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EATON HOLDING II S.A.R.L.

(Incorporated in Luxembourg with limited liability)

senyuan

SENYUAN INTERNATIONAL HOLDINGS LIMITED

森源國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3333)

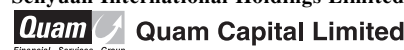
**VOLUNTARY CONDITIONAL CASH OFFER BY
DBS ASIA CAPITAL LIMITED, ON BEHALF OF
EATON HOLDING II S.A.R.L.,
A WHOLLY-OWNED INDIRECT SUBSIDIARY OF
EATON CORPORATION,
FOR ALL OF THE ISSUED SHARES IN THE SHARE CAPITAL OF
SENYUAN INTERNATIONAL HOLDINGS LIMITED
OFFER HAS BECOME UNCONDITIONAL IN ALL RESPECTS**

Financial adviser to Eaton Holding II S.a.r.l.



Financial adviser to

Senyuan International Holdings Limited



The Offer has been declared unconditional in all respects on 14 September 2006, and will remain open for acceptance until further notice. At least 14 days' notice in writing will be given before the Offer is closed to those SIH Shareholders who have not accepted the Offer.

As the 90% Threshold Condition has been satisfied, the consideration payable to SIH Shareholders who have accepted, or will accept, the Offer will be based on the Enhanced Offer Price of HK\$1.62 per SIH Share.

The Offeror intends to exercise its right of Compulsory Acquisition. Upon the completion of the Compulsory Acquisition, the listing of the SIH Shares will be withdrawn from the Stock Exchange.

Reference is made to the joint announcements made by the Offeror and SIH on 22 August 2006, 31 August 2006 and 6 September 2006, and to the composite offer and response document dated 1 September 2006 (the *Composite Document*) issued jointly by the Offeror and SIH, in relation to the Offer. Unless otherwise stated, capitalised terms used in this announcement have the same meanings as those defined in the Composite Document.

ACCEPTANCES

The Offer became unconditional as to acceptances on 6 September 2006. The directors of the Offeror are pleased to announce that, at the close of business on 14 September 2006, valid acceptances have been received in respect of a total of 281,259,000 SIH Shares (representing approximately 92.2% of the issued share capital of SIH).

WAIVER OF OTHER CONDITIONS

All the other Conditions of the Offer have now been waived. Accordingly, the Offer has become unconditional in all respects on 14 September 2006. This is the Unconditional Date referred to in the Composite Document. Payment to SIH Shareholders who have accepted the Offer will be posted as soon as possible but in any event within 10 days of the receipt by the Receiving Agent of a complete and valid Form of Acceptance and the Unconditional Date, whichever is the later.

ENHANCED OFFER PRICE PAYABLE

As the 90% Threshold Condition has been satisfied, the consideration payable to SIH Shareholders who have accepted, or will accept, the Offer will be based on the Enhanced Offer Price of HK\$1.62 per SIH Share.

OFFER REMAINS OPEN

SIH Shareholders are advised that the Offer remains open for acceptances until further notice. At least 14 days' notice in writing will be given before the Offer is closed to those SIH Shareholders who have not accepted the Offer. The Offeror wishes to encourage any remaining SIH Shareholders to accept the Offer in accordance with the recommendation of the SIH Independent Board Committee.

SIH Shareholders who wish to accept the Offer must submit their duly completed Form of Acceptance, together with the relevant SIH Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof), to the Receiving Agent, Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, as soon as possible.

COMPULSORY ACQUISITION

As the 90% Threshold Condition has been satisfied, the Offeror intends to exercise its right of compulsory acquisition (*Compulsory Acquisition*) to acquire all the issued SIH Shares which it has not already acquired under the Offer (the *Outstanding SIH Shares*).

The Offeror will in due course issue notices in relation to the compulsory acquisition of the Outstanding SIH Shares pursuant to section 88(1) of the Companies Law (the *Acquisition Notices*) to the SIH Shareholders holding Outstanding SIH Shares (the *Remaining SIH Shareholders*). Once the Acquisition Notices are dispatched, the Offeror will be entitled and bound to acquire the Outstanding SIH Shares on the same terms as the Offer on the expiration of one month from the date on which the Acquisition Notices were given, unless the Grand Court of the Cayman Islands makes an order to the contrary upon the application of a Remaining SIH Shareholder. A further announcement will be made at the time of dispatch of the Acquisition Notices.

In view of the anticipated Compulsory Acquisition, SIH Shareholders who wish to accept the Offer, but have not yet submitted their acceptance, are reminded to submit their duly completed Form of Acceptance, together with the relevant SIH Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof), to the Receiving Agent, Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, as soon as possible if they wish to receive the consideration for their SIH Shares under the Offer. Unless they accept the Offer, SIH Shareholders holding Outstanding SIH Shares will not receive their consideration for such SIH Shares until the completion of the Compulsory Acquisition. SIH Shareholders should also note that there may be a delay in the payment of the consideration to the Remaining SIH Shareholders in the Compulsory Acquisition as the Offeror will be required by the Companies Law to pay such consideration to SIH (which will hold the aggregate consideration in a separate trust account) rather than directly to the Remaining SIH Shareholders.

WITHDRAWAL OF LISTING

Upon completion of the Compulsory Acquisition, the Offeror will procure that SIH will make an application for the withdrawal of the listing of SIH Shares from the Stock Exchange.

WAIVER OF PUBLIC FLOAT REQUIREMENT

SIH has applied to the Stock Exchange for a temporary waiver of the public float requirement under the Listing Rule 8.08(1)(c) from the date of this announcement until the withdrawal of listing of SIH Shares from the Stock Exchange.

The Stock Exchange has discretion to suspend trading in SIH Shares in the event that less than 25% of the SIH Shares are held by the public.

SUSPENSION OF DEALINGS

SIH will apply to the Stock Exchange for suspension of trading in SIH Shares from the date on which the Offer closes up to the time of the withdrawal of listing of SIH Shares from the Stock Exchange.

All time references contained in this announcement are to Hong Kong time.

By order of the Board of
Eaton Holding II S.a.r.l.
Carlo Schlessler
Director

By order of the Board of
Senyuan International Holdings Limited
Tsang Shui Ching, Patrick
Chairman

Hong Kong, 14 September 2006

The Offeror Directors, the Chairman and Chief Executive Officer of Eaton Corporation and the Executive Vice President and Chief Financial and Planning Officer of Eaton Corporation jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the SIH Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those relating to the SIH Group) have been arrived at after due and careful consideration and there are no other facts (other than those relating to the SIH Group) not contained in this announcement, the omission of which would make any statements in this announcement misleading.

The SIH Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement in respect of the SIH Group and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement in respect of the SIH Group have been arrived at after due and careful consideration and there are no other facts not contained in this announcement in respect of the SIH Group, the omission of which would make any statements in this announcement in respect of the SIH Group misleading.

As at the date of this announcement, the board of directors of the Offeror comprises Mr. Carlo Schlessler, Mr. Robert Parmenter and Mr. David Otto.

As at the date of this announcement, the Chairman and Chief Executive Officer of Eaton Corporation is Mr. Alexander Cutler and the Executive Vice President and Chief Financial and Planning Officer of Eaton Corporation is Mr. Richard Fearon.

As at the date of this announcement, the SIH Board comprises Mr. Tsang, Mr. Zhou, Mr. Lou Chong Wei, Mr. Shu Yi Jin, Mr. Keung Ping Yin, Raymond, Mr. Wong Yiu Sun, Peter and Mr. Lu Yan Sun.

“Please also refer to the published version of this announcement in The Standard.”