ACTION ASIA LIMITED
(Company Registration No. 200206715M)
(Incorporated in Singapore)

ALMOND GARDEN CORP.
(Company Registration No. 125001)
(Incorporated in the British Virgin Islands)

JOINT ANNOUNCEMENT

PROPOSED VOLUNTARY DELISTING OF ACTION ASIA LIMITED

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1. INTRODUCTION

1.1 Delisting Proposal

Almond Garden Corp. ("**Offeror**"), a wholly-owned subsidiary of Action Electronics Co., Ltd. ("**Action Electronics**") (which is listed on the Taiwan Stock Exchange), and Action Asia Limited ("**Company**") wish to jointly announce that the Offeror has presented to the Board of Directors of the Company ("**Board**") a proposal ("**Delisting Proposal**") to seek the voluntary delisting of the Company ("**Delisting**") from the Official List of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") pursuant to Rules 1307 and 1309 of the listing manual of the SGX-ST ("**Listing Manual**").

1.2 Exit Offer

Under the Delisting Proposal, in the event that the Delisting Resolution (as defined in paragraph 2.1(a) below) is approved by shareholders of the Company (the "**Shareholders**"), SAC Capital Private Limited ("**SAC Capital**"), for and on behalf of the Offeror, will make an exit offer in cash ("**Exit Offer**") to acquire all the issued and paid-up ordinary shares in the capital of the Company ("**Shares**") (excluding treasury Shares), other than those Shares already owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it as at the date of the Exit Offer but including the Shares which are the subject of the Directors' Irrevocable Undertakings (as defined in paragraph 9.4 below) ("**Offer Shares**").

1.3 EGM

The Company and the Offeror wish to jointly announce that the Board has reviewed the Delisting Proposal and has resolved to convene an extraordinary general meeting of the Company ("**EGM**") in due course to seek the approval of Shareholders for the Delisting and to make an application to the SGX-ST for approval of the Delisting.

2. LISTING MANUAL PROVISIONS ON VOLUNTARY DELISTING

2.1 Rule 1307 of the Listing Manual

Under Rule 1307 of the Listing Manual, the SGX-ST may agree to an application by the Company to delist from the Official List of the SGX-ST if:

(a) the Company convenes an EGM to obtain Shareholders' approval of the resolution for the Delisting ("**Delisting Resolution**");

(b) the Delisting Resolution is approved by a majority of at least 75% of the total number of issued Shares (excluding treasury Shares) held by Shareholders present and voting, on a poll, either in person or by proxy at the EGM (the directors of the Company ("**Action Asia Directors**") and controlling Shareholders of the Company need not abstain from voting on the Delisting Resolution); and

(c) the Delisting Resolution is not voted against by 10% or more of the total number of issued Shares (excluding treasury Shares) held by Shareholders present and voting, on a poll, either in person or by proxy at the EGM.

2.2 Rule 1309 of the Listing Manual

In addition, Rule 1309 of the Listing Manual requires that if the Company is seeking to delist from the Official List of the SGX-ST:

(a) a reasonable exit alternative, which should normally be in cash, should be offered to the Shareholders and holders of any other classes of listed securities to be delisted; and

(b) the Company should normally appoint an independent financial adviser to advise on the Exit Offer.

3. THE EXIT OFFER

3.1 Principal Terms of the Exit Offer

Under the Delisting Proposal, subject to the terms and conditions of the Exit Offer to be set out in the formal offer document to be issued by the Offeror ("**Exit Offer Letter**"), the Offeror will make the Exit Offer for all the Offer Shares on the following basis:

(a) **Exit Offer Price.** The consideration for each Offer Share in acceptance of the Exit Offer is as follows:

For each Offer Share: S$0.19 in cash ("Exit Offer Price")

(b) **Benchmarking the Exit Offer Price.** The Exit Offer Price represents the following premium over the historical traded prices of the Shares prior to the date of this Joint Announcement ("**Joint Announcement Date**"):

Description	Share Price (S$)	Premium over Share Price (%)
Last transacted price of the Shares on the SGX-ST on 26 February 2015, being the last market day on which the Shares were traded on the SGX-ST prior to the Joint Announcement Date ("**Last Market Day**")	0.112	69.6

Description	Share Price (S$)	Premium over Share Price (%)
Volume weighted average price of the Shares on the SGX-ST ("**VWAP**") for the one-month period up to and including the Last Market Day	0.113	68.1
VWAP for the three-month period up to and including the Last Market Day	0.114	66.7
VWAP for the six-month period up to and including the Last Market Day	0.115	65.2
VWAP for the twelve-month period up to and including the Last Market Day[(1)]	0.123	54.5

Source: Bloomberg L.P.

