CIRCULAR DATED 6 JULY 2022

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY. IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER(S) IMMEDIATELY.

If you have sold or transferred all your shares in the capital of Sen Yue Holdings Limited (Under Judicial Management) (the "**Company**"), you should immediately inform the purchaser or transferee or bank, stockbroker or agent through whom the sale or transfer was effected for onward notification to the purchaser or transferee, that this Circular (together with the Notice of Extraordinary General Meeting ("**EGM**") and the accompanying Proxy Form and Questions Form) may be assessed on SGXNet.

Printed copies of this Circular, Notice of EGM, Proxy Form, and Questions Form will NOT be despatched to Shareholders. The EGM will be held by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 ("**COVID-19 Order**"). **Accordingly, Shareholders will not be able to attend the EGM in person.** Instead, alternative arrangements have been put in place to allow Shareholders to participate at the EGM by way of (a) watching the EGM proceedings via "live" audio-and-video webcast or listening to the EGM proceedings via "live" audio feed, (b) submitting questions in advance of, or "live" at, the EGM, and/or (c) "live" voting at the EGM.

Please refer to Section 14 of this Circular and the Notice of Extraordinary General Meeting for further information, including the steps to be taken by Shareholders to participate at the EGM.

Shareholders should note that the Company may make further changes to its EGM arrangements (including but not limited to any applicable alternative arrangements as may be prescribed or permitted (as the case may be) under the COVID-19 Act and any regulations promulgated thereunder (including the COVID-19 Order) as well as other guidelines issued by the relevant authorities) as the situation evolves. Shareholders are advised to keep abreast of any such changes as may be announced by the Company from time to time on SGXNet.

*This Circular has been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**Exchange**") and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.*

The contact person for the Sponsor is Mr. Joseph Au, 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, sponsorship@ppcf.com.sg.

SEN YUE HOLDINGS LIMITED

(UNDER JUDICIAL MANAGEMENT)
(Company Registration Number. 200105909M)
(Incorporated in the Republic of Singapore)

CIRCULAR TO SHAREHOLDERS
IN RELATION TO

(I) THE PROPOSED ALLOTMENT AND ISSUE OF 1,750,000,000 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY ("SUBSCRIPTION SHARES") AT AN ISSUE PRICE OF S$0.004 PER SUBSCRIPTION SHARE ("ISSUE PRICE") TO ELECTROLOY METAL PTE. LTD. ("PROPOSED SUBSCRIPTION");

(II) THE PROPOSED ALLOTMENT AND ISSUE OF 274,750,000 SUBSCRIPTION SHARES AT THE ISSUE PRICE TO JIANGMENSHI CHANGXIN TECHNOLOGY LIMITED;

(III) THE PROPOSED ALLOTMENT AND ISSUE OF 229,000,000 SUBSCRIPTION SHARES AT THE ISSUE PRICE TO MR. DI LINGBIN;

(IV) THE PROPOSED TRANSFER OF CONTROLLING INTEREST IN THE COMPANY TO ELECTROLOY METAL PTE. LTD. ARISING FROM THE PROPOSED SUBSCRIPTION;

(V) THE PROPOSED WHITEWASH RESOLUTION;

(VI) THE PROPOSED APPOINTMENT OF MR. YAP MENG SING AS EXECUTIVE CHAIRMAN AND CHIEF EXECUTIVE OFFICER OF THE COMPANY;

(VII) THE PROPOSED APPOINTMENT OF MR. LIMJOCO ROSS YU AS INDEPENDENT DIRECTOR OF THE COMPANY;

(VIII) THE PROPOSED APPOINTMENT OF MR. TAY BOON ZHUAN MAX AS INDEPENDENT DIRECTOR OF THE COMPANY; AND

(IX) THE PROPOSED APPOINTMENT OF CROWE HORWATH FIRST TRUST LLP AS AUDITORS.

Independent Financial Adviser in relation to the Proposed Whitewash Resolution

Xandar Capital Pte. Ltd.
(Company Registration Number 200002789M)
(Incorporated in the Republic of Singapore)

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form		19 July 2022 at 10 a.m.
Last date and time to pre-register online to attend the EGM		18 July 2022 at 10 a.m.
Date and time of EGM	:	21 July 2022 at 10 a.m.
Place of Extraordinary General Meeting	:	The EGM will be held by way of electronic means.

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PROXY FORM

DEFINITIONS

In this Circular, the following definitions shall apply throughout unless the context otherwise requires:

"Companies Act"	:	Companies Act 1967 of Singapore (as amended, varied or supplemented from time to time)
"ACRA"	:	Accounting and Corporate Regulatory Authority of Singapore
"Aggregate Consideration"	:	Has the meaning ascribed to it in section 3.2.1 of this Circular
"AGM"	:	Annual general meeting
"Announcement"	:	The announcement of the Company dated 4 April 2022 in relation to the Proposed Subscriptions
"Associate"	:	(a) In relation to any Director, chief executive officer, Substantial Shareholder or Controlling Shareholder (being an individual) means: (i) his immediate family; (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of thirty per cent. (30%) or more; and (b) In relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of thirty per cent. (30%) or more
"Board" or "Board of Directors"	:	The board of directors of the Company for the time being
"Business Day"	:	A day (excluding Saturdays, Sundays and gazetted public holidays) on which banks are open for business in Singapore;
"Catalist Rules"	:	The SGX-ST Listing Manual Section B: Rules of Catalist, as amended or modified from time to time
"CDP"	:	The Central Depository (Pte) Limited
"CEO"	:	Chief Executive Officer
"Circular"	:	This circular to Shareholders dated 6 July 2022
"Code"	:	The Singapore Code on Take-overs and Mergers, as may be amended or modified from time to time
"Company"	:	Sen Yue Holdings Limited (under judicial management)

"Completion"	:	Completion of the Proposed Subscriptions
"Conditions"	:	Has the meaning ascribed to it in section 3.2.4 of this Circular
"Controlling Shareholder"	:	A person who: (a) holds directly or indirectly fifteen per cent. (15%) or more of all voting shares in the Company. The SGX-ST may determine that a person who satisfies this paragraph is not a controlling shareholder; or (b) in fact exercises control over the Company
"COVID-19 Act"	:	The COVID-19 (Temporary Measures) Act 2020, as amended, modified or supplemented from time to time, which, *inter alia*, enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means
"COVID-19 Order"	:	The COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, as amended, modified or supplemented from time to time, which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies
"Director"	:	A director of the Company
"EGM"	:	The extraordinary general meeting of the Company, to be convened and held on 21 July 2022
"Electroloy"	:	Electroloy Metal Pte. Ltd.
"Enlarged Share Capital"	:	Has the meaning ascribed to it in section 3.2.2 of this Circular
"Existing Share Capital"	:	Has the meaning ascribed to it in section 3.1 of this Circular
"FY"	:	Financial year ended or ending 30 September
"Group"	:	The Company and its Subsidiaries, collectively, for the time being
"Independent Shareholders"	:	Shareholders who are deemed to be independent for the purpose of the Proposed Whitewash Resolution, being Shareholders other than (i) Electroloy, (ii) parties acting in concert with Electroloy, and (iii) parties not independent of the Proposed Subscription by Electroloy for the purpose of the Proposed Whitewash Resolution
"IFA"	:	Xandar Capital Pte. Ltd., the independent financial adviser in relation to the Proposed Whitewash Resolution

"IFA Letter"	:	The letter dated 6 July 2022 from the IFA in relation to the Proposed Whitewash Resolution as set out in Appendix A to this Circular
"Issue Price"	:	Has the meaning ascribed to it in section 3.2.1 of this Circular
"Jiangmenshi"	:	Jiangmenshi Changxin Technology Limited
"Judicial Managers"	:	Chee Yoh Chuang and Lin Yueh Hung c/o RSM Corporate Advisory Pte Ltd
"Latest Practicable Date"	:	23 June 2022, being the latest practicable date prior to the issuance of this Circular
"LQN"	:	Has the meaning ascribed to it in section 3.7 of this Circular
"Mr. Di"	:	Di Lingbin
"Mr. Yap"	:	Yap Meng Sing
"NAV"	:	Net asset value
"Notice of EGM"	:	The notice of EGM (or any adjournment thereof) which is set out on pages N-1 to N-7 of this Circular
"NOC"	:	Has the meaning ascribed to it in section 2.1 of this Circular
"Proposed Appointment of New Auditors"	:	The proposed appointment of Crowe Horwath First Trust LLP as the auditors of the Company in place of the retired auditors, Deloitte & Touche LLP
"Proposed Board Reconstitution"	:	Has the meaning ascribed to it in section 3.2.4(e) of this Circular
"Proposed Directors"	:	Has the meaning ascribed to it in section 6.1 of this Circular
"Proposed Subscriptions"	:	The proposed allotment and issue of up to an aggregate of 2,253,750,000 Subscription Shares by the Company to the Subscribers at the Issue Price subject to and on the terms and conditions of the Subscription Agreements
"Proposed Transactions"	:	Collectively, (i) the Proposed Subscriptions; (ii) the Proposed Whitewash Resolution; (iii) the Proposed Transfer of Controlling Interest; and (iv) Proposed Board Reconstitution
"Proposed Transfer of Controlling Interest"	:	Has the meaning ascribed to it in section 5 of this Circular
"Proposed Whitewash Resolution"	:	The resolution by the Independent Shareholders of the Company (on a poll taken) to unconditionally and irrevocably waive their right under Rule 14 of the Code to receive a mandatory general offer from Electroloy following the allotment and issue of the Subscription Shares by the Company to Electroloy pursuant to the Proposed Subscription
"Register of Members"	:	Register of members of the Company
"Schemes"	:	Has the meaning ascribed to it in section 2.1 of this Circular

