ACTION ASIA LIMITED

(Incorporated in the Republic of Singapore - Company Registration No. 200206715M)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2014 Annual General Meeting (the "Meeting") of ACTION ASIA LIMITED will be held at Mandarin Ballroom 2, 6th Floor, Main Tower, Mandarin Orchard Singapore, 333 Orchard Road, Singapore 238867 on Wednesday, 30 April 2014 at 10:30 a.m. to transact the following business:-

AS ORDINARY BUSINESS

1. To consider the Directors' Report and Financial Statements for the year ended 31 December 2013 together with the Auditors' Report thereon. **Resolution 1**
2. To approve the Directors' Fees of $275,000/- for the year ended 31 December 2013. (2012: $270,000/-) **Resolution 2**
3. To re-appoint Dato' Peng, Chiun-Ping as a Director of the Company pursuant to Section 153(6) of the Companies Act, Chapter 50 of Singapore, to hold such office from the date of this Annual General Meeting until the next Annual General Meeting of the Company. **Resolution 3**
4. To re-elect Dato' Lai Pin Yong retiring pursuant to Article 93 of the Company's Articles of Association. **Resolution 4**
5. To appoint Mr Chao, Teng-Pang as Director to fill the office vacated by Mr Shung, Wen-Chih pursuant to Article 95 of the Company's Articles of Association.
   (Mr Shung, Wen-Chih, the Director retiring by rotation pursuant to Article 93 of the Company's Articles of Association has notified the Company that he does not wish to seek re-election at the Meeting).
   The biodata of Mr Chao, Teng-Pang is found in the "Proposed Director" section of the Annual Report. **Resolution 5**
6. To re-appoint Messrs PricewaterhouseCoopers LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following as Ordinary Resolutions with or without modification:-

7. THAT pursuant to Section 161 of the Companies Act, Chapter 50, of Singapore (the "Companies Act") and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "SGX-ST"), the Directors be empowered to allot and issue shares in the capital of the Company and convertible securities (and any shares in the capital of the Company pursuant to the conversion of such convertible securities) at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit; and (notwithstanding the authority may have ceased to be in force) issue shares in the capital of the Company in pursuance of any convertible securities made or granted by the Directors while such authority remains in force, provided that the aggregate number of shares and convertible securities to be allotted and issued pursuant to this Ordinary Resolution (including shares in the capital of the Company to be issued in pursuance of convertible securities made or granted pursuant to this Ordinary Resolution) shall not exceed 50 per cent. of the total number of issued shares excluding treasury shares of the Company at the time of the passing of this Ordinary Resolution, of which the aggregate number of shares and convertible securities to be issued other than on a pro rata basis to all shareholders of the Company (including shares in the capital of the Company to be issued in pursuance of convertible securities made or granted pursuant to this Ordinary Resolution) shall not exceed 20 per cent. of the total number of issued shares excluding treasury shares of the Company and that such authority shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the Company's next Annual General Meeting ("AGM") or the date by which the next AGM of the Company is required by law to be held, whichever is earlier. **Resolution 7**

   [see statement under the heading Resolution 7]

8. THAT : **Resolution 8**
   (a) approval be and is hereby given for the purposes of Chapter 9 of the Listing Manual of the SGX-ST for the Company and its subsidiaries that are entities at risk (as that term is used in Chapter 9 of the Listing Manual of the SGX-ST), or any of them, to enter into any of the transactions falling within the types of Interested Person Transactions (as defined in the Listing Manual of the SGX-ST) set out in the Appendix accompanying this Notice of Annual General Meeting (the "Appendix"), with any party who is of the classes of Interested Persons (as defined in the Listing Manual of the SGX-ST) described in the Appendix, provided that such Interested Person Transactions are carried out on normal commercial terms and in accordance with the review procedures for Interested Person Transactions as set out in the Appendix (the "IPT Mandate");
   (b) the IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier;
   (c) the Audit Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of procedures and/or to modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Listing Manual of the SGX-ST which may be prescribed by the SGX-ST from time to time; and
   (d) the Directors of the Company or any of them be hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they or he may consider expedient or necessary or in the interests of the Company to give effect to the IPT Mandate and/or this Ordinary Resolution.

   [see statement under the heading Resolution 8]

ANY OTHER BUSINESS

9. To transact any other business.

BY ORDER OF THE BOARD

JULIANA LOH JOO HUI
Company Secretary
Singapore, 15 April 2014

Notes:

1. A member entitled to attend and vote at this meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy need not be a Member of the Company.
2. If the appointer is a corporation, the instrument of proxy must be executed under seal or by the hand of its duly authorised attorney or a duly authorised officer of the corporation.
3. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 3 Anson Road #27-01, Springleaf Tower, Singapore 079909 not less than 48 hours before the time for holding the meeting.
4. Dato' Lai Pin Yong will, upon re-election as Director of the Company, continue to serve as Chairman of Nominating Committee and Remuneration Committee and member of the Audit Committee, he is considered to be independent by the Board of Directors of the Company in view of Guideline 2.3 of the revised Code of Corporate Governance 2012; and Guideline 2.4 relating to director who has served on the Board beyond nine years, which reasons are disclosed in the Report of the Corporate Governance.

EXPLANATORY NOTES

STATEMENT PURSUANT TO ARTICLE 54 OF THE COMPANY'S ARTICLES OF ASSOCIATION

Resolution 7

The Resolution 7 proposed in item 7 above, if passed, will empower the Directors from the date of the above Meeting until the date of the next AGM, to allot and issue shares and convertible securities in the Company. The number of shares and convertible securities that the Directors may allot and issue under this Ordinary Resolution would not exceed 50 per cent. of the total number of issued shares excluding treasury shares of the Company at the time of the passing of this Ordinary Resolution. For issue of shares and convertible securities other than on a pro rata basis to all shareholders, the aggregate number of shares and convertible securities to be issued shall not exceed 20 per cent. of the total number of issued shares excluding treasury shares of the Company.

The percentage of issued share capital is based on the total number of issued shares excluding treasury shares of the Company at the time of passing of the resolution approving the mandate after adjusting for (a) new shares arising from the conversion or exercise of convertible securities, (b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of the resolution approving the mandate, and (c) any subsequent bonus issue, consolidation or subdivision of shares.

Resolution 8

The Resolution 8 proposed in item 8 above, if passed, will empower the Directors of the Company to continue to enter into recurrent revenue transactions with interested persons. This authority will, unless previously revoked or varied by the Company at a general meeting expire at the conclusion of the Company's next AGM. Please refer to the Appendix for further details.

The Audit Committee has reviewed the terms of the IPT Mandate, as proposed to be renewed and is satisfied that the methods or procedures set out in the IPT Mandate are sufficient to ensure that the Interested Person Transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority shareholders.