Note:

(1) This excludes the acquisition of Shares by Action Electronics via off-market transactions.

The Exit Offer Price shall be applicable to any number of Offer Shares which are tendered in acceptance of the Exit Offer.

Each Shareholder who accepts the Exit Offer will receive S$190 for every 1,000 Offer Shares tendered in acceptance of the Exit Offer.

(c) **Offer Shares.** The Exit Offer will be extended, on the same terms and conditions, to all the issued Shares owned, controlled or agreed to be acquired by parties acting or presumed to be acting in concert with the Offeror (save for Action Electronics).

(d) **No Encumbrances.** The Offer Shares are to be acquired fully paid and free from all claims, charges, equities, mortgages, liens, pledges, encumbrances, rights of pre-emption and any other third party rights and interests of any nature whatsoever (collectively, "**Encumbrances**"), and together with all rights, benefits, entitlements and advantages attached thereto as at the Joint Announcement Date and hereafter attaching thereto, including but not limited to the right to receive and retain all dividends, rights, and other distributions announced, declared, made or paid thereon by the Company (collectively, the "**Distributions**") (if any), the Record Date for which falls on or after the Joint Announcement Date. For the purpose of this Joint Announcement, "**Record Date**" means, in relation to any Distributions, the date on which Shareholders must be registered with the Company or The Central Depository (Pte) Limited ("**CDP**"), as the case may be, in order to participate in such Distributions.

(e) **Adjustments for Distributions.** Without prejudice to the generality of the foregoing, the Exit Offer Price has been determined on the basis that the Offer Shares will be acquired with the right to receive any Distributions, the Record Date for which falls on or after the Joint Announcement Date. In the event of any such Distribution, the Exit Offer Price payable to a Shareholder who validly accepts or has validly accepted the Exit Offer shall be reduced by an amount which is equal to the amount of such Distribution as follows, depending on when the settlement date in respect of the Offer

Shares tendered in acceptance by Shareholders pursuant to the Exit Offer ("**Exit Offer Settlement Date**") falls:

(i) if the Exit Offer Settlement Date falls on or before the Record Date, the Offeror will pay the relevant accepting Shareholders the unadjusted Offer Price of S$0.19 in cash for each Offer Share, as the Offeror will receive the Distribution in respect of such Offer Share from the Company; and

(ii) if the Exit Offer Settlement Date falls after the Record Date, the Exit Offer Price payable for each Offer Share tendered in acceptance shall be reduced by an amount which is equal to the Distribution in respect of such Offer Share, as the Offeror will not receive such Distribution from the Company.

(f) **Conditions.** The Delisting and the making of the Exit Offer will be subject to the conditions stated in paragraph 3.2 below.

(g) **Acceptances.** Shareholders may accept the Exit Offer in full or in part. The Exit Offer will not be conditional upon a minimum number of acceptances being received by the Offeror.

(h) **Warranty by Shareholders.** Acceptance of the Exit Offer by a Shareholder will be deemed to constitute an unconditional and irrevocable warranty by that Shareholder that each Offer Share in respect of which the Exit Offer is accepted is sold by him as, or on behalf of, the beneficial owner(s) thereof, fully paid and free from all Encumbrances, and together with all rights, benefits and entitlements attached thereto as at the Joint Announcement Date and thereafter attaching thereto, including the right to receive and retain all dividends, rights and other distributions (if any) declared, paid or made by the Company on or after the Joint Announcement Date.

(i) **Despatch of Exit Offer Letter and First Closing Date.** It is envisaged that the Exit Offer Letter and the relevant acceptance form(s) will be despatched to Shareholders together with the delisting circular issued by the Company to the Shareholders (the "**Circular**"). Shareholders may choose to accept the Exit Offer before the EGM. However, such acceptances would be conditional and if the Delisting Resolution is not approved by Shareholders at the EGM, the condition to the Exit Offer will not be fulfilled and the Exit Offer will lapse. The Exit Offer will be open for acceptance by Shareholders for a period of at least 14 days after the date of announcement of Shareholders' approval of the Delisting, as it is expected that the Exit Offer Letter and the relevant acceptance form(s) will be despatched to Shareholders together with the Circular.

(j) **Long-Stop Date.** If the Delisting Resolution Approval Condition (as defined in paragraph 3.2(a) below) is not satisfied within six months of the date of this Joint Announcement, (the "**Long-Stop Date**"), the Delisting shall not take place and the Exit Offer will lapse (unless the Long-Stop Date is further extended by the Offeror and such extension is approved by the Securities Industry Council ("**SIC**").

(k) **Further Details.** Further details of the Exit Offer will be set out in the Exit Offer Letter.

