



OXLEY HOLDINGS LIMITED

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

ACQUISITION OF INTEREST IN UNITED ENGINEERS LIMITED

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 Company had, through open-market purchases, acquired an aggregate of 45,321,200 ordinary shares (the “**Acquired Shares**”) in United Engineers Limited (“**UEL**”) (the “**Acquisition**”). The Acquired Shares constitute 7.11% of the total issued and paid-up share capital of UEL.

Information on UEL

UEL is a company incorporated in Singapore and is listed on the Main Board of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”). UEL and its subsidiaries have key business activities in property rental and hospitality, property development, engineering and distribution, as well as manufacturing.

UEL has a portfolio of assets including investment assets which generate steady income. The Acquisition was undertaken by the Group as part of its investments in income generating assets, and is in line with the investment objective of the Company. The Company will not be making a competing offer for UEL.

Purchase Consideration

The total consideration for the Acquired Shares was S\$120,265,000, based on the transacted market prices.

Relative Figures under Rule 1006 of Listing Manual

Based on the unaudited financial statements of the Group for the nine months ended 31 March 2017 (“**9M2017**”), the relative figures computed on the bases set out in Rule 1006 of the Listing Manual in relation to the Acquisition are as follows:

<u>Rule 1006(a)</u>	
Net asset value of the assets to be disposed of, compared with the Group's net asset value	
Size of relative figure	Not applicable
<u>Rule 1006(b)</u>	
Net profits attributable to the assets acquired, compared with the Group's net profits	
Net profits attributable to the Acquired Shares for 3M2017 (S\$'000)	626 ⁽¹⁾
Net profits of the Group for 3M2017 (S\$'000)	62,157
Size of relative figure	1.01%
<u>Rule 1006(c)</u>	
Aggregate value of the consideration given, compared with the Company's market capitalisation based on the total number of issued shares excluding treasury shares	
Value of the consideration given (S\$'000)	120,265
The Company's market capitalisation as at 2 August 2017, based on the total number of issued shares excluding treasury shares (S\$'000)	1,664,595 ⁽²⁾

Size of relative figure	7.22%
Rule 1006(d)	
Number of equity securities issued by the Company as consideration for the acquisition, compared with the number of equity securities previously in issue	
Size of relative figure	Not applicable

Notes:-

- (1) Based on 7.11% of the net profits of UEL for 3M2017 as derived from its unaudited financial statements as announced on 12 May 2017.
- (2) The existing number of issued shares of the Company, excluding treasury shares, is 2,925,474,571 shares. Based on the volume weighted average price of the Company's shares of S\$0.569 traded on the SGX-ST on 2 August 2017, being the last market day preceding the Acquisition.

As the relative figure under Rule 1006(c) exceeds 5% but does not exceed 20%, the acquisition of the Acquired Shares is deemed a "discloseable transaction" under Rule 1010 of the Listing Manual.

Financial Effects

Based on the audited financial statements of the Group for the financial year ended 30 June 2016 ("FY2016"):

- (i) assuming that the Acquisition had been effected at the end of FY2016, the effect of the Acquisition on the NTA of the Group is as follows:

	Before the Acquisition	After the Acquisition
NTA as at 30 June 2016 (S\$'000)	965,220	965,220
Number of shares in issue	2,948,219,971	2,948,219,971
NTA per share as at 30 June 2016 (cents)	33	33

- (ii) assuming that the Acquisition had been effected at the beginning of FY2016, the effect of the Acquisition on the earnings per share ("EPS") of the Group for FY2016 is as follows:

	Before the Acquisition	After the Acquisition
Net profit attributable to owners of the parent for FY2016 (S\$'000)	206,003	186,128
Weighted average number of shares - basic/diluted ('000)	2,942,207	2,942,207
EPS for FY2016 – basic/diluted (cents)	7.00	6.33

The above pro forma financial effects presented are theoretical in nature and solely for illustration purposes as if the transaction had occurred on the dates stated above. They do not represent the actual financial position and/or results of the Group.

Interests of Directors and Controlling Shareholders

Mr Low See Ching, the Deputy CEO and Executive Director of the Company, holds 6,528,800 ordinary shares, constituting 1.02% of the total issued and paid-up share capital of UEL.

Save as disclosed above or through his shareholding in the Company (if any), none of the Directors or controlling shareholders of the Company has any interest, directly or indirectly, in the Acquisition.

By order of the Board

Ching Chiat Kwong
Executive Chairman and CEO
4 August 2017