

ASJ HOLDINGS LIMITED

(Company Registration: 199601740N)

ANNOUNCEMENT IN RELATION TO THE VOLUNTARY CONDITIONAL CASH OFFER BY PRIMEPARTNERS CORPORATE FINANCE PTE. LTD. FOR AND ON BEHALF OF RALEC ELECTRONIC CORPORATION

- APPROVAL FOR THE DELISTING OF ASJ HOLDINGS LIMITED AND WAIVER OF RULES 705(3) AND 1313(2) OF THE LISTING MANUAL OF THE SGX-ST

All capitalised terms used and not defined herein shall have the same meanings given to them in the announcements made by ASJ Holdings Limited (the “Company”) on 7 May 2014, 21 May 2014, 9 June 2014, 11 June 2014 and 4 July 2014.

1. INTRODUCTION

The Board of Directors of the Company (the “**Board**”) refers to the:

- (a) voluntary conditional cash offer (the “**Offer**”) by PrimePartners Corporate Finance Pte. Ltd. (“**PPCF**”), for and on behalf of Ralec Electronic Corporation (the “**Offeror**”), for all the issued and paid-up ordinary shares (the “**Shares**”) in the capital of the Company (excluding any Shares held by the Company as treasury shares), other than those held directly or indirectly by the Offeror as at the date of the Offer, with a view to privatise the Company and to delist the Company from the Official List of the SGX-ST should the option be available to the Offeror, announced on 7 May 2014, which has been declared unconditional in all respects on 28 May 2014;
- (b) announcement made on 28 May 2014 by PPCF, for and on behalf of the Offeror, in relation to the Offer in which the Offer was declared to be unconditional in all respects (the “**Unconditional Announcement**”);
- (c) announcement made on 1 July 2014 by PPCF, for and on behalf of the Offeror, in relation to the despatch of documents to the shareholders of the Company who have not accepted the Offer or whose Shares have not otherwise been acquired or agreed to be acquired by the Offeror (the “**Non-Assenting Shareholders**”) with regard to, *inter alia*, the exercise of the Offeror’s right under Section 215(1) of the Companies Act to compulsorily acquire all the Shares of the Non-Assenting Shareholders and the right of the Non-Assenting Shareholders under Section 215(3) of the Companies Act to require the Offeror to acquire the Shares held by them (the “**Compulsory Acquisition Exercise**”); and
- (d) announcement made on 4 July 2014 by the Company in relation to Closing date, Suspension of trading and Compulsory Acquisition.

In connection with the Compulsory Acquisition Exercise, the Company made an application to the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) to:

- (i) seek SGX-ST’s approval and confirmation that subject to the completion of the Compulsory Acquisition, it has no objection to the delisting; and
- (ii) obtain SGX-ST’s approval for waiver of compliance by the Company of Rules 705(3) and 1313(2) of the listing manual of the SGX-ST.

2. DELISTING

The Company has sought from the SGX-ST approval and confirmation that subject to the completion of the Compulsory Acquisition, it has no objection to the delisting, as:

- (a) announced by PPCF, for and on behalf of the Offeror, on 1 July 2014 in relation to the Offer (the “**Compulsory Acquisition Announcement**”) that as stated in the Offer Document and the Unconditional Announcement, the Offeror intends to make the Company its wholly-owned subsidiary and does not intend to preserve the listing status of the Company. Accordingly, the Offeror does not intend to undertake or support any action for any listing suspension by the SGX-ST to be lifted. It is the intention of the Offeror to delist the Company from the Official List of the SGX-ST, should be option be available to the Offeror; and
- (b) upon completion of the Compulsory Acquisition, the Offeror will be the sole shareholder of the Company and the Company therefore seek confirmation that Rules 1307 and 1309 of the listing manual of the SGX-ST (the “**Listing Manual**”) will not be applicable.

The Board wishes to announce that the SGX-ST had by its letter dated 23 July 2014 (the “**Letter**”) informed the Company that it has no objection to the delisting application subject to the completion of the Compulsory Acquisition by the Offeror.

The SGX-ST’s decision is not to be taken as an indication of the merits of the proposed delisting.

The date and time of delisting of the Company from the Official List of the SGX-ST will be announced in due course.

