


Miscellaneous	
* Asterisks denote mandatory information	
Name of Announcer *	HARTFORD HOLDINGS LIMITED
Company Registration No.	199902559D
Announcement submitted on behalf of	HARTFORD HOLDINGS LIMITED
Announcement is submitted with respect to *	HARTFORD HOLDINGS LIMITED
Announcement is submitted by *	Chew Hua Seng
Designation *	Director, Executive Chairman & Chief Executive Officer
Date & Time of Broadcast	13-Jan-2006 18:49:57
Announcement No.	00100

**>> Announcement Details**

The details of the announcement start here ...

Announcement Title \* Acquisition of Thames Business School Limited

Description Please refer to attached document.

**Attachments:** Hartford\_Acquisition.of.Thames.Biz.School.pdf  
Total size = **26K**  
(2048K size limit recommended)

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**ACQUISITION OF THAMES BUSINESS SCHOOL LIMITED**

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**1. Introduction**

The Board of Directors of Hartford Holdings Limited (the "Company") wishes to announce that further to the announcement made on 24 October 2005 wherein the Company announced the proposed acquisition of Thames Business School Limited ("TBS"), a company incorporated in New Zealand, the Company has, following the conduct of due diligence and further negotiation, entered into a sale and purchase agreement (the "Agreement") with the shareholders of TBS, to acquire all the issued shares of TBS for an aggregate purchase consideration of NZD 0.6 million (the "Acquisition").

This announcement is made pursuant to Rule 1010 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "SGX-ST"). The following bases were used for the purpose of calculating the relative figures under Rule 1006:

- (a) Rule 1006 (b) of the Listing Manual, the audited net profit before tax of TBS for the financial year ended 31 March 2005 is NZD 39,457 (approximately SGD 46,559 based on an average exchange rate of 1.18) as compared to the audited full year net profit before tax and minority interest of Hartford Group for the financial year ended 30 June 2005 of SGD 291,205 is approximately 16.0%; and
- (b) Rule 1006 (c) of the Listing Manual, the aggregate purchase consideration for the acquisition of TBS of NZD 0.6 million (approximately SGD 0.7 million) as compared with the Company's market capitalization as at 12 January 2006 (the market date preceding the date of the signing of the Agreement with TBS) of about SGD 40.8 million is approximately 1.7%.

**2. Information on TBS**

TBS is incorporated in July 2002 and operated as a private education provider in Auckland, New Zealand for more than three years. Programmes conducted by TBS range from Diploma, Higher Diploma to Advanced Diploma in Business Administration. These programmes have established pathways to Undergraduate and Postgraduate degree programmes through affiliated and reputable universities in New Zealand, Australia, the United Kingdom, Canada and U.S.A. The programmes offered by TBS are accredited by the New Zealand Qualifications Authority (the "NZQA"). TBS currently provides education to foreign students that come from China, Thailand, Sri Lanka and Vietnam.

Following the Acquisition, TBS would begin to market Hartford proprietary courses and the accreditations of these courses are currently underway.

**3. Purchase Consideration**

3.1 The aggregate purchase consideration of NZD 0.6 million payable for the Acquisition (the "Purchase Consideration") will be satisfied in cash within 5 days of execution of the Agreement (the "Completion Date").

3.2 The Company proposes to finance the Purchase Consideration through internal funds.

#### **4. Material Conditions**

The completion of the Agreement is conditional on the following:

- (a) The obtaining of all necessary consents and approvals required to the transfer of the shares of TBS to the Company (including approvals to any deemed assignments of the permits, lease of the premises and other contracts by virtue of the change in shareholding of TBS); and
- (b) All franchise agreements between TBS and any third parties have been terminated prior to the date of the Agreement.
- (c) Change of name from TBS to Hartford Institute (New Zealand) Limited.

The Parties have agreed that the Company will be entitled to all rights and benefits, including but not limited to, the net profit after tax of TBS for the financial year ending 31 March 2006.

#### **5. Net Asset Value of TBS**

Based on the latest available audited financial statement of TBS for the financial year ended 31 March 2005, the net asset value is NZD 4,848 (approximately SGD 5,721).

#### **6. Net Profit of TBS**

Based on the latest available audited financial statement of TBS for the financial year ended 31 March 2005, the net profit before tax is NZD 39,457 (approximately SGD 46,559).

#### **7. Financial Effects**

The financial effects of the Acquisition on the Company would be as follows:

- (a) The net tangible assets per share of the Group as at 30 June 2005 would have decreased from 6.78 cents to approximately 5.57 cents, assuming that the Acquisition had been completed on 30 June 2005; and
- (b) The earnings per share of the Group for the financial year ended 30 June 2005 would have increased from 0.55 cents to approximately 0.62 cents, assuming that the Acquisition had been completed at the beginning of the financial year ended 30 June 2005.

#### **8. Rationale**

The Directors of the Company believe that the Acquisition of TBS would be beneficial to the Group as it would enable the Group to leverage on TBS market presence in New Zealand. New Zealand is a destination of choice for many students from China and India. These are markets that the Group is active in and the acquisition of TBS will enable the Company to offer current and potential students the opportunity to study in New Zealand.

#### **9. Interests of Directors and Controlling Shareholders**

None of the directors or controlling shareholders of the Company has any interest, direct or indirect, in the proposed Acquisition.

#### **10. Directors' Responsibility Statement**

The Directors of the Company (including those who may have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and the opinion expressed are fair and accurate and that no material facts have been omitted, and they jointly and severally accept responsibility accordingly.

**BY ORDER OF THE BOARD  
HARTFORD HOLDINGS LIMITED**

Chew Hua Seng  
Executive Chairman  
13 January 2006