

VOLUNTARY CONDITIONAL CASH OFFER

BY



PRIMEPARTNERS CORPORATE FINANCE PTE. LTD.

(Incorporated in Singapore)

(Company Registration No.: 200207389D)

for and on behalf of

旺詮股份有限公司



Quality, Service, Innovation

RALEC ELECTRONIC CORPORATION

(Incorporated in Taiwan, R.O.C.)

(Company Registration No. 22101050)

to acquire all the issued and paid-up ordinary shares in the capital of

ASJ HOLDINGS LIMITED

(Incorporated in Singapore)

(Company Registration No.: 199601740N)

excluding those held by the Offeree as treasury shares and other than those held directly or indirectly by

Ralec Electronic Corporation

DESPATCH OF OFFER DOCUMENT

1. DESPATCH OF OFFER DOCUMENT

1.1 Despatch of Offer Document

PrimePartners Corporate Finance Pte. Ltd. ("**PPCF**") refers to the announcement released by PPCF on 7 May 2014, for and on behalf of Ralec Electronic Corporation ("**Offeror**"), in relation to the voluntary conditional cash offer ("**Offer**") for all the issued and paid-up ordinary shares ("**Shares**") in the capital of ASJ Holdings Limited ("**Offeree**") (excluding those held by the Offeree as treasury shares and those held directly or indirectly by the Offeror as at the date of the Offer ("**Offer Shares**").

PPCF wishes to announce, for and on behalf of the Offeror, that the offer document dated 26 May 2014 containing the terms and conditions of the Offer ("**Offer Document**") has been despatched today to the shareholders of the Offeree ("**Shareholders**"). Electronic copies of the Offer Document, the Form of Acceptance and Authorisation ("**FAA**") and the Form of Acceptance and Transfer ("**FAT**", together with the FAA, the "**Relevant Acceptance Forms**") are also available on the website of the Singapore Exchange Securities Trading Limited at www.sgx.com.

All capitalised terms used and not defined herein shall have the same meanings as ascribed to them in the Offer Document.

2. OFFER DOCUMENT

2.1 Forms of Acceptance

The following documents are included with the Offer Document:

- (a) in the case of an Offer Document sent to a Shareholder whose Offer Shares are deposited with The Central Depository (Pte) Limited ("**CDP**") ("**Depositor**"), an FAA; and
- (b) in the case of an Offer Document sent to a Shareholder whose Offer Shares are not deposited with CDP and whose name appears in the register of members of the Offeree ("**Scripholder**"), an FAT.

2.2 Request for Offer Document and Related Documents

If you are a Shareholder and have not received the Offer Document, the FAA and/or the FAT within a week from the date of this Announcement, please contact CDP (if you are a Depositor) or Boardroom Corporate & Advisory Services Pte. Ltd. ("**Receiving Agent**") (if you are a Scripholder), as the case may be, without delay at the addresses and the telephone numbers set out below.

The Central Depository (Pte) Limited

9 North Buona Vista Drive
#01-19/20 The Metropolis
Singapore 138588

Tel: (65) 6535 7511

Boardroom Corporate & Advisory Services Pte. Ltd.

50 Raffles Place
#32-01 Singapore Land Tower
Singapore 048623

Tel: (65) 6536 5355

Alternatively, any affected Overseas Shareholder (as defined below) may, subject to compliance with applicable laws, attend in person and obtain copies of this Offer Document, the FAA and/or the FAT, as the case may be, and any related documents, during normal business hours and up to the Closing Date (as defined below), from (a) CDP if he is a Depositor, or (b) the Receiving Agent if he is a Scripholder, from the relevant addresses above. An Overseas Shareholder may also (subject to compliance with applicable laws) write to the Receiving Agent (if he is a Scripholder) in either case at the address stated above, to request for the Offer Document, the Relevant Acceptance Forms and any related documents to be sent to an address in Singapore by ordinary post at his own risk, up to the date falling three market days prior to the Closing Date.

2.3 Overseas Shareholders

The availability of the Offer to Shareholders whose addresses are outside Singapore, as shown on the register of members of the Offeree or, as the case may be, in the records of CDP (each an “**Overseas Shareholder**”) may be affected by the laws of the relevant jurisdictions. Accordingly, all Overseas Shareholders should inform themselves about, and observe, any applicable requirements in their own jurisdictions. Where there are potential restrictions on sending the Offer Document, the FAA and/or the FAT to any overseas jurisdiction, each of the Offeror and PPCF reserves the right not to send these documents to Shareholders in such overseas jurisdictions. For the avoidance of doubt, the Offer is made to all Shareholders holding Offer Shares, including those to whom the Offer Document, the FAA and/or the FAT have not been, or will not be, sent.

