



OXLEY HOLDINGS LIMITED

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

PROPOSED INVESTMENT IN CHINA

Introduction

The Board of Directors (the "**Board**") of Oxley Holdings Limited (the "**Company**", and together with its subsidiaries, the "**Group**") is pleased to announce that the Company has entered into a sale and purchase agreement dated 18 July 2013 (the "**Agreement**") to acquire a 10% interest (the "**Shares**") in the issued and paid-up share capital of GD Capital Pte. Ltd. ("**GD Capital**") from GD Capital Holdings Sdn. Bhd. (the "**Vendor**") for a purchase consideration of RMB35,708,920 (the "**Investment**").

GD Capital is a company newly incorporated in Singapore. Pursuant to a restructuring exercise (the "**Restructuring Exercise**"), GD Capital shall be the holding company of GD Properties And Holding (Macau) Company Limited, which shall in turn be the holding company of Xuan Cheng GD Capital Co. Ltd. (广地置业(宣城)有限公司) ("**Xuancheng GD**") and Xingang Properties Development Co. Ltd. (宣城新港房地产开发有限公司) ("**Xingang Properties**").

Xuancheng GD holds the land use rights for a piece of land held under Land Title Reference 8-1-1709, with area of 102,506 square metres and land use tenure up to 23 March 2082. Xingang Properties holds the land use rights for a piece of land held under Land Title Reference 8-1-1710, with area of 80,598.7 square metres and land use tenure up to 23 March 2082. Both pieces of land (collectively, the "**Land**") are located in Xuancheng Economic and Technical Development Zone in Anhui Province, People's Republic of China, and zoned for residential development.

Purchase Consideration

The purchase consideration of RMB35,708,920 (the "**Consideration**") was based on the agreed value of the Land of RMB1,300,000 per "mu" (equivalent to 666.7 square metres). No formal valuation of the Land has yet been conducted by the Company.

A sum of RMB7,141,784, being 20% of the Consideration, has been paid upon the signing of the Agreement, and a further sum of RMB10,712,676, being 30% of the Consideration, shall be payable within one month from the date of the Agreement (the aforesaid sums being collectively referred to as the "**Deposit**"). The balance 50% of the Consideration shall be payable on completion of the sale and purchase, which shall take place on the date falling seven business days after the date on which the conditions precedent in the Agreement have been fulfilled or waived, but in any event, not later than 31 December 2013 or such other date as the parties may mutually agree in writing (the "**Completion Date**").

The Deposit shall be refunded to the Company and the Agreement shall cease and determine, in the event that the conditions precedent in the Agreement are not fulfilled for any reason whatsoever on or before the Completion Date.

Funding of the Consideration

The Consideration will be funded by internal resources and bank borrowings.

Key Terms of the Investment

The sale and purchase of the Shares is conditional upon, *inter alia*:-

- (i) the completion of the Restructuring Exercise;
- (ii) the completion of a due diligence review (if the Company so chooses to conduct) and the results of the due diligence review being reasonably satisfactory to the Company; and
- (iii) all other consents and approvals required under any and all applicable laws for the sale of the Shares and to give effect to the transactions contemplated under the Agreement being obtained.

Under the Agreement, the Vendor has granted to the Company the right to participate, with up to 30% interest, in the development projects for five other pieces of land in Xuancheng Economic and Technical Development Zone, at an agreed price for the respective land, which agreed price is subject to increment based on the time at which the Company participates.

Financial Effects

The Investment is carried out in the ordinary course of the Group's business. The Consideration of RMB35,708,920 (equivalent to approximately S\$7.4 million) is equivalent to 0.7% of the Company's market capitalisation as at 17 July 2013 of S\$1,061.4 million, based on a share capital of 2,948,219,971 shares and closing share price of S\$0.36 per share.

The Investment is not expected to have a material impact on the earnings per share or net tangible assets per share of the Company for the current financial year ending 30 June 2014.

Interests of Directors and Controlling Shareholders

None of the Directors or controlling shareholders of the Company has any interest, directly or indirectly, in the Investment, save through his shareholding in the Company (if any).

By Order of the Board

Ching Chiat Kwong
Executive Chairman and CEO
18 July 2013