



ASIAN MICRO HOLDINGS LIMITED

COMPANY REGISTRATION No: 199701052K

ADDITIONAL DISCLOSURES – PROPOSED ACQUISITION OF OXLEY GLOBAL LIMITED (“OXLEY”) BY WAY OF EXCHANGE FOR NEW ORDINARY SHARES OF ASIAN MICRO HOLDINGS LIMITED (“COMPANY”)

All capitalised terms referred to but not defined herein shall have the same meaning ascribed to them in the Company’s announcement dated 18 September 2013 (“Announcement”).

1. INTRODUCTION

The board of directors (“**Board**”) of the Company refers to the Announcement in respect of the proposed Shares Exchange and wishes to further provide to the shareholders the relevant information in relation to the following:

- (a) the scope of services rendered by the Company’s Consultant, Royal Oaks Capital Pte. Ltd., and the basis for arriving at the quantum of the Company’s Consultancy Fee;
- (b) the scope of services rendered by the Vendors’ Consultant, Manus Capital Company Limited, and the basis for arriving at the quantum of the Vendors’ Consultancy Fee; and
- (c) the management reporting structure of the Oxley Group, considering that Oxley has directors on board who are also the principals of certain Vendors.

2. COMPANY’S CONSULTANT

2.1 **Engagement of Company’s Consultant.** The Company’s Consultant has been engaged by the Company for the provision of services with the view of generating new sources of revenue and earnings for the Group, thereby enhancing its shareholders’ value in the long run. Pursuant to such engagement, the Company’s Consultant has introduced the Oxley Group to the Company for its consideration as a potential acquisition target. The scope of services rendered by the Company’s Consultant includes:

- (a) conducting explanatory discussions between the Company and the Oxley Group to determine possible areas of strategic and/or investment interests, and general preliminary interest in the proposed Shares Exchange;
- (b) arranging for the introduction of the Oxley Group to the Company and attending meetings between the Company and the Oxley Group; and
- (c) facilitating discussions and negotiations between the Company and the Oxley Group with the objective of finalising and executing a memorandum of understanding and/or share purchase agreement in respect of the proposed Shares Exchange.

2.2 **Basis for Company’s Consultancy Fee.** The Company agreed that the Company’s Consultancy Fee shall be satisfied by way of allotment and issue of 181,053,972 Company Shares (or equivalent to 30,175,662 Consolidated Company Shares) to the Company’s Consultant upon completion of the Shares Exchange, which will represent (i) an aggregate monetary value of S\$6,035,132.40 (calculated based on the issue price of S\$0.20 per Consolidated Company Shares); or (ii) an aggregate shareholding interest of approximately

2.544% in the Resultant Share Capital of the Company upon completion of the Shares Exchange.

The Company's Consultancy Fee has been agreed upon and negotiated between the Company and the Company's Consultant after arm's length negotiations, taking into account, *inter alia*, the following:

- (a) market precedents of similar transactions;
- (b) the Company's Consultancy Fee is payable only upon successful completion of the proposed Shares Exchange;
- (c) the introduction will and has led to discussions between the Company and the Oxley Group and the execution of the Share Purchase Agreement;
- (d) the established status of the Oxley Group in the areas of specialised investment trusts, advisory services, private equity and asset management, across the Asia-Pacific Region and other jurisdictions, as well as the commercial benefits that may be attributable to the shareholders of the Company arising from the completion of the proposed Shares Exchange; and
- (e) the allotment and issue of the Consolidated Company Shares to the Company's Consultant will be subject to the approval of the shareholders of the Company.

3. VENDORS' CONSULTANT

This section contains information provided by the Oxley Group. Although the Directors have taken reasonable care in the extraction, compilation and reproduction of such information provided by the Oxley Group in their proper form and context in this announcement, they have not verified the accuracy of such information.

3.1 **Engagement of Vendors' Consultant.** Based on the information provided by the Oxley Group, the Board understands that the Vendors' Consultant has been engaged by the Vendors for the provision of the consultancy services in relation to the Shares Exchange, the scope of which includes:

- (a) interaction with Oxley's principals, corporate officers and board members as necessary in relation to the Shares Exchange;
- (b) assisting in the communications with the Company and its representatives in respect of the Shares Exchange;
- (c) assisting in the negotiations on the terms and conditions of the Share Purchase Agreement with the view of safeguarding the interest of Oxley and Vendors; and
- (d) assisting to the best of its abilities the conclusion of the Share Exchange.

