

NOVENA HOLDINGS LIMITED
(Company Registration No. 199307300M)
(Incorporated in Singapore)

**PROPOSED CASH DIVIDEND AND RIGHTS CUM WARRANTS ISSUE
APPROVAL IN-PRINCIPLE OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED**

Unless otherwise defined, all terms used herein shall bear the same meaning as in the Company's Announcement of 18 June 2007 ("Announcement").

Further to the Company's Announcement relating to, *inter alia*, the proposed Cash Dividend and the Rights cum Warrants Issue, the Board of Directors of the Company wishes to announce that the Company has today received the approval in-principle from the Singapore Exchange Securities Trading Limited ("**SGX-ST**") for the listing of and quotation for up to 148,304,103 Rights Shares with up to 148,304,103 Warrants and up to 148,304,103 New Shares on the Official List of the SGX-Sesdaq, subject to the following conditions:

- (a) Compliance with the SGX-ST's listing requirements and guidelines;
- (b) Shareholders' approval being obtained in a general meeting to be convened for the Rights cum Warrants Issue;
- (c) Submission of Notification in Rule 864(4) of the SGX-ST Listing Manual, if applicable, upon any significant changes affecting the Rights cum Warrants Issue;
- (d) Compliance with Rule 826 of the SGX-ST Listing Manual in relation to a sufficient spread of Warrant holdings to provide for an orderly market in the Warrants;
- (e) a financial adviser advising on the structure of the Rights cum Warrants Issue providing an unqualified opinion that the entire structure of the Rights cum Warrants Issue is not prejudicial to the interests of the Company and the minority Shareholders; and
- (f) unanimous approval from the Company's Board of Directors for the Rights cum Warrants Issue after having satisfied themselves that the entire structure of the Rights cum Warrants Issue is not prejudicial to the interests of the Company and its minority Shareholders.

In connection with the Cash Dividend and the Rights cum Warrants Issue, the Company had applied to the SGX-ST for waivers from compliance with Rules 815, 825, 877(8) and 877(9) of the SGX-ST Listing Manual. The Company wishes to announce that the SGX-ST has also today granted the Company waivers from compliance with Rules 815, 825, 877(8) and 877(9) of the SGX-ST Listing Manual.

Rule 815 relates to the requirement for an announcement to be made by the Company of any significant disbursement of the proceeds raised from the Rights cum Warrants Issue and Rule 877(8) relates to the requirement for the submission to the SGX-ST of an undertaking from the Company that it will make periodic announcement on the utilisation of the proceeds as the funds from the Rights cum Warrants Issue are disbursed. The Company had applied for these waivers as no further disclosures on the utilisation of proceeds would be necessary after the Rights cum Warrants Issue given that the net proceeds of the Rights cum Warrants Issue would be used to strengthen the capital base of the Company following the payment of the Net Cash Dividend. Assuming that the Net Cash Dividend is utilised to subscribe for the Rights Shares with Warrants, the Rights cum Warrants Issue will in effect transform such amount of the Company's retained profits into paid-up capital.

Rule 825 states that the number of new shares arising from the exercise/conversion of outstanding company warrants or other convertible securities must in aggregate not exceed 50% of the issued share

capital. In granting the waiver under Rule 825 of the SGX-ST Listing Manual by the SGX-ST, the Manager had provided an opinion in satisfaction of condition (e) above and the Board of Directors had provided its unanimous approval in satisfaction of condition (f) above.

Rule 877(9) relates to the requirement for Toh Soon Huat and Oei Hong Leong Foundation (Pte) Ltd ("**Undertaking Shareholders**"), who have irrevocably undertaken to the Company to subscribe for their full entitlements of 83,320,961 Rights Shares with Warrants pursuant to the Rights cum Warrants Issue, to furnish a confirmation from a financial institution to the SGX-ST that they have the necessary financial resources to do so. As the Undertaking Shareholders had irrevocably undertaken to fund the entirety of their subscription of all the Rights Shares with Warrants that they are entitled to with their Net Cash Dividend, there will not be any cash outlay required on their part and, hence, a confirmation of financial resources under Rule 877(9) of the SGX-ST Listing Manual is not necessary.

The SGX-ST's approval in-principle is not to be taken as an indication of the merits of the Company, its subsidiaries, the Rights cum Warrants Issue, the Rights Shares, the Warrants, the New Shares or the Shares. Details of the Cash Dividend and the Rights cum Warrants Issue and the availability of the Election Option to utilise the Net Cash Dividend for the subscription and payment of the Rights Shares with Warrants will be provided in the Circular to be despatched to Shareholders in due course.

BY ORDER OF THE BOARD

Toh Soon Huat
Acting Chairman/ Chief Executive Officer
14 September 2007