3.2 Conditions for the Delisting and the Making of the Exit Offer

The Delisting and the making of the Exit Offer will be conditional upon:

(a) the approval of the Delisting Resolution by a majority of at least 75% of the total number of issued Shares (excluding treasury Shares) held by the Shareholders present and voting, on a poll, either in person or by proxy at the EGM, and the Delisting Resolution not being voted against by 10% or more of the total number of issued Shares (excluding treasury Shares) held by the Shareholders present and voting, on a poll, either in person or by proxy at the EGM (collectively, the "**Delisting Resolution Approval Condition**"); and

(b) confirmation by the SGX-ST that it has no objection to the Delisting, subject to the satisfaction of the Delisting Resolution Approval Condition. The application in relation to the foregoing will be made by the Company to the SGX-ST in due course.

Under Rule 1307 of the Listing Manual, all Shareholders (including the Offeror, parties acting in concert with the Offeror who hold Shares and the Action Asia Directors) are entitled to vote on the Delisting Resolution.

As at the Joint Announcement Date, the aggregate number of Shares held by the Offeror and parties acting in concert with it amount to 294,774,040 Shares[1], representing approximately 74.06% of the total number of issued Shares[2].

The Offeror intends to vote all of the 27,336,000 Shares held by it (representing approximately 6.87% of the total number of issued Shares) in favour of the Delisting Resolution at the EGM. Further, as at the Joint Announcement Date, the Offeror has also obtained:

(i) an irrevocable undertaking from Action Electronics, *inter alia*, that it will vote all of the 244,937,310 Shares held by it (representing approximately 61.54% of the total number of issued Shares) in favour of the Delisting Resolution at the EGM; and

(ii) the Irrevocable Undertakings (as defined in paragraph 9.4 below) from the Undertaking Shareholders (as defined in paragraph 9.4 below), who collectively own or control an aggregate of 46,439,640 Shares (representing approximately 11.67% of the total number of issued Shares), that they will, *inter alia,* vote all of their respective Shares in favour of the Delisting Resolution at the EGM.

Accordingly, the aggregate shareholding percentage which will vote in favour of the Delisting Resolution at the EGM will be 80.07% of the total number of issued Shares.

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[1] These comprise 27,336,000 Shares directly held by the Offeror, 244,937,310 Shares directly held by Action Electronics, 13,500,000 Shares directly held by Peng Wen-Chih and 9,000,730 Shares directly held by Peng Chiun-Ping.

[2] Unless otherwise stated, references in this Joint Announcement to the total number of issued Shares are based on 398,035,000 Shares (excluding 1,965,000 Shares in treasury), based on a search conducted at the Accounting and Corporate Regulatory Authority of Singapore on 27 February 2015.

4. RULINGS FROM THE SIC

An application was made by the Offeror to the SIC to seek certain rulings in relation to the Delisting and the Exit Offer. The SIC ruled on 13 February 2015, *inter alia*, that:

(a) the Exit Offer is exempted from compliance with the following provisions of The Singapore Code on Take-overs and Mergers ("**Code**"):

(i) Rule 20.1 on keeping the Exit Offer open for 14 days after it is revised;

(ii) Rule 22 on the offer timetable;

(iii) Rule 28 on acceptances; and

(iv) Rule 29 on the right of acceptors to withdraw their acceptances,

subject to the satisfaction of the following conditions:

(aa) disclosure in the Circular of:

(i) the consolidated net tangible assets per Share of the group comprising the Company, its subsidiaries and associated companies based on the latest published accounts prior to the date of the Circular ("**Consolidated Group NTA per Share**"); and

(ii) particulars of all known material changes as of the latest practicable date which may affect the Consolidated Group NTA per Share or a statement that there are no such known material changes; and

(bb) the Exit Offer remaining open for at least:

(i) 21 days after the date of despatch of the Exit Offer Letter if the Exit Offer Letter is despatched after Shareholders' approval for the Delisting has been obtained at the EGM; or

(ii) 14 days after the date of announcement of Shareholders' approval of the Delisting if the Exit Offer Letter is despatched on the same date as the Circular;

(b) Lai Pin Yong, one of the Undertaking Shareholders, will not be regarded as a party acting in concert with the Offeror and its concert parties (collectively, "**Concert Group**"), provided that:

(i) there are and will be no agreement (whether formal or informal, written or oral, entered into or outside Singapore) between the Concert Group and Lai Pin Yong relating to the Exit Offer and Delisting other than the Irrevocable Undertaking given by Lai Pin Yong; and

(ii) the Concert Group has not paid, and there is no agreement, arrangement or understanding (whether formal or informal, written or oral, entered into or

outside Singapore) pursuant to which the Concert Group will pay Lai Pin Yong any consideration in whatever form (whether in or outside Singapore) in relation to his Irrevocable Undertaking;

