JAYA HOLDINGS LIMITED
(Company Registration No. 199002391E)
(Incorporated in Singapore)

WAIVER AND APPROVAL FROM THE SGX-ST GRANTED IN RELATION TO COMPLIANCE WITH RULE 1018(1)(a) OF THE LISTING MANUAL

Unless otherwise expressly defined herein, all capitalised terms in this announcement shall bear the same meanings ascribed to them under the Company's announcements respectively released on4 June 2014, 16 April 2014, 1 April 2016 and 18 May 2016, and the circulars to shareholders dated 21 April 2014 and 1 September 2016.

1. INTRODUCTION

1.1 The Board of Jaya Holdings Limited (the "**Company**") refers to the announcements made by the company respectively on 4 June 2014, 16 April 2014, 1 April 2016 and 18 May 2016 (the "**Announcements**") in relation to the Proposed Disposal, the Waiver, the proposed acquisition of the entire issued and paid-up share capital of all of the shares in Heduru Moni Limited (the "**Target Company**") from Bernard Chan, Tan Siew Ann Jason, Lee Chan Beng, David John Kelso and Gajanan Pandurang Barve (collectively, the "**Vendors**" and together with the Company, the "**Parties**") (the "**Proposed Acquisition**").

1.2 As previously announced, following the completion of the Company's disposal of its entire business to Mermaid Marine Asia Pte Ltd on 4 June 2014 ("**Disposal**"), the Company has been a cash company for the purpose of Rule 1018 of the Listing Manual ("**Listing Manual**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**").

1.3 Under Rule 1018(1) of the Listing Manual, a cash company is required to:

(a) place 90% of its cash and short-dated securities (including existing cash balance and the consideration arising from the disposal(s) undertaken by the issuer) in an account opened with and operated by an escrow agent which is part of any financial institution licensed and approved by the Authority. The amount that is placed in the escrow account cannot be drawn down until the completion of the acquisition of a business which is able to satisfy the SGX-ST's requirements for a new listing, except for payment of expenses incurred in a reverse takeover approved by shareholders and pro-rata distributions to shareholders (the "**Rule 1018(1)(a) Escrow Requirements**"); and

(b) provide monthly valuations of its assets and utilisation of cash, and quarterly updates of milestones in obtaining a new business, to the market via SGXNET.

1.4 The Company had previously obtained waivers from the SGX-ST from compliance with the requirements of Rule 1018(1)(a) of the Listing Manual in order to effect payments to its shareholders by way of a special dividend and a cash distribution pursuant to the capital reduction exercise out of the proceeds of the Disposal.

1.5 Since becoming a cash company, the Company has announced the Proposed Acquisition. The Proposed Acquisition, if undertaken and completed, is expected to result in a reverse takeover of the Company under Rule 1015 of the Listing Manual.

1.6 In addition, on 23 September 2016 at an extraordinary general meeting of the Company, the shareholders unanimously approved a further cash distribution to the Shareholders to be effected by of way of a special dividend and cash distribution in respect of a capital reduction exercise of an aggregate amount of S$0.37 per Share ("**2016 Distributions**").

1.7 The 2016 Distributions together with the earlier distributions to Shareholders on 23 June 2014, represent a cash distribution to Shareholders of over 99% of the cash the Company received from the Disposal.

1.8 In connection with the Proposed Acquisition, the Company will incur expenses. Accordingly, following the payment of the 2016 Distributions, the Company would have paid more than 99% of the cash it received from the Disposal, and as the Company will need to pay expenses accrued in respect of the Proposed Acquisition in order to progress the Proposed Acquisition, the Company has applied for a waiver from the SGX-ST of the Rule 1018(1)(a) Escrow Requirements to utilise the balance amount of approximately S$1.35 million (the "**Balance Cash**") after payments 2016 Distributions are deducted from the S$15.625 million currently held in the escrow account of the Company ("**Escrow Waiver**"). The Company intends to utilise the Balance Cash towards the transaction-related expenses of the Proposed Acquisition, as well as its ongoing compliance and operating costs.

2. GRANT OF WAIVERS AND APPROVAL

2.1 The Board of the Company is pleased to announce that, on 25 October 2016, the Company has obtained the Escrow Waiver described in paragraph 1.8 above from the SGX-ST, subject to:

(a) the Company announcing the waiver granted, the reasons for seeking the waiver and the conditions as required under Rule 107 of the Listing Manual;

(b) disclosure by the Board including the Audit Committee on reasons for disbursements in the Company's monthly announcement of its cash utilisation required under Rule 1018(1)(b) of the Listing Manual; and

(c) submission of a written confirmation from the Company that the waiver does not contravene any laws and regulations governing the Company and the articles of association of the Company.

2.2 Accordingly, the Company is making this announcement in relation to the Escrow Waiver, for the reasons stated in paragraph 1.8 above. The Company will also take the necessary steps to satisfy the other conditions as mentioned in paragraph 2.1 above.

By Order of the Board

Ngiam May Ling
Company Secretary

26 October 2016