

UNI-ASIA FINANCE CORPORATION

Company Registration No. CR-72229

(Incorporated in the Cayman Islands with limited liability on 17 March 1997)

PROPOSED PRIVATE PLACEMENT OF 52,199,200 NEW ORDINARY SHARES IN THE CAPITAL OF UNI-ASIA FINANCE CORPORATION

1. Introduction

The Board of Directors (the “**Board**”) of Uni-Asia Finance Corporation (the “**Company**”) refers to the announcements dated 11 June 2009, 24 June 2009 and 6 July 2009 in relation to the proposed private placement of 52,199,200 new ordinary shares (the “**New Shares**”) in the capital of the Company (“**Private Placement**”) to Yamasa Co., Ltd (“**Yamasa**”). As announced, the Private Placement is subject to the approval of the shareholders of the Company (“**Shareholders**”) to be obtained at an extraordinary general meeting to be convened (the “**EGM**”).

2. Issue Price

The Board wishes to announce that pursuant to further negotiations between the Company and Yamasa, the Company has today entered into a second supplemental agreement to the placement agreement dated 11 June 2009 (the “**Placement Agreement**”) with Yamasa, to provide that the issue price for the New Shares shall be determined as the average of:

- (a) the volume-weighted average price per share of the Company (“**Share**”) (rounded up to the nearest whole cent) on the basis of all trades of the Shares done on the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) on the preceding market day on which trades in the Shares had been done on the SGX-ST, prior to (and not inclusive of) the date falling one calendar day before the date of the EGM;
- (b) the volume-weighted average price per Share (rounded up to the nearest whole cent) on the basis of all trades of the Shares done on the SGX-ST on the second preceding market day on which trades in the Shares had been done on the SGX-ST, prior to (and not inclusive of) the date falling one calendar day before the date of the EGM; and
- (c) the volume-weighted average price per Share (rounded up to the nearest whole cent) on the basis of all trades of the Shares done on the SGX-ST on the third preceding market day on which trades in the Shares had been done on the SGX-ST, prior to (and not inclusive of) the date falling one calendar day before the date of the EGM,

rounded up to the nearest whole cent (the “**Reference VWAP**”), subject to the following conditions:

- (i) if the Reference VWAP is less than S\$0.40 (the “**Minimum VWAP**”) or exceeds S\$0.80 (the “**Maximum VWAP**”), the Placement Agreement shall terminate and the Company and Yamasa shall (except for any liability arising before such termination) be under no further liability or obligation arising out of the Placement Agreement; and
- (ii) subject to sub-paragraph (i) above, if the Reference VWAP exceeds S\$0.55, the issue price shall be equal to the higher of (A) S\$0.55; and (B) 90% of the Reference VWAP (rounded up to the nearest whole cent).

A summary of the mechanism for determining the issue price per New Share is set out as follows:

- (i) the Reference VWAP will fixed at the average of:
 - (A) the volume-weighted average price per Share (rounded up to the nearest whole cent) on the basis of all trades of the Shares done on the SGX-ST on the preceding market day on which trades in the Shares had been done on the SGX-ST, prior to (and not inclusive of) the date falling one calendar day before the date of the EGM;
 - (B) the volume-weighted average price per Share (rounded up to the nearest whole cent) on the basis of all trades of the Shares done on the SGX-ST on the second preceding market day on which trades in the Shares had been done on the SGX-ST, prior to (and not inclusive of) the date falling one calendar day before the date of the EGM; and
 - (C) the volume-weighted average price per Share (rounded up to the nearest whole cent) on the basis of all trades of the Shares done on the SGX-ST on the third preceding market day on which trades in the Shares had been done on the SGX-ST, prior to (and not inclusive of) the date falling one calendar day before the date of the EGM;
- (ii) if the Reference VWAP falls outside the price range set by the Minimum VWAP and the Maximum VWAP, the Private Placement will be terminated without further liability or obligation on either the Company or Yamasa; and
- (iii) if the Reference VWAP falls within the price range set by the Minimum VWAP and the Maximum VWAP, and:
 - (A) does not exceed S\$0.55, then the issue price per New Share will be the Reference VWAP; and
 - (B) exceeds S\$0.55, then the issue price per New Share will be fixed at the higher of (I) S\$0.55; and (II) a 10% discount to the Reference VWAP (rounded up to the nearest whole cent).