(c) the Common Directors (as defined in paragraph 5.1 below) are exempted from the requirement under the Code to make a recommendation to Shareholders on the Exit Offer and the Delisting. However, the Common Directors must still assume responsibility for the accuracy of facts stated or opinions expressed in documents or advertisements issued by, or on behalf, of the Company in connection with the Exit Offer and the Delisting; and

(d) the financial confirmation to be given by SAC Capital to the Offeror pursuant to Rule 3.5 of the Code that sufficient financial resources are available to the Offeror to satisfy acceptances of the Exit Offer in full may exclude the Shares held by the Offeror and Action Electronics as at the date of the Exit Offer.

5. INFORMATION ON THE COMPANY AND THE OFFEROR

5.1 The Company

The Company is a company incorporated in Singapore on 2 August 2002 and is listed on the Main Board of the SGX-ST. Its principal activities are those of an investment holding company. The Company and its subsidiaries ("**Action Asia Group**") are engaged in the design, manufacture and assembly of mobile audio and video electronic products for lifestyle entertainment and in-car-usage such as multi-functional digital video player, digital photo frame and digital mobile television. The Action Asia Group's lifestyle entertainment multimedia products are used mainly in homes, hospitals and outdoors while its in-car entertainment multimedia products are installed mainly in automobiles and commercial vehicles.

As at the Joint Announcement Date, the Company has an issued and paid-up share capital comprising 398,035,000 Shares (excluding 1,965,000 Shares held in treasury) and a market capitalisation of approximately S$44.6 million.

As at the Joint Announcement Date, the Action Asia Directors are Li Yuan-Chen @ Jack Li, Peng Wen-Chih (彭文志), Peng Chiun-Ping (彭君平), Lai Pin Yong, Tang Edmund Koon Kay and Chao Teng-Pang (趙登榜).

Peng Wen-Chih (彭文志), Peng Chiun-Ping (彭君平) and Chao Teng-Pang (趙登榜) (collectively, "**Common Directors**") are also directors of Action Electronics, the parent company of the Offeror. In addition, Peng Chiun-Ping (彭君平) and Chao Teng-Pang (趙登榜) are also directors of the Offeror. Accordingly, each of Peng Wen-Chih (彭文志), Peng Chiun-Ping (彭文志) and Chao Teng-Pang (彭君平) is deemed to be acting in concert with the Offeror in relation to the Exit Offer.

5.2 The Offeror

The Offeror is a company incorporated in the British Virgin Islands on 29 July 1994 and is a direct wholly-owned subsidiary of Action Electronics. Its principal activities are those of an investment holding company. As at the Joint Announcement Date, the Offeror has

20,000,000 issued ordinary shares.

As at the Joint Announcement Date, the directors of the Offeror ("**Offeror Directors**") are Peng Chiun-Ping (彭君平), Chao Teng-Pang (趙登榜) and Peng Ting-Yu (彭亭玉).

As at the Joint Announcement Date, the Offeror owns an aggregate of 27,336,000 Shares, representing approximately 6.87% of the total number of issued Shares.

5.3 Action Electronics

Action Electronics is a company incorporated in Taiwan, the Republic of China and is listed on the Taiwan Stock Exchange. Action Electronics and its subsidiaries ("**Action Electronics Group**") are primarily engaged in the manufacture and marketing of high resolution colour televisions, liquid crystal display televisions, video compact discs and mini televisions. The Action Electronics Group markets its products under the ACTION brand name and exports its products to Europe, America and Asia.

As at the Joint Announcement Date, Action Electronics has 277,157,496 issued shares (excluding 5,000,000 shares held in treasury)[3] and a market capitalisation of approximately NT$1,796.0 million (equivalent to approximately S$77.4 million based on an exchange rate of S$1 : NT$23.2).

As at the Joint Announcement Date, the directors of Action Electronics ("**Action Electronics Directors**") are Peng Chiun-Ping (彭君平), Peng Wen-Chih (彭文志), Peng Ting-Yu (彭亭玉), Chao Teng-Pang (趙登榜), Peng Bozhang (彭柏彰), Lai Wenxin (賴文鑫), , Xu Jinlu (徐金爐), Liu Qiuqi (劉秋其), Tang Pengjin (湯鵬縉), Liao Shuren (廖述仁) and Su Longde (蘇隆德).

As at the Joint Announcement Date, Action Electronics owns an aggregate of 244,937,310 Shares, representing approximately 61.54% of the total number of issued Shares, and is also deemed interested in the Shares held by the Offeror in the Company. The Offeror and Action Electronics collectively own an aggregate of 272,273,310 Shares, representing 68.40% of the total number of issued Shares.

