



OXLEY HOLDINGS LIMITED

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

ACQUISITION OF INTEREST IN BEVERLY HEIGHTS PROPERTIES 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 21 June 2013 relating to the joint venture between the Group's wholly-owned subsidiary, Oxley Star Sdn. Bhd. ("**Oxley Star**"), and Beverly Heights Properties Sdn Bhd ("**BHP**"), pursuant to which Oxley Star was granted the absolute, exclusive and irrevocable authority, power and right in, over and to the development of the land owned by BHP and held under Geran No. 62839, Lot 3643 and Geran No. 44471, Lot 2859, both situated in Mukim 18, Daerah Timor Laut, Penang, Malaysia (collectively, the "**Land**").

Further to the aforesaid announcement, the Board is pleased to announce that Oxley Star has on 27 June 2018 entered into a shares sale agreement (the "**Agreement**") with each of Dato' Sri Choong Yuen Keong @ Tong Yuen Keong and Dato' Tong Yun Mong (the "**Vendors**"), who are unrelated third parties, to acquire from each of them 25,000 ordinary shares, representing 5% of the total issued and paid-up share capital of BHP (the "**Proposed Acquisition**").

Information on BHP

BHP is a company incorporated in Malaysia and has an issued and paid-up share capital of MYR500,000 comprising 500,000 ordinary shares of MYR1 each. Upon the completion of the Proposed Acquisition, Oxley Star will hold 10% of the issued and paid-up share capital of BHP and the balance will be held by Dato' Sri Choong Yuen Keong @ Tong Yuen Keong (55%), Dato' Tong Yun Mong (25%), Chan Chu Wei (5%) and Lim Chang Hing (5%).

BHP is the sole beneficial and registered owner of the Land, and intends to develop the Land into a township with commercial units and higher density residential units and conduct its business as a housing developer.

Consideration for the Proposed Acquisition

The total consideration for the Proposed Acquisition is MYR22,500,000 (the "**Consideration**"). The Consideration has been paid to the Vendors' stakeholders prior to the execution of the Agreement and the Vendors have confirmed and fully acknowledged receipt of payment of the Consideration.

The Consideration (equivalent to approximately S\$7,500,000) was arrived at through arm's length negotiations, taking into consideration the Group's assessment of the development value of the Land. Based on the audited financial statements of BHP as at 31 December 2017, BHP had a net liability of MYR8,412,794.

According to a valuation report commissioned by BHP, the market value of the Land as at 20 February 2017 was MYR410 million, on the bases and assumptions, *inter alia*, that vacant possession of the Land was available and the relevant redevelopment approvals had been obtained.

The Consideration has been funded by internally generated funds and bank borrowings.

Other Salient Terms

The completion of the Proposed Acquisition shall take place within 30 days from the date of the Agreement.

Interests of Directors and Controlling Shareholders

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

By order of the Board

Ching Chiat Kwong
Executive Chairman and CEO
28 June 2018