"SFA"	:	Securities and Futures Act 2001 of Singapore (as amended, varied or supplemented from time to time)
"SGX-ST"	:	The Singapore Exchange Securities Trading Limited
"SGXNet"	:	The SGXNet Corporate Announcement System, being a system network used by listed companies to send information and announcements to the SGX-ST or any other system networks prescribed by the SGX-ST
"Share Sale Agreement"	:	Has the meaning ascribed to it in section 3.2.3 of this Circular
"Shares"	:	Ordinary shares in the capital of the Company, and each a "**Share**"
"Share Registrar"	:	M & C Services Private Limited, the share registrar of the Company
"Shareholders"	:	Registered holders of Shares in the Register of Members, or where the registered holder is the CDP, the term "**Shareholders**" shall, in relation to such Shares and where the context admits, mean the persons named as Depositors in the Depository Register maintained by the CDP whose Securities Accounts are credited with those Shares
"SIC"	:	Securities Industry Council of Singapore
"SIC Conditions"	:	Conditions imposed by the SIC to which the Whitewash Waiver is subject, details of which are set out in Section 4 of this Circular
"SMCI"	:	SMC Industrial Pte Ltd (under judicial management)
"Sponsor"	:	PrimePartners Corporate Finance Pte. Ltd.
"Subscribers"	:	Electroloy, Jiangmenshi and Mr. Di collectively, and each a "**Subscriber**"
"Subscription Agreements"	:	The 3 separate definitive subscription agreements dated 4 April 2022 entered into by the Company and each of the Subscribers in relation to the Proposed Subscriptions, as amended and supplemented by the supplemental agreements dated 27 June 2022, and each a "**Subscription Agreement**"
"Subscription Shares"	:	2,253,750,000 new Shares to be issued by the Company to the Subscribers pursuant to the Proposed Subscriptions, and each a "**Subscription Share**"
"Substantial Shareholder"	:	A person who has an interest in the Shares, the total votes attached to which are not less than five per cent. (5%) of the total votes attached to all the voting shares of the Company
"SYH"	:	SYH Resources Pte. Ltd.
"S$" and "cents"	:	Singapore dollars and cents, respectively, the lawful currency of the Republic of Singapore

"Third Party"	:	Has the meaning ascribed to it in section 3.2.3 of this Circular
"Whitewash Waiver"	:	The waiver of the requirement under Rule 14 of the Code for Electroloy to make a mandatory general offer for all the issued Shares in the capital of the Company not already owned or controlled by them as a result of the allotment and issue of the Subscription Shares by the Company to Electroloy pursuant to the Proposed Subscriptions
"%" or "per cent."	:	Per centum or percentage

Depositors. The terms "**Depositor**", "**Depository Agent**" and "**Depository Register**" shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

Subsidiaries. The term "**subsidiaries**" shall have the meaning ascribed to it in Section 5 of the Companies Act.

References. Words importing the singular shall, where applicable, include the plural and *vice versa* and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall, where applicable, include corporations.

Time and date. Any reference to a time of day and date in this Circular is made by reference to Singapore time and date, unless otherwise stated.

Statutes. Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any term defined under the SFA, the Companies Act or the Catalist Rules or any statutory or regulatory modification thereof and used in this Circular shall, where applicable, have the meaning assigned to it under the SFA, the Companies Act or the Catalist Rules or such statutory or regulatory modification thereof, as the case may be, unless otherwise provided.

Rounding. Any discrepancies in figures included in this Circular between the amounts listed and their actual values are due to rounding. Accordingly, figures may have been adjusted to ensure that totals or sub-totals shown, as the case may be, reflect an arithmetic aggregation of the figures that precede them.

Legal Adviser. The Company has appointed Rajah & Tann Singapore LLP as the legal adviser to the Company as to Singapore law in relation to the Proposed Transactions and the Proposed Appointment of New Auditors.

SEN YUE HOLDINGS LIMITED
(UNDER JUDICIAL MANAGEMENT)
(Company Registration Number. 200105909M)
(Incorporated in the Republic of Singapore)

Board of Directors		**Registered Office:**
Koh Mia Seng	*(Non-Executive Non-Independent Chairman)*	3 Jalan Pesawat Singapore 619361
Liew Nyok Wah	*(Executive Director)*	
Chim Suan Kit Mark	*(Lead Independent Non-Executive Director)*	
Yu Lihong	*(Independent Non-Executive Director)*	
Lau Yan Wai	*(Independent Non-Executive Director)*	

Judicial Managers

Chee Yoh Chuang and Lin Yueh Hung *c/o RSM Corporate Advisory Pte Ltd*	8 Wilkie Road, #03-08, Wilkie Edge Singapore 228095

6 July 2022

To : The Shareholders of the Sen Yue Holdings Limited (Under Judicial Management)

Dear Sir/Madam

1. INTRODUCTION

1.1 Purpose of the Circular

The Judicial Managers are convening the EGM to be held on 21 July 2022 at 10 a.m. to seek Shareholders' approval for (a) the Proposed Transactions and (b) the Proposed Appointment of New Auditors.

The purpose of this Circular is to provide Shareholders with information relating to, and to seek Shareholders' approval for (a) the Proposed Transactions and (b) the Proposed Appointment of New Auditors at the EGM, notice of which is set out on pages N-1 to N-7 of this Circular.

The SGX-ST assumes no responsibility for the accuracy or correctness of any statements or opinions made, or reports contained in this Circular.

1.2 Inter-conditionality of Resolutions relating to the Proposed Transactions

Shareholders should note that:

(a) **the resolutions relating to the Proposed Subscriptions by Electroloy, the Proposed Whitewash Resolution and the Proposed Transfer of Controlling Interest are inter-conditional on one another. If any of the aforementioned resolutions is not approved, the other aforementioned resolutions will not be passed; and**

(b) **the resolutions relating to the Proposed Subscriptions by the Subscribers and the appointments of the Proposed Directors are inter-conditional on one another. If any of the aforementioned resolutions is not approved, the other aforementioned resolutions will not be passed,**

for the following reasons:

(a) the Proposed Transfer of Controlling Interest is a consequence of the Proposed Subscription by Electroloy and Electroloy does not intend to make a general offer under Rule 14 of the Singapore Code on Take-overs and Mergers as a result of the Proposed Subscription and accordingly, the Proposed Subscription by Electroloy is contingent upon the passing of the resolutions for Proposed Transfer of Controlling Interest and the Proposed Whitewash Resolution; and

(b) the Proposed Subscriptions will only proceed if the proposed appointments of the Proposed Directors are approved at the EGM as the proposed appointments of the Proposed Directors are one of the Conditions to the Completion.

2. THE PROPOSED TRANSACTIONS

2.1 Background and rationale

Reference is made to the Announcement, where the Company announced that it had on 4 April 2022 entered into three (3) separate Subscription Agreements with each of the Subscribers in relation to the Proposed Subscriptions.

Trading in the Company's Shares on the SGX-ST has been voluntarily suspended since 4 May 2020 pursuant to Catalist Rules 1303(3)(a) and 1303(3)(c). Since 1 April 2021, the Judicial Managers have been appointed as Interim Judicial Managers and thereafter Judicial Managers on 10 May 2021, to manage the affairs, business and property of the Company and its wholly owned subsidiary, SMCI, in order to achieve, amongst others, the survival of the Company and SMCI.

Together with the Proposed Subscriptions, the Judicial Managers will propose a debt restructuring exercise to address the debts of the Company and SMCI by way of separate scheme of arrangement ("**Schemes**") for the Company and SMCI, respectively pursuant to Section 210 of the Companies Act 1967 or Section 71 of the Insolvency, Restructuring and Dissolution Act 2018 to be approved by the creditors of the Company and SMCI, and to be sanctioned by order of the High Court of Singapore, such settlement being contemplated to be satisfied by payment in cash. To that end, the Judicial Managers have assessed various options and investment proposals.

Subject to Shareholders' approval being obtained for the Proposed Transactions at the EGM, the Company proposes to undertake the Proposed Subscriptions and the Schemes to resolve the debts of SMCI and the Company and to create a viable trading resumption proposal for the Group.

Pursuant to the considerations above, the Company is of the view that the investment by the Subscribers through the Proposed Subscriptions is beneficial to the Company and the Group. The Proposed Subscriptions, if successfully completed, will allow for certainty of funding resulting in the Company and SMCI being able to address their debts by way of the Schemes and to enable the Company and SMCI to continue operating as a going concern, which is vital

for the continuity of the Group, and the Company will also have further access to funds for working capital.

As at the Latest Practicable Date, the Judicial Managers are of the opinion that after taking into consideration:

(a) the present bank facilities, the working capital available to the Group is not sufficient to meet its present requirements for the reasons set out above in this paragraph; and

(b) the present bank facilities, the Proposed Subscriptions and the net proceeds therefrom and the Group's present internal resources and assuming the completion of the Schemes, the working capital available to the Group will be sufficient to meet its present requirements.

