



OXLEY HOLDINGS LIMITED

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

ACQUISITION OF 50% INTEREST IN PENINSULAR TEAMWORK SDN. BHD.

Introduction

The Board of Directors (the "**Board**") of Oxley Holdings Limited (the "**Company**", and together with its subsidiaries, the "**Group**") refers to the announcement on 28 November 2013 whereby it was announced that the Group's wholly-owned subsidiary, Oxley Ruby Sdn. Bhd. ("**Oxley Ruby**"), had entered into a joint venture agreement (the "**JVA**") with Peninsular Teamwork Sdn. Bhd. ("**Peninsular Teamwork**"), pursuant to which Oxley Ruby was granted the rights to develop the land owned by Peninsular Teamwork and held under Master Title Lot 347 GM 269 Bandar Ulu Kelang, Daerah Gombak, Negeri Selangor, Malaysia (the "**Land**"), subject to and in accordance with the terms and conditions in the JVA.

As the JVA had become untenable for the parties to proceed under its terms and conditions, Oxley Ruby and Peninsular Teamwork have entered into an agreement (the "**Rescission Agreement**") to rescind the JVA on the terms and conditions therein. Simultaneously, Oxley Ruby has entered into a share sale cum shareholders' agreement (the "**Sale Agreement**") with the sole shareholder of Peninsular Teamwork, Timbunan Tunas Development Sdn. Bhd. ("**Timbunan**"), whereby Oxley Ruby shall participate in the development of the Land via equity participation in Peninsular Teamwork.

Information on Peninsular Teamwork

Peninsular Teamwork is a private limited company incorporated in Malaysia with an issued and paid-up share capital of MYR4 million comprising 4,000,000 ordinary shares of MYR1 each, all of which are held by Timbunan.

Peninsular Teamwork is the sole beneficial and registered owner of the Land, and the Land is the only significant asset held by Peninsular Teamwork.

The unaudited net tangible asset value of Peninsular Teamwork as at 31 December 2015 was MYR3,813,162.

Acquisition

Pursuant to the Sale Agreement, Oxley Ruby shall purchase 50% of the issued and paid-up capital in Peninsular Teamwork, comprising 2,000,000 ordinary shares of MYR1 each (the "**Sale Shares**"), from Timbunan for the sum of MYR40 million (the "**Purchase Price**").

The Purchase Price was arrived at on a willing buyer-willing seller basis, taking into account the value of the Land. Based on a valuation conducted on 20 May 2015 by PPC International Sdn Bhd and commissioned by Peninsular Teamwork, the market value of the Land was MYR80 million, on the assumption that the Land had been converted into building (residential) use with all premiums paid and the proposed site layout plan for the intended development had been approved by the relevant authorities.

Pursuant to the terms of the JVA, Oxley Ruby has paid to and incurred expenses on behalf of Peninsular Teamwork (the "**JVA Debt**"). Part of the JVA Debt due and owing by Peninsular Teamwork to Oxley Ruby amounting to approximately MYR18 million shall be assigned to Timbunan in part

settlement of the Purchase Price, together with the following payments:

- (a) a sum of MYR8 million, within five working days from the transfer of the Sale Shares to Oxley Ruby and the appointment of directors nominate by Oxley Ruby to the board of Peninsular Teamwork; and
- (b) a further sum of MYR8 million, upon the receipt by Peninsular Teamwork of an official development order or planning approval on or before 31 July 2016.

The balance of the Purchase Price shall be paid within ten days after Peninsular Teamwork has submitted applications for all other matters pertaining to the development of the Land to the relevant authorities on or before 31 December 2016.

The Purchase Price has been and will be funded by internal resources.

Financial Effect

The aforesaid acquisition 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 2016.

Interests of Directors and Controlling Shareholders

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

By Order of the Board

Ching Chiat Kwong
Executive Chairman and CEO
13 June 2016