3. WAIVER OF RULES 705(3) AND 1313(2) OF THE LISTING MANUAL

Pursuant to Rule 705(3) of the Listing Manual, the first half financial statements of the Company ending on 30 June 2014 (the “**Half Yearly Financial Statement**”) is due to be announced by the Company immediately after the figures are available, but in any event not later than 45 days after 30 June 2014. Based on Rule 705(3) of the Listing Manual, the Company is required to release its announcement in respect of its Half Yearly Financial Statement by 14 August 2014.

On 5 March 2014, the Company was placed on the watch-list pursuant to Rule 1311 of the Listing Manual. Pursuant to Rule 1313(2) of the Listing Manual, the Company is required to make updates relating to the financial situation of the Company for the second quarter ended 30 June 2014, including its future direction or other material development that may have a significant impact on its financial position (the “**2Q14 Update**”).

The Company had sought from the SGX-ST a waiver of compliance by the Company of Rules 705(3) and 1313(2) of the Listing Manual given that:

- (a) the Offeror confirmed in the Compulsory Acquisition Announcement that it will be exercising its right of Compulsory Acquisition under Section 215(1) of the Companies Act;
- (b) pursuant to the application for delisting, if approved, the delisting of the Company will take place after the completion of the Compulsory Acquisition; and
- (c) the minority shareholders of the Company will not be prejudiced in any way as the trading in the Shares of the Company would be suspended at the close of the Offer

pursuant to Rule 1303(1) of the Listing Manual on 8 July 2014, before the deadline for the release of the Company's announcement in respect of its Half Yearly Financial Statement and the 2Q14 Update, and will remain suspended until the Company is delisted,

the release of the Half Yearly Financial Statement and the 2Q14 Update would not prove to be of much benefit to the minority shareholders of the Company and would incur unnecessary compliance costs for the Company.

In relation to the waiver of Rule 1313(2) of the Listing Manual, the Company had also sought a waiver of the said rule on the basis that:

- (a) the trading in the shares of the Company have been suspended since 8 July 2014;
- (b) the Offeror will be exercising its right of Compulsory Acquisition under Section 215(1) of the Companies Act;
- (c) the delisting of the Company will take place after completion of the Compulsory Acquisition (if the application for delisting is approved),

the non-release of 2Q14 Update by the Company will not prejudice any minority shareholders or potential investors who intend to invest in the Company. If the Company is required to release the 2Q14 Update, unaudited accounts of the Company will have to be prepared and submitted to the Board of Directors for their review concurrently with the draft 2Q14 Update so that the Directors may vet and approve the contents of such draft 2Q14 Update before its release and it is submitted that the Company would thereby incur unnecessary compliance costs.

The Board wishes to announce that the SGX-ST had by the Letter also informed the Company that it has no objection to granting the Company a waiver of the requirements under Rule 705(3) and 1313(2) of the Listing Manual, subject to the following:

- (i) compliance with the SGX-ST's listing requirements;
- (ii) the Company announcing the waiver granted, the reasons for seeking the waiver and the conditions as required under Rule 107 of the Listing Manual;
- (iii) submission of a written confirmation from the Company that the waiver does not contravene any laws and regulations governing the Company and the articles of association of the Company; and
- (iv) submission of a written confirmation from the Company that it is not aware of any information that will have a material bearing on investors' decision which has yet to be announced by the Company.

By the release of this announcement, the condition set out in sub-paragraph (ii) above has been satisfied. The Company will be submitting to the SGX-ST the written confirmations referred to in sub-paragraphs (iii) and (iv) above.

As such, the Company will not be required to announce and will not be announcing the Half Yearly Financial Statement and 2Q14 Update.

4. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors of the Company (including any Director who may have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated in this announcement are fair and accurate and that no material facts have been omitted from this announcement, and they jointly and severally accept responsibility accordingly. Where any information has been extracted from published or otherwise publicly available sources (including, without limitation, the announcements made by PPCF, for and on behalf of the Offeror, in relation to the Offer), the sole responsibility of the Directors of the Company has been to ensure that such information has been accurately and correctly extracted from such sources and/or reproduced in this announcement in its proper form and context.

BY ORDER OF THE BOARD

ASJ Holdings Limited
Tan Swee Gek
Company Secretary
23 July 2014