



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Uni-Asia Holdings Limited (the "Company") will be held at Anson III, Level 2, M Hotel Singapore, 81 Anson Road Singapore 079908 on Tuesday, April 29, 2014 at 2.00 p.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Audited Financial Statements of the Company for the year ended December 31, 2013 together with the Auditors' Report thereon. **(Resolution 1)**
- To declare a first and final Cayman Islands tax-exempt dividend of S\$0.00625 per ordinary share for the financial year ended December 31, 2013. **(Resolution 2)**
- To re-elect the following Directors retiring pursuant to the Company's Articles of Association:
Mr Ang Miah Khiang (Retiring under Article 100) **(Resolution 3)**
Mr Teo Heng Hock (Retiring under Article 100) **(Resolution 4)**
Mr Ang Miah Khiang and Mr Teo Heng Hock, Ronnie will, upon re-election as a Director of the Company, remain as a Chairman and a member of the Audit Committee respectively and both will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
[See Explanatory Note (a)]
- To approve the payment of Directors' fees of S\$192,500 for the year ended December 31, 2013 (2012: S\$192,500). **(Resolution 5)**
- To approve Directors' fees of S\$192,500 for the financial year ending December 31, 2014, payable quarterly in arrears. **(Resolution 6)**
[See Explanatory Note (b)]
- To re-appoint Messrs Ernst & Young as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 7)**
- To transact any other ordinary business that may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

8(i) Authority to allot and issue shares

"That pursuant to the Listing Rules of the Singapore Exchange Securities Trading Limited ("SGX-ST") and the Company's Articles of Association, authority be and is hereby given to the directors to:-

- (i) issue shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise, and/or
 - (ii) make or grant offers, agreements or options (collectively "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and
- (B) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force, provided that:
- the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares) of the Company (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares) of the Company (as calculated in accordance with sub-paragraph (b) below);
 - (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (a) above, the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) of the Company at the time this Resolution is passed, after adjusting for:-
 - new shares arising from the conversion or exercise of any convertible securities;
 - new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed, provided the options or awards were granted in compliance with the provisions of the Listing Manual of the SGX-ST; and
 - any subsequent bonus issue, consolidation or subdivision of shares;
 - in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
 - (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force (i) until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier; or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments." **(Resolution 8)**

8(ii) Authority to offer and grant options and to allot and issue shares under the Uni-Asia Share Option Scheme

"That approval be and is hereby given to the Directors to:

- offer and grant options in accordance with the Uni-Asia Share Option Scheme (the "Scheme") and the Memorandum and Articles of Association of the Company;
- to allot and issue such shares (the "Scheme Shares") as may be required to be issued pursuant to the exercise of options under the Scheme provided always that the aggregate number of Scheme Shares over which options granted when added to the number of shares issued and issuable in respect of all options granted under the Scheme shall not exceed fifteen percent (15%) of the issued shares in the Company from time to time." **(Resolution 9)**

8(iii) Proposed Renewal of the Share Purchase Mandate

That:

- 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:
 - an on-market purchase ("On-Market Purchase") transacted through the SGX-ST; and/or
 - 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");
- 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:
 - 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;
 - the date on which the authority conferred by the Share Purchase Mandate is revoked or varied; or
 - the date on which Share Purchases are carried out to the full extent mandated;
- 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:
 - 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 on which the On-Market Purchase and deemed to be adjusted for any corporate action occurring after such 5-market day period; and
 - 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
- 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. **(Resolution 10)**

NOTICE OF BOOK CLOSURE DATE FOR DIVIDEND

NOTICE IS ALSO HEREBY GIVEN that the Share Transfer Book and the Register of Members of the Company will be closed on May 9, 2014 for the purpose of preparing dividend warrants. Duly completed transfers received by the Company's Share Registrar and Singapore Share Transfer Agent at 80 Robinson Road #02-00 Singapore 068898 up to 5.00 p.m. on May 8, 2014 will be registered to determine shareholders' entitlement to the proposed dividend. The first and final Cayman Islands tax-exempt dividend of S\$0.00625 per ordinary share for the financial year ended 31 December 2013, if approved at the Annual General Meeting, will be paid on May 16, 2014.

By Order of the Board

Joanna Lim Lan Sim
Company Secretary
Singapore, 7 April 2014

Explanatory Note

- In relation to Ordinary Resolutions 3 and 4 proposed in item 3 above, the detailed information on Mr Ang Miah Khiang and Mr Teo Heng Hock, Ronnie are set out in the section entitled "Board of Directors" and Table 3 in the Corporate Governance Report section of the Company's 2013 Annual Report. There are no relationships (including immediate family relationships) between Mr Ang and/or Mr Teo and the other directors of the Company.
- In relation to Ordinary Resolution 6 proposed in item 5 above, the Board of Directors proposes the payment of directors' fees to all Independent Non-Executive Directors to be approved by shareholders in advance during the forthcoming Annual General Meeting. Upon approval, the directors' fees would then be paid in arrears on a quarterly basis by the Company.

Statement Pursuant to Article 44 of the Company's Articles of Association

The effect of the resolutions under the heading "Special Business" in this Notice of the Annual General Meeting are:-

- The Ordinary Resolution 8 proposed in item 8(i) above, if passed, will empower the Directors from the date of this Meeting until the date of the next Annual General Meeting, or the date by which the next Annual General Meeting is required by law to be held or when varied or revoked by the Company in general meeting, whichever is the earlier, to issue shares and convertible securities in the Company. The number of shares and convertible securities that the Directors may issue under this Resolution would not exceed 50% of the total number of issued shares (excluding treasury shares) of the Company at the time of the passing of this Resolution. For issue of shares and convertible securities other than on a pro rata basis to all shareholders, the aggregate number of shares and convertible securities to be issued shall not exceed 20% of the total number of issued shares (excluding treasury shares) of the Company. The aggregate number of shares which may be issued shall be based on the total number of issued shares (excluding treasury shares) of the Company at the time that Ordinary Resolution 8 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time that Ordinary Resolution 8 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares.
- The Ordinary Resolution 9 proposed in item 8(ii) above, if passed, will empower the Directors of the Company to grant options to issue shares pursuant to the Uni-Asia Share Option Scheme which was approved at the Extraordinary General Meeting of the Company on 26 June 2007.
- The Ordinary Resolution 10 proposed in item 8(iii) above, if passed, will empower the Directors of the Company to repurchase ordinary shares of the Company by way of market purchases or off-market purchases of up to 10% of the total number of issued shares (excluding treasury shares) in capital of the Company at the Maximum Price. The rationale for, the authority and limitation on, the sources of funds to be used for the purchase or acquisition including the amount of financing and the financial effects of the purchase or acquisition of ordinary shares by the Company pursuant to the Share Purchase Mandate on the audited consolidated financial statements of the Company and its subsidiaries for the financial year ended 31 December 2013 are set out in greater detail in the Appendix to the Notice of Annual General Meeting dated 7 April 2014 in relation to the proposed renewal of the Share Purchase Mandate.

Notes:

- A member of the Company entitled to attend and vote at a meeting of the Company who is the holder of two or more shares shall be entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
- The instrument appointing a proxy or proxies must be deposited at the office of the Company's Share Registrar and Singapore Share Transfer Agent, Tricor Barbinder Share Registration Services at 80 Robinson Road, #02-00 Singapore 068898 not less than forty-eight (48) hours before the time appointed for the Annual General Meeting.
- The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.
- A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Annual General Meeting.