



OXLEY HOLDINGS LIMITED

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Oxley Holdings Limited (the "**Company**") will be held at Raffles Lounge (Level 2), Raffles Country Club, 450 Jalan Ahmad Ibrahim, Singapore 639932 on Friday, 30 January 2015 at 10.30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary resolution:-

AS ORDINARY RESOLUTION

PROPOSED MODIFICATION TO UNDERTAKINGS

That:-

- (a) each of Ching Chiat Kwong and Low See Ching, the controlling shareholders of the Company (the "**Undertaking Shareholders**"), be permitted to hold for the purpose of personal investment, whether directly or by way of deemed interest, less than 5% interest in any class of quoted or listed securities of entities which carry on any business which is in competition, whether directly or indirectly, with the business of property development specialising in residential cum commercial developments as well as industrial developments undertaken by the Company and its subsidiaries; and
- (b) the deed of undertaking dated 25 August 2010 executed by each of the Undertaking Shareholders, as described in the circular dated 14 January 2015, be modified, amended, supplemented or substituted in such manner as to give effect to this resolution.

By Order of the Board

Ooi Chee Eng

Company Secretary

Singapore, 14 January 2015

Notes:-

- (1) A member of the Company entitled to attend and vote at the Extraordinary General Meeting may appoint not more than two proxies to attend and vote in his stead.
- (2) Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the Proxy Form. A proxy need not be a member of the Company.
- (3) If the member is a corporation, the Proxy Form must be executed under seal or the hand of an officer or attorney duly authorised.
- (4) The Proxy Form must be deposited at the registered office of the Company at 50 Raffles Place #11-02 Singapore Land Tower, Singapore 048623, not less than 48 hours before the time appointed for the Extraordinary General Meeting.