3.2 **Basis of Vendors' Consultant Fee.** The Vendors' Consultancy Fee will be satisfied by way of allotment and issue of 189,000,000 Company Shares (or equivalent to 31,500,000 Consolidated Company Shares) to the Vendors' Consultant on completion of the Shares Exchange, which will represent an aggregate monetary value of S\$6,300,000 (calculated based on the issue price of S\$0.20 per Consolidated Company Shares). Such Company

Shares shall form part of the Consideration Shares to be allotted and issued to the Vendors, and will represent approximately (i) 3.0% of the Consideration Shares to be allotted and issued by the Company; and (ii) 2.655% shareholding interest in the Resultant Share Capital, upon completion of the proposed Shares Exchange.

The Board further understands that the Vendors' Consultancy Fee has been agreed upon and negotiated between the Vendors and the Vendors' Consultant after arm's length negotiations, taking into account, *inter alia*, the following:

- (a) Vendors' Consultancy Fee is payable only upon successful completion of the proposed Shares Exchange;
- (b) the issue and allotment of the Consolidated Company Shares to the Vendors' Consultant will be subject to the approval of the shareholders of the Company;
- (c) market precedents of similar transactions; and
- (d) complexity of the transactions in respect of the proposed Shares Exchange and the commercial benefits that may be attributable to the shareholders of Oxley arising from the completion of the proposed Shares Exchange.

4. OXLEY MANAGEMENT

This section contains information provided by the Oxley Group. Although the Directors have taken reasonable care in the extraction, compilation and reproduction of such information provided by the Oxley Group in their proper form and context in this announcement, they have not verified the accuracy of such information.

4.1 **Substantial Shareholders and Directors of Oxley.** Information in relation to the substantial shareholders of Oxley (which has been provided by Oxley) has been set out in Appendix A1 of the Announcement. Apart from Mr. Victor Ong Wei Tak, Mr. Michael Patrick Dwyer, Mr. Mark Edward Pawley and Mr. Alan Dak Lun Wong who are the principals of certain Vendors and the directors of Oxley, Mr. George Filmeridis is also a director of Oxley. Mr. George Filmeridis is the sole shareholder and director of Prometheus Capital Limited, being a company incorporated in the British Virgin Islands owning approximately 3.147% shareholding interest in Oxley. Further information in relation to the board of directors of Oxley is provided under Appendix A of this announcement.

4.2 **Management reporting structure of the Oxley Group.** Based on the information provided by the Oxley Group, the Board understands that the management structure of the Oxley Group is as provided under Appendix A of this announcement.

5. RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement (other than information relating to the Oxley Group, including in particular, paragraphs 3 and 4 of this announcement (collectively, "Oxley Group Information")) and confirm, after making all reasonable enquiries that to the best of their knowledge and belief, the announcement constitutes full and true disclosure of all material facts about the Shares Exchange, the Company's Consultant,

and the Company's Consultancy Fee, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading.

The Vendors collectively and individually accept full responsibility for the accuracy of the information given in this announcement (only in respect of the Oxley Group Information including in particular, paragraphs 3 and 4 of this announcement) and confirm, after making all reasonable enquiries that to the best of their knowledge and belief, the announcement constitutes full and true disclosure of all material facts about the Shares Exchange, the Vendors' Consultant, the Vendors' Consultancy Fee and the management structure of the Oxley Group, and the Vendors are not aware of any facts the omission of which would make any statement in this announcement misleading.

Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors and the Vendors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

6. CAUTION IN TRADING

Shareholders are advised to exercise caution in trading their Company Shares as there is no certainty or assurance as at the date of this announcement that the Shares Exchange and the other relevant transactions as provided in this announcement will be completed. Shareholders are advised to read this announcement and any further announcements by the Company carefully. Shareholders should consult their stockbrokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take.

