golden energy and resources

GOLDEN ENERGY AND RESOURCES LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No: 199508589E)

NOT FOR DISTRIBUTION IN THE UNITED STATES

PRICING OF US$150,000,000 9.00% SENIOR SECURED NOTES DUE 2023 ISSUED BY GOLDEN ENERGY AND RESOURCES LIMITED ("COMPANY" or "ISSUER") UNCONDITIONALLY AND IRREVOCABLY GUARANTEED BY CERTAIN OF ITS SUBSIDIARIES (THE "NOTES OFFERING")

Introduction

The Company is pleased to announce that it has priced its proposed issue of U.S. Dollar-denominated fixed rate senior secured notes due 2023 (the "**Notes**") which are expected to be fully placed to institutional and/or accredited investors (or their equivalent in jurisdictions outside Singapore).

Unless otherwise defined, all capitalised terms used herein shall bear the same meaning and construction as ascribed to them in the Offering Memorandum dated 8 February 2018 in relation to the offering of the Notes Offering (the "**Offering Memorandum**") which will be uploaded to the SGX-ST website following the issuance of the Notes.

Pricing and Principal Terms of the Notes

The Notes were priced on 8 February 2018 and the principal terms of the Notes are as follows:

Aggregate Principal Amount	US$150,000,000
Issue Price	98.53% of the principal amount of the Notes.
Maturity Date	14 February 2023
Interest	The Notes will bear interest from and including 14 February 2018 at the rate of 9.00% per annum, payable semi-annually in arrears.
Interest Payment Dates	14 February and 14 August of each year, commencing 14 August 2018.
Ranking of the Notes	The Notes will: • be general obligations of the Issuer; • be senior in right of payment to any obligations of the Issuer expressly subordinated in right of payment to the Notes; • rank at least pari passu in right of payment with all unsecured, unsubordinated Indebtedness of the Issuer (subject to any priority rights of such unsecured unsubordinated Indebtedness pursuant to applicable law); • be guaranteed by the Subsidiary Guarantors on an unsubordinated basis, subject to certain limitations; • be effectively subordinated to the secured obligations of the Issuer and the Subsidiary Guarantors, to the extent of the value of the assets

	serving as security therefor (other than the Collateral, to the extent applicable); • be effectively subordinated to all existing and future obligations of any Subsidiaries other than Subsidiary Guarantors; and • be secured by the Collateral (subject to Permitted Liens).
Subsidiary Guarantees	The Subsidiary Guarantors will guarantee the due and punctual payment of the principal of, premium, if any, and interest on, and all other amounts payable under, the Notes. The Subsidiary Guarantees may be released in certain circumstances set out in the Indenture governing the Notes.
Ranking of the Subsidiary Guarantees	The Subsidiary Guarantee of each Subsidiary Guarantor will: • be a general obligation of such Subsidiary Guarantor; • be senior in right of payment to all future obligations of such Subsidiary Guarantor expressly subordinated in right of payment to such Subsidiary Guarantee; • rank at least pari passu in right of payment with all other unsecured, unsubordinated Indebtedness of such Subsidiary Guarantor (subject to any priority rights of such unsecured, unsubordinated Indebtedness pursuant to applicable law); and • be effectively subordinated to secured obligations of such Subsidiary Guarantor, to the extent of the value of the assets serving as security therefor.
Security	The obligations of the Issuer with respect to the Notes and the performance of all other obligations of the Issuer under the Indenture and the Notes will be initially secured (subject to Permitted Liens) by the following: • a first priority security interest in the Interest Reserve Account; and • a first priority share pledge by the Issuer of the Unencumbered GEMS Shares. In addition, the Issuer has agreed to pledge the CS Pledged GEMS Shares and the DSS Pledged GEMS Shares as soon as practicable, but in any event no later than 30 days, after such shares are released from the pledge to Credit Suisse AG, Singapore Branch in connection with the repayment of the Credit Suisse Facility with a portion of the proceeds from the sale of the Notes offered and the pledge to PT Dian Swastatika Sentosa Tbk. (such release is expected to occur on or about April 30, 2018), respectively. The Issuer has agreed to procure the release of the CS Pledged GEMS Shares and the DSS Pledged GEMS Shares as soon as practicable, but in any event no later than June 30, 2018.