Copies of the Offer Document and any formal documentation relating to the 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 Offer would violate the laws of that jurisdiction (a “**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 Offer (unless otherwise determined by the Offeror and permitted by applicable laws and regulations) 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 Offer will not be capable of acceptance by any such use, means, instrumentality or facilities.

It is the responsibility of any Overseas Shareholder who wishes to (a) request for this Offer Document, the FAA and/or the FAT or (b) accept the Offer, to satisfy himself as to the full observance of the laws of the relevant jurisdiction, including the obtaining of any governmental or other consent which may be required, and compliance with other necessary formalities or legal requirements and the payment of any taxes, imposts, duties or other requisite payments due in such jurisdiction in connection therewith (including the provision to him of such documents). Such Overseas Shareholder shall be liable for the payment of any such taxes, imposts, duties or other requisite payments payable and the Offeror and any person acting on its behalf (including PPCF, CDP and the Receiving Agent) shall be fully indemnified and held harmless by such Overseas Shareholder for any such taxes, imposts, duties or requisite payments that may be required to be paid. In (a) requesting for this Offer Document, the FAA and/or the FAT or (b) accepting the Offer, each Overseas Shareholder represents and warrants to the Offeror and PPCF that he and the provision to him of any such documents are in full observance of the laws of the relevant jurisdiction in that connection, and that he is in full compliance with all necessary formalities or legal requirements.

Any Overseas Shareholder who is in doubt about his position should consult his professional adviser in the relevant jurisdiction.

Each of the Offeror and PPCF reserves the right not to treat an acceptance or purported acceptance of the Offer in or from any overseas jurisdiction and/or in respect of an Overseas Shareholder as valid. Overseas Shareholders accepting the Offer should note that if they have, in the FAT, provided addresses in overseas jurisdictions for the receipt of remittances of payment by the Offeror, such acceptances may be rejected.

2.4 Procedures for Acceptance

The procedures for acceptance of the Offer are set out in Appendix 2 to the Offer Document and in the accompanying FAA and/or FAT.

3. CLOSING DATE

The Offer will be open for acceptance until 5.30 P.M. (Singapore Time) on 23 June 2014 or such later date(s) as may be announced from time to time by or on behalf of the Offeror ("Closing Date").

4. INFORMATION RELATING TO CPFIS INVESTORS

Central Provident Fund Investment Scheme Investors ("**CPFIS Investors**") should receive further information on how to accept the Offer from their respective Central Provident Fund ("**CPF**") Agent Banks (namely, DBS Bank Ltd., Oversea-Chinese Banking Corporation Limited and United Overseas Bank Limited) in due course. CPFIS Investors are advised to consult their respective CPF Agent Banks should they require further information, and if they are in any doubt as to the action they should take, CPFIS Investors should seek independent professional advice.

CPFIS Investors who wish to accept the Offer are to reply to their respective CPF Agent Banks accordingly by the deadline stated in the letter from their respective CPF Agent Banks. Subject to the Offer becoming or being declared to be unconditional as to acceptances in accordance with its terms, CPFIS Investors who accept the Offer will receive the payment of the Offer Price for their Offer Shares in their CPF investment accounts.

5. INDEPENDENT ADVICE

The directors of the Offeree who are considered independent for the purposes of the Offer (the "**Independent Directors**") and the independent financial adviser to the Independent Directors on the Offer ought to despatch a circular to Shareholders setting out their views on the Offer in due course and in any event, as required under the Code, within 14 days of the despatch of the Offer Document. Shareholders may wish to consider their advice before taking any action in relation to the Offer.

6. LETTER FROM PPCF TO SHAREHOLDERS

PPCF is acting for and on behalf of the Offeror and does not purport to advise the Shareholders or any other person. In preparing their letter to Shareholders on behalf of the Offeror, PPCF has not had regard to the general or specific investment objectives, tax position, risk profiles, financial situation or particular needs and constraints of any individual Shareholder.

7. DIRECTORS' RESPONSIBILITY STATEMENT

The directors of the Offeror (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, the omission of which would make any statement in this Announcement misleading, and they jointly and severally accept responsibility accordingly. Where any information has been extracted from published or publicly available sources (including, without limitation, in relation to the Offeree and its subsidiaries), the sole responsibility of the directors of the Offeror has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

Issued by

PRIMEPARTNERS CORPORATE FINANCE PTE. LTD.

For and on behalf of

RALEC ELECTRONIC CORPORATION

26 May 2014
Singapore

Any enquiries relating to this Announcement or the Offer should be directed during office hours to:

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