Taufik, lahir di Palembang, tanggal 12 Juni 1967, dengan latar pendidikan Sarjana Ekonomi (S1).

### Penyebaran Informasi Perseroan

Sehubungan dengan usaha Perseroan untuk mempertahankan keterbukaan informasi dan transparansi kepada para pemegang saham dan anggota masyarakat lainnya, informasi mengenai Perseroan dapat diperoleh melalui Sekretaris Perseroan yang beralamat di kantor pusat Perseroan, Gedung Summitmas II Lt.3, Jl. Jenderal Sudirman Kav. 61-62, Jakarta 12190, telepon (021) 87711907, 87721653 fax (021) 8772 1653.

Sebagai tambahan, informasi mengenai Perseroan dapat diperoleh juga di Perpustakaan Elektronik Pasar Modal Indonesia (CaMEL), beralamat di Gedung Bursa Efek Indonesia Lt.1, Jl. Jenderal Sudirman Kav. 52-53, Jakarta 12190.

Untuk memenuhi kebutuhan komunitas pasar modal, investor dan Perusahaan Sekuritas, Perseroan mengirimkan Laporan Tahunan langsung dengan melihat mailing list atau berdasarkan permintaan. Disamping Laporan Tahunan, Perseroan juga menyediakan Laporan Keuangan Tengah Tahunan, Laporan Keuangan Triwulan dan informasi-informasi lainnya.

### Public Accountant

The financial statements for year ended 31 December 2012 were audited by the Registered Public Accountants (KAP) Siddharta & Widjaja (KPMG). The public accountant does not provide any other services to the Company.

### Corporate Secretary

Corporate Secretary plays an important role in conducting good corporate governance as well as keeping good relationships with the stakeholders.

Principal role of Corporate Secretary are :

- To liaise the activities which relate to the function of investor, capital market authority, mass media and society relationship.
- To be responsible for the convention of the General Shareholders Meeting.
- To make a list of shareholders with a stake of 5% (five percent) or more.
- To ensure the compliance with laws, articles of association, and good corporate governance as an assurance to the fulfillment of provisions decided by government authority, capital market, and stock exchange.
- To assist the Board of Commissioners and Board of Directors in the application of good corporate governance in the Company and administers all the internal and external activities of the Boards.

Corporate Secretary appointed by the Company is Mr. Budi Taufik, born in Palembang on 12 June 1967 with Bachelor Degree of Economics (S1).

### Dissemination of the Company's Information

In regards to the Company's efforts to maintain an open information and transparency to the shareholders and other members of the public, the information of the Company may be obtained through the Corporate Secretary, which is located at the Company's head office, Summitmas Tower II 3<sup>rd</sup> Floor, Jalan Jenderal Sudirman Kav. 61-62, Jakarta 12190, phone (021) 87711907, 87721653 facsimile (021) 8772 1653.

In addition, information regarding the Company can be obtained in the Indonesian Capital Market Electronic Library (CaMEL), located at the Indonesia Stock Exchange Building 1<sup>st</sup> floor, Jl. Jenderal Sudirman Kav. 52-53, Jakarta 12190.

To meet the needs of the stock market community, investors and Securities Companies, the Company directly sends the annual reports by observing the mailing list or based on demands. Besides the Annual Reports, the Company also provides the Semi-annual Report, Quarterly Reports and other information.

## PENGLOLAAN RISIKO | RISK MANAGEMENT

Pengelolaan risiko adalah tugas dan tanggung jawab semua komponen Perseroan, serta harus dipahami oleh semua karyawan Perseroan.

Sebagai produsen tekstil kain jadi, Perseroan menyadari bahwa bisnis ini memiliki risiko, baik umum maupun khusus.

Pengelolaan risiko di PT.Centex Tbk (Perseroan) tercermin dengan melaksanakan :

- Aktivitas terhadap keamanan produk yang dihasilkan Perseroan.
- Aktivitas terhadap keamanan data dan informasi perusahaan.
- Pelatihan penanggulangan bila terjadi gempa bumi.
- Pelatihan penanggulangan bila terjadi kecelakaan bahan kimia.
- Pelatihan penanggulangan bila terjadi kebakaran.

Secara umum risiko bisnis yang dihadapi Perseroan adalah risiko nasional dan global yang mempengaruhi iklim sosial ekonomi, termasuk kebijakan dari Pemerintah yang secara khusus mempengaruhi Industri Tekstil di Indonesia.

- Program pemerintah mengenai konversi minyak ke gas, kebijakan pemerintah terkait regulasi industri tekstil dan produk tekstil nasional seperti Undang-Undang Pajak, Undang-Undang Investasi, Undang-Undang Bea Cukai dan Undang-Undang Ketenagakerjaan, serta faktor-faktor lainnya seperti kelistrikan, bahan bakar minyak dan tingkat suku bunga pinjaman dapat mempengaruhi profitabilitas dan kredibilitas perseroan.
- Fluktuasi Kurs Valuta Asing  
Bahan baku (kapas) yang digunakan untuk produksi Perseroan diimpor, Ketidakstabilan nilai tukar terhadap rupiah mengakibatkan biaya produksi meningkat.  
Faktor lain seperti tidak tepatnya prediksi iklim di negara produsen kapas, keterlambatan pengapalan, perubahan harga minyak bumi.
- Tingginya biaya pelabuhan di Indonesia yang masih menggunakan mata uang Dollar Amerika Serikat.
- Daya Beli Konsumen  
Kemampuan Perseroan untuk menentukan harga jual dibatasi oleh daya beli konsumen, yang sangat terpengaruh oleh efek inflasi, resesi ekonomi, ketidakstabilan politik dan faktor-faktor lainnya.