6. RATIONALE FOR THE DELISTING AND THE EXIT OFFER

6.1 No Need for Access to Capital Markets

Since its initial public offering in 2004, the Company has not carried out any fund-raising exercise on the SGX-ST. The Company is unlikely to require access to the Singapore capital markets in the foreseeable future to finance its operations and accordingly, it may not be necessary for the Company to remain listed on the SGX-ST.

6.2 Realisation of Investments for Cash at a Premium

The Exit Offer will present Shareholders with an opportunity to realise their entire shareholding for cash at an attractive premium of approximately 69.6% over the last

[3] The total number of issued shares of Action Electronics (including the 5,000,000 shares held in treasury) is 282,157,496 shares.

transacted price per Share of S$0.112 on 26 February 2015, being the last Market Day on which the Shares were traded on the SGX-ST prior to the Joint Announcement Date, and an attractive premium of approximately 68.1%, 66.7%, 65.2% and 54.5% over the VWAP of the Shares for the one-month, three-month, six-month and 12-month periods, respectively, prior to and including the Last Market Day.

The Exit Offer provides Shareholders with an option to realise the value of their investments for cash at a significant premium over the historical traded prices of the Shares which may not otherwise be readily available given the low trading volume of the Shares prior to the Joint Announcement Date, without incurring brokerage or other trading costs.

6.3 Low Trading Volume of the Shares

The historical trading volume of the Shares has been generally low. The average daily trading volume of the Shares for the one-month, three-month, six-month and 12-month periods prior to and including the Last Market Day are as follows:

Period prior to and including the Last Market Day	Average Daily Trading Volume[(1)]	Approximate percentage of total number of Shares[(2)] (%)
Last one-month	78,671	0.02
Last three-months	38,679	0.01
Last six-months	25,310	0.01
Last 12 months	33,375	0.01

Source: Bloomberg L.P.

Notes:

(1) The average daily trading volume is computed based on the total trading volume of the Shares (excluding off-market transactions) for days on which the SGX-ST is open for trading in securities ("**Market Days**") for the relevant periods immediately prior to and including the Last Market Day, divided by the total number of Market Days during the respective periods.

(2) Based on 398,035,000 issued Shares in the capital of the Company as at the Joint Announcement Date (excluding treasury Shares).

The Exit Offer will provide an exit option for those Shareholders who wish to realise their entire investment in the Shares but find it difficult to do so as a result of the low trading volume of the Shares.

6.4 Greater Management Flexibility

The Delisting will provide the Offeror and the Company with greater control and management flexibility in utilising and deploying the available resources of the Action Asia Group and facilitating the implementation of any strategic initiatives and/or operational changes of the Action Asia Group to achieve greater efficiency and competitiveness without the attendant costs, regulatory restrictions and compliance issues associated with its listed status on the SGX-ST.

6.5 Eliminate Compliance Costs of Maintaining Listing Status

The Company incurs compliance and associated costs in maintaining its listed status on the SGX-ST. The Delisting would allow the Company to realise cost savings by eliminating listing, compliance and other related expenses associated with ongoing compliance with the listing requirements under the Listing Manual, thereby enabling the Company to focus its resources

on its business operations.

7. THE OFFEROR'S INTENTIONS FOR THE COMPANY

The Offeror currently has no intention to (a) propose any major changes to the existing businesses of the Action Asia Group; (b) re-deploy the fixed assets of the Action Asia Group; or (c) discontinue the employment of the existing employees of the Action Asia Group, other than in the ordinary course of business. Nonetheless, the Offeror retains the flexibility at any time to consider and evaluate options or opportunities in relation to the Action Asia Group which may present themselves, and which it may regard to be in the interests of the Offeror and/or the Company.

Following the close of the Exit Offer, the Offeror will undertake a comprehensive review of the businesses and fixed assets of the Action Asia Group. This review will assist the Offeror in determining the optimal business strategy for the Action Asia Group.

8. COMPULSORY ACQUISITION

Pursuant to Section 215(1) of the Companies Act, Chapter 50 of Singapore ("**Companies Act**"), if the Offeror receives valid acceptances pursuant to the Exit Offer (or otherwise acquires Shares during the period when the Exit Offer is open for acceptance) in respect of not less than 90% of the total number of issued Shares (other than those already held by the Offeror, its related corporations or their respective nominees as at the date of the Exit Offer and excluding any Shares held in treasury), the Offeror is entitled to exercise the right to compulsorily acquire, at the Exit Offer Price, all the Shares of Shareholders who have not accepted the Exit Offer ("**Dissenting Shareholders**"), at a price equal to the Exit Offer Price.

