



OXLEY HOLDINGS LIMITED

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

PROPOSED SHARE SPLIT

1. Introduction

The Board of Directors (the “**Board**” or “**Directors**”) of Oxley Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) wishes to announce that the Company is proposing a share split of every two (2) ordinary shares (“**Shares**”) in the capital of the Company into three (3) Shares, upon the completion of which the Company shall have an issued and paid-up share capital of S\$163,880,000 comprising 4,422,329,956 Shares (the “**Proposed Share Split**”).

2. Terms of the Proposed Share Split

The Company proposes to split every two (2) Shares in the capital of the Company into three (3) Shares.

As at the date of this announcement (the “**Announcement**”), the Company has an issued and paid-up share capital of S\$163,880,000 comprising 2,948,219,971 issued Shares. Following the completion of the Proposed Share Split, the Company will have an issued and paid-up share capital of S\$163,880,000 comprising 4,422,329,956 issued Shares.

All Shares arising from the Proposed Share Split shall rank *pari passu* with each other. The shareholders of the Company (the “**Shareholders**”) are not required to make any payment to the Company in respect of the Proposed Share Split.

3. Rationale for the Proposed Share Split

The Directors believe that the Proposed Share Split will be beneficial to the Company and its Shareholders for the reasons set out below:-

(i) *Increase market liquidity of the Shares*

The Proposed Share Split may improve market liquidity of the Shares over time as the reduced price of each board lot will make the Shares more accessible and attractive to both existing and potential investors.

(ii) *Broaden the Shareholder base*

With the increased number of Shares available for trading purposes, the Proposed Share Split may also broaden the Shareholder base of the Company by improving the accessibility of an investment in the Company to potential investors.

Shareholders should note, however, that there can be no assurance that the abovementioned can be achieved as a result of the Proposed Share Split, nor is there any assurance that such a result can be sustained in the longer term. Shareholders should also note that there can be no assurance that the market price of the Shares after the completion of the Proposed Share Split would be equal to or higher than the theoretical post-Share Split Share price of S\$0.521

(based on the weighted average Share price of S\$0.781 for the one-month period prior to the date of this Announcement) (the “**Theoretical Post-Share Split Share Price**”).

4. Approvals for the Proposed Share Split

The Proposed Share Split is subject to the approval of Shareholders by way of an ordinary resolution at an extraordinary general meeting of the Company to be convened, and the receipt of in-principle approval from the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) for the listing and quotation of all the additional Shares, being 1,474,109,985 Shares, arising from the Proposed Share Split.

5. Interests of Directors and Substantial Shareholders

None of the Directors or substantial Shareholders of the Company has any interest, direct or indirect, in the Proposed Share Split (other than in his capacity as a Shareholder of the Company).

6. Directors’ Responsibility Statement

The Directors (including those who may have delegated detailed supervision of this Announcement) collectively and individually accept full responsibility for the accuracy of the information given in this Announcement and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Announcement constitutes full and true disclosure of all material facts about the Proposed Share Split and the Group, and the Directors are not aware of any facts the omission of which would make any statement in this Announcement misleading. Where information in this Announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Announcement in its proper form and context.

By Order of the Board

Ching Chiat Kwong
Executive Chairman and CEO
2 June 2014