



UNI-ASIA HOLDINGS LIMITED

Registration No: CR - 72229

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

PROPOSED CONSOLIDATION OF EVERY 10 ORDINARY SHARES (“SHARES”) IN THE CAPITAL OF THE COMPANY (“EXISTING SHARES”) HELD BY SHAREHOLDERS OF THE COMPANY (“SHAREHOLDERS”) AS AT A BOOKS CLOSURE DATE TO BE DETERMINED, INTO ONE ORDINARY SHARE IN THE CAPITAL OF THE COMPANY (“CONSOLIDATED SHARE”), FRACTIONAL ENTITLEMENTS TO BE DISREGARDED

1. INTRODUCTION

The Directors of Uni-Asia Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) would like to announce that the Company proposes to seek Shareholders’ approval to undertake a share consolidation (the “**Proposed Share Consolidation**”) of every 10 Existing Shares held by Shareholders as at a books closure date to be determined by the Directors as they deem fit in their absolute discretion (“**Books Closure Date**”) into one Consolidated Share, fractional entitlements to be disregarded and dealt with in the manner set out in paragraph 2 below.

2. DETAILS OF THE PROPOSED SHARE CONSOLIDATION

Under the Proposed Share Consolidation, every 10 Existing Shares registered in the name of each Shareholder as at the Books Closure Date will be consolidated to constitute one Consolidated Share. Each Consolidated Share will rank *pari passu* in all respects with each other. The Consolidated Shares will be traded in board lots of 100 Consolidated Shares.

Shareholders should note that, upon completion of the Proposed Share Consolidation, the number of Consolidated Shares which Shareholders will be entitled to, based on their holdings of Existing Shares as at the Books Closure Date, will be rounded down to the nearest whole Consolidated Share and any fractions of Consolidated Shares arising from the Proposed Share Consolidation shall be disregarded. All fractional entitlements arising upon the implementation of the Proposed Share Consolidation will be aggregated and sold and the net proceeds, if any, arising from such sale (after deduction of the expenses of such sale) will be distributed among the Shareholders who would otherwise be entitled to a fraction or fractions of a Consolidated Share or Consolidated Shares rateably in accordance with their rights and interest (the “**Fractional Payment**”), provided that any Fractional Payment which cannot be paid to a person so entitled and/or which remains unclaimed after six months from the effective date of the share consolidation may, in the discretion of the Directors, be paid into a separate account in the Company’s name. Any Fractional Payment which remains unclaimed after a period of six years from the date on which such Fractional Payment becomes payable shall be forfeited and shall revert to the Company. **Shareholders who hold less than 10 Existing Shares as at the Books Closure Date will not be entitled to any Consolidated Shares and will no longer be Shareholders upon**

completion of the Proposed Share Consolidation. Such Shareholders who wish to remain as Shareholders upon completion of the Proposed Share Consolidation are advised to purchase additional Existing Shares so as to increase the number of Existing Shares held to a multiple of 10 Existing Shares prior to the Books Closure Date.

As at the date of this announcement, the Company has an issued share capital of US\$75,166,848 divided into 469,792,800 Existing Shares. On the assumption that there will be no new Shares issued by the Company up to the Books Closure Date, following the completion of the Proposed Share Consolidation, the Company will have an issued share capital of US\$75,166,848 divided into approximately 46,979,280 Consolidated Shares. The Proposed Share Consolidation will not involve any diminishing of any liability in respect of unpaid capital or the payment to any Shareholder of any paid-up capital of the Company, and has no effect on the Shareholders' funds of the Group.

Shareholders are not required to make any payment to the Company in respect of the Proposed Share Consolidation.

In connection with the Proposed Share Consolidation, the Company also proposes to seek Shareholders' approval for (i) the amendment to the Articles of Association (the "**Articles**") of the Company (the "**Proposed Articles Amendment**") and (ii) the amendment of the Memorandum of Association of the Company (the "**Proposed Memorandum Amendment**") to provide for a mechanism to deal with the fractional shares arising from the Proposed Share Consolidation and to take into account the change in par value of the Shares, respectively.

Shareholders should note that the Proposed Share Consolidation is conditional upon Shareholders' approval of the Proposed Articles Amendment and the Proposed Memorandum Amendment.

3. RATIONALE FOR THE PROPOSED SHARE CONSOLIDATION

The Directors believe that the Proposed Share Consolidation will generally be beneficial to the Company and its Shareholders as the Proposed Share Consolidation would facilitate the Company's ability to satisfy the continuing listing requirement imposed by the SGX-ST for issuers listed on the Main Board of the SGX-ST to have a minimum trading price per share of S\$0.20.

With effect from 2 March 2015, the SGX-ST has introduced the minimum trading price requirement of S\$0.20 and adjustments to the existing watch-list requirements. A one-time transition period of 12 months from the date of introduction of the minimum trading price requirement will be given to affected issuers to undertake corporate actions to meet the new requirement. Those which are unable to meet the requirement after the 12-month transition period will be placed on a watch-list. Issuers which are unable to take steps to raise its minimum trading price and exit the watch-list will be delisted after a 36-month cure period.

However, Shareholders should note that there is no assurance that the Proposed Share Consolidation will achieve the desired results, nor is there assurance that such results (if achieved) can be sustained in the longer term.

4. APPROVALS AND CONDITIONS

The Proposed Share Consolidation is subject to, *inter alia*:

- (a) the receipt of approval in-principle of the SGX-ST and the listing of and quotation for the Consolidated Shares on the Main Board of the SGX-ST;
- (b) the approval of Shareholders for (i) the Proposed Share Consolidation and the Proposed Memorandum Amendment by ordinary resolutions and (ii) the Proposed Articles Amendment by special resolution, at an extraordinary general meeting of the Company to be convened.

An application will be made by the Company to obtain the SGX-ST's approval for the listing of and quotation for the Consolidated Shares on the Main Board of the SGX-ST. An appropriate announcement on the outcome of the application will be made in due course.

However, Shareholders should note that whilst the Directors are seeking Shareholders' approval for the Proposed Share Consolidation, the Directors may decide not to proceed with the Proposed Share Consolidation if the Directors are of the view that, after taking into account all relevant factors, it is not beneficial to the Company and its Shareholders to do so. In such a case, an announcement will be made by the Company to notify Shareholders of the reasons why the Directors have decided not to proceed with the Proposed Share Consolidation.

5. CIRCULAR

A circular containing, *inter alia*, the notice of EGM and the details of the Proposed Share Consolidation, Proposed Articles Amendment and Proposed Memorandum Amendment will be despatched to Shareholders in due course. In the meantime, Shareholders are advised to refrain from taking any action in relation to their Shares in the Company, which may be prejudicial to their interests until they or their advisers have considered the information and the recommendations to be set out in the Circular.

For and on behalf of

Uni-Asia Holdings Limited

2 March 2015