

# HARTAWAN HOLDINGS LIMITED

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

## NOTICE OF EXTRAORDINARY GENERAL MEETING

*Capitalised terms used in this notice shall bear the same meanings ascribed to them in the Circular to Shareholders dated 26 September 2013 unless otherwise defined herein or where the context otherwise requires.*

**NOTICE IS HEREBY GIVEN** that an Extraordinary 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 21 October 2013 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following ordinary and special resolutions, with or without any modifications:

### **AS ORDINARY RESOLUTIONS**

- Proposed acquisition of the entire issued and paid-up share capital of Wilton Resources Holdings Pte. Ltd. for the Purchase Consideration of S\$300 million  
THAT subject to and contingent upon resolution 4 being passed,
  - approval be and is hereby given to the Company for the acquisition of the entire issued and paid-up share capital of Wilton, from the Vendors (the "Acquisition") on the terms and subject to the conditions of the Sale and Purchase Agreement entered into between the Company and the Vendors; and
  - authority be and is hereby given for the Directors of the Company to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be necessary or expedient for the purposes of giving effect to the Acquisition or to give effect to this resolution or the transactions contemplated by the Acquisition. **(Resolution 1)**
- Proposed consolidation of every 12 existing Shares of the Company into 10 Consolidated Shares  
THAT subject to and contingent upon resolution 1 being passed, approval be and is hereby given to the Company for the consolidation of every 12 existing Shares in the capital of the Company into 10 Consolidated Shares in the capital of the Company. **(Resolution 2)**
- Proposed allotment and issuance of 1,500,000,000 Consideration Shares to the Vendors and/or their designated holders in satisfaction of the Purchase Consideration  
THAT subject to and contingent upon resolution 1 being passed, pursuant to Section 161 of the Companies Act, the Directors of the Company be and are hereby authorised to allot and issue 1,500,000,000 Consideration Shares to the Vendors and/or their designated holders, in accordance with the Sale and Purchase Agreement, at an Issue Price of S\$0.20 per Consideration Share. **(Resolution 3)**
- Proposed Whitewash Resolution for the waiver by Independent Shareholders of their right to receive a mandatory general offer from the Vendors and/or their Concert Parties  
THAT subject to and contingent upon resolution 1 being passed and pursuant to the letter dated 23 February 2012 from the Securities Industry Council, the shareholders of the Company who are independent of the Vendors and/or their Concert Parties, on a poll taken, do hereby unconditionally and irrevocably waive their right to receive a general offer for all the shares held by them to be made by the Vendors and/or their Concert Parties at the highest price paid or agreed to be paid by Vendors and/or their Concert Parties in the six (6) months prior to Vendors and/or their Concert Parties incurring the general offer obligation under Rule 14 of the Code, as a result of the acquisition by Vendors and/or their Concert Parties of more than 30% of the voting rights in the Company pursuant to the allotment and issuance of the Consideration Shares. **(Resolution 4)**
- Proposed Put Option as an Interested Person Transaction  
THAT subject to and contingent upon resolution 1 being passed, the Proposed Put Option given to the Company by Winstedt Chong Thim Pheng be and is hereby approved. **(Resolution 5)**
- Proposed allotment and issuance of Advisory Shares  
THAT subject to and contingent upon resolution 1 being passed and the Acquisition being completed, the Directors of the Company be and are hereby authorised to allot and issue 4,362,290 Advisory Shares to Canaccord Genuity Singapore Pte. Ltd.. **(Resolution 6)**
- Proposed change of core business of the Hartawan Group to the business of the Target Group  
THAT subject to and contingent upon resolution 1 being passed and the Acquisition being completed, the change of core business of the Hartawan Group to the business of the Target Group be and is hereby approved. **(Resolution 7)**
- THAT subject to and contingent upon resolution 1 being passed and the Acquisition being completed and subject further to his individual consent to act, the following persons be appointed as a Director of the Company with effect from Completion.  
Wijaya Lawrence **(Resolution 8)**  
Chong Chin Fan **(Resolution 9)**  
Ngiam Mia Je Patrick **(Resolution 10)**  
Teo Kiang Kok **(Resolution 11)**  
Tan Cher Liang **(Resolution 12)**  
Seah Seow Kang Steven **(Resolution 13)**

### **AS SPECIAL RESOLUTION**

- Proposed change of name of the Company from "Hartawan Holdings Limited" to "Wilton Resources Corporation Limited"  
THAT subject to and contingent upon resolution 1 being passed and the Acquisition being completed, the name of the Company be changed to "Wilton Resources Corporation Limited" and that the name "Wilton Resources Corporation Limited" shall be substituted for "Hartawan Holdings Limited", wherever the latter name appears in the Company's Memorandum and Articles of Association. **(Resolution 14)**

By Order of the Board

Chew Kok Liang

Company Secretary

Singapore, 26 September 2013

*This notice has been prepared by the Company and its contents have 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 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 Chia Beng Kwan, Deputy Managing Director, Corporate Finance, Canaccord Genuity Singapore Pte. Ltd., at 77 Robinson Road #21-02 Singapore 068896, telephone (65) 6854-6160.*