



ASIAN MICRO HOLDINGS LIMITED

COMPANY REGISTRATION NO: 199701052K

PROPOSED ACQUISITION OF OXLEY GLOBAL LIMITED (“OXLEY”) BY WAY OF EXCHANGE FOR NEW ORDINARY SHARES OF ASIAN MICRO HOLDINGS LIMITED (“COMPANY”) – LAPSE OF LONG-STOP DATE OF SHARE PURCHASE AGREEMENT

Unless otherwise defined herein, all capitalised terms used herein shall have the same meaning ascribed to them in the announcements released on 18 September 2013, 18 October 2013 and 26 June 2014.

The board of directors of the Company (the “**Board**”) refers to the announcement dated 18 September 2013, 18 October 2013 and 26 June 2014 (“**SPA Supplemental Announcement**”), in relation to the proposed Shares Exchange subject to and upon the terms and conditions of the Share Purchase Agreement dated 16 September 2013 (as amended by the supplemental agreement dated 26 June 2014).

As stated in the SPA Supplemental Announcement, the Company and the Vendors had agreed to extend the long-stop date of the Share Purchase Agreement to 31 December 2014 (“**Extended Long-Stop Date**”) to enable the restructuring of the Target Group, which will encompass the securing by Oxley of majority interests in assets, undertakings or businesses which are similar, complementary or related to its existing businesses. As of the Extended Long-Stop Date, the Restructuring Exercise has not been completed by the Vendors. Consequently, a formal application to seek the approval of the SGX-ST in respect of the Shares Exchange (“**SGX Approval**”) could not be submitted and the Vendors were not able to satisfy/fulfil one of the Conditions Precedent.

In accordance with the Share Purchase Agreement, as not all of the Conditions Precedent have been satisfied, fulfilled and/or waived (as relevant) by the Extended Long-Stop Date, and following the expiration of ten (10) business days thereafter provided for the Vendors (collectively, the “**Parties**” and each a “**Party**”) to rectify the non- fulfilment of the Conditions Precedent, the Share Purchase Agreement has ipso facto terminated.

Pursuant to the Share Purchase Agreement, no Party shall have any claim against the other Party, save as provided for in the provisions of the Share Purchase Agreement which survive the termination.

The termination of the Share Purchase Agreement is not expected to have any material impact on the Group’s consolidated financial statements for the current financial year ending 30 June 2015.

The Directors (including those who have delegated detailed supervision of the preparation of this Announcement) collectively and individually accept full responsibility for the accuracy of the information given in this Announcement and confirm, after making all reasonable enquiries that to the best of their knowledge and belief, the facts stated and opinions expressed herein are fair and accurate in all material respects as at the date hereof, and that there are no material facts the omission of which would make this Announcement misleading.

For and on behalf of the Board

Lim Kee Liew @ Victor Lim
Executive Chairman, Chief Executive Officer and Group Managing Director

15 January 2015

*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("**Sponsor**"), RHT Capital Pte. Ltd. for compliance with the relevant rules of the SGX-ST. The Company's Sponsor has not independently verified the contents of this announcement including the correctness of any of the figures used, statements or opinions made.*

This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement including the correctness of any of the statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is

Name: Chew Kok Liang.

Address: Six Battery Road #10-01 Singapore 049909

Telephone number: +65 6381 6757