

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Hartawan Holdings Limited (the "Company") will be held at Hotel Re! @ Pearl's Hill, Re!Joyce, 175A Chin Swee Road, Singapore 169879 on 28 October 2013 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and the Audited Accounts of the Company and the Group for the financial year ended 30 June 2013 together with the Auditors' Report thereon. **(Resolution 1)**
2. To re-elect the following Directors of the Company retiring pursuant to Article 91 of the Company's Articles of Association:
Ms Tan Kwee Hiang **(Resolution 2)**
Mr Wong Kok Hoe **(Resolution 3)**
Mr Tan Sin Huat, Dennis **(Resolution 4)**
[See Explanatory Note (i)]
3. To pass the following resolution:
"That, pursuant to Section 153(6) of the Companies Act, Cap. 50, Dr Tan Eng Liang be and is hereby re-appointed as a Director of the Company to hold office until the next Annual General Meeting."
[See Explanatory Note (ii)] **(Resolution 5)**
4. To approve the payment of Directors' fees of S\$180,000 for the financial year ending 30 June 2014, to be paid quarterly in arrears. (2012: S\$180,000) **(Resolution 6)**
5. To approve the payment of additional Directors' fees to the Independent Directors and Non-Executive Directors amounting to S\$220,000 upon completion of the proposed acquisition of Wilton Resources Holdings Pte. Ltd.
[See Explanatory Note (iii)] **(Resolution 7)**
6. To re-appoint Messrs R & Young LLP as the Auditor of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 8)**
7. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

8. **Authority to issue shares in the capital of the Company pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual - Section B: Rules of Catalyst**
That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the SGX-ST Listing Manual- Section B: Rules of Catalyst, the Directors of the Company be authorised and empowered to:
(a) (i) issue shares in the Company ("shares") whether by way of rights, bonus or otherwise; and/or
(ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares,
at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and
(b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,
(the "Share Issue Mandate")
provided that:
(1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares and Instruments to be issued other than on a *pro rata* basis to existing shareholders of the Company shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
(2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares and Instruments that may be issued under sub-paragraph (1) above, the percentage of issued shares and Instruments shall be based on the number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
(a) new shares arising from the conversion or exercise of the Instruments or any convertible securities;
(b) new shares arising from exercising share options or vesting of share awards outstanding and subsisting at the time of the passing of this Resolution; and
(c) any subsequent and issue, consolidation or subdivision of shares;
(3) in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provisions of the SGX-ST Listing Manual-Section B: Rules of Catalyst for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association of the Company; and
(4) unless revoked or varied by the Company in a general meeting, the Share Issue Mandate shall continue in force (i) until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments.
[See Explanatory Note (iv)] **(Resolution 9)**
9. **Authority to issue shares under the Hartawan Employee Share Option Scheme**
That pursuant to Section 161 of the Companies Act, Cap. 50, the Directors of the Company be authorised and empowered to offer and grant options under the Hartawan Employee Share Option Scheme ("the Scheme") and to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted by the Company under the Scheme, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the Scheme shall not exceed fifteen per centum (15%) of the total number of issue shares (excluding treasury shares) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.
[See Explanatory Note (v)] **(Resolution 10)**

By Order of the Board

Chew Kok Liang
Company Secretary
Singapore, 10 October 2013

Explanatory Notes:

- (i) Ms Tan Kwee Hiang will, upon re-election as a Director, remain as Executive Director.
Mr Wong Kok Hoe will, upon re-election as Director, be considered as Non-Executive Director and will be considered non-independent pursuant to Rule 704 of the SGX-ST Listing Manual - Section B: Rules of Catalyst.
Mr Tan Sin Huat, Dennis will, upon re-election as Director, remain as Non-Executive Director and will be considered non-independent pursuant to Rule 704(7) of the SGX-ST Listing Manual - Section B: Rules of Catalyst.
- (ii) The effect of the Ordinary Resolution 5 above, is to re-appoint a director of the company who is over 70 years of age. Dr Tan Eng Liang will, upon re-appointment as Director, remain as Chairman of the Audit Committee, a member of the Nomination Committee and Remuneration Committee and will be considered independent pursuant to Rule 704(7) of the SGX-ST Listing Manual - Section B: Rules of Catalyst.
- (iii) In view of the additional work done outside the scope of the ordinary duties of a director which required significant input and additional time from them, including but not limited to the following (i) the additional work done to restructure the business of the Group and sale of non-core businesses/assets and (ii) the additional work done during the past 2 years in relation to the Reverse Take Over relating to the acquisition of Wilton Resources Holdings Pte. Ltd., the Board would like to propose additional Directors' fees amounting to a total amount of S\$220,000 to the Non-Executive Directors and Independent Directors in recognition of their significant contributions in the transaction.
- (iv) The Ordinary Resolution 9 above, if passed, will empower the Directors of the Company from the date of this Annual General Meeting until the date of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is earlier, to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, up to a number not exceeding, in total, one hundred per centum (100%) of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to fifty per centum (50%) may be issued other than on a *pro rata* basis to existing shareholders of the Company.
For determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent consolidation or subdivision of shares.
- (v) The Ordinary Resolution 10 above, if passed, will empower the Directors, from the date of this Annual General Meeting of the Company until the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is earlier, to issue shares in the Company pursuant to the exercise of options granted or to be granted under the Scheme up to a number not exceeding in total (for the entire duration of the Scheme) fifteen per centum (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time.

Notes:

1. A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.
2. If the appointor is a corporation, the instrument appointing a proxy or proxies must be executed under seal or the hand of its duly authorised officer or attorney.
3. The instrument appointing a proxy or proxies must be deposited at the Registered Office of the Company at 175A Chin Swee Road, Singapore 169879 not less than forty-eight (48) hours before the time appointed for holding the Meeting.

This notice has been reviewed by the Company's sponsor ("Sponsor"), Canaccord Genuity Singapore 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 notice.

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

The contact person for the Sponsor is: -

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