HANWELL HOLDINGS LIMITED
(Company Registration No. 197400888M)
Incorporated in the Republic of Singapore)

UPDATE ON PROPOSED DISPOSAL OF SHAREHOLDING INTEREST IN INTRACO LIMITED

All capitalised terms used herein shall bear the same meaning as in the previous announcements dated 7 August 2012, 8 August 2012, 15 August 2012, 21 August 2012 and 22 August 2012 unless otherwise defined.

1. UPDATE ON PROPOSED DISPOSAL OF SHAREHOLDING INTEREST IN INTRACO LIMITED

The Board of Directors of Hanwell Holdings Limited (the "**Company**") refers to its earlier announcements made on 7 August 2012, 8 August 2012, 15 August 2012, 21 August 2012 and 22 August 2012 on the abovementioned subject matter.

By way of background, Mr. Oei Hong Leong ("**Mr. Oei**") had made an unconditional offer in each of his letters of offer dated 7 August 2012, 8 August 2012 and 15 August 2012 (the "**Letters of Offer**") for the Sale Shares.

The Company convened an extraordinary general meeting ("**EGM**") on 17 August 2012 where its shareholders voted against the resolution in respect of the proposed sale of the Sale Shares to TH Investments Pte Ltd ("**THI**") at the price of S$0.62 per Sale Share. At the material time, shareholders were aware of the higher offer of S$0.70 per Sale Share by Mr. Oei.

On 21 August 2012, Mr. Oei amended his unconditional offer by imposing a condition that the parties enter into a SPA by 5 pm on 28 August 2012 (the "**Deadline**"). In his letter dated 21 August 2012, Mr. Oei further stated that the SPA shall provide that completion of the Disposal will be subject to the approval of the Company's shareholders in general meeting (if necessary) and that such completion shall be completed by no later than 17 October 2012.

The Company accepted Mr. Oei's amended offer on 22 August 2012 subject to the parties entering into the SPA and both parties have since been negotiating on the terms of the SPA.

During the negotiation of the terms of the SPA, Mr. Oei introduced several additional conditions which were not stated in the Letters of Offer, including the following:

(a) undertakings are to be furnished by 3 substantial shareholders (the "**Substantial Shareholders**") with an aggregate majority shareholding interest in the Company to vote in favour of the Disposal at an EGM to be convened (the "**Deeds of Undertaking**"). Such Deeds of Undertaking are to be signed at the same time as the execution of the SPA;

(b) the Company is to apply to the Singapore Exchange Securities Trading Limited ("**SGX-ST**") for a waiver of the requirement to obtain its shareholders' approval in respect of the Disposal (the "**Waiver Application**"); and

(c) the following items to be furnished to him at the completion of the Disposal including (i) resolutions to be passed by the board of directors of Intraco Limited

("**Intraco**") relating to the appointment of Mr. Oei's 2 nominees as directors of Intraco with effect from the date of posting of Intraco's offeree circular to its shareholders in relation to Mr. Oei's general offer for all the shares in Intraco (other than those already owned, controlled or agreed to be acquired by him) (the "**Circular Date**") and an additional nominee as an officer of Intraco to assist Intraco's chief financial officer with effect from the completion date of the Disposal and (ii) unconditional letters of resignation from Dr Allan Yap and Madam Tang in respect of their directorships, offices and employment with the Intraco group, with effect from the Circular Date or such other later date as may be required for compliance with The Singapore Code on Takeover and Mergers, including Rule 6.3,

(hereinafter collectively referred to as the "**New Conditions**").

On 24 August 2012, the Company wrote to the Substantial Shareholders to inform them of Mr. Oei's request for the Deeds of Undertaking and requested that they inform the Company as to their views on the Deeds of Undertaking by no later than 4 pm on 27 August 2012. None of the Substantial Shareholders replied.

The Company and Mr. Oei negotiated the New Conditions and were able to reach an agreement on the New Conditions save for the requirement that the Deeds of Undertakings be furnished by the Company's Substantial Shareholders. The Company informed Mr. Oei that in respect of the earlier proposed sale of the Sale Shares to THI, the Substantial Shareholders had furnished conditional undertakings to the Company to vote in favour of the resolution to approve the sale of the Sale Shares to THI solely for the purpose of supporting the waiver application to SGX-ST in connection with the sale of the Sale Shares to THI.

Prior to the Deadline, the Company also contacted the Substantial Shareholders to procure their conditional undertakings addressed to the Company stating that they will vote in favour of the Disposal solely for the purpose of supporting the Waiver Application to SGX-ST for the Disposal (the "**Conditional Undertakings**") and not otherwise. Such Conditional Undertakings will be deemed to have automatically lapsed and be null, void and of no effect upon SGX-ST's refusal to grant waiver to the Company in respect of the Disposal pursuant to the Waiver Application and shall not be binding on any of the Company's Substantial Shareholders as to how they may wish to vote at the EGM.

Subsequently, the Company having obtained the verbal approval of the Substantial Shareholders, also informed Mr. Oei's solicitors that the Company is agreeable to procure the Substantial Shareholders to provide to Mr. Oei written copies of the Conditional Undertakings addressed to the Company.

As at the Deadline, the Company was only able to procure the Substantial Shareholders to provide the Conditional Undertakings. Mr. Oei's solicitors replied that Mr. Oei would require the undertakings to be given to him directly (and not to the Company), and that the undertakings should not be conditional or limited to the purpose of obtaining SGX-ST's waiver of the shareholder approval requirement.

The Company also requested an extension of the Deadline but this was also not accepted by Mr. Oei.

Accordingly, the parties have not entered into the SPA in respect of the Disposal by the Deadline. As such, the S$0.70 per Sale Share offer from Mr. Oei has lapsed.

2. CAUTIONARY STATEMENT

Shareholders are advised to refrain from taking any action in relation to their shares in the Company which may be prejudicial to their interests, and to exercise caution when dealing or trading in the shares of the Company. Shareholders and potential investors should consult their stockbrokers, bankers, solicitors or other professional advisers if they have any doubt about the actions they should take.

3. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors of the Company have taken all reasonable care to ensure that the facts stated in this Announcement are fair and accurate in all material aspects as at the date hereof and that no material facts have been omitted from this Announcement, and they jointly and severally accept responsibility accordingly.

Where any information in this Announcement has been extracted from published or otherwise publicly available sources, the sole responsibility of the Directors has been to ensure through reasonable enquiries that such information has been accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this Announcement.

By Order of the Board

Tan Hui Ann Sherry
Joint Company Secretary
29 August 2012