



## UNI-ASIA HOLDINGS LIMITED

Registration No: CR-72229

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

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### PROPOSED RESTRUCTURING OF UNI-ASIA HOLDINGS LIMITED BY WAY OF A SCHEME OF ARRANGEMENT UNDER SECTION 86 OF THE COMPANIES LAW (2016 REVISION) OF THE CAYMAN ISLANDS

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#### 1. INTRODUCTION

The board of directors (the “**Board**”) of Uni-Asia Holdings Limited (the “**Company**”) refers to the Company’s announcements on 23 January 2017 and 9 March 2017 (the “**Announcements**”) in relation to the proposed restructuring of the Company (the “**Proposed Restructuring**”) by way of a scheme of arrangement (the “**Scheme**”) between the Company and the Scheme Shareholders (as defined in the Announcements) under Section 86 of the Companies Law (2016 Revision) of the Cayman Islands.

Unless otherwise defined, all capitalised terms used herein shall have the same meanings ascribed to them in the Announcements.

#### 2. DECLARATION FROM THE MONETARY AUTHORITY OF SINGAPORE

The Board wishes to announce that the Monetary Authority of Singapore had on 17 March 2017, pursuant to Section 273(5) of the Securities and Futures Act, Chapter 289 of Singapore (“**SFA**”), declared that Subdivisions (2) and (3) of Division 1 of Part XIII of the SFA (other than Section 257 of the SFA) shall not apply to the offer of new NewCo Shares made pursuant to the Proposed Restructuring and the Scheme for a period of six (6) months from 17 March 2017. The declaration is subject to the conditions that:

- (a) the shareholders of and the composition of their shareholdings in NewCo immediately after the completion of the Proposed Restructuring pursuant to the Scheme shall be the same as that of the Company immediately prior to the completion of the Proposed Restructuring pursuant to the Scheme; and
- (b) the Company shall issue a shareholders’ circular (together with the notice convening the Court Meeting) to all of its shareholders containing all relevant information relating to NewCo, the Proposed Restructuring and the Scheme (including but not limited to the terms of the Scheme) for shareholders’ decisions in relation to the Scheme.

For and on behalf of  
Uni-Asia Holdings Limited  
17 March 2017