Dissenting Shareholders have the right under and subject to Section 215(3) of the Companies Act, to require the Offeror to acquire their Shares at the Exit Offer Price in the event that the Offeror, its related corporations or their respective nominees acquire, pursuant to the Exit Offer, such number of Shares which, together with the Shares held by the Offeror, its related corporations or their respective nominees, comprise 90% or more of the total number of issued Shares (excluding any Shares held in treasury). Dissenting Shareholders who wish to exercise such rights are advised to seek their own independent legal advice.

9. DISCLOSURE OF HOLDINGS AND DEALINGS IN ACTION ASIA SECURITIES

9.1 Holdings of and Dealings in the Action Asia Securities

The Appendix to this Joint Announcement sets out, based on the latest information available to the Offeror:

(a) the number of Action Asia Securities (as defined in paragraph 9.2 below) owned, controlled or agreed to be acquired by:

  (i) the Offeror and the Offeror Directors;

  (ii) Action Electronics, the parent company of the Offeror; and

  (iii) SAC Capital,

(collectively, "**Relevant Persons**") as at the Joint Announcement Date; and

(b) the dealings in the Action Asia Securities by the Relevant Persons during the three-month period immediately preceding the Joint Announcement Date (the "**Reference Period**").

9.2 No Other Holdings or Dealings

Save as disclosed in this Joint Announcement, as at the Joint Announcement Date and based on the latest information available to the Offeror, none of the Relevant Persons:

(a) owns, controls or has agreed to acquire any (i) Shares, (ii) securities which carry voting rights in the Company, or (iii) convertible securities, warrants, options or derivatives in respect of Shares or securities which carry voting rights in the Company (collectively, the "**Action Asia Securities**"); or

(b) has dealt for value in any Action Asia Securities during the Reference Period.

9.3 Other Arrangements

Save as disclosed in this Joint Announcement, as at the Joint Announcement Date and based on the latest information available to the Offeror, none of the Relevant Persons has:

(a) (i) granted any security interest relating to any Action Asia Securities to another person, whether through a charge, pledge or otherwise, (ii) borrowed any Action Asia Securities from another person (excluding borrowed securities which have been on-lent or sold), or (iii) lent any Action Asia Securities to another person;

(b) entered into any arrangement (whether by way of option, indemnity or otherwise) in relation to shares of the Offeror or the Company which might be material to the Exit Offer; and

(c) received any irrevocable undertaking from any party to accept or reject the Exit Offer, save as disclosed in paragraph 9.4 below.

9.4 Irrevocable Undertakings

Action Electronics

As at the Joint Announcement Date, the Offeror has obtained an irrevocable undertaking ("**Action Electronics' Irrevocable Undertaking**") from Action Electronics which hold 244,937,310 Shares, representing approximately 61.54% of the total number of issued Shares, *inter alia*, that it will vote all its Shares in favour of the Delisting Resolution at the EGM to be convened in connection with the Delisting and that it will not accept the Exit Offer.

The Action Electronics' Irrevocable Undertaking shall terminate and cease to have any effect at the earlier of: (i) approval by Shareholders for the Delisting not having been obtained within 6 months from the Joint Announcement Date; or (ii) the Exit Offer having been withdrawn, lapsed or closed, or failed to become or be declared unconditional in all respects for any

reason (other than as a result of breach by Action Electronics of its obligations under the Action Electronics' Irrevocable Undertaking), provided that such termination and cessation shall be subject to the prior written confirmation of the Offeror and SAC Capital.

Peng Wen-Chih (彭文志), Peng Chiun-Ping (彭君平) and Lai Pin Yong

As at the Joint Announcement Date, the Offeror has obtained irrevocable undertakings ("**Directors' Irrevocable Undertakings**" and together with the Action Electronics' Irrevocable Undertaking, the "**Irrevocable Undertakings**") from Peng Wen-Chih (彭文志), Peng Chiun-Ping (彭君平) and Lai Pin Yong (collectively, the "**Undertaking Shareholders**") who collectively own or control an aggregate of 46,439,640 Shares, representing approximately 11.67% of the total number of issued Shares, *inter alia*, that they will vote all their respective Shares in favour of the Delisting Resolution at any EGM which may be convened in connection with the Delisting and that they will accept the Exit Offer. The Undertaking Shareholders are also directors of the Company. Peng Wen-Chih (彭文志) and Peng Chiun-Ping (彭君平) are also directors of Action Electronics and own direct shareholding interests of 0.64%[4] and 7.12%[5] in Action Electronics, respectively. Peng Chiun-Ping (彭君平) is also a director of the Offeror.

Please refer to the Appendix to this Joint Announcement for details on the number and percentage of Shares owned by each of the Undertaking Shareholders.

