

OFFER INFORMATION STATEMENT DATED 9 MAY 2016

(Lodged with the Monetary Authority of Singapore on 9 May 2016)

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR INVESTMENT, BUSINESS, LEGAL, FINANCIAL, TAX OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY.

This Offer Information Statement (as defined herein) is for the purposes of an offer of up to S\$150,000,000 in aggregate principal amount of Bonds (as defined herein) to be issued by Oxley MTN Pte. Ltd. (the "Issuer") and unconditionally and irrevocably guaranteed by Oxley Holdings Limited (the "Guarantor"), subject to the terms and conditions in this Offer Information Statement.

The sole lead manager and bookrunner to the Offer (as defined herein) (the "Sole Lead Manager and Bookrunner") is DBS Bank Ltd. ("DBS Bank"). A copy of this Offer Information Statement has been lodged with the Monetary Authority of Singapore (the "Authority"). The Authority assumes no responsibility for the contents of this Offer Information Statement. Lodgment of this Offer Information Statement with the Authority does not imply that the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), or any other legal or regulatory requirements, have been complied with. The Authority has not, in any way, considered the merits of the Bonds being offered for investment.

Approval in-principle has been obtained from the Singapore Exchange Securities Trading Limited (the "SGX-ST") for the listing and quotation of the Bonds on the Main Board of the SGX-ST, subject to certain conditions. The Bonds will be admitted to the Official List of the SGX-ST and official listing and quotation will commence after all conditions imposed by the SGX-ST are satisfied, including the Global Certificate (as defined herein) relating thereto having been issued. Approval in-principle granted by the SGX-ST and the listing and quotation of the Bonds are not to be taken as an indication of the merits of the Issuer, the Guarantor, the Guarantor Group (as defined herein), any other member of the Guarantor Group, the joint venture entities and associated entities of the Guarantor Group, the Bonds or the Offer.

The SGX-ST assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Offer Information Statement.

This Offer Information Statement and the Product Highlights Sheet (as defined herein) may not be sent to any person or any jurisdiction in which it would not be permissible to make an offer of the Bonds and the Guarantee (as defined herein), and the Bonds and the Guarantee may not be offered, sold or delivered, directly or indirectly, to any such person or in any such jurisdiction. **The Bonds and the Guarantee have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") or under any securities laws of any state or other jurisdiction of the United States and subject to certain exceptions, may not be offered, sold or delivered, directly or indirectly, within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act ("Regulation S")). The Bonds and the Guarantee are being offered, sold or delivered outside the United States in "offshore transactions" (as defined in Regulation S) to non-U.S. persons in reliance on, and in compliance with, Regulation S. For a description of certain restrictions on the resale or transfer of the Bonds, see the section entitled "Subscription and Sale" of this Offer Information Statement.**

No Bonds shall be allotted or allocated on the basis of this Offer Information Statement later than six months after the date of lodgment of this Offer Information Statement.

Investing in the Bonds involves risks that are described on pages 19 to 35 of this Offer Information Statement.

*Issuer***OXLEY MTN PTE. LTD.***(Incorporated in the Republic of Singapore on 7 October 2014)**(Company Registration Number: 201429802Z)**Guarantor***OXLEY HOLDINGS LIMITED***(Incorporated in the Republic of Singapore on 16 March 2010)**(Company Registration Number: 201005612G)*

OFFER OF UP TO S\$150,000,000 IN AGGREGATE PRINCIPAL AMOUNT OF 4-YEAR 5.15 PER CENT. BONDS DUE 2020 (THE "BONDS") COMPRISING:

- (A) AN OFFER OF UP TO S\$125,000,000 IN AGGREGATE PRINCIPAL AMOUNT OF BONDS AT THE ISSUE PRICE OF 100 PER CENT. TO THE PUBLIC IN SINGAPORE THROUGH ELECTRONIC APPLICATIONS (AS DEFINED HEREIN) (THE "PUBLIC OFFER"); AND
- (B) AN OFFER OF UP TO S\$25,000,000 IN AGGREGATE PRINCIPAL AMOUNT OF BONDS AT THE ISSUE PRICE OF 100 PER CENT. TO INSTITUTIONAL AND OTHER INVESTORS (THE "PLACEMENT"),

PROVIDED THAT:

- (1) THE ISSUER AND THE GUARANTOR RESERVE THE RIGHT TO CANCEL THE OFFER IN THE EVENT THAT LESS THAN S\$25,000,000 IN AGGREGATE PRINCIPAL AMOUNT OF APPLICATIONS ARE RECEIVED UNDER THE OFFER;
- (2) THE ISSUER AND THE GUARANTOR MAY, AT THEIR DISCRETION AND IN CONSULTATION WITH THE SOLE LEAD MANAGER AND BOOKRUNNER, RE-ALLOCATE THE AGGREGATE PRINCIPAL AMOUNT OF BONDS OFFERED BETWEEN THE PUBLIC OFFER AND THE PLACEMENT; AND
- (3) IN THE EVENT OF OVERSUBSCRIPTION IN THE PUBLIC OFFER AND/OR THE PLACEMENT, THE ISSUER AND THE GUARANTOR MAY, AT THEIR DISCRETION AND IN CONSULTATION WITH THE SOLE LEAD MANAGER AND BOOKRUNNER, (I) INCREASE THE ISSUE SIZE OF THE BONDS UNDER THE PUBLIC OFFER AND/OR THE PLACEMENT AND (II) DETERMINE THE FINAL ALLOCATION OF SUCH OVERSUBSCRIPTION BETWEEN THE PUBLIC OFFER AND THE PLACEMENT, SUCH THAT THE MAXIMUM ISSUE SIZE UNDER THE PUBLIC OFFER AND THE PLACEMENT SHALL NOT EXCEED S\$300,000,000 IN AGGREGATE PRINCIPAL AMOUNT OF BONDS.

THE ISSUE PRICE OF THE BONDS IS S\$1 PER S\$1 IN PRINCIPAL AMOUNT OF BONDS (BEING 100 PER CENT. OF THE PRINCIPAL AMOUNT OF THE BONDS) (THE "ISSUE PRICE").

Applications under the Public Offer and the Placement may only be submitted during the time periods described below (or such other time periods as the Issuer may (at its absolute discretion) decide, with the approval of the SGX-ST (if required) and the agreement of the Sole Lead Manager and Bookrunner, and subject to any limitation under any applicable laws).

	Opening dates and times	Closing dates and times
Public Offer via Electronic Applications	10 May 2016 at 9.00 a.m.	16 May 2016 at 12 noon
Placement	10 May 2016 at 9.00 a.m.	16 May 2016 at 12 noon

Applications for the Bonds under the Public Offer may be made through the ATMs (as defined herein) of DBS Bank (including POSB), OCBC Bank and the UOB Group (each as defined herein), the internet banking websites of DBS Bank at <<http://www.dbs.com>>, OCBC Bank at <<http://www.ocbc.com>> and the UOB Group at <<http://www.uobgroup.com>> or the mobile banking interface of DBS Bank.

Sole Lead Manager and Bookrunner

