SEN YUE HOLDINGS LIMITED
(Formerly known as PNE MICRON HOLDINGS LTD)
Registration No. 200105909M
(Incorporated in the Republic of Singapore)

PROPOSED ACQUISITION OF BALANCE 50% SHAREHOLDINGS INTEREST IN SMC INDUSTRIAL PTE LTD

- RECEIPT OF WAIVER FROM THE REQUIREMENT TO MAKE A MANDATORY GENERAL OFFER

The Board of Directors (the "**Board**") of Sen Yue Holdings Limited (the "**Company**", and together with its subsidiaries, collectively the "**Group**") refers to the Company's announcement made on 11 May 2016 (the "**Announcement**") in relation to the proposed acquisition of balance 50% shareholdings interest in SMC Industrial Pte Ltd ("**SMC**") from Mr Koh Mia Seng (the "**Vendor**") for an aggregate consideration of S$8.9 million (the "**Proposed Acquisition**"). *Unless otherwise defined, all capitalised terms used herein bear the same meanings as in the Announcement.*

The Board is pleased to announce that the SIC has on 6 October 2016, granted a waiver of the obligation of the Vendor to make a general offer for the remaining shares of the Company under Rule 14 of the Code in the event that the Vendor acquires additional shares in the Company which carry 30% or more voting rights of the Company based on the enlarged issued capital of the Company as a result of the allotment and issuance of the Consideration Shares to the Vendor under the Proposed Acquisition (the "**Whitewash Waiver**"), subject to the following conditions:

(a) a majority of holders of voting rights of the Company approve at a general meeting, before the issue of Consideration Shares to the Vendor, a resolution (the "**Whitewash Resolution**") by way of a poll to waive their rights to receive a general offer from the Vendor;

(b) the Whitewash Resolution is separate from other resolutions;

(c) the Vendor, parties acting concert with him and parties not independent of him abstain from voting on the Whitewash Resolution;

(d) the Vendor and his concert parties did not acquire or are not to acquire any shares or instruments convertible into and options in respect of shares of the Company (other than subscriptions for, right to subscribe for, instruments convertible into or options in respect of new shares which have been disclosed in the circular):-

    (i) during the period between the announcement of the Proposed Acquisition and the date shareholders' approval is obtained for the Whitewash Resolution; and

    (ii) in the 6 months prior to the announcement of the Proposed Acquisition but subsequent to negotiations, discussions or the reaching of understandings or agreements with the directors of the Company in relation to the Proposed Acquisition;

(e) the Company appoints an independent financial adviser to advise its independent shareholders on the Whitewash Resolution;

(f) the Company sets out clearly in its circular to shareholders:-

    (i) details of the proposed issue of Consideration Shares in connection with the Proposed Acquisition;

    (ii) the dilution effect to existing shareholders of voting rights of the Company upon the issue of Consideration Shares;

(iii) the number and percentage of voting rights in the Company as well as the number of instruments convertible into, rights to subscribe for and option in respect of shares in the Company held by the Vendor and his concert parties as at the latest practicable date;

(iv) the number and percentage of voting rights to be issued to the Vendor and his concert parties upon the completion of the Proposed Acquisition;

(v) that shareholders, by voting for the Whitewash Resolution, are waiving their rights to a general offer from the Vendor at the highest price paid by the Vendor and his concert parties for the shares in Company in the past 6 months preceding the commencement of the offer;

(g) the circular by the Company to its shareholders states that the waiver granted by the SIC to the Vendor from the requirement to make a general offer under Rule 14 is subject to the conditions stated at (a) to (f) above;

(h) the Company obtains SIC's approval in advance for those parts of the circular that refer to the Whitewash Resolution; and

(i) to rely on the Whitewash Resolution, the issue of Consideration Shares in connection with the Proposed Acquisition must be completed within 3 months of the approval of the Whitewash Resolution.

The circular containing further details on, *inter alia*, the Proposed Acquisition and the Whitewash Resolution, together with the notice of extraordinary general meeting, will be despatched to Shareholders in due course.

Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company. Although the Whitewash Waiver has been granted, the Proposed Acquisition is subject to the fulfilment of, *inter alia*, the conditions set out above and there is no certainty or assurance as at the date of this announcement that the Proposed Acquisition will be completed. Persons who are in doubt as to the action they should take should consult their legal, financial, tax or other professional advisers. Further announcements will be made by the Company as and when appropriate.

By Order of the Board

Neo Gim Kiong
Executive Director and Chief Executive Officer
6 October 2016

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**") for compliance with the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") Listing Manual Section B: Rules of Catalist.

The Sponsor has not verified the contents of this announcement. This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this announcement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Ms Keng Yeng Pheng, Associate Director, Continuing Sponsorship, at 16 Collyer Quay #10-00 Income at Raffles, Singapore 049318, telephone (65) 6229 8088.