



**OXLEY HOLDINGS LIMITED**

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

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**DISCLOSURE PURSUANT TO RULE 704(31) OF THE LISTING MANUAL**

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The Board of Directors (the "**Board**") of Oxley Holdings Limited (the "**Company**", and together with its subsidiaries, the "**Group**") wishes to announce that the Company has today entered into a facility agreement (the "**Facility Agreement**") for a term loan facility of an aggregate amount of US\$200 million (the "**Facility**") from Deutsche Bank AG, Hong Kong Branch. The Facility is guaranteed by certain subsidiaries of the Company. The proceeds from the Facility will be used for partial repayment of the existing loan relating to the Royal Wharf project and financing the construction cost of the Royal Wharf project.

Pursuant to Rule 704(31) of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "**Listing Manual**"), the Board wishes to announce that under the terms of the Facility Agreement, all or part of the amounts outstanding under the Facility, together with accrued interest, and all other amounts accrued or outstanding under the finance documents relating to the Facility may become immediately due and payable upon the occurrence of an Event of Default (as defined in the Facility Agreement), which event includes the controlling shareholders of the Company, namely Ching Chiat Kwong and Low See Ching, ceasing to be the legal and beneficial owners (directly or indirectly) of no less than 51% of the issued share capital of the Company (the "**Loan Condition**").

In view that the Company intends to drawdown on the Facility in full, the aggregate level of the Facility that may be affected by a breach of the Loan Condition is US\$200 million, together with accrued interest and all other amounts accrued or outstanding under the finance documents relating to the Facility.

Pursuant to Rule 728(1) of the Listing Manual, the Company has obtained an undertaking from Ching Chiat Kwong and Low See Ching to notify the Company, as soon as they become aware, of any share pledging arrangements relating to the shares of the Company in which they have an interest and of any event which may result in a breach of the Loan Condition.

By order of the Board

Ching Chiat Kwong  
Executive Chairman and CEO  
30 November 2016