



**ASTI HOLDINGS LIMITED**  
**Company Registration No.: 199901514C**  
**(the "Company")**

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**TERM SHEET IN RELATION TO THE PROPOSED ACQUISITION OF SHARES IN THE ISSUED  
SHARE CAPITAL OF PT. CAHAYA SAKTI**

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**1. INTRODUCTION**

The board of directors (the "**Board**" or "**Directors**") of the Company is pleased to announce that the Company has on 17 October 2016 entered into a non-binding term sheet (the "**Term Sheet**") with Mr. Ifachrul Madin, details of whom would be provided at a subsequent date (the "**Seller**"), in relation to the Company's proposed acquisition of shares representing up to 55% of the total issued share capital of PT. Cahaya Sakti (the "**Target**") (such proposed acquisition, the "**Proposed Acquisition**").

**2. INFORMATION ON THE TARGET**

The Target is an independent power producer in Indonesia. The Seller owns 100% of the total issued share capital of the Target, a company incorporated under the laws of the Republic of Indonesia. The Target holds, *inter alia*, the following assets:

- i. License to operate independent power plants in Belawan, Medan;
- ii. License to build and operate a 452MW combined cycle powerplant;
- iii. License to import and set-up a 50MW powerplant for Terminal 3 of the Jakarta Soekarno-Hatta International Airport; and
- iv. Existing operating license at Tarakan City to operate independent power plants,

collectively referred to as the "**Assets**".

**3. SALIENT TERMS OF THE TERM SHEET**

The Term Sheet is intended to set out the main principles that will underlie the legally binding definitive documentation (the "**Definitive Documents**") that the parties to the Term Sheet will enter into concerning the Proposed Acquisition (as defined above).

Conditions Precedent

The closing of the Proposed Acquisition is subject to the Company and the Seller having entered into the Definitive Documents by 17 November 2016 (the "**Long Stop Date**") for the Proposed Acquisition and the conditions precedent thereunder (including but not limited to the following) being fulfilled or waived before 19 December 2016 (the "**Target Closing Date**"), or such other date as may be mutually agreed between the Company and the Seller (the "**Conditions Precedent**"):

- a) Satisfactory due diligence (as determined by the Company at its absolute discretion);

- b) Satisfactory legal review of all documents related to the Assets and the business of the Target (as determined by the Buyer at its absolute discretion);
- c) All approvals, consents and/or waivers necessary for the Proposed Acquisition from any third party being obtained, including but not limited to all governmental or regulatory approvals;
- d) The approval of the board of directors and/or shareholders (as may be required) of the Company and Seller for the Proposed Acquisition being obtained;
- e) Procuring such financing or funding as the Company may deem necessary for the purpose of the Proposed Acquisition and/or to carry out the business operations of the Target post-closing (including but not limited to capital expenditure requirements);

#### Exclusivity

Upon signing of the Term Sheet, the Company will commence due diligence and will also commence negotiations with the Seller with a view to agreeing the terms of the Definitive Documents for the Proposed Acquisition within the exclusivity period which commences from the date on which the Company and the Seller sign the Term Sheet and expiring on the earlier of (a) the Long Stop Date; or (b) the date the Term Sheet is terminated by mutual agreement of the Company and the Seller.

#### **4. INTEREST OF DIRECTORS AND CONTROLLING SHAREHOLDERS**

As at the date hereof, none of the Directors or controlling shareholders of the Company has any interest, direct or indirect, in the Proposed Acquisition, other than through their respective directorships and shareholdings in the Company, if any.

#### **5. FURTHER ANNOUNCEMENTS**

The Company will make further announcements as and when appropriate, including when Definitive Documents have been entered into in relation to the Proposed Acquisition.

The Board wishes to emphasise that there is no certainty or assurance that Definitive Documents in respect of the Proposed Acquisition will be entered into, or that the Proposed Acquisition will materialise. Shareholders and potential investors of the Company should consult their stock brokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions they should take.

#### **BY ORDER OF THE BOARD**

Submitted by Dato' Michael Loh Soon Gnee  
Chairman & CEO  
17 October 2016