For illustrative purposes only, assuming that:

- (1) the Reference VWAP is S\$0.40 or the Minimum VWAP, the issue price per New Share would be S\$0.40 (as the Reference VWAP is lower than S\$0.55, the issue price would be fixed at the Reference VWAP);
- (2) the Reference VWAP is S\$0.58, the issue price per New Share would be S\$0.55 (as the Reference VWAP is higher than S\$0.55, the issue price would be fixed at the higher of (i) S\$0.55; and (ii) a 10% discount to the Reference VWAP (rounded up to the nearest whole cent));
- (3) the Reference VWAP is S\$0.62, the issue price per New Share would be S\$0.56 (as the Reference VWAP is higher than S\$0.55, the issue price would be fixed at the higher of (i) S\$0.55; and (ii) a 10% discount to the Reference VWAP (rounded up to the nearest whole cent)); and
- (4) the Reference VWAP is S\$0.80 or the Maximum VWAP, the issue price per New Share would be S\$0.72 (as the Reference VWAP is higher than S\$0.55, the issue price would be fixed at the higher of (i) S\$0.55; and (ii) a 10% discount to the Reference VWAP (rounded up to the nearest whole cent)).

On the basis of the foregoing, the minimum issue price per New Share would be S\$0.40 (the “**Minimum Issue Price**”) and the maximum issue price per New Share would be S\$0.72 (the “**Maximum Issue Price**”).

An announcement will be made by the Company on the SGXNET once the Reference VWAP has been determined.

3. Use of Proceeds

Assuming that the New Shares are issued at the Minimum Issue Price per New Share, the net proceeds of the Private Placement after deducting estimated expenses pertaining to the Private Placement is estimated to be approximately S\$20.7 million. Assuming that the New Shares are issued at the Maximum Issue Price per New Share, the net proceeds of the Private Placement after deducting estimated expenses pertaining to the Private Placement is estimated to be approximately S\$37.5 million.

4. Financial Effects of the Private Placement

(a) Share Capital

As at the date of this Announcement, the Company’s issued and paid-up capital is US\$41,759,360 comprising 260,996,000 Shares. Upon completion of the Private

Placement, the issued and paid-up share capital of the Company will be increased to US\$50,111,232 comprising 313,195,200 Shares.

(b) Net Asset Value (“NAV”)

(i) *Assuming that the New Shares are issued at the Minimum Issue Price per New Share*

Based on the audited financial statements of the Company as at 31 December 2008, the issue of the New Shares will decrease the NAV per Share by 2.0 US cents, from 36.0 US cents to 34.0 US cents (on the basis of an enlarged issued share capital of the Company). Based on the unaudited financial statements of the Company as at 31 March 2009, the issue of the New Shares will decrease the NAV per Share by 1.0 US cent, from 35.0 US cents to 34.0 US cents (on the basis of an enlarged issued share capital of the Company).

(ii) *Assuming that the New Shares are issued at the Maximum Issue Price per New Share*

Based on the audited financial statements of the Company as at 31 December 2008, the issue of the New Shares will increase the NAV per Share by 2.0 US cents, from 36.0 US cents to 38.0 US cents (on the basis of an enlarged issued share capital of the Company). Based on the unaudited financial statements of the Company as at 31 March 2009, the issue of the New Shares will increase the NAV per Share by 2.0 US cents, from 35.0 US cents to 37.0 US cents (on the basis of an enlarged issued share capital of the Company).

5. Shareholders' Approval

As previously announced, the Company is proposing to convene the EGM to seek the approval of Shareholders for the Private Placement in compliance with Rule 803 of the SGX-ST Listing Manual. Such Shareholders' approval would also be necessary under Rule 811(3) of the SGX-ST Listing Manual in view of the modification to the issue price determination mechanism.

A circular containing information on the Private Placement, together with a notice of the EGM, will be despatched to Shareholders in due course.

For and on behalf of
Uni-Asia Finance Corporation

15 July 2009

*The initial public offering of shares of Uni-Asia Finance Corporation (the “**Offering**”) commenced on 8 August 2007 and closed on 15 August 2007. In the Offering, DBS Bank Ltd was the Manager, Underwriter and Placement Agent.*