Without the Proposed Subscriptions and the Schemes, the Company and SMCI will not be able to resolve their debts or to continue operating as going concerns, which are preconditions for a viable proposal for the resumption of trading.

As disclosed in the Announcement, the Company has to comply with the directives of the SGX-ST as set out in paragraph 4.2 of the Notice of Compliance ("**NOC**") issued by the SGX Regco to the Company dated 18 June 2020 which requires that the Company's board composition shall remain unchanged until completion of the independent review by Foo Kon Tan Advisory Services Pte Ltd and satisfactory resolution of the findings by Foo Kon Tan Advisory Services Pte Ltd. Accordingly, the Company will apply to the SGX-ST through its Sponsor for approval for the Proposed Board Reconstitution in due course following the EGM.

It is a condition to the Completion that the Proposed Board Reconstitution is subject to Shareholders' approval being obtained by the Company. Accordingly, the Proposed Board Reconstitution is subject to prior approvals being obtained from the Shareholders and the SGX-ST. To fulfil the above condition to the Completion, the Company is seeking Shareholders' approval for the Proposed Board Reconstitution at the EGM, subject to approval being obtained from the SGX-ST for the Proposed Board Reconstitution.

3. THE PROPOSED SUBSCRIPTIONS

3.1 Information on the Subscribers

Shareholders should note that information relating to the Subscribers in this paragraph and elsewhere in this Circular was provided by the Subscribers. The Judicial Managers have not independently verified the accuracy and correctness of such information herein.

Subscriber	Background
Electroloy	Electroloy is a Singapore private limited company incorporated in 1977. It is principally engaged in the business of developing, manufacturing and providing customized soldering products and services to electronics, semiconductor and automotive industries. With more than 40 years of experience, Electroloy Metal Pte Ltd has an established presence and reputation in the solder industry. Electroloy, an existing joint venture partner of the Group, approached the Company and expressed an interest to invest in the Company. In October 2019, Electroloy entered into a joint venture arrangement with the Company's wholly-owned subsidiaries, SMCI and SMCI Refinery Pte. Ltd. and Wang Chun

Subscriber	Background
	Jian to build a resource smelting facility in Singapore to extract and recover metals and materials from waste materials and metal scraps. As at the Latest Practicable Date, the construction of the smelter is suspended, pending re-negotiation of the joint venture agreement among the joint venture partners. Electroloy currently does not own any Shares of the Company. Mr. Yap, a director and shareholder (approximately 44.06%) of Electroloy, holds 5,950,000 Shares, representing approximately 0.6% of the existing issued and paid-up share capital (excluding treasury shares and subsidiary holdings) of the Company comprising 984,280,038 Shares as at the Latest Practicable Date ("**Existing Share Capital**").
Jiangmenshi	Established in 2006, Jiangmenshi is a leading research and development company focusing on the development of production technology for high performance lithium battery materials. Jiangmenshi is an existing substantial Shareholder of the Company, holding 120,000,000 Shares, representing approximately 12.19% of the Existing Share Capital. Jiangmenshi approached the Company and expressed an interest to increase its investment in the Company and, as the Company understands, has entered into the Subscription Agreement for the purpose of its financial investment and with a view to maintaining its existing shareholding percentage.
Mr. Di	Mr. Di is a private investor and he is an existing substantial Shareholder of the Company holding 100,000,000 Shares, representing approximately 10.16% of the Existing Share Capital. Mr. Di approached the Company and expressed an interest to increase its investment in the Company and, as the Company understands, has entered into the Subscription Agreement for the purpose of his financial investment and with a view to maintaining his existing shareholding percentage in the Company.

There is no introducer for the Proposed Subscriptions. As set out in the table above, the Subscribers approached the Company separately, and have expressed interest to invest in the Company and subscribe for the Subscription Shares for their respective investment purposes. No introducer fee or commission is paid or payable by the Company in connection with the Proposed Subscriptions.

Each of the Subscribers are subscribing for the Subscription Shares as principal and for their own benefit.

To the best of the Company's knowledge, the Subscribers are unrelated to each other.

Save as disclosed above and in relation to the Proposed Subscriptions, the Subscribers do not hold, directly or indirectly, any Shares in the Company and do not have any other existing connections (including business relationships) with the Company, its Directors and Substantial Shareholders.

3.2 Salient Terms of the Subscription Agreements

3.2.1 Aggregate Consideration

The aggregate cash consideration of S$9,015,000 ("**Aggregate Consideration**") payable by the Subscribers to the Company as consideration for the subscription of the Subscription Shares was arrived at on a willing-buyer and willing-seller basis between the Company and the Subscribers.

The issue price of S$0.004 per Subscription Share ("**Issue Price**") represents a discount of approximately 82.0% to the volume weighted average price of S$0.0222 per Share for trades done on the SGX-ST for the full market day on 27 April 2020, being the last full market day preceding the trading halt of the Company on 28 April 2020 till 3 May 2020, and the subsequent suspension of trading in the Shares on 4 May 2020.

In determining the discount as set out above, the Company had taken into consideration, *amongst others*, (a) the historical traded price of the Shares before the trading suspension is not reflective of the market value of the Company; (b) trading of the Shares have been voluntarily suspended since 4 May 2020 pursuant to Catalist Rules 1303(3)(a) and 1303(3)(c); (c) SMCI and the Company have been in interim judicial management since 1 April 2021 and judicial management since 10 May 2021; and (d) the Proposed Subscriptions, if successfully completed, will allow for certainty of funding resulting in the Company and SMCI being able to address their debts by way of the Schemes and to enable SMCI to continue operating as a going concern.

3.2.2 **Subscription Shares**

Pursuant to the terms of the Subscription Agreements, the Subscribers shall subscribe for the Subscription Shares in the proportions as set out in the table below:

Subscriber	Number of Subscription Shares	Proportion of Aggregate Consideration payable on Completion
Electroloy	1,750,000,000	S$7,000,000
Jiangmenshi	274,750,000	S$1,099,000
Mr. Di	229,000,000	S$916,000
TOTAL	**2,253,750,000**	**S$9,015,000**

At the Latest Practicable Date, the Subscription Shares represent in aggregate (a) approximately 228.97% of the Existing Share Capital and (b) approximately 69.60% of the enlarged issued and paid-up share capital (excluding treasury shares and subsidiary holdings) of the Company comprising 3,238,030,038 Shares following the successful completion of the Proposed Subscriptions ("**Enlarged Share Capital**"), assuming there are no changes to the number of Shares (excluding treasury shares and subsidiary holdings) of the Company before the completion of the Proposed Subscriptions.

The Subscription Shares shall be issued free from any and all encumbrances whatsoever and shall rank *pari passu* with all the existing Shares with all rights and benefits attached thereto at Completion.

3.2.3 **Potential Sale of Subscription Shares by Electroloy to Third Party**

As disclosed in the Announcement, Electroloy will be entering into a share sale agreement with a third party unrelated to the Group and Electroloy ("**Third Party**") for the sale of up to 323,800,000 Shares to be allotted and issued to Electroloy pursuant to the Proposed Subscriptions, representing approximately 10.0% of the Enlarged Share Capital (the "**Share Sale Agreement**"). The transfer of up to 323,800,000 Shares will take place either

after or subject to the receipt of SGX's approval for such transfer during the suspension of trading of Shares in the Company, before the resumption of trading of the Company.

Electroloy confirms that the Third Party will not be a person acting in concert or deemed to be acting in concert with Electroloy nor will the Third Party be a person falling within the categories of persons listed in Rule 812 of the Catalist Rules (including the existing Board of Directors of the Company and the board of directors the Company to be reconstituted subsequent to the Proposed Board Reconstitution) and is not an associate of the Group, the existing Board and the board to be reconstituted. In the event that the Third Party is a person falling within the categories of persons listed in Rule 812 of the Catalist Rules, the Company will seek shareholders' approval for the entry into the Share Sale Agreement in a general meeting pursuant to Rule 812(2) of the Catalist Rules and the Third Party and his/her respective associates will abstain from voting on the relevant resolution approving the Share Sale Agreement.

As at the Latest Practicable Date, no Share Sale Agreement has been formalised or entered into by Electroloy with any Third Party. Once the identity of such Third Party or the Share Sale Agreement has been firmed up, Electroloy will notify the Company and an announcement on the entry into the Share Sale Agreement will be made by the Company in accordance with the SGX-ST Catalist Rules in due course.

