



OXLEY HOLDINGS LIMITED

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

ACQUISITION OF LEASE OVER LAND THROUGH TENDER IN JOHOR, MALAYSIA

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 tender submitted by the Company's wholly-owned subsidiary, Oxley Zest Pte. Ltd., for the acquisition (the "**Acquisition**") of a lease over the land at Plot B3 held under H.S.(D) 516656 PTD 187617 and Plot B5 held under H.S.(D) 516657 PTD 187619 in the Mukim of Pulai, District of Johor Bahru, State of Johor in Malaysia (the "**Land**"), at the price of RM92,800,000 (the "**Price**"), had been duly accepted by Global Capital and Development Sdn. Bhd. (the "**Vendor**"), and the parties have entered into a binding term sheet (the "**Term Sheet**") on 24 June 2013. The Group's wholly-owned subsidiary, Oxley Sapphire Sdn. Bhd. (the "**Purchaser**") shall be the purchaser of the lease over the Land.

Description of the Lease over the Land

The tenure of the lease over the Land is 99 years from 15 February 2008. The Land has an area of approximately 17,280 square metres, and is zoned for commercial and hotel development. The Group intends to develop the Land, subject to obtaining all the necessary approvals from the relevant authorities.

Price

The Group had tendered for the lease over the Land at the Price, after taking into account current market prices of properties in the surrounding area and the Group's assessment of the development potential of the Land.

Funding of Acquisition

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

Key Terms of the Acquisition

The parties shall use their reasonable endeavours to procure satisfaction of the following conditions precedent within three months from the date of the execution of the Term Sheet, with an automatic extension of a further one month, and any further extension shall be mutually agreed between the parties:-

- (i) registration of the Vendor as lessee of the Land and the Vendor's financiers registered as the chargee of the Vendor's lease over the Land;
- (ii) the lessor's consent to the transfer/sale of the Vendor's lease over the Land to the Purchaser;
- (iii) Oxley Zest Pte. Ltd. to provide a corporate guarantee to the Vendor, to guarantee the payment of the Price and compliance of the Purchaser's obligations to the Vendor pursuant to the Purchase Agreement; and
- (iv) the Purchaser obtaining the State Authority's consent for the Acquisition of the Land, if applicable.

The sale and purchase of the lease over the Land shall be on an as-is-where-is basis.

Financial Effects

The Acquisition is a transaction carried out in the ordinary course of the Group's business. The Price of RM92,800,000 (equivalent to approximately S\$40.0 million) constitutes approximately 3.7% of the Company's market capitalisation as at 21 June 2013 of S\$1,090.84 million, based on a share capital of 2,948,219,971 shares and closing share price of S\$0.37 per share.

The 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 2013.

Interests of Directors and Controlling Shareholders

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

By Order of the Board

Ching Chiat Kwong
Executive Chairman and CEO
24 June 2013