



OXLEY HOLDINGS LIMITED

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

ACQUISITION OF INTEREST IN GALLIARD (GROUP) 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 on 15 July 2015 entered into a subscription and shareholders' agreement (the "**Agreement**") for the subscription (the "**Subscription**") of 7,500,000 ordinary shares of GBP0.0001 each (the "**Subscription Shares**") in the share capital of Galliard (Group) Limited ("**Galliard Group**") for a total subscription price of GBP50,000,000 (the "**Subscription Price**"). Following the completion of the Subscription, the Subscription Shares will constitute 20% of the total issued and paid-up share capital of Galliard Group.

Information on Galliard Group

Galliard Group is a company incorporated under the laws of England. Galliard Group and its subsidiaries are principally engaged in property development, hospitality and management, and oversee mixed-use, residential, hotel and commercial projects across London and southern England.

The purpose of the Subscription is for the Group to acquire an interest in Galliard Group and leverage its property development expertise and network in England.

Subscription Price

The Subscription Price of GBP50,000,000 was arrived at based on the net tangible asset ("**NTA**") value of Galliard Group and the projected aggregate built-up value of projects which are currently under development as well as projects whose development plans have been approved.

Based on the audited consolidated financial statements as at 31 March 2014 and the management accounts as at 31 March 2015 of Galliard Group, the NTA value of Galliard Group was approximately GBP24.4 million and approximately GBP56.9 million as at 31 March 2014 and 31 March 2015, respectively.

The Subscription Price will be paid and the Subscription Shares will be issued by Galliard Group to the Company upon completion of the Subscription, which is expected to take place in July 2015.

The Subscription Price will be funded by bank borrowings.

Key Terms of the Agreement

The key terms of the Agreement include the following:-

- (i) the Company shall be entitled to appoint two directors to the board of Galliard Group for as long as the Company (or its permitted transferees) continues to hold at least 10% of the equity shares (being shares other than preference shares) of Galliard Group; and
- (ii) save with the consent of the Company, Galliard Group shall not, *inter alia*, permit or cause to be proposed any amendment to its articles of association, make any material change to the nature of its business or remove any director appointed by the Company.

Relative Figures under Rule 1006 of Listing Manual

Based on the unaudited financial statements of the Group for the nine months ended 31 March 2015 ("9M2015"), the relative figures computed on the bases set out in Rule 1006 of the Listing Manual in relation to the acquisition of the Subscription Shares 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 | Not applicable |
| 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 Subscription Shares for 9M2015 (S\$'000) | 14,338 ⁽¹⁾ |
| Net profits of the Group for 9M2015 (S\$'000) | 97,959 |
| Size of relative figure | 14.64% |
| <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) | 106,140 |
| The Company's market capitalisation as at 14 July 2015, based on the total number of issued shares excluding treasury shares (S\$'000) | 1,193,439 ⁽²⁾ |
| Size of relative figure | 8.89% |
| <u>Rule 1006(d)</u> | |
| Number of equity securities issued by the Company as consideration for the acquisition, compared with the number of equity securities previously in issue | Not applicable |
| Size of relative figure | Not applicable |

Notes:-

- (1) Based on 20% of the net profits of Galliard Group as derived from its unaudited management accounts for the year ended 31 March 2015, pro-rated to 9 months.
- (2) The existing number of issued shares of the Company is 2,948,219,971 shares. Based on the volume weighted average price of the Company's shares of S\$0.4048 traded on the SGX-ST on 14 July 2015, being the last market day preceding the date of the Agreement.

As the relative figures under Rule 1006(b) and 1006(c) exceed 5% but do not exceed 20%, the acquisition of the Subscription 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 2014 ("FY2014"):

- (i) assuming that the Subscription had been effected at the end of FY2014, the effect of the Subscription on the NTA of the Group is as follows:

| | Before the Subscription | After the Subscription |
|--|-------------------------|------------------------|
| NTA as at 30 June 2014 (S\$'000) | 410,442 | 410,442 |
| Number of shares in issue | 2,948,219,971 | 2,948,219,971 |
| NTA per share as at 30 June 2014 (cents) | 13.92 | 13.92 |

- (ii) assuming that the Subscription had been effected at the beginning of FY2014, the effect of the Subscription on the earnings per share ("**EPS**") of the Group for FY2014 is as follows:

| | Before the Subscription | After the Subscription |
|--|-------------------------|------------------------|
| Net profit attributable to owners of the parent for FY2014 (S\$'000) | 286,668 | 288,353 |
| Weighted average number of shares - basic/diluted ('000) | 2,948,219,971 | 2,948,219,971 |
| EPS for FY2014 – basic/diluted (cents) | 9.72 | 9.78 |

The above pro forma financial effects presented are theoretical in nature and only for illustration purposes. They do not represent the actual financial position and/or results of the Group.

Interests of Directors and Controlling Shareholders

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

Document for Inspection

A copy of the Agreement is available for inspection during normal business hours at the registered office of the Company at 50 Raffles Place #11-02 Singapore Land Tower Singapore 048623 for a period of three months from the date of this announcement.

By Order of the Board

Ching Chiat Kwong
Executive Chairman and CEO
15 July 2015