3.2.4 **Conditions Precedent**

Under the Subscription Agreements, the Completion is conditional upon the satisfaction or waiver of certain conditions ("**Conditions**") including *inter alia* the following:

(a) a separate deed of warranty setting out representations, undertakings, warranties and/or covenants to be provided by the Company for the benefit of the respective Subscribers in connection with the Subscription Agreements in the agreed form being entered into by the Company with the respective Subscribers;

(b) the Schemes becoming effective and binding in accordance with their respective terms under the Companies Act;

(c) the results of the business and operational, financial and legal due diligence investigations on the Group by the Subscribers being to the sole satisfaction of the Subscribers;

(d) the Subscribers being satisfied that the aggregate unsecured liabilities of the Company and SMCI (excluding related parties' claims) prior to the Schemes coming into effect not exceeding S$35.3 million;

(e) approvals being obtained from the Shareholders for (i) the issuance of Subscription Shares, (ii) the transfer of controlling interest in the Company to Electroloy; and (iii) the reconstitution of the board of directors of the Company (including the nomination and appointment of three (3) (whether executive or non-executive) directors (one of whom will be the chairman of the board of directors of the Company) and such other change as may be proposed by Electroloy) ("**Proposed Board Reconstitution**") subject to approval being obtained from the SGX-ST for the Proposed Board Reconstitution;

(f) prior approval being obtained from the SGX-ST for the Proposed Board Reconstitution and the Company's compliance with the directives of the SGX-ST as set out in paragraph 4.2 of the Notice of Compliance issued by the SGX Regco to the Company dated 18 June 2020 which requires that the Company's board composition shall remain unchanged until completion of the independent review by

Foo Kon Tan Advisory Services Pte Ltd and satisfactory resolution of the findings by Foo Kon Tan Advisory Services Pte Ltd;

(g) (in the case of Electroloy) the grant by the SIC and the SIC not having revoked or repealed such grant) of the Whitewash Waiver, subject to (i) any conditions that the SIC may impose, provided that such conditions are reasonably acceptable to Electroloy; and (ii) the Independent Shareholders approving the Proposed Whitewash Resolution which if passed by the independent Shareholders would result in a waiver by the independent Shareholders of their right to receive a mandatory general offer from Electroloy in connection with the issue of the Subscription Shares at the EGM;

(h) (in the case of Electroloy) the IFA having been appointed by the Company to make its recommendation for the purpose of the Proposed Whitewash Resolution;

(i) (in the case of Electroloy) the appointment of an observer by Electroloy to the Company's, SMCI's and SYH's board with rights to attend and speak at board and other board committee, as well as management meetings of the Company, SMCI and SYH as well as (to the extent within the control of the Judicial Managers using their reasonable endeavours) other companies within the Group and right to observe the day-to-day business operations of the Company, SMCI and SYH without voting rights;

(j) where the terms of any contract to which a Group company is a party contains any restrictions or prohibition on the change in control of the shareholdings and/or the board of directors of the Company or includes any right to terminate exercisable prior to or as a result of any matter contemplated by the Subscription Agreements, the receipt of all necessary written confirmation or waiver (in a form and on terms (if any) satisfactory to the Subscribers) from the counterparties thereto, consenting to the transactions contemplated under or arising from the Subscription Agreements or waiving of such restrictions or prohibition in relation to any such change arising from the transactions under the Subscription Agreements or of any such right to terminate;

(k) the audit on the consolidated accounts of the Group for the financial year ended 30 September 2021 being commenced in accordance with the applicable accounting standards and the applicable laws;

(l) (in the case of Electroloy) an undertaking being given by the Judicial Managers to Electroloy that the total professional fees (including the Judicial Managers, scheme managers, and legal counsel and IFA appointed or required to be appointed by the Company and/or SMCI) incurred by the Company and SMCI in connection with or arising from the Schemes, the Subscription Agreements and the judicial management on the Company and SMCI should not exceed in aggregate S$2.56 million (before tax and disbursements), on the basis that the judicial management orders on the Company and SMCI are discharged within two weeks from the date of Completion;

(m) there being no material adverse change, or events, acts or omissions likely to lead to such a change (as determined by the Subscribers), in the business, assets, prospects, performance, financial position or results of operations of Group occurring on or prior to the Completion;

(n) there being no delisting of the existing Shares from the SGX-ST on or prior to the Completion, and there being no order or threat (other than the risk that the Company may face delisting if the SGX-ST does not approve the trading resumption proposal) of such delisting post-Completion; and

(o) such consents, approval or waiver (in the case of Jiangmengshi and Mr. Di only, including but not limited to the approval of the State Administration of Foreign Exchange (国家外汇管理局) and the People's Bank of China (中国人民银行) for the remittance of the consideration for the Proposed Subscriptions by Jiangmenshi and Mr. Di from the People's Republic of China to Singapore) as may be required (or deemed necessary by the parties to the Subscription Agreements) being obtained from any other person(s), including but not limited to any governmental, regulatory body or competent authority having jurisdiction over the parties in respect of the transactions contemplated in the Subscription Agreements and such consents, approvals or waivers not having been amended or revoked and if any such consents, approvals or waivers are subject to conditions, such conditions being reasonably acceptable to the parties.

As at the Latest Practicable Date, the Conditions set out in sections 3.2.4(g), (h) and (i) have been fulfilled while the other Conditions have not been satisfied and the parties are in the process of satisfying the Conditions prior to Completion.

3.2.5 **Long-Stop Date**

Under the Subscription Agreements, if the Conditions are not satisfied and are not otherwise waived by the relevant Subscribers by 31 July 2022 or such other date as the parties may agree in writing, the Subscription Agreements shall lapse, whereupon parties shall cease to have any rights or claims against the other party whatsoever (save for antecedent breaches).

3.2.6 **Completion**

Completion of the Proposed Subscriptions in respect of each Subscriber under the relevant Subscription Agreement shall take place on the date falling five (5) business days after the fulfilment of the Conditions (to the extent not waived in accordance with the relevant Subscription Agreement) (or other such date as the Company and the relevant Subscriber may agree).

Without prejudice to any other remedies available, if in any respect the completion provisions of a Subscription Agreement are not complied with by any party on the date of Completion, the party not in default may:

(a) elect to terminate the Subscription Agreement (other than the surviving provisions) whereupon neither party shall have any claim whatsoever against the other under the Subscription Agreement; or

(b) defer Completion to a date not more than twenty (20) days after the date of Completion (and so that the completion provisions shall apply to Completion as so deferred); or

(c) effect Completion so far as practicable having regard to the defaults which have occurred (without prejudice to their rights thereunder).

3.3 Intended Use of Proceeds

The proceeds from the Proposed Subscriptions will be utilised by the Company in the following manner:

Use of proceeds	Proportion (%)
Repayment of debts pursuant to the Schemes	77.7%
Working capital purpose	22.3%

Use of proceeds	Proportion (%)
Total	**100%**

The Company will make periodic announcements on the utilisation of the proceeds from the Proposed Subscriptions as and when the funds are materially disbursed and whether such use is in accordance with the stated use and in accordance with the percentage allocated. The Company will also provide a status report on the use of the proceeds raised from the Proposed Subscriptions in the Company's financial statements issued under Rule 705 of the Catalist Rules and the Company's annual report. Where the proceeds are used for working capital purposes, the Company will provide a breakdown with specific details on how the proceeds have been applied in the announcements and the status report. Where there is any material deviation from the stated use of proceeds, the Company will announce the reasons for such deviation. Pending the deployment of the proceeds from the Proposed Subscriptions, such proceeds may be placed as deposits with financial institutions or invested in short term money markets or debt instruments or for any other purposes on a short-term basis as the Directors may deem fit, from time to time.

3.4 Compliance Placement

In the event that the public float of the Company falls below 10% after the Proposed Subscriptions, the Company will undertake a compliance placement to restore the public float to ensure that the public float requirements continue to be met immediately after completion of the Proposed Subscriptions.

3.5 No Placement Agent

The Proposed Subscriptions are not underwritten and there is no placement agent appointed for the purpose of the Proposed Subscriptions. The offer and allotment and issue of the Subscription Shares is made pursuant to the exemption under Section 272B of the SFA. As such, no prospectus or offer information statement will be issued by the Company in connection with the Proposed Subscriptions.

3.6 Shareholders' Approvals for the Proposed Subscriptions

With respect to the Proposed Subscriptions, the Company is seeking approval from Shareholders at the EGM in relation to the following:

(a) the Proposed Subscriptions by the Subscribers (other than Electroloy) who fall within the categories of persons listed in Rule 812(1) of the Catalist Rules. Pursuant to Rule 812(1) of the Catalist Rules, an issue must not be placed to, *inter alia*, an issuer's directors and substantial shareholders. Rule 812(2) of the Catalist Rules further provides that Rule 812(1) will not apply if specific shareholder approval for such a placement has been obtained;

(b) the Proposed Transfer of Controlling Interest to Electroloy as a result of the Proposed Subscriptions. Pursuant to Rule 803 of the Catalist Rules, an issuer must not issue securities to transfer a controlling interest without prior approval of shareholders in a general meeting; and

(c) the allotment and issue of the Subscription Shares pursuant to the Proposed Subscriptions. Pursuant to Rule 805(1) of the Catalist Rules and Section 161 of the Companies Act, an issuer must obtain prior approval of shareholders in general meeting for, *inter alia*, the issue of shares.

(d) The issue of the Subscription Shares at the Issue Price which represents a discount of approximately 82.0% to the volume weighted average price of S$0.0222 per Share for trades done on the SGX-ST for the full market day on 27 April 2020, being the last full market day preceding the trading halt of the Company on 28 April 2020 till 3 May 2020, and the

subsequent suspension of trading in the Shares on 4 May 2020.

Pursuant to Rule 811(1) of the Catalist Rules, an issue of shares must not be priced at more than 10% discount to the weighted average price for trades done on the SGX-ST for the full market day on which the placement or subscription agreement is signed. If trading in the issuer's shares is not available for a full market day, the weighted average price must be based on the trades done on the preceding market day up to the time the placement agreement is signed an issuer must obtain prior approval of shareholders in general meeting for, *inter alia*, the issue of shares. Rule 811(3) of the Catalist Rules provides that Rule 811(1) will not apply if specific shareholder approval for such issue of shares has been obtained.