For and on behalf of the Board

Lim Kee Liew @ Victor Lim
Executive Chairman and Group Managing Director

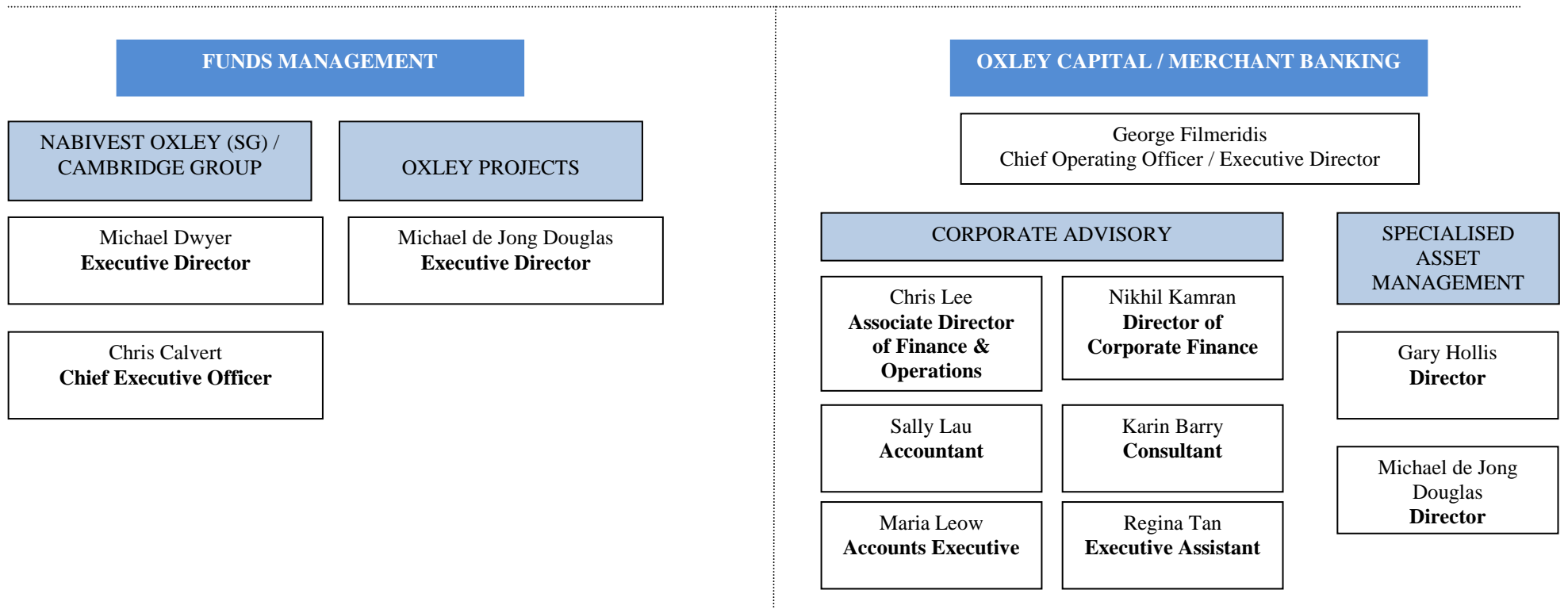
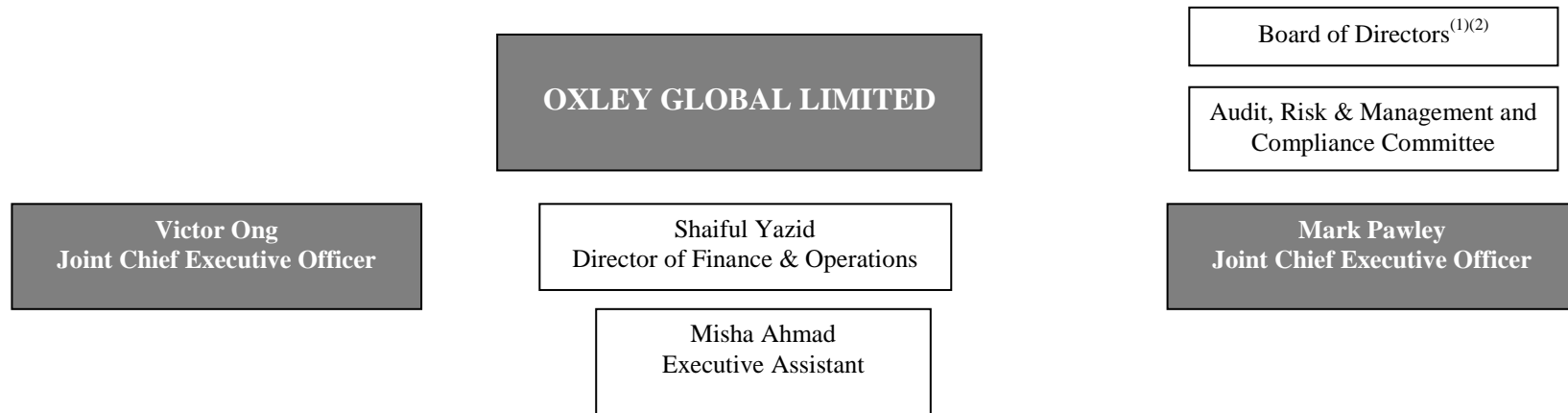
Date: 18 October 2013

*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 Singapore Exchange Securities Trading Limited ("**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 Lau Yan Wai.
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APPENDIX A



APPENDIX A

Notes:

(1) The board of directors of Oxley Global Limited comprises the following members:

- (i) Michael Patrick Dwyer
- (ii) Victor Ong Wei Tak
- (iii) Mark Edward Pawley
- (iv) George Yorgo Filmeridis
- (v) Alan Wong Dak Lun
- (vi) Manish Agarwal
- (vii) Aurix Limited
- (viii) Hanswin Limited
- (ix) Christalis Limited
- (x) Alphero Limited
- (xi) Signoria International Limited

(2) Each of Aurix Limited, Hanswin Limited, Christalis Limited, Alphero Limited and Signoria International Limited are corporate directors permitted to be appointed under Cayman laws.