

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**

NOTICE OF BOOKS CLOSURE DATE

1. INTRODUCTION

The board of directors (the “**Board**”) of Xyec Holdings Co., Ltd. (the “**Company**”) refers to the Offer Document dated 17 February 2015 (the “**Offer Document**”) despatched by Canaccord Genuity Singapore Pte. Ltd., for and on behalf of Mamezou Holdings Co., Ltd. (the “**Offeror**”), relating to a voluntary conditional cash partial offer (the “**Partial 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 parties acting in concert with it in relation to the Partial Offer, and the corresponding announcement made by the Offeror on the same date.

All capitalised terms not defined herein have the meanings ascribed to them in the Offer Document.

2. NOTICE OF BOOKS CLOSURE DATE

As stated in the Offer Document, at 5.00 p.m. (Singapore time) or 6.00 p.m. (Japan time) (as the case may be) on 6 March 2015 (the “**Record Date**”), being the 14th day before the Closing Date, the Depository Register will be closed to determine the entitlements of the Shareholders (who are CDP Depositors). The entitlements of Shareholders (whose Shares are registered in the Japan Register) will also be determined on the Record Date.

Notice is hereby given that duly completed registrable transfers received by the Company’s Japan Share Registrar, Mitsubishi UFJ Trust and Banking Corporation at 4-5 Marunouchi 1-Chome Chiyoda-ku, Tokyo 100-8212 Japan, up to 5.00 p.m. (Singapore time) or 6.00 p.m. (Japan time) (as the case may be) on 6 March 2015 will be registered to determine entitlements to the Partial Offer. Depositors whose securities accounts with The Central Depository (Pte) Limited (the “CDP”) are credited with Shares as at 5.00 p.m. (Singapore time) or 6.00 p.m. (Japan time) (as the case may be) on 6 March 2015 will also be entitled to the Partial Offer. An Offer Shareholder who is not a CDP Depositor and wishes to accept the Partial Offer must ensure that there are Shares registered in his name and on the Japan Register as at the Record Date. The Offeror and parties acting in concert with it in relation to the Partial Offer are not entitled to the Partial Offer.

The Offer Document states that each Offer Shareholder will be entitled to accept the Partial Offer up to his Relevant Percentage Offer Shares, being 42.879% of the Offer Shares (i.e. 428 Offer Shares for every 1,000 Offer Shares) held by him as at the Record Date, fractional entitlements to be disregarded. An Offer Shareholder may accept the Partial Offer in respect of any or all of his Relevant Percentage Offer Shares held by him as at the Record Date. This entitlement is not transferable. A person who becomes a Shareholder after the Record Date, as a result of a purchase or transfer of Shares, shall not be entitled to tender his Shares for the purposes of accepting the Partial Offer.

Further information on the entitlement of Shareholders to vote on and accept the Partial Offer is set out in Appendix 2 to the Offer Document. Shareholders are advised to read the terms and conditions of the Partial Offer contained therein carefully. **If you are in any doubt in relation to the Offer or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.**

3. 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, 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
26 February 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 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, telephone (65) 6229 8088.