In addition, the Company is seeking approval from the Independent Shareholders for the Proposed Whitewash Resolution at the EGM.

3.7 Additional Listing Application and Resumption of Trading Proposal

Completion of the Proposed Subscriptions is not conditional on the receipt of the listing and quotation notice ("**LQN**") for the listing and quotation of the Subscription Shares on the Catalist nor any in-principle approval given by the SGX-ST for the resumption of trading of the Company.

The Company will apply to the SGX-ST through its Sponsor, for the dealing in, listing of and quotation for the Subscription Shares on the Catalist board of the SGX-ST, at the same time it submits its resumption of trading proposal to the SGX-ST which will have to fully and satisfactorily address all relevant issues including but not limited to issues pertaining to the findings highlighted in the reports issued by its independent reviewer, Foo Kon Tan Advisory Services Pte Ltd, financial and business viability, demonstration of ability to operate as a going concern and the relevant issues highlighted in the NOC.

The Company will make the necessary announcement if and upon receipt of the LQN for the listing and quotation of the Subscription Shares on the Catalist and the SGX-ST's in-principle approval for the resumption of trading of the Company.

The Subscribers are fully aware of the following risks:

(a) in subscribing to the Subscription Shares pursuant to the Proposed Subscriptions, there is a risk that the SGX-ST does not grant the LQN for any reasons, in which case they will hold Shares which will not be listed and quoted on the SGX-ST;

(b) the Company will be delisted if the SGX-ST does not approve the resumption of trading proposal and in such event, they will hold Shares which will not be listed and quoted on the SGX-ST in an unlisted public company; and

(c) the Proposed Board Reconstitution forms part of the Conditions to the Completion and that there is a risk that the SGX-ST may not grant its approval in relation to the Proposed Board and Board Committees, and that in such event, the Subscribers would not be able to complete the Proposed Subscriptions.

3.8 Dilution Effect

The dilution effect to the shareholdings of the Directors and substantial Shareholders immediately before and after the completion of the Proposed Subscriptions will be as follows:

	Before the completion of the Proposed Subscriptions		After the completion of the Proposed Subscriptions	
	Number of Shares	%	Number of Shares	%
Directors				
Koh Mia Seng	369,109,046	37.5	369,109,046	11.4
Liew Nyok Wah	62,000,000	6.30	62,000,000	1.91
Chim Suan Kit Mark	550,000	0.06	550,000	0.02
Yu Lihong	6,000,000	0.61	6,000,000	0.19
Lau Yan Wai	-	-	-	-
Substantial Shareholders (other than Directors)				
Electroloy	-	-	1,750,000,000	54.05
Jiangmenshi(1)	120,000,000	12.19	394,750,000	12.19
Mr. Di	100,000,000	10.16	329,000,000	10.16
Other Shareholders	326,620,992	33.18	326,620,992	10.09
Total	984,280,038	100.0	3,238,030,038	100.0

Notes:

(i) Jiangmenshi is deemed to be interested in 120,000,000 Shares of the Company held in a nominee account.

(ii) Percentage figures may not add up due to rounding.

4. THE PROPOSED WHITEWASH RESOLUTION

Under Rule 14.1 of the Code, except with the SIC's consent, where: (a) any person acquires, whether by a series of transactions over a period of time or not, Shares which (taken together with Shares held or acquired by persons acting in concert with him) carry 30% or more of the voting rights in the Company; or (b) any person who, together with persons acting in concert with him, holds not less than 30% but not more than 50% of the voting rights of the Company and such person, or any person acting in concert with him, acquires in any period of six (6) months additional Shares carrying more than 1% of the voting rights of the Company, such person is required to make a mandatory general offer for all the remaining Shares in the Company which he does not already own or control.

Further to the Announcement, Electroloy has made enquiries with persons who are presumed to be acting in concert with Electroloy under the Code in respect of any interests in the Shares held by such persons. Based on the information obtained by Electroloy following such enquiries, details of interests in Shares held by Electroloy and persons who are presumed to be acting in concert with Electroloy before and after the Completion are set out below:

	Before the completion of the Proposed Subscriptions		After the completion of the Proposed Subscriptions	
	Number of Shares	**%**	**Number of Shares**	**%**
Electroloy	-	-	1,750,000,000	54.05
Persons presumed to be acting in concert with Electroloy				
Mr Yap (director of Electroloy)	5,950,000	0.60	5,950,000	0.18
Close Relatives of Mr. Yap				
Ms. Yap Sock Eng (sister of Mr. Yap)	800,000	0.08	800,000	0.02
Ms. Yap Yoke Lang (sister of Mr. Yap)	300,000	0.03	300,000	0.01
Mr. Yap Yao Hui (son of Mr. Yap)	377,000	0.04	377,000	0.01
Total	**7,427,000**	**0.75**	**1,757,427,000**	**54.27**

Upon Completion, Electroloy will hold approximately 54.05% of the Enlarged Share Capital of the Company and will, together with the aforementioned persons who are presumed to be acting in concert with Electroloy, hold in aggregate approximately 54.27% of the Enlarged Share Capital of the Company. Accordingly, Electroloy will be required under the Code to make a mandatory general offer for the Shares not already owned or controlled by Electroloy and its concert parties pursuant to Rule 14.1 of the Code, unless such obligation is waived by the SIC and the Proposed Whitewash Resolution is approved by the Independent Shareholders at the EGM.

As there is no intention to trigger a mandatory take-over obligation under the Code arising from the Proposed Subscriptions, an application was made to the SIC for a waiver of the obligations of Electroloy and its concert parties to make a mandatory general offer for the Shares under Rule 14.1 of the Code as a result of the allotment and issuance of the Subscription Shares to Electroloy pursuant to the Proposed Subscriptions.

The SIC had on 16 June 2022 granted the Whitewash Waiver subject to, among others, the satisfaction of the following conditions (collectively, the "**SIC Conditions**"):

(a) a majority of holders of voting rights of the Company present and voting at the EGM, held not later than the Proposed Subscription, approved by way of poll, the Proposed Whitewash Resolution to waive their rights to receive a general offer from Electroloy;

(b) the Proposed Whitewash Resolution is separate from other resolutions to be tabled at the EGM;

(c) Electroloy, parties acting in concert with it and parties not independent of the Proposed Subscription by Electroloy, abstain from voting on the Proposed Whitewash Resolution; and

(d) Electroloy and its concert parties have not acquired and will not acquire any Shares or instruments convertible into and options in respect of the Shares (other than subscriptions for, rights to subscribe for, instruments convertible into or options in respect of new Shares which have been disclosed in the Circular on the Proposed Whitewash Resolution):

(i) during the period between the announcement of the Proposed Subscription and the date the approval of the Independent Shareholders is obtained for the Proposed Whitewash Resolution; and

(ii) in the 6 months prior to the announcement of the Proposed Subscription but subsequent to negotiations, discussions or the reaching of understandings or agreements with the Judicial Managers on behalf of the in relation to the Proposed Subscription;

(e) the Company appoints an IFA to advise the Independent Shareholders on the Proposed Whitewash Resolution; and

(f) the Company sets out clearly in the Circular to be sent to the Shareholders:

(i) details of the Proposed Subscription;

(ii) the possible dilution effect to existing holders of voting rights as a result of the issue of the Subscription Shares under the Proposed Subscription;

(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 options in respect of Shares held by Electroloy and its concert parties as at the Latest Practicable Date;

(iv) specific and prominent reference to the fact that the acquisition of the Subscriptions Shares by Electroloy will result in Electroloy and its concert parties holding Shares carrying over 49% of the voting rights of the Company, and Electroloy and its concert parties would be free to acquire further Shares without incurring any obligation under Rule 14 of the Code to make a general offer for the Company; and

(v) a specific and prominent statement that by voting for the Whitewash Resolution, Shareholders are waiving their rights to a general offer from Electroloy at the highest price paid by Electroloy and its concert parties for Shares in the past 6 months preceding the commencement of the offer.

As at the Latest Practicable Date, save for the condition regarding the approval by the Independent Shareholders of the Proposed Whitewash Resolution, all of the other SIC Conditions have been satisfied.

The Independent Shareholders are requested to vote, by way of a poll, on the Proposed Whitewash Resolution set out as an ordinary resolution in the Notice of EGM, waiving their rights to receive a general offer from Electroloy for the remaining Shares not already owned or controlled by Electroloy or its concert parties.

Accordingly, Independent Shareholders should note that:

(a) **by voting in favour of the Proposed Whitewash Resolution, they will be waiving their rights to receive a mandatory general offer from Electroloy under Rule 14 of the Take-over Code at the highest price paid by Electroloy and parties acting in concert with it for the Shares in the 6 months preceding the commencement of the offer;**

(b) **by voting in favour of the Proposed Whitewash Resolution, they could be foregoing the opportunity to receive a general offer from another person who may be discouraged from making a general offer in view of the potential dilution effect of the Proposed Subscriptions;**

(c) **approval of the Proposed Whitewash Resolution is a condition precedent to completion of the Proposed Subscriptions. Accordingly, in the event that the Proposed Whitewash Resolution is not passed by the Independent Shareholders, the Proposed Subscriptions will not take place; and**

(d) **the Proposed Subscriptions will result in Electroloy and its concert parties holding in aggregate Shares carrying over 49.0% of the voting rights of the Company, and that either of them will be free to acquire further Shares without incurring any obligation under Rule 14 of the Code to make a mandatory general offer for the Company.**

Advice from the Independent Financial Adviser

The IFA has been appointed as the independent financial adviser in respect of the Proposed Whitewash Resolution. The IFA Letter setting out its opinion and advice in full, is reproduced in Appendix A to this Circular.

