



OXLEY HOLDINGS LIMITED

(Incorporated in the Republic of Singapore under Registration No. 201005612G)

RECEIPT OF APPROVAL IN-PRINCIPLE FROM THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED (THE "SGX-ST") FOR THE TRANSFER OF LISTING FROM CATALIST TO SGX MAINBOARD

The Board of Directors of Oxley Holdings Limited (the "**Company**") wishes to announce that the Company has obtained the approval-in-principle (the "**AIP**") from the SGX-ST in relation to the Company's application for transfer of listing from Catalist to SGX Mainboard (the "**Proposed Transfer**").

The AIP is subject to, *inter alia*:

- a) an immediate announcement via SGXNET of the Proposed Transfer;
- b) the approval of the Proposed Transfer by shareholders of the Company (the "**Shareholders**") in general meeting by way of special resolution under Rule 408(5) of the SGX-ST Listing Manual Section B: Rules of Catalist (the "**Catalist Rules**");
- c) the submission of a written undertaking by the Company in the format set out in Appendix 2.3.1 of the SGX-ST Listing Manual to comply with all of the SGX-ST's requirements and policies applicable to issuers listed on the SGX-ST Mainboard;
- d) the submission of a written undertaking by the Company and its Sponsor that they are not aware of any material information which has not been previously announced via SGXNET which will affect the Company's suitability for the Proposed Transfer;
- e) the submission of a written undertaking from each of the Company's directors in the form set out by the SGX-ST in its AIP and an undertaking from the Company to procure the same written undertaking from any new director appointed to the Company's board after the Proposed Transfer takes place; and
- f) the Company confirming that it is in compliance with all applicable Catalist Rules.

A circular to Shareholders setting out further details of the Proposed Transfer, together with a notice of the extraordinary general meeting (the "**EGM**") to be convened for the approval of the Proposed Transfer will be despatched to Shareholders in due course. The Company will update Shareholders through further announcements in relation to the Proposed Transfer in due course.

The AIP from the SGX-ST is not to be taken as an indication of the merits of the Proposed Transfer, the Company, its subsidiaries or their securities.

Shareholders are advised to exercise caution in trading their shares as there is no certainty or assurance as at the date of this announcement that approval for the Proposed Transfer will be obtained or that the Proposed Transfer will be undertaken at all.

Shareholders are advised to read this announcement and any further announcements by the Company carefully. Shareholders should consult their stock brokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions that they should take.

By order of the Board

Ching Chiat Kwong
Executive Chairman and CEO
6 December 2012

*This announcement 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**"). Canaccord Genuity Singapore Pte. Ltd. has not independently verified the contents of this announcement.*

This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made, or reports contained in this announcement.

The contact person for the Sponsor is Mr Alex Tan, Managing Director, Corporate Finance, Canaccord Genuity Singapore Pte. Ltd., at 77 Robinson Road #21-02 Singapore 068896, telephone (65) 6854-6160.