The Irrevocable Undertakings shall terminate and cease to have any effect at the earlier of: (i) approval by Shareholders for the Delisting not having been obtained within 6 months from the Joint Announcement Date; or (ii) the Exit Offer having been withdrawn, lapsed or closed, or failed to become or be declared unconditional in all respects for any reason (other than as a result of breach by the relevant Undertaking Shareholder of its/his obligations under its/his Irrevocable Undertakings), provided that such termination and cessation shall be subject to the prior written confirmation of the Offeror and SAC Capital.

9.5 Further Enquiries

In the interests of confidentiality, save for the Relevant Persons, the Offeror has not made enquiries in respect of certain other concert parties who are acting or presumed to be acting in concert with the Offeror in connection with the Exit Offer. Further enquiries will be made of such persons subsequent to this Joint Announcement and the relevant disclosures will be made in due course and in the Exit Offer Letter.

9.6 Interests of Action Asia Directors

As at the Joint Announcement Date, Li Yuan-Chen @ Jack Li, the Non-Executive Chairman of the Company, has a deemed interest in 157,000 Shares, held by his spouse, Wong Shiow Ling.

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[4] As at the Joint Announcement Date, Peng Wen-Chih directly owns 1,796,707 shares in Action Electronics, representing approximately 0.64% of the total number of issued shares of Action Electronics (including treasury shares).

[5] As at the Joint Announcement Date, Peng Chiun-Ping directly owns 20,076,303 shares in Action Electronics, representing approximately 7.12% of the total number of issued shares of Action Electronics (including treasury shares).

As at the Joint Announcement Date, save as disclosed above and save for the interests of Peng Wen-Chih (彭文志), Peng Chiun-Ping (彭君平) and Lai Pin Yong as disclosed in the Appendix to this Joint Announcement, none of the Action Asia Directors has any interests in the Action Asia Securities.

10. CONFIRMATION OF FINANCIAL RESOURCES

SAC Capital, as the financial adviser to the Offeror, confirms that sufficient financial resources are available to the Offeror to satisfy in full the aggregate Exit Offer Price payable by the Offeror for all the Offer Shares (which, for the avoidance of doubt, excludes those Shares which are held by the Offeror and Action Electronics as at the date of the Exit Offer) to be acquired by the Offeror pursuant to full acceptances of the Exit Offer.

11. INDEPENDENT FINANCIAL ADVISER

The Company will be appointing an independent financial adviser ("**IFA**") to advise the Action Asia Directors who are considered independent for the purposes of the Delisting and the Exit Offer ("**Independent Directors**") on the Exit Offer. The advice of the IFA and the recommendation of the Independent Directors regarding the Exit Offer will be set out in the Circular.

12. CIRCULAR AND EXIT OFFER LETTER

No immediate action is required of the Shareholders on their part in respect of the Delisting and the Exit Offer. Shareholders will be advised on the procedures for accepting the Exit Offer when the Circular and the Exit Offer Letter are despatched.

The Circular, the Exit Offer Letter and the relevant form(s) of acceptance of the Exit Offer ("**Acceptance Forms**") will be despatched to the Shareholders in due course. It is expected that the Exit Offer Letter and the relevant acceptance form(s) will be despatched to the Shareholders together with the Circular.

In the meantime, Shareholders are advised to exercise caution when dealing in the Shares and to refrain from taking any action in relation to their Shares which may be prejudicial to their interests. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor, accountant or other professional advisers.

13. OVERSEAS SHAREHOLDERS

13.1 Overseas Jurisdictions

This Joint Announcement does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy any security, nor is it a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of the securities referred to in this Joint Announcement in any jurisdiction in contravention of applicable law. The Exit Offer will be made solely by the Exit Offer Letter and the Acceptance Forms, which will contain the full terms and conditions of the Exit Offer, including details of how the Exit Offer may be accepted.

The release, publication or distribution of this Joint Announcement in certain jurisdictions may be restricted by law and therefore persons in any such jurisdictions into which this Joint Announcement is released, published or distributed should inform themselves about and observe such restrictions.

Copies of this Joint Announcement and any formal documentation relating to the Exit Offer are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any jurisdiction where the making of or the acceptance of the Exit Offer would violate the law of that jurisdiction ("**Restricted Jurisdiction**") and will not be capable of acceptance by any such use, instrumentality or facility within any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction.

The Exit Offer (unless otherwise determined by the Offeror and permitted by applicable law and regulation) will not be made, directly or indirectly, in or into, or by the use of mails of, or by any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of, any Restricted Jurisdiction and the Exit Offer will not be capable of acceptance by any such use, means, instrumentality or facilities.