Having regard to the considerations set out in the IFA Letter, the information available to the IFA as at the Latest Practicable Date and subject to the assumptions and qualifications set out in the IFA Letter, the IFA is of the opinion that the Proposed Whitewash Resolution when considered in the context of the Proposed Subscriptions is fair and reasonable and is not prejudicial to the interests of the Independent Shareholders. Accordingly, the IFA recommends that the Independent Shareholders vote in favour of the Proposed Whitewash Resolution at the EGM.

Independent Shareholders are advised to read and consider carefully the IFA Letter in its entirety as reproduced in Appendix A to this Circular**.**

5. THE PROPOSED TRANSFER OF CONTROLLING INTEREST

Pursuant to Rule 803 of the Catalist Rules, an issuer must not issue securities to transfer a controlling interest without prior approval of shareholders in general meeting.

The proposed allotment and issue of 1,750,000,000 Subscription Shares by the Company to Electroloy pursuant to the Proposed Subscriptions will result in Electroloy holding approximately 54.05% which is more than 15% of the Enlarged Share Capital after completion of the Proposed Subscriptions ("**Proposed Transfer of Controlling Interest**"). Accordingly, upon Completion, Electroloy will be a new Controlling Shareholder.

Please refer to paragraph 3.8 of this Circular for further details on the dilutive effect of the Proposed Transactions on the shareholding structure of the Company.

The Company will be seeking approval from the Shareholders for the Proposed Transfer of Controlling Interest arising from the proposed allotment and issue of 1,750,000,000 Subscription Shares to Electroloy at the EGM pursuant to Rule 803 of the Catalist Rules.

6. THE PROPOSED BOARD RECONSTITUTION AND THE PROPOSED APPOINTMENT OF THE PROPOSED DIRECTORS

Completion under the Proposed Subscriptions by Electroloy is conditional upon, *inter alia*, Shareholders' approval being obtained at an EGM to be duly convened for the appointment of three (3) directors ("**Proposed Directors**") as nominated by Electroloy to the Board and the SGX-ST's approval being obtained for the Proposed Board Reconstitution.

Electroloy has nominated Mr. Yap, Mr. Limjoco Ross Yu and Mr. Tay Boon Zhuan Max as the Proposed Directors to be appointed as a Director. Accordingly, the Company will be seeking Shareholders' approval at the EGM for the proposed appointments of the Proposed Directors. The appointment of the Proposed Directors will be effective from the date of Completion, subject to Shareholders' approval being obtained at the EGM.

Please refer to Appendix B to this Circular for the disclosure of information relating to the Proposed Board Reconstitution in accordance with Rule 720(5) read with Appendix 7F of the Catalist Rules.

As at the Latest Practicable Date, except for Mr. Yap who holds 5,950,000 Shares, each of the Proposed Directors have confirmed that he (a) does not hold any Shares; and (b) is not related to any of the Directors, Substantial Shareholders, or their respective associates. There is also no connection (including business relationship) between the Proposed Directors and the Group, the Directors or Substantial Shareholders.

Accordingly, pursuant to the Proposed Subscriptions, the Proposed Directors will be put up for Shareholders' approval at the EGM.

As disclosed in the Announcement, the Company has to comply with the directives of the SGX-ST as set out in paragraph 4.2 of the NOC issued by the SGX Regco to the Company dated 18 June 2020 which requires that the Company's board composition shall remain unchanged until completion of the independent review by Foo Kon Tan Advisory Services Pte Ltd and satisfactory resolution of the findings by Foo Kon Tan Advisory Services Pte Ltd. Accordingly, the Company will, following the EGM, apply to the SGX-ST through its Sponsor for approval for the Proposed Board Reconstitution and approach the existing Directors on their intention with respect to their respective directorships and roles with the Company in view of the Proposed Board Reconstitution. The Company will update the Shareholders if there is any material development in relation to the Proposed Board Reconstitution.

7. THE PROPOSED APPOINTMENT OF CROWE HORWATH FIRST TRUST LLP AS AUDITORS

7.1 Background and rationale

The Company's previous auditors, Deloitte & Touche LLP served as the auditors of the Company for six consecutive financial years from the financial year ended 30 September 2015 until the financial year ended 30 September 2020. Deloitte & Touche LLP expressed that they would not seek re-appointment as auditors of the Company upon their retirement at the last AGM held on 30 April 2021 and Deloitte & Touche LLP has ceased to be the external auditors of the Company with effect from 30 April 2021. As the audit obligations of the Company to prepare annual financial statements will only commence after the judicial management order granted against it is lifted, the Company did not seek the appointment of new auditors in place of the retiring auditors, Deloitte & Touche LLP immediately after their retirement.

In light of the vacancy in the office of the auditors arising from the foregoing, the Company had requested for and evaluated proposals from several audit firms.

Following the evaluation of the proposals received, the Company has determined that Crowe Horwath First Trust LLP is best suited to the existing needs and requirements of the Group after

taking into account, *inter alia*, the suitability and independence of Crowe Horwath First Trust LLP in meeting the audit requirements of the Group, the adequacy of the resources and experience of Crowe Horwath First Trust LLP and the years of experience of its core audit service team members assigned to the audit. Other factors which were considered include the diversified audit clientele of Crowe Horwath including the number of SGX-listed companies and Crowe Horwath's global presence with its strong network support in the Asia Pacific region.

The Company would like to propose that Crowe Horwath First Trust LLP be appointed to act as the new auditors of the Company and is of the view that their appointment as the new auditors would be in the best interests of the Company.

Crowe Horwath First Trust LLP has on, 13 April 2022, given its written consent to act as auditors of the Company, subject to the approval of the Shareholders at the EGM. The appointment of Crowe Horwath First Trust LLP as auditors of the Company will take effect upon approval of the Shareholders at the EGM and, if appointed, Crowe Horwath First Trust LLP will hold office until the conclusion of the next AGM.

For the purposes of Rule 715(1) of the Catalist Rules, Crowe Horwath First Trust LLP will be auditing the Company's Singapore-incorporated subsidiaries. For the purposes of Rule 715(2) of the Catalist Rules, the relevant Crowe Global member firm within the international network of Crowe Horwath First Trust LLP will be auditing the Company's foreign incorporated subsidiaries. The Group does not have any Singapore-incorporated or foreign incorporated significant associated companies. The Judicial Managers have considered the Audit Quality Indicators Disclosure Framework issued by ACRA in assessing the suitability of Crowe Horwath First Trust LLP, and are of the opinion that Crowe Horwath will be able to fulfil the audit requirements of the Company and the Group without compromising the standard and effectiveness of the audit of the Company and the Group. The Judicial Managers also noted that the audit fees proposed by Crowe Horwath First Trust LLP and Crowe Global member firm are acceptable. The Company confirms that there will be no change in the scope of work to be undertaken by Crowe Horwath First Trust LLP as auditors of the Company compared to that of Deloitte & Touche LLP.

7.2 Information on Crowe Horwath First Trust LLP and the audit engagement partner

The information on Crowe Horwath First Trust LLP and the audit engagement partner provided below was provided to the Company by Crowe Horwath First Trust LLP and its representatives. The Company has not conducted an independent review or verification of the accuracy of the statements and information below.

Crowe Horwath First Trust LLP is a member of Crowe Global, the fifth largest accounting network in Asia Pacific with over 200 independent accounting and advisory services firms in close to 130 countries around the world. As a network firm of Crowe Global, Crowe Horwath First Trust LLP is committed to providing impeccable quality and highly integrated service delivery with the full support of Crowe Global Methodology, technical resources and knowledge databases. More information about Crowe, its values and its services can be found on Crowe Horwath First Trust LLP's website at https://www.crowe.com/sg.

Crowe Horwath First Trust LLP is one of the leading mid-tier public accounting and consulting firms in Singapore that provides audit, advisory, tax, outsourcing and fund administration solutions to a diverse and international clientele including public-listed entities, multinational corporations and financial institutions. Crowe Horwath First Trust LLP was awarded the 2018 Growth Award (Open Category) and the 2016 Best Practice Award (Large Practice Category) by the Institute of Singapore Chartered Accountants. It provides external and internal audit, tax and accounting services to many public listed corporations in Singapore, and has acted as the reporting accountant in various initial public offerings in Singapore. Crowe Horwath First Trust LLP's clients in Singapore include publicly-listed companies, private enterprises and statutory boards, which span across a broad range of industries such as manufacturing, trading and distribution, financial markets, telecommunication, healthcare, shipping, waste management, leisure, education, information technology, food and beverage and logistics amongst others. Crowe Horwath First Trust LLP including its network firm in

Malaysia which support the audit of significant subsidiaries in Malaysia and the audit engagement partners have experience auditing listed and private companies in similar business activities as that of the Group.