	The Issuer has also agreed to ensure that, following the pledge of the CS Pledged GEMS Shares and the DSS Pledged GEMS Shares, the Pari Passu Collateral will at all times constitute no less than a majority of the outstanding capital stock of GEMS.
Interest Reserve Account	Prior to the Original Issue Date, the Issuer will establish the Interest Reserve Account in Singapore with Credit Suisse AG, Singapore Branch. On the Original Issue Date, the Issuer will deposit into the Interest Reserve Account an amount in cash equal to the amount of one (1) semi-annual interest payment under the Notes. From the Original Issue Date, the Issuer will at all times maintain an amount in cash equal to the amount of one (1) semi-annual interest payment with respect to the outstanding Notes. Funds remaining on deposit in the Interest Reserve Account on the maturity date of the Notes shall be applied to the payment of interest on the Notes and any remaining balance shall be applied to the payment and premium and Additional Amounts, if any, due on the Notes.
Optional Redemption	At any time on or after 14 February 2021, the Issuer may at its option redeem the Notes, in whole or in part, at the redemption prices set forth in the Indenture, plus accrued and unpaid interest, if any, on the Notes redeemed, to (but not including) the redemption date. At any time and from time to time prior to 14 February 2021, the Issuer may at its option redeem the Notes, in whole or in part, at a redemption price equal to 100% of their principal amount plus the Applicable Premium as of, and accrued and unpaid interest, if any, on the Notes redeemed, to (but not including) the redemption date. In addition, at any time prior to 14 February 2021, the Issuer may at its option redeem up to 35% of the aggregate principal amount of the Notes with the proceeds from certain equity offerings at a redemption price of 109. 00% of the principal amount of the Notes, plus accrued and unpaid interest, if any, on the Notes redeemed, to (but not including) the redemption date; provided that at least 65% of the aggregate principal amount of the Notes issued on the Original Issue Date (excluding Notes held by the Issuer and its Restricted Subsidiaries) remains outstanding after each such redemption and any such redemption takes place within 60 days of the closing of such equity offering.
Mandatory Redemption	If (a) the Issuer ceases to own a majority of the Capital Stock of GEMS or (b) GEMS otherwise ceases to be a Restricted Subsidiary, the Issuer shall redeem all outstanding Notes on a date that is no later than 30 days after the date of such occurrence (the "Mandatory Redemption Date") at the following redemption price: • if the Mandatory Redemption Date occurs before 14 February 2021, the Notes shall be redeemed at a redemption price equal to 100% of the principal amount of the Notes plus the Applicable Premium as of, and accrued and unpaid interest, if any, on the Notes redeemed, to (but not including) such Mandatory Redemption Date; or • if the Mandatory Redemption Date occurs on or

	after 14 February 2021, the Notes shall be redeemed at a redemption price equal to the applicable redemption price on such Mandatory Redemption Date set forth in the Indenture, plus accrued and unpaid interest, if any, on the Notes redeemed, to (but not including) such Mandatory Redemption Date.
Repurchase of Notes upon a Change of Control	Not later than 30 days following a Change of Control, the Issuer will make an Offer to Purchase all outstanding Notes at a purchase price equal to 101% of the principal amount thereof plus accrued and unpaid interest, if any, to (but not including) the Offer to Purchase Payment Date.
Redemption for Taxation Reasons	Subject to certain exceptions and as more fully described herein, the Issuer may redeem the Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount thereof, together with accrued and unpaid interest, if any, to the date fixed by the Issuer for redemption, if, as a result of certain changes in tax law, the Issuer would be required to pay certain Additional Amounts.
Covenants	The Indenture will limit the ability of the Issuer and the Restricted Subsidiaries to, among other things: • incur additional Indebtedness and issue preferred stock; • make investments or other specified Restricted Payments; • enter into agreements that restrict the Restricted Subsidiaries' ability to pay dividends and transfer assets or make intercompany loans; • issue or sell Capital Stock of Restricted Subsidiaries; • issue guarantees by Restricted Subsidiaries; • enter into transactions with equity holders or affiliates; • create any Lien; • enter into Sale and Leaseback Transactions; • sell assets; • engage in different business activities; and • effect a consolidation or merger. In addition, in the event that the Notes are assigned a rating of Investment Grade from two of the Rating Agencies and no Default or Event of Default has occurred and is continuing, certain covenants in the Indenture will be suspended.
Governing Law	The Notes, the Subsidiary Guarantees and the Indenture will be governed by and will be construed in accordance with the laws of the State of New York. The Notes Collateral Document will be governed by, and construed in accordance with, the laws of Singapore. The Pari Passu Collateral Documents will be governed by, and construed in accordance with, the laws of Indonesia.

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Listing and Quotation of the Notes on the Singapore Exchange Securities Trading Limited ("SGX-ST")

Approval in-principle has been received for the listing and quotation of the Notes on the SGX-ST. Approval in- principle for the listing and quotation of the Notes on the SGX-ST is not to be taken as an indication of the merits of the Issuer, the Subsidiary Guarantors, their respective subsidiaries and associated companies, or the Notes.

Use of Proceeds

The net proceeds from the offering of the Notes will be used by the Issuer for (i) $50.0 million for the prepayment of amounts outstanding under a secured term loan facility and (ii) the remainder for general corporate purposes, including for potential acquisitions, joint ventures and investments to implement our growth strategy.

Closing Date

The Notes are expected to be issued on or about 14 February 2018.

By Order of the Board

GOLDEN ENERGY AND RESOURCES LIMITED

Fuganto Widjaja
Director

9 February 2018

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This announcement does not constitute an offer to sell or the solicitation of an offer to buy any securities in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No securities may be offered or sold in the United States absent registration or an applicable exemption from registration requirements. Any public offering of securities to be made in the United States will be made by means of a prospectus. Such prospectus will contain detailed information about the company making the offer, management, as well as financial statements. The Company does not intend to make any public offering of securities in the United States.

This announcement may include "forward-looking" statements within the meaning of applicable securities laws. Any such statements reflect the current views of the Company about future events. The use of any of the words "expect," "anticipate," "continue," "will," "project," "should," "believe," "plans," "intends" and similar expressions are intended to identify forward-looking information or statements. Although the Company believes that the expectations and assumptions on which such forward-looking statements and information are reasonable, undue reliance should not be placed on the forward-looking statements and information because the Company can give no assurance that such statements and information will prove to be correct. Since forward-looking statements and information address future events and conditions, by their very nature they involve inherent risks and uncertainties.

The forward-looking statements and information contained in this announcement are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.