13.2 Overseas Shareholders

The availability of the Exit Offer to Shareholders whose addresses are outside Singapore as shown in the register of members of the Company or in the records of CDP (as the case may be) (each, an "**Overseas Shareholder**") may be affected by the laws of the relevant overseas jurisdictions in which they are located. Accordingly, Overseas Shareholders should inform themselves of, and observe, any applicable requirements in the relevant overseas jurisdictions.

For the avoidance of doubt, the Exit Offer will be open to all Shareholders holding Offer Shares, including those to whom the Exit Offer Letter and the Acceptance Forms may not be sent. Further details in relation to Overseas Shareholders will be contained in the Exit Offer Letter.

13.3 Copies of Circular and Exit Offer Letter

Where there are potential restrictions on sending the Circular, the Exit Offer Letter and the Acceptance Forms to any overseas jurisdictions, the Offeror, SAC Capital and the Company each reserves the right not to send these documents to Overseas Shareholders in such overseas jurisdictions. Subject to compliance with applicable laws, any affected Overseas Shareholder may, nonetheless, attend in person and obtain a copy of the Circular, the Exit Offer Letter and the Acceptance Forms from the office of the Company's share registrar, Intertrust Singapore Corporate Services Pte Ltd at 3 Anson Road, #27-01 Springleaf Tower, Singapore 079909. Alternatively, an Overseas Shareholder may, subject to compliance with applicable laws, write to the Company's share registrar at the above-stated address to request for the Circular, the Exit Offer Letter and the Acceptance Forms to be sent to an address in Singapore by ordinary post at his own risk, up to five market days prior to the close of the Exit Offer.

14. RESPONSIBILITY STATEMENTS

The Action Asia Directors (including those who may have delegated detailed supervision of this Joint Announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Joint Announcement (other than those relating to the Offeror and parties acting in concert with it, including the Relevant Persons) are fair and accurate and that no material facts have been omitted from this Joint Announcement, the omission of which would make any statement in this Joint Announcement (other than those relating to the Offeror and parties acting in concert with it, including the Relevant Persons) misleading. Where any information in this Joint Announcement has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Offeror, the sole responsibility of the Action Asia Directors has been to ensure, through reasonable enquiries, that such information is accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this Joint Announcement. The Action Asia Directors jointly and severally accept responsibility accordingly.

The Offeror Directors (including those who may have delegated detailed supervision of this Joint Announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Joint Announcement (other than those relating to the Action Asia Group) are fair and accurate and that no material facts have been omitted from this Joint Announcement, the omission of which would make any statement in this Joint Announcement (other than those relating to the Action Asia Group) misleading. Where any information in this Joint Announcement has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Company, the sole responsibility of the Offeror Directors has been to ensure, through reasonable enquiries, that such information is accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this Joint Announcement. The Offeror Directors jointly and severally accept responsibility accordingly.

BY ORDER OF THE BOARD
ACTION ASIA LIMITED
Jack Li Yuan-Chen
Director

BY ORDER OF THE BOARD
ALMOND GARDEN CORP.
Chao Teng-Pang
Director

27 February 2015

APPENDIX

DISCLOSURE OF INTERESTS AND DEALINGS IN ACTION ASIA SECURITIES

1. Interests of the Relevant Persons and/or Undertaking Shareholders in the Action Asia Securities

The interests of the Relevant Persons and Lai Pin Yong in the Action Asia Securities as at the Joint Announcement Date are set out below:

Name	Direct Interest		Deemed Interest		Total Interest	
	No. of Shares	% of issued Shares[(1)]	No. of Shares	% of issued Shares[(1)]	No. of Shares	% of issued Shares[(1)]
Offeror	27,336,000	6.87	-	-	27,336,000	6.87
Action Electronics[(2)]	244,937,310	61.54	27,336,000	6.87	272,273,310	68.40
Peng Wen-Chih (彭文志)	13,500,000	3.39	-	-	13,500,000	3.39
Peng Chiun-Ping (彭君平)	9,000,730	2.26	-	-	9,000,730	2.26
Lai Pin Yong	23,938,910	6.01	-	-	23,938,910	6.01
Total:	318,712,950	80.07	-	-	-	-

Notes:

(1) Based on 398,035,000 issued Shares in the capital of the Company as at the Joint Announcement Date (excluding treasury Shares).

(2) Action Electronics is deemed to have an interest in 27,336,000 Shares held by its wholly-owned subsidiary, the Offeror through UOB Kay Hian Pte Ltd, pursuant to Section 7 of the Companies Act.

2. Dealings by the Relevant Persons in the Action Asia Securities

The Relevant Persons have not dealt for value in the Action Asia Securities during the Reference Period.