

UNI-ASIA FINANCE CORPORATION

Company Registration No. CR-72229

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

ACQUISITION AND PAYMENT OF NEW SHARES IN A SUBSIDIARY AND RESTRUCTURING OF GROUP SHAREHOLDINGS IN HOTEL OPERATING SUBSIDIARIES

The Board of Directors (the “**Board**”) of Uni-Asia Finance Corporation (the “**Company**”) would like to announce that the Company has acquired and paid for new shares in a wholly owned Hong Kong-incorporated subsidiary known as Uni Asia Hotels Limited (“**Uni-Asia Hotels**”) which will function as a holding company for our hotel operating business in Japan. In connection with this, the Board also wishes to announce that the Company has transferred all the shares of Vista Hotel Management Co., Ltd. (“**Vista Hotel Management**”), Sun Vista East Co., Ltd. (“**Sun Vista East**”), and Sun Vista Co., Ltd. (“**Sun Vista**”) from Capital Advisers Co., Ltd. (“**Capital Advisers**”), a subsidiary of the Company with a shareholding interest of 100% of each of Vista Hotel Management, Sun Vista East and Sun Vista, to Uni-Asia Hotels as part of a group restructuring exercise (the “**Group Restructuring**”).

1. Uni-Asia Hotels. Uni-Asia Hotels was registered on 28 September 2010 in Hong Kong under the name of “Uni-Asia Hotel Holdings Limited” and subsequently renamed on 12 July 2011. Uni-Asia Hotels currently has an authorised share capital of JPY1,000 million and an issued and paid-up share capital of JPY80 million comprising 8,000 ordinary shares of JPY10,000 each. Of the total share subscription price of JPY 80 million payable by the Company, JPY 75 million has been paid on 1 September 2011, which was funded from an existing banking facility of the Company (the “**Banking Facility**”). The directors of Uni-Asia Hotels include certain staff of the Company, Mr. Kazuhiko Yoshida, a Director of the Company, and Ms Clementine Ng, the Chief Investment Officer of the Company. Uni-Asia Hotels was set up for the purpose of streamlining the Company’s hotel operating business.

2. Hotel Operating Companies of the Group. Currently, the Company and its subsidiaries (the “**Group**”) have three core hotel operating companies in Japan which comprise Vista Hotel Management, Sun Vista East and Sun Vista. Vista Hotel Management acts as the headquarters of the hotel operating business of the Group in Japan, while Sun Vista East and Sun Vista provide hotel operation services to the hotels under the “Vista” brand.

3. Group Restructuring. Prior to the Group Restructuring, the Company had an indirect shareholding interest in each of Vista Hotel Management, Sun Vista East and Sun Vista through Capital Advisers, in which the Company has a shareholding interest of 99.5%.

1) Acquisition of Vista Hotel Management

Uni-Asia Hotels acquired all 200 shares of Vista Hotel Management from Capital Advisers on 1 September 2011 at a total consideration of JPY1 (the “**Vista Hotel Management Acquisition Price**”). The Vista Hotel Management Acquisition Price was determined on the basis of the negative net asset value per share in the non-audited non-consolidated J-GAAP accounts of Vista Hotel Management as at 30 June 2011, and of which the net tangible asset value of Vista Hotel Management is JPY (501,978,591).

The Vista Hotel Management Acquisition Price has been satisfied in full by internal sources of funds and was fully paid up through Uni-Asia Hotels on 1 September 2011.

2) Acquisition of Sun Vista East

Uni-Asia Hotels acquired all 200 shares of Sun Vista East from Capital Advisers on 1 September 2011 at a total consideration of JPY75 million (approximately US\$979,240.11 based on the exchange rate of US\$1.00 to JPY76.59) (the “**Sun Vista East Acquisition Price**”). The Sun Vista East Acquisition Price was determined on the basis of the net asset value per share in the non-audit non-consolidated J-GAAP accounts of Sun Vista East as at 30 June 2011, and of which the net tangible asset value of Sun Vista East is JPY69,538,771.

The Sun Vista East Acquisition Price has been satisfied in full by way of funding from the Banking Facility and was fully paid up through Uni-Asia Hotels on 1 September 2011.

The funds received by Capital Advisers from the Sun Vista East Acquisition Price will immediately go towards the general prepayment of intra-group loans from the Company to Capital Advisers.

