



**ASIAN MICRO HOLDINGS LIMITED**  
COMPANY REGISTRATION No: 199701052K

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**MEMORANDUM OF UNDERSTANDING**

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**1. Introduction**

The Board of Directors (the “**Board**”) of Asian Micro Holdings Limited (“**AMHL**” or the “**Company**”) wishes to announce that the Company has, on 3 June 2013, entered into a non-binding Memorandum of Understanding (“**MOU**”) with Oxley Global Limited, (“**Oxley**”), acting for and on behalf of the shareholders of Oxley (“**Vendors**”), pursuant to which the parties have reached an understanding to negotiate and finalise a definitive share sale and purchase agreement and other related documents (“**Definitive Documentations**”) in respect of the potential acquisition of Oxley by way of exchange for new ordinary shares of the Company (“**Proposed Transaction**”).

**2. Salient terms of the MOU**

Pursuant to the terms of the MOU, after giving effect to the Proposed Transaction, the Vendors shall take control over AMHL with existing AMHL shareholders holding, in aggregate, approximately 10% of the enlarged share capital of the Company. Accordingly, the Proposed Transaction, if it proceeds to completion, will result in a change of control of the Company and will constitute a “Very Substantial Acquisition” or a “Reverse Take-over Transaction” as defined under Chapter 10 of the Listing Manual, Section B: Rules of Catalyst (“**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”).

The Proposed Transaction shall be subject to certain conditions, including satisfactory due diligence by the parties on each other, as well as approval of the shareholders of the Company, and the consent of the SGX-ST.

Under the terms of the MOU, the Company may issue a convertible note facility to assist in funding the expenses and fees associated with the Proposed Transaction, and Oxley and/or the Vendors may subscribe for an amount of up to S\$1.0 million under the convertible note facility.

The Company and Oxley have agreed to use their respective best endeavors to negotiate in good faith the terms of the Definitive Documentations by 31 July 2013 (or such other later date as the parties may agree), and that both parties shall not, for the period of 3 months from the date of the MOU (or such other later date as the parties may agree), solicit or negotiate with any other party for the purposes of entering into the documentation for a transaction that is similar to the Proposed Transaction.

### **3. Information on Oxley**

Oxley is the holding company of the Oxley Group of companies, a fund management, private equity and multi-family office firm, focusing on sectors such as real estate, power generation, natural resources and infrastructure across the Asia-Pacific Region and other jurisdictions.

The Oxley Group is involved with a number of real estate investment trusts (“**REITs**”), business trusts and syndicates, currently under management or in execution. In Singapore it jointly manages the Cambridge Industrial Trust, an industrial REIT with assets under management of more than S\$1.0 billion, listed on the SGX-ST.

The Oxley Group’s financial advisory arm, Oxley Capital Limited, has representative offices and associates throughout Asia and Europe and is active in corporate advisory, private placement of equity and arrangement of debt financing, across all of the Oxley Group’s core sectors.

### **4. Rationale for Proposed Transaction**

The Board is of the view that the Proposed Transaction represents an opportunity for the Company to acquire a new business which in turn will potentially provide it with a regular and growing revenue stream. The Proposed Transaction will also position the Company for future investments and/or acquisitions in the sectors of REITs, power and natural resources, and infrastructure.

### **5. Interest of Directors and Controlling Shareholders**

Save for their respective shareholding interest in the Company, none of the directors or controlling shareholders of the Company has any interest, direct or indirect, in the Proposed Transaction.

### **6. Further announcements**

The Company will make further announcement as and when there are material development of the Proposed Transaction, and/or to disclose further details of the Proposed Transaction as required under Chapter 10 of the Catalist Rules upon execution of the Definitive Documents.

### **7. Caution in trading**

Shareholders are advised to execute caution in trading their shares as there is no certainty or assurance as at the date of this Announcement that the Definitive Documentation will be entered into, or that the Proposed Transaction 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.

On behalf of the Board

Victor Lim  
Group Managing Director

3 June 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 (**Exchange**). 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 Exchange and the Exchange 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.*

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