

HARTAWAN HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 200300950D)

This announcement has been reviewed by the Company's Sponsor, RHT Capital Pte. Ltd., for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"). The Company's Sponsor has not independently verified the contents of this announcement.

This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is: -

*Name: Mr Wong Chee Meng Lawrence, Registered Professional, RHT Capital Pte. Ltd.
Address: Six Battery Road, #10-01, Singapore 049909
Tel: 6381 6757*

PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF WILTON RESOURCES HOLDINGS PTE. LTD. ("WILTON") BY HARTAWAN HOLDINGS LIMITED (THE "COMPANY")

- UPDATE ANNOUNCEMENT

Capitalised terms used in this announcement, unless otherwise defined herein, have the same meanings as used in the Company's announcements dated 31 October 2011, 4 November 2011, 17 April 2012 and 2 August 2012, 21 August 2012, 24 October 2012 and 28 February 2013 relating to the Proposed Acquisition (the "Announcements").

1. **Variation to the terms of the S&P Agreement as amended by the supplemental agreements dated 31 July 2012 and 28 February 2013 respectively ("SPA")**

The board of directors (the "Board") of the Company refers to the Company's Announcements and wishes to announce that the parties are presently in the process of fulfilling the conditions precedent set out in the SPA and expect to make an application to the SGX-ST in relation to the Proposed Acquisition shortly.

Accordingly, the Company and the Vendors have entered into a third supplemental agreement dated 1 July 2013 to amend the SPA, of which the amendments amongst others, include the following:

- (a) The extension of the Longstop Date to 31 October 2013;
- (b) The Economic Value as set out in the Report shall be in reference to the measured and indicated mineral resources of gold in Pasir Manggu, Cibatu, Cikadu and Sekolah; and
- (c) The 28 hectares of land within the Concession Blocks that was held in the names of Wijaya Lawrence, Decky Susanto, Nicco Darmasaputra Lawrence, Haryanto and Tirta Sarjono ("**Land**") shall be leased to any Subsidiary (as defined in the SPA)

through land borrowing agreements in accordance with the laws, rules and regulations of Indonesia.

2. Put option Agreement

As part of the conditions precedent to the Completion, the Board also wishes to announce that the Company and the Executive Chairman, Winstedt Chong Thim Pheng (the “**Undertaking Shareholder**”) had on 1 July 2013, entered into a put option agreement (“**Put Option Agreement**”) under which the Company is granted with an option (“**Put Option**”) to require the Undertaking Shareholder to purchase from the Company such number of shares representing the entire issued and paid-up share capital of each of the Purchaser Subsidiaries (as defined in the SPA), at an aggregate consideration equivalent to the total net asset value of the Purchaser Subsidiaries as at 30 June 2013, as adjusted for amortisation and depreciation for the period from 1 July 2013 to the end of the month preceding the date of the Notice of the EGM (as defined in the SPA), during the period commencing from the date of Completion to the date falling 60 days thereafter.

3. Variation to the terms of the Convertible Loan Agreement (“CLA”)

With respect to the amendments to the SPA, the Company and Wilton Resources Holdings Pte. Ltd. (the “**Borrower**”) had on 1 July 2013 entered into an amended and restated CLA (“**Amended and Restated CLA**”). The salient terms of the Amended and Restated CLA are as follows:

- (a) P.T. Wilton Investment, eventually being the holding company of the operating Indonesian entities of the Borrower after the Indonesian Restructuring (as defined below) is a party to the Amended and Restated CLA;
- (b) the Conversion Period shall refer to the period of 30 days commencing from the Longstop Date;
- (c) the Conversion of the Loan to such number of Shares in the capital of the Borrower to the Company, representing 10% of the enlarged share capital of the Borrower (where the restructuring of the Group as set out in the SPA is completed on the Longstop Date);
- (d) the Borrower undertakes to procure that the restructuring of P.T. Wilton Investment, P.T. Wilton Wahana Indonesia and P.T. Liektucha Ciemas into the Restructured Indonesian Group (“**Indonesian Restructuring**”) shall be completed on or prior to 30 September 2013. For the purposes of the Amended and Restated CLA, “**Restructured Indonesian Group**” is defined to comprise P.T. Wilton Investment, being the holding company of P.T. Wilton Wahana Indonesia (to such extent permissible under Indonesian laws) which is, in turn the holding company of P.T. Liektucha Ciemas (to such extent permissible under Indonesian laws);
- (e) in the event the Proposed Acquisition under the SPA is not completed for any reason whatsoever by the Longstop Date and the Company has not elected for the Conversion of the Loan and in the event the restructuring of the Group contemplated in the SPA is not completed on the Longstop Date and only the Indonesian Restructuring is completed, the Company shall have the right to elect to exchange the Loan into such number of shares in the capital of P.T. Wilton Investment, representing 10% of the enlarged share capital of P.T. Wilton Investment;
- (f) the new Clause 8 to be inserted by the Amended and Restated CLA to provide for the Company’s exercise of its right to elect to exchange the outstanding Loan into shares in P.T. Wilton Investment; and

- (g) the new Schedule 4 to be inserted by the Amended and Restated CLA, which will allow the Company to convert the outstanding Loan into shares in P.T. Wilton Investment.

4. Concession Blocks – Site Progress Report

The Company has been informed by the Target Group that since the last update dated 24 October 2012, it had been focusing its attention on further exploration on the Concession Blocks, results of which will be reported in the independent qualified person's report. The Company has also received the following progress report on the field work and the building infrastructure at the site of the Concession Blocks, information of which was provided as at 28 June 2013:

- (a) construction of the new storage facility for ore samples is completed;
- (b) procurement of additional equipment such as rail-tracked carts for transporting ore is underway;
- (c) construction of the worker's hostel is completed;
- (d) additional drilling activities at the Concession Blocks for upgrading the resource statement to be included in the independent technical report is completed, and in this regard, eight (8) additional verification holes were drilled;
- (e) foundation and structural works for the in-house laboratory has been laid; and
- (f) procurement of equipment for the in-house laboratory is underway.

5. Responsibility Statement

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Acquisition, the Put Option and the Loan, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

6. Documents available for inspection

A copy of each of the third supplemental agreement to the SPA, the Put Option Agreement and the Amended and Restated CLA is available for inspection during normal business hours from 9am to 5pm at the registered office of the Company at 175A Chin Swee Road, Singapore 169879 for a period of three (3) months from the date of this announcement.

7. Caution in Trading

Shareholders are advised to exercise caution in trading their Shares. The Proposed Acquisition is subject to fulfillment of various conditions and further due diligence by the Company. There is no certainty or assurance as at the date of this announcement that the Proposed Acquisition will be completed, or that the terms of the SPA and the CLA will not be further or materially altered.

Shareholders and potential investors are advised to read this announcement and any further announcements by the Company carefully. Shareholders and potential investors should consult their stock brokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions they should take.

8. Announcements

Further announcements in relation to the Proposed Acquisition will be made in due course as and when appropriate

By Order of the Board

Winstedt Chong
Executive Chairman
2 July 2013