3) Acquisition of Sun Vista

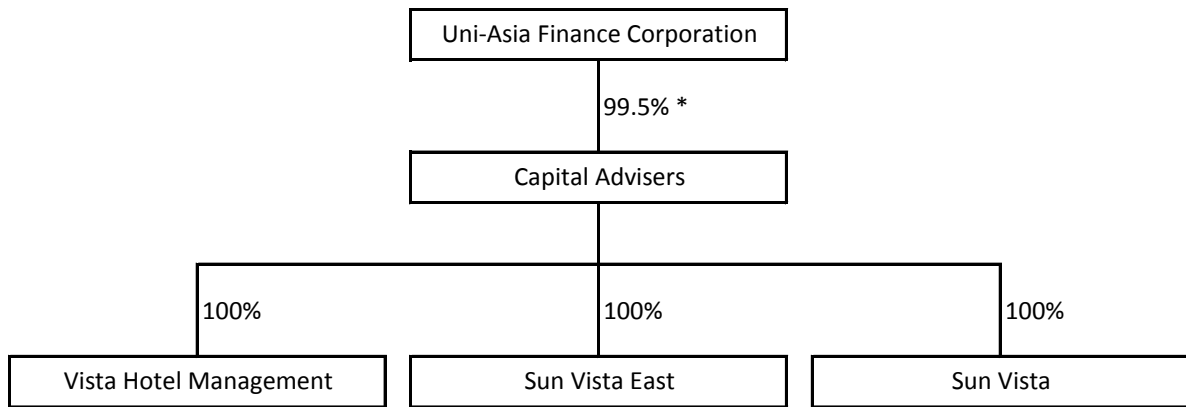
Uni-Asia Hotels indirectly acquired all 400 shares of Sun Vista from Capital Advisers through Sun Vista East, which as of 1 September 2011 is a wholly owned subsidiary of Uni-Asia Hotels, at a total consideration of JPY1 (the “**Sun Vista Acquisition Price**”). The Sun Vista Acquisition Price was determined on the basis of the negative net asset value per share in the non-audited non-consolidated J-GAAP accounts of Sun Vista as at 30 June 2011, and of which the net

tangible asset value of Sun Vista is JPY (58,783,315).

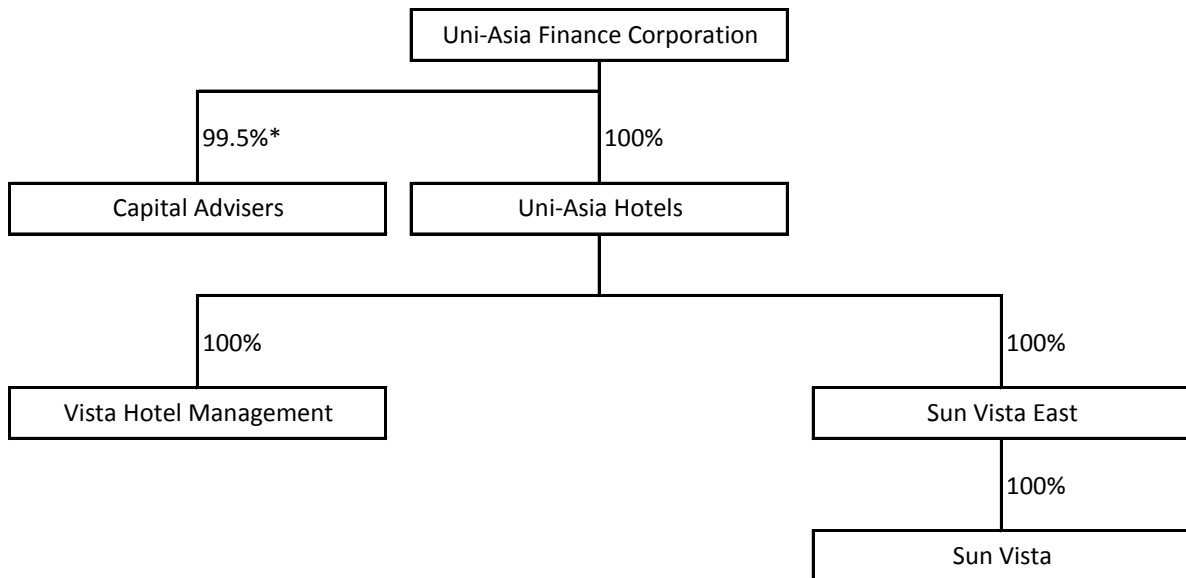
The Sun Vista Acquisition Price has been satisfied in full by internal sources of funds and was fully paid up by Sun Vista East on 1 September 2011.

The aforementioned Group Restructuring is summarised in the chart below.

Before restructuring



After restructuring



* Among 99.5% shareholdings of the Company, 6.6% is held indirectly through Offshore Property Investment Corporation, a wholly owned subsidiary of the Company

4. Rationale of the Group Restructuring. The purpose of the Group Restructuring was to segregate hotel operation from asset management in order to streamline the organisation in accordance with these separate and distinct businesses. In addition, the Group Restructuring will also give the Company freedom to consider future external funding strategies specific to each individual business.

5. Financial Effects. The Group Restructuring is not expected to have any material impact on the net tangible assets per share, earnings per share and operating results of the Company and its subsidiaries for the current financial year.

For and on behalf of
Uni-Asia Finance Corporation

1 September 2011