Risk management is the duties responsibilities of all of the Company's components, and must be well understood by all employees.

As a Textile producer for finished fabrics, the Company realize that the business has general and specific risks.

Risk management at the PT.Centex Tbk is reflected by implementing:

- Activities against the safety of products that produced by the Company.
- Activities against the security of the Company's data and information.
- Earth quake evacuation exercise.
- Chemical accident exercise.
- Fire evacuation exercise.

Generally, the Company faced business risk, both nationally and globally which impact social economic as well as Government policy which might impact the Textile Industry in Indonesia.

- Government program on petroleum oil to gas conversion, government policy concerning the national textile and product of textile regulation such as the Tax law, Investment Law, Customers Duties Law, Labor Law and other factors such as electricity, refined fuel oil and loan interest rate level could affect the Company's profitability performances and credibility.
- Fluctuations in Foreign Exchange Rates  
The raw material (yarn) used in the production is imported. The instability in foreign exchange rates against rupiah would lead to an increment of production cost. Other factors such as unpredictable climatic condition in the cotton producing countries, shipment delay, change of crude oil price.
- High cost of shipping/port handling in Indonesia which denominated in US Dollar currency.
- Consumer Purchasing Power  
The Company's ability to determine the selling price is constrained by consumer purchasing power, which is vulnerable by the effects of the inflation, economic recession, political instability and the other factors.

- **Persaingan Usaha**  
Persaingan pasar ekspor lebih banyak mengarah ke segi harga, promosi dan distribusi.  
Ketidakseimbangan antara penawaran dan permintaan di pasar akan berpengaruh terhadap penjualan dan profitabilitas perseroan.

### Tanggung Jawab Sosial Perusahaan

Perseroan menyadari sepenuhnya bahwa semua yang dilakukan tidaklah hanya mementingkan aspek bisnis dan mencari keuntungan semata, komunitas sosial, terutama di sekitar pabrik merupakan pemangku kepentingan yang sangat penting untuk masa depan sebuah Perseroan. Karena itu Perseroan selalu berupaya mengidentifikasi diri sebagai bagian dari komunitas sekitar.

Sebagai wujud dari etika bisnis, manajemen Perseroan selalu berusaha memberikan kontribusi yang positif terhadap lingkungan hidup disekitar pabrik. Perseroan memiliki sistem proses pengolahan limbah produksi yang terkontrol dengan baik yakni IPAL (Instalasi Pengolahan Limbah).

Manajemen Perseroan juga memberikan kontribusi atau bantuan terhadap masyarakat sekitar pabrik, diantaranya :

1. Mengutamakan menerima penduduk terampil yang bertempat tinggal disekitar pabrik sebagai karyawan.
2. Mendukung kegiatan penghijauan disekitar pabrik, dengan penanaman pohon.
3. Membangun sumur resapan.
4. Pemberian Beasiswa untuk tingkat Sekolah Dasar (SD) hingga sekolah Menengah Umum (SMU).
5. Bantuan penyediaan air bersih.
6. Penyediaan fasilitas ATM Mandiri.
7. Bantuan untuk kegiatan hari-hari besar, diantaranya Hari Kemerdekaan RI, Idul Fitri, Idul Adha, Natal dan lain-lain.

Sebagai anggota dari Toray Grup di Indonesia, Perseroan berpartisipasi dalam ITSF (Indonesia Toray Science Foundation), yang didirikan pada tahun 1993 dan memberikan kontribusi dalam bidang penelitian dan pengembangan ilmu pengetahuan dasar dan teknologi di Indonesia setiap tahunnya.

Perseroan juga berpartisipasi dalam JITF (Judo Indonesia Toray Foundation) yang didirikan pada tahun 2000 oleh Toray Group dan memberikan kontribusi dalam pengembangan Judo di Indonesia.

### Perkara hukum yang sedang dihadapi

Pada tanggal 31 Desember 2012 tidak ada perkara hukum yang dihadapi baik oleh Perseroan, anggota Dewan Direksi maupun anggota Dewan Komisaris.

- **Business Competition**  
Competition export markets more likely to be in the price, promotion and distribution.  
Occurrence of imbalance of supply and demand level could also affect the Company's sales and profitability performances.

### Corporate Social Responsibility

The Company fully realized that anything being performed is not only emphasizing business aspect and merely looking for profit. Social communities, particularly those in the factory, stakeholders highly affecting the future of the Company. The Company therefore makes continuous efforts to identify itself as an integral part of the surrounding communities.

In implementing the business ethics, the management contributes positively to communities surrounding the factory area. The Company has a controllable waste processing system, IPAL (Instalasi Pengolahan Limbah / Waste Processing Installation).

Management of the Company also commits to social empowerment and community development surrounding the factory area as follows :

1. Prioritizing the recruitment qualified persons who live around factory as employees.
2. Conserve the environment such as tree planting at almost all areas surrounding.
3. Build the factory absorption well.
4. Provide Scholarship from elementary to high school
5. Donate material and expertise assistance to the community in an effort to provide clean water.
6. Provide the ATM facility.
7. Donation for activities held during public holidays, such as, the Indonesian Independence Day, Idul Fitri, Idul Adha, Christmas, etc.

As a member of the Toray Group in Indonesia, the Company participates in the ITSF (Indonesia Toray Science Foundation), which was established in 1993 and contributes to the research and development of basic science and technology in Indonesia every year.

The Company also participates in JITF (Judo Indonesia Toray Foundation), which was established in 2000 by the Toray Group, and contributes to the development of Judo in Indonesia.

### Ongoing legal cases

As of 31 December 2012, there was no ongoing legal cases involving the Company, any members of the Board of Directors or the Board of Commissioners.