



## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of the shareholders of Uni-Asia Finance Corporation (the “**Company**”) will be held on Thursday, 25 April 2013 at 3.00 p.m. or at such time immediately following the Annual General Meeting of the Company on the same date at 2.00 p.m. at Anson III, Level 2, M Hotel Singapore, 81 Anson Road Singapore 079908 for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolutions:

### **SPECIAL RESOLUTION 1: PROPOSED CHANGE OF NAME**

**That:**

- (a) the name of the Company be changed from “Uni-Asia Finance Corporation” to “Uni-Asia Holdings Limited” (the “**Proposed Change of Name**”); and
- (b) the Directors of the Company or the company secretary of the Company or any of them be and are hereby authorised and empowered to complete and do all such acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents and, to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) in connection with the Proposed Change Of Name as they/he/she may consider necessary, desirable or expedient to give effect to this resolution.

### **ORDINARY RESOLUTION 2: PROPOSED SHARE PURCHASE MANDATE**

**That:**

- (a) for the purposes of the Singapore Companies Act, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire the Shares not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:

- (i) an on-market purchase (“**On-Market Purchase**”) transacted through the SGX-ST; and/or
- (ii) an off-market purchase (“**Off-Market Purchase**”) effected pursuant to an equal access scheme (as defined in Section 76C of the Singapore Companies Act) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme shall satisfy all the conditions prescribed by the Singapore Companies Act and the Listing Rules,

and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Purchase Mandate**”);

- (b) unless varied or revoked by an ordinary resolution of shareholders of the Company in general meeting, the authority conferred on the directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the passing of this resolution and expiring on the earlier of:

- (i) the date on which the next annual general meeting of the Company is held or required by law or the Articles of the Company to be held;
- (ii) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied; or
- (iii) the date on which Share Purchases are carried out to the full extent mandated;

- (c) in this resolution:

(“**Prescribed Limit**”) means 10% of the issued ordinary Shares of the Company as at the date of the passing of this resolution; and

(“**Maximum Price**”) in relation to a Share to be purchased, means an amount (excluding brokerage, commissions, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of an On-Market Purchase, five (5) per cent. above the average of the closing market prices of the Shares over the last five Market Days on the SGX-ST, on which transactions in the Shares recorded immediately preceding the day of the On-Market Purchase and deemed to be adjusted for any corporate action occurring after such 5-market day period; and
- (ii) in the case of an Off-Market Purchase, 20% above the average of the closing market prices of the Shares over the last five Market Days on the SGX-ST, on which transactions in the Shares recorded immediately preceding the day on which the Company makes an announcement of an offer under an equal access scheme; and

- (d) the Directors of the Company, be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this resolution.

### **SPECIAL RESOLUTION 3: PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**

**That:**

With effect from the date of passing of this resolution, the articles of association of the Company (the “**Articles**”) be amended as follows:

- (a) Inserting the following new definition in Article 1 immediately after the definition of “Statute”:

“**Treasury Share**” a share of the Company that was or is treated as having been acquired and held by the Company in accordance with the Statute and has been held continuously by the Company since it was so acquired and has not been cancelled.

- (b) Re-numbering the existing Article 16 as Article 16(a) as follows:

“**Article 16(a):**

*The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.”*

A new Article 16(b) on treasury shares is proposed to be inserted. This new Article will provide that all the rights attaching to a treasury share shall be suspended and shall not be exercised by the Company while it holds such treasury share and, except where required by the Cayman Companies Law.

“**Article 16(b)**

*The Company shall not exercise any right in respect of Treasury Shares other than as provided by the Statute. Subject thereto, the Company may hold or deal with its Treasury Shares in the manner authorised by, or prescribed pursuant to, the Statute.”*

- (c) Inserting new Article 36(e) to be inserted to allow the Company to repurchase its Shares and cater for the holding of any purchased or acquired Shares as treasury shares as follows:

“**Article 36(e):**

*The Company may, subject to and in accordance with the Companies Law, purchase or otherwise acquire its issued shares on such terms and in such manner as the Company may from time to time think fit. If required by the Companies Law, any share which is so purchased or acquired by the Company shall, unless held as Treasury Shares in accordance with the Companies Law, be deemed to be cancelled immediately on purchase or acquisition by the Company. On the cancellation of any share as aforesaid, the rights and privileges attached to that share shall expire. In any other instance, the Company may hold or deal with any such share which is so purchased or acquired by it in such manner as may be permitted by, and in accordance with, the Companies Law.”*

- (d) Re-numbering the existing Article 36(f) as Article 36(e) follows:

“**Article 36(f):**

*Subject the provisions of the Companies Law, the Company may by resolution of the Directors change the location of its registered office.”*

- (e) any of the Directors of the Company be authorised to take any step and action or to execute any document or instrument necessary or desirable to implement and give effect to the aforesaid amendments to the Articles.

BY ORDER OF THE BOARD  
**Uni-Asia Finance Corporation**  
Joanna Lim Lan Sim  
Company Secretary  
2 April 2013

### **NOTES:**

1. With the exception of The Central Depository (Pte) Limited (the “**Depository**”) who may appoint more than two proxies, a member of the Company who is entitled to attend and vote at the EGM is entitled to appoint no more than two proxies to attend the EGM and vote in his stead. A proxy need not be a member of the Company.
2. Where a form of proxy appoints more than one proxy (including the case where such appointment results from a nomination by the Depository), the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
3. A corporation which is a shareholder of the Company may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its corporate representative at the EGM.
4. To be valid, the instrument appointing a proxy or proxies, or nominating a proxy or proxies on behalf of the Depository, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the office of the Company’s Singapore Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road, #02-00, Singapore 068898 not less than 48 hours before the time appointed for holding the EGM or at any adjournment thereof. Detailed instructions can be found on the Proxy Form(s).