The audit engagement partner, Ms Teo Yen Lin ("**Ms Teo**"), will be responsible for statutory audit services of the Company and its subsidiaries. Ms. Teo has over 20 years of experience in providing audit assurance and advisory services to a variety of clients, including companies listed on the SGX-ST. She is a member of the Institute of Singapore Chartered Accountants, and a public accountant registered with ACRA. Ms. Teo holds a diverse portfolio of audit clientele, both publicly-listed and private companies, ranging from companies operating in public infrastructure constructions sector, upstream oil & gas explorations, consumer financing and leasing businesses, assets management, minerals mining operations, commodity trading, leisure and hospitality sector, pharmaceutical products manufacturing to medical specialist service providers.

For the audit of the Group, the audit engagement team will comprise a team of experienced supervisory professionals with the support of a lead senior associate and associates. The audit of the Group will be led by the engagement partner, engagement senior manager and technical director and. In addition, the audit of the Group will be reviewed by an independent quality control reviewer ("**EQCR**"). The assigned EQCR for the Group will be Ms Angeline Tan Lay Hong, who is the Head of Audit & Assurance services of Crowe Horwath First Trust LLP.

Crowe Horwath First Trust LLP is registered with ACRA and the proposed audit partner in-charge, Ms. Teo, is registered as a public accountant under Section 12(1) of the Accountants Act 2004 and is authorised to practise as a public accountant in Singapore. The Company has enquired on whether the audit engagement partner, Ms Teo has been subject to the Practice Monitoring Programme review by ACRA. In this regard, the Company has noted that Ms. Teo has passed recent review inspections conducted by both Crowe Global Quality Assurance Review and Crowe Horwath's internal audit quality assurance review. She has not been subject to any PMP review conducted by ACRA.

7.3 Compliance with the Catalist Rules

Crowe Horwath First Trust LLP is a professional audit firm registered with the ACRA. It has more than 100 professional staff led by over 26 partners and directors in Singapore.

In considering the appointment of Crowe Horwath First Trust LLP to replace the retired auditors, the Company and the Judicial Managers have taken into consideration and are satisfied that Crowe Horwath First Trust LLP will be able to meet the audit requirements of the Group, having regard to the Audit Quality Indicators listed in the Audit Quality Indicators Disclosure Framework issued by ACRA, including the adequacy of the resources and experience of Crowe Horwath First Trust LLP and the audit engagement partner assigned to the audit, the other audit engagements of Crowe Horwath First Trust LLP, the size and complexity of the Group, and the number and experience of the supervisory and professional staff who will be assigned to the audit of the financial statements of the Group, as well as Crowe Horwath First Trust LLP's proposed audit arrangements for the Group. Accordingly, Rules 712 and 715 of the Catalist Rules will be complied with upon obtaining Shareholders' approval for the Proposed Appointment of New Auditors.

In accordance with the requirements of Rule 712(3) of the Catalist Rules, the Company confirms that:

(a) there were no disagreements with Deloitte & Touche LLP on accounting treatments within the last 12 months before the date of their resignation;

(b) it is not aware of any circumstances connected with the Proposed Appointment of New Auditors that should be brought to the attention of Shareholders and which has not been disclosed in this Circular;

(c) the specific reasons for the Proposed Appointment of New Auditors are disclosed in paragraph 7.1 above; and

(d) it complies with Rules 712 and 715 of the Catalist Rules in relation to the appointment of Crowe Horwath First Trust LLP as its new auditors.

In accordance with the requirements of Rule 712(3)(a) of the Catalist Rules, Deloitte & Touche LLP has confirmed by way of their letter dated 12 April 2022 to Crowe Horwath First Trust LLP that it is not aware of any professional reasons why Crowe Horwath First Trust LLP should not accept the appointment as the new auditors of the Company.

Accordingly, the Proposed Appointment of New Auditors will be put up for Shareholders' approval at the EGM.

8. FINANCIAL EFFECTS OF THE PROPOSED TRANSACTIONS

The pro forma financial effects of the Proposed Transactions have been prepared based on the consolidated audited financial statements of the Group for FY2020, and the following assumptions:

(a) the pro forma financial effects of the Proposed Transactions on the share capital, NAV per Share, loss per Share and gearing of the Group are set out below and are prepared purely for illustration purposes only and do not reflect the actual future financial situation of the Company or the Group after the completion of the Proposed Transactions;

(b) for the purposes of computing the effect of the Proposed Transactions on the NAV per Share, it is assumed that the Proposed Transactions had been completed on 30 September 2020 and adjusted for impairment loss arising from the leasehold property owned by SMCI and professional fees incurred in connection with the judicial management, Schemes and undertaking the Proposed Transactions as set out in Note (1) below;

(c) for the purposes of computing the effect of the Proposed Transactions on the loss per Share, it is assumed that the Proposed Transactions had been completed on 1 October 2019 and adjusted for amounts waived pursuant to the Schemes and professional fees incurred in connection with the judicial management, Schemes and undertaking the Proposed Transactions as set out in Note (1) below; and

(d) the successful implementation of the Schemes.

8.1.1 Share Capital

	Before the Proposed Transactions	**After the Proposed Transactions**
Issued share capital	S$46,245,942	S$55,260,942
Number of shares	984,280,038	3,238,030,038

8.1.2 NAV

	Before the Proposed Transactions	**After the Proposed Transactions**
NAV[(1)]	S$7,918,000	S$18,284,259
Number of Shares	984,280,038	3,238,030,038
NAV per Share	0.80 cents	0.56 cents

Note:

(1) Based on the information available to the Company as at the Latest Practicable Date, assuming all claims under the Schemes are fully satisfied and completely discharged in accordance with the Schemes, it is expected that the NAV of the Group immediately after the Proposed Transactions shall be S$22,984,259 after deducting the professional fees of approximately S$2.8 million (including disbursements) incurred in connection with the judicial management, Schemes and undertaking the Proposed Transactions. As at the Latest Practical Date, the Judicial Managers have commissioned a valuation of the leasehold property owned by SMCI which resulted in an impairment loss of approximately S$4.7 million to be recognized by the Group. After taking into account the impairment loss, the Group would have an adjusted NAV of S$18,284,259.

8.1.3 **Loss per Share**

	Before the Proposed Transactions	**After the Proposed Transactions**
Net loss after tax	S$(44,079,000)	S$(38,027,741)[(1)]
Loss per Share	(4.48) cents	(1.17) cents

Note:

(1) After taking into account the estimated liabilities to be waived under the Schemes and costs of insolvency administration.

8.1.4 **Gearing**

	Before the Proposed Transactions	**After the Proposed Transactions**
Net debt[(1)]	S$20,468,000	S$3,732,655
Shareholders' equity	S$7,918,000	S$18,284,259
Net gearing ratio (times)	2.58	0.20

Note:

(1) Net debts related to interest bearing loans (current and non-current) less cash.

9. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

The interests of the Directors and the Substantial Shareholders in the share capital of the Company as at the Latest Practicable Date are set out below:

	Direct Interest		**Deemed Interest**	
	No. of Shares	**(%)[(1)]**	**No. of Shares**	**(%)[(1)]**
Director				
Koh Mia Seng	369,109,046	37.5	-	-
Liew Yok Wah	62,000,000	6.30	-	-
Chim Suan Kit Mark	550,000	0.06	-	-

Yu Lihong	6,000,000	0.61	-	-
Lau Yan Wai	-	-	-	-
Substantial Shareholders (other than Directors)				
Jiangmenshi[(2)(3)]	-	-	120,000,000	12.19
Mr. Di	100,000,000	10.16	-	-

Notes:

(1) Computed based on 984,280,038 Shares in issue in the Company.

(2) Jiangmenshi is deemed to be interested in 120,000,000 Shares of the Company held in a nominee account.

(3) Tian Ji Ping and Wang Jing are spouses and are deemed to be interested in all the shares of the Company held by Jiangmenshi Changxin Technology Limited by virtue of Section 4 of the SFA through their respective shareholding in Jiangmenshi Changxin Technology Limited.

As at the Latest Practicable Date, save as set out in this Circular, to the best knowledge of the Judicial Managers, none of the Directors, and Substantial Shareholders of the Company has any interest, direct or indirect, in the Proposed Transactions and the Proposed Appointment of New Auditors (other than through their shareholdings (if any) in the Company).

10. JUDICIAL MANAGERS

Having considered, *inter alia*, the terms and conditions of and rationale for the Proposed Transactions and the Proposed Appointment of New Auditors, and the opinion of the IFA, the Judicial Managers have put forth the Proposed Transactions and the Proposed Appointment of New Auditors for the approval of the Shareholders at the EGM.

Shareholders should note that the Proposed Subscriptions remain subject to, amongst others, the fulfilment of the Conditions under the Subscription Agreements. There is no certainty or assurance that the conditions precedent for the Proposed Subscriptions can be fulfilled or that the Proposed Subscriptions will be undertaken at all. Although the trading of Shares is suspended, shareholders, securityholders and Subscribers are advised to read this Circular and any past and future announcements by the Company and the Judicial Managers carefully when dealing with the Shares and securities of the Company. Shareholders, securityholders, and Subscribers should consult their stockbrokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take or when dealing with their shares or securities of the Company.

11. ABSTENTION FROM VOTING

Pursuant to Rule 812(2) of the Catalist Rules, each of Jiangmenshi and Mr. Di and their respective associates will abstain from voting on the relevant resolution approving the allotment and issue of the Subscription Shares to Jiangmenshi or Mr Di (as the case may be).

