

XYEC HOLDINGS CO., LTD.
(Company Registration No. 0104-01-058968)
(Incorporated in Japan)

**VOLUNTARY CONDITIONAL CASH PARTIAL OFFER BY CANACCORD GENUITY
SINGAPORE PTE. LTD., FOR AND ON BEHALF OF MAMEZOU HOLDINGS CO., LTD., FOR
XYEC HOLDINGS CO., LTD.**

1. INTRODUCTION

The board of directors (the “**Board**”) of Xyec Holdings Co., Ltd (the “**Company**”) wishes to inform the shareholders of the Company (the “**Shareholders**”) that Canaccord Genuity Singapore Pte. Ltd., for and on behalf of Mamezou Holdings Co., Ltd. (the “**Offeror**”), has on 30 January 2015 issued an announcement (the “**Offer Announcement**”) relating to a voluntary conditional cash partial offer (the “**Offer**”) to acquire 31,825,000 ordinary shares in the capital of the Company (the “**Shares**”), other than Shares held in treasury and Shares already owned, controlled or agreed to be acquired by the Offeror and its Concert Parties (as defined in the Offer Announcement).

A copy of the Offer Announcement is attached for information to this announcement and is also available on the website of the Singapore Exchange Securities Trading Limited at www.sgx.com. Shareholders are advised to refer to the full text of the Offer Announcement for, *inter alia*, the principal terms of the Offer.

2. OFFER DOCUMENT

According to the Offer Announcement, the formal document, setting out the terms and conditions of the Offer and enclosing the relevant forms of acceptance and approval of the Offer (the “**Offer Document**”), will be despatched to the Shareholders not earlier than 14 days and not later than 21 days from the date of the Offer Announcement.

3. INDEPENDENT FINANCIAL ADVISER

In connection with the Offer, the Board will appoint an independent financial adviser to advise the directors of the Company who are regarded as independent for the purposes of the Offer under the Singapore Code on Take-overs and Mergers (the “**Unconflicted Directors**”). A circular containing the advice of the independent financial adviser and the recommendation of the Unconflicted Directors will be sent to Shareholders within 14 days from the date of the despatch of the Offer Document to be issued by or on behalf of the Offeror.

In the meantime, Shareholders are advised to exercise caution when dealing with their Shares and refrain from taking any action in relation to their Shares which may be prejudicial to their interests until they or their advisers have considered the information and the recommendations of the Unconflicted Directors as well as the advice of the independent financial adviser which will be set out in the circular to be issued by the Company in due course. Shareholders who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

4. RESPONSIBILITY STATEMENT

The directors of the Company (including any who may have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement are fair and accurate and that no material facts have been omitted from this announcement, and the directors of the Company jointly and severally accept full responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, the Offer Announcement), the sole responsibility of the directors of the Company has been to ensure through reasonable enquires that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this announcement.

By Order of the Board

Manabu Kobayashi
Executive Chairman, President, CEO and Representative Director
30 January 2015

The Company was listed on Catalist of the Singapore Exchange Securities Trading Limited (the "SGX-ST") on 18 September 2013. The initial public offering of the Company was sponsored by PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor").

This announcement has been prepared by the Company and its contents have been reviewed by the Sponsor for compliance with the SGX-ST Listing Manual Section B: Rules of Catalist. The Sponsor has not verified the contents of this announcement.

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

The contact person for the Sponsor is Ms Gillian Goh, Director, Head of Continuing Sponsorship, at 20 Cecil Street #21-02 Equity Plaza, Singapore 049705, telephone (65) 6229 8088.