Pursuant to the Whitewash Waiver, Electroloy and its concert parties, as well as parties not independent of the Proposed Subscription by Electroloy will abstain from voting at the EGM on the resolution relating to the Proposed Whitewash Resolution.

12. EXTRAORDINARY GENERAL MEETING

12.1 Date and time of EGM

The EGM, notice of which is set out on pages N-1 to N-7 of this Circular, will be held by electronic means on 21 July 2022, at 10 a.m., for the purpose of considering, and if thought fit, passing with or without any modifications, the resolutions to approve the Proposed Transactions and the Proposed Appointment of New Auditors set out in the Notice of EGM.

12.2 No attendance at EGM

The EGM will be held by way of electronic means pursuant to the COVID-19 Order. Accordingly, Shareholders will not be able to attend the EGM in person. Instead, alternative arrangements have been put in place to allow Shareholders to participate in the EGM by:

(a) watching the EGM proceedings via "live" audio-and-video webcast or listening to the EGM proceedings via "live" web audio-only stream;

(b) submitting questions in advance of, or "live" at the EGM; and/or

(c) "live" voting at the EGM.

Please refer to Section 14.1 of this Circular for further details on the alternative arrangements.

In addition, Shareholders should note that the Company may make further changes to its EGM arrangements (including but not limited to any applicable alternative arrangements as may be prescribed or permitted (as the case may be) under the COVID-19 Act and any regulations promulgated thereunder (including the COVID-19 Order) as well as other guidelines issued by the relevant authorities) as the situation evolves. Shareholders are advised to keep abreast of any such changes as may be announced by the Company from time to time on SGXNet.

13. NO DESPATCH OF PRINTED COPIES OF CIRCULAR, NOTICE OF EGM, PROXY FORM AND QUESTIONS FORM

In line with the provisions under the COVID-19 Order, no printed copies of this Circular, the Notice of EGM, the Proxy Form and the Questions Form in respect of the EGM will be despatched to Shareholders. Copies of this Circular, the Notice of EGM, the Proxy Form and the Questions Form have been uploaded on SGXNet. A Shareholder will need an Internet browser and PDF reader to view these documents on SGXNet. Shareholders are advised to read this Circular carefully in order to decide whether they should vote in favour of or against the resolutions in relation to the Proposed Transactions and the Proposed Appointment of New Auditors to be proposed at the EGM.

14. ACTIONS TO BE TAKEN BY SHAREHOLDERS

14.1 Alternative Arrangements

Alternative arrangements have been put in place to allow Shareholders to participate at the EGM as follows:

(a) **Registration to attend the EGM**

The chairman of the EGM will conduct the proceedings of the EGM by way of electronic means.

Shareholders will be able to watch these proceedings through a "live" audio-and-video webcast via their mobile phones, tablets or computers or listen to these proceedings through a "live" audio-only stream via web.

In order to do so, Shareholders must follow these steps:

(i) Shareholders, Central Provident Fund Invest Scheme ("**CPFIS**") Investors and Supplementary Retirement Scheme ("**SRS**") Investors who wish to follow the proceedings through a "live" audio-and-video webcast via their mobile phones, tablets or computers or listen to the proceedings through a "live" audio-only stream via web must pre-register at the URL https://conveneagm.com/sg/senyue2022 no later than 10 a.m. on 18 July 2022 (the "**Registration Deadline**"). Following verification, an email containing instructions on how to access the "live" audio-and-video webcast and "live" web audio-only stream of the proceedings of the EGM will be sent to authenticated Shareholders, CPFIS Investors and SRS Investors by 10 a.m. on 20 July 2022.

(ii) Shareholders, CPFIS Investors and SRS Investors who do not receive any email by 10 a.m. on 20 July 2022, but have registered by the Registration Deadline, should contact the Company's Share Registrar, M & C Services Private Limited at GPE@mncsingapore.com stating: (A) the Shareholder's full name; and (B) the Shareholder's identification/registration number.

(iii) Investors holding Shares through relevant intermediaries (as defined in Section 181 of the Companies Act) ("**Investors**") (other than CPFIS Investors and SRS Investors) will not be able to pre-register at the URL https://conveneagm.com/sg/senyue2022 for the "live" broadcast of the EGM. An Investor (other than CPFIS Investors and SRS Investors) who wishes to participate in the "live" broadcast of the EGM should instead approach his/her relevant intermediary as soon as possible in order for the relevant intermediary to make the necessary arrangements to pre-register. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/Passport number) to the Company's Share Registrar, M & C Services Private Limited, via email to GPE@mncsingapore.com no later than 10 a.m. on 18 July 2022.

(b) Submission of questions in advance of, or "live" at the EGM

Members may submit substantial and relevant questions related to the ordinary resolutions to be tabled for approval at the EGM in advance of, or "live" at, the EGM.

(i) All questions to be submitted in advance of the EGM must be submitted by 18 July 2022 on 10 a.m. (being 72 hours before the time fixed for the EGM) in the following manner:

(A) (for Shareholders and CPFIS and SRS investors who have pre-registered to observe and/or listen to the EGM) online via the pre-registration website at the URL https://conveneagm.com/sg/senyue2022;

(B) by post, be lodged at the registered office of the Company's Share Registrar, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902,

(ii) Members can also ask the Chairman of the EGM substantial and relevant questions related to the ordinary resolutions to be tabled for approval at the EGM, "live" at the EGM, by typing in and submitting their questions through the "live" Q&A function. Shareholders and CPFIS and SRS investors who wish to ask questions "live" at the EGM must pre-register at the URL https://conveneagm.com/sg/senyue2022, so that an email containing instructions on how to access the "live" webcast of the proceedings of the EGM can be sent to them following verification. Investors holding Shares through depository agents (other than CPFIS and SRS investors) who wish to submit questions to the Chairman of the EGM "live" at the EGM should contact their respective depository agents as soon as possible to indicate their interest in order for the depository agents to make the necessary arrangements for them to participate in the "live" broadcast of the EGM. Members will not be able to ask questions "live" at the EGM via the audio feed of the EGM proceedings.

(iii) During the EGM itself, the Company will endeavour to address all substantial and relevant questions (which are related to the ordinary resolutions to be tabled for approval at the EGM) as received from members prior to the EGM in accordance with this paragraph 14.1 prior to the EGM, as well as those received "live" at the EGM itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

(iv) The Company will, within one month after the date of the EGM, publish the minutes of the EGM on SGX-ST's website at the URL https://www.sgx.com/securities/company-announcements, and the minutes will include the responses to the questions which are addressed at the EGM itself.

(v) Members will have a limited time to ask questions at the EGM "live" during the webcast, and therefore it is important for members who pre-register their participation in the "live" broadcast of the EGM to submit their questions in advance of the EGM.

(c) Voting by Shareholders

Shareholders may vote or appoint proxy(ies) to vote "live" at the EGM. Please refer to the Notice of EGM for further details.

14.2 Depositor not Shareholder

A Depositor will not be regarded as a Shareholder of the Company entitled to attend the EGM and to speak and vote thereat unless he is shown to have Shares entered against his name in the Depository Register as certified by CDP to the Company at least 72 hours before the time fixed for the EGM.

15. RESPONSIBILITY STATEMENT

The Judicial Managers accept full responsibility for the accuracy of the information given in this Circular, and confirm, after making all reasonable enquiries, that to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Transactions and the Proposed Appointment of New Auditors, the Company and its subsidiaries, and the Judicial Managers are not aware of any facts the omission of which would make any statement in this Circular misleading.

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

Information in this Circular relating to the Subscribers has been provided by the Subscribers or their advisers or agents, or extracted or reproduced from published or otherwise publicly available sources. The sole responsibility of the Judicial Managers has been to ensure, through reasonable enquiries, that such information has been accurately and correctly extracted from such sources or, as the case may be, accurately or correctly reflected or reproduced in this Circular in its proper form and context. The Judicial Managers have not independently verified the accuracy and correctness of such information and do not accept any responsibility for any information relating to or opinions expressed by or on behalf of the Subscribers.

The affairs, business and property of the Company are being managed by the Judicial Managers. The Judicial Managers act only as agents of the Company and disclaim all personal liability of any nature whatsoever for all matters arising out of, in connection with and in respect of judicial management of the Company.

16. CONSENT

The IFA has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of its name, and the inclusion of the IFA Letter in Appendix A of this Circular, and to act in such capacity in relation to this Circular.

17. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be made available for inspection by Shareholders during normal business hours from 9:00 a.m. to 5:00 p.m. at the Company's registered office at 3 Jalan Pesawat Singapore 619361 from the date of this Circular up to and including the time and date of the EGM:

(a) the Constitution of the Company;

(b) the annual report of the Company for FY2020;

(c) the Subscription Agreements;

(d) the IFA Letter;

(e) the IFA's letter of consent;

(f) the professional clearance letter issued by Deloitte & Touche LLP dated 12 April 2022; and

(g) the consent to act as auditors of the Company from Crowe Horwath First Trust LLP dated 13 April 2022.

Shareholders who wish to inspect these documents at the Company's registered office are required to send an email request to the Judicial Managers at ChewSuYe@RSMSingapore.sg and KohBeeHiong@RSMSingapore.sg to make an appointment in advance.

Yours faithfully
for and on behalf of
SEN YUE HOLDINGS LIMITED
(Under Judicial Management)

Chee Yoh Chuang and Lin Yueh Hung
Judicial Managers
c/o RSM Corporate Advisory Pte Ltd