



# UNI-ASIA HOLDINGS LIMITED

Registration No: CR - 72229  
(Incorporated in the Cayman Islands with limited liability on 17 March 1997)

## 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 Shenton Room, Lower Level, M Hotel Singapore, 81 Anson Road Singapore 079908 on Friday, April 28, 2017 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, 2016 together with the Auditors' Report thereon. (Resolution 1)
- To declare a first and final Cayman Islands tax-exempt dividend of S\$0.03 per ordinary share for the financial year ended December 31, 2016. (Resolution 2)
- To re-elect the following Directors retiring pursuant to the Company's Articles of Association: (Resolution 3)  

Mr Rajan Menon	(Retiring under Article 100)	(Resolution 3)
Mr Wu Kuang-hui	(Retiring under Article 100)	(Resolution 4)

*Mr Rajan Menon will, upon re-election as a Director of the Company, remain as a member of the Audit Committee and he 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 Directors' fees of S\$207,500 for the financial year ending December 31, 2017, payable quarterly in arrears (2016: S\$228,278.69), provided that in the event that the Scheme (as defined in the announcement by the Company dated 23 January 2017 on the proposed restructuring of the Company by way of a scheme of arrangement involving Uni-Asia Group Limited) becomes effective prior to the end of the financial year ending December 31, 2017, such Directors' fees shall be pro-rated accordingly for the period commencing on January 1, 2017 and ending on the date on which the Directors are appointed on the board of Uni-Asia Group Limited. (Resolution 5)  
*[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 6)
- 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:
- 7(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 of the Company to:-  
 (A) (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 into shares,  
 at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company 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 of the Company while this Resolution was in force,  
 provided that:  
 (a) 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);  
 (b) (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:-  
 (i) new shares arising from the conversion or exercise of any convertible securities;  
 (ii) 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  
 (iii) any subsequent bonus issue, consolidation or subdivision of shares;  
 (c) 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  
 (d) (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, or the effective date of the Scheme (as defined in the announcement by the Company dated 23 January 2017 on the proposed restructuring of the Company by way of a scheme of arrangement involving Uni-Asia Group Limited), whichever is the earliest; 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 7)
- 7(ii) Authority to offer and grant options to allot and issue shares under the Uni-Asia Share Option Scheme  
 "That approval be and is hereby given to the Directors of the Company to:  
 (A) offer and grant options in accordance with the Uni-Asia Share Option Scheme (the "Share Option Scheme") and the Memorandum and Articles of Association of the Company; and  
 (B) allot and issue such shares (the "Share Option Scheme Shares") as may be required to be issued pursuant to the exercise of options under the Share Option Scheme,  
 provided that the aggregate number of Share Option Scheme Shares over which options may be granted on any date, when added to the number of new shares allotted and issued and/or to be allotted and issued and issued shares (including treasury shares) delivered and/or to be delivered in respect of all options granted under the Share Option Scheme, and any shares subject to any other share option or share incentive schemes of the Company, shall not exceed fifteen per centum (15%) of the issued shares (excluding treasury shares) of the Company from time to time." (Resolution 8)
- 7(iii) Authority to grant awards and to allot and issue shares under the Uni-Asia Performance Share Plan ("PSP")  
 "That approval be and is hereby given to the Directors of the Company to:  
 (A) grant awards in accordance with the provisions of the PSP; and  
 (B) allot and issue from time to time such number of fully paid-up shares ("Shares") as may be required to be delivered pursuant to the vesting of awards under the PSP,  
 provided that the aggregate number of Shares over which awards may be granted under the PSP on any date, when aggregated with the number of new shares allotted and issued and/or to be allotted and issued and issued shares (including treasury shares) delivered and/or to be delivered, pursuant to awards granted under the PSP, and any shares subject to any other share option or share incentive schemes of the Company, shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares) of the Company from time to time." (Resolution 9)
- 7(iv) Proposed Renewal of the Share Purchase Mandate  
 "That:  
 (A) the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued and fully paid-up ordinary shares in the capital of the Company ("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 Singapore Exchange Securities Trading Limited (the "SGX-ST"); and/or  
 (ii) an off-market purchase ("Off-Market Purchase") (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme (as defined in Section 76C of the Companies Act, Chapter 50 of Singapore ("Singapore Companies Act")) as may be determined or formulated by the Directors of the Company as they consider it fit, which scheme shall satisfy all the conditions prescribed by the Singapore Companies Act and the listing rules of the SGX-ST,  
 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:  
 (i) the date on which the next Annual General Meeting of the Company is held or required by law or the Articles of Association of the Company to be held;  
 (ii) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied;  
 (iii) the date on which the purchases or acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated; or  
 (iv) the effective date of the Scheme (as defined in the announcement by the Company dated 23 January 2017 on the proposed restructuring of the Company by way of a scheme of arrangement involving Uni-Asia Group Limited),  
 whichever is the earliest, provided that the authority shall be valid for a period not exceeding 12 months from the passing of this Resolution;  
 (C) in this Resolution:  
 "Prescribed Limited" means the number (subject to any proportionate adjustments as may result from any capital subdivision and/or consolidation of the Company) of issued Shares representing ten per centum (10%) of the total number of issued Shares, excluding treasury 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 per centum (5%) 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 were recorded immediately preceding the day of the On-Market Purchase and deemed to be adjusted for any corporate action occurring after such five market day period; and  
 (ii) in the case of an Off-Market Purchase, twenty per centum (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 were 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 and each of them be and are hereby authorised to complete and do all such acts and things (including executing such documents, as may be required) as they or he may consider expedient or necessary to give effect to the transactions contemplated by this Resolution." (Resolution 10)
- 7(v) Proposed Renewal of the Shareholders' Mandate for Interested Person Transactions  
 "That:  
 (A) approval be and is hereby given, for the purpose of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("Chapter 9"), for the Company, its subsidiaries and associated companies that are considered to be "entities at risk" (as that term is used in Chapter 9), or any of them, to enter into any of the transactions falling within the types of interested person transactions described in the Appendix, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions (the "IPT Mandate");  
 (B) the IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the earlier of (i) the conclusion of the next Annual General Meeting of the Company, or (ii) the effective date of the Scheme (as defined in the announcement by the Company dated 23 January 2017 on the proposed restructuring of the Company by way of a scheme of arrangement involving Uni-Asia Group Limited); and  
 (C) 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 or in the interests of the Company to give effect to the IPT Mandate and/or this Resolution." (Resolution 11)

### 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 8, 2017 for the purpose of preparing dividend warrants. Duly completed transfers received by the Company's Share Registrar and Singapore Share Registrar Agent, Tricor Barbinder Share Registration Services, at 80 Robinson Road #02-00 Singapore 068898 up to 5.00 p.m. on May 5, 2017 will be registered to determine shareholders' entitlement to the proposed dividend. The first and final Cayman Islands tax-exempt dividend of S\$0.03 per ordinary share for the financial year ended December 31, 2016, if approved at the Annual General Meeting, will be paid on May 16, 2017.

By Order of the Board

Joanna Lim Lan Sim  
Company Secretary

Singapore, April 3, 2017

### Explanatory Notes

- In relation to Ordinary Resolutions 3 and 4 proposed in item 3 above, the detailed information on Messrs Rajan Menon and Wu Kuang-hui are set out in the section entitled "Board of Directors" and Table 3 in the Corporate Governance Report section of the Company's 2016 Annual Report. There are no relationships (including immediate family relationships) between Mr Menon and/or Mr Wu and the other directors of the Company.
- In relation to Ordinary Resolution 5 proposed in item 4 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 is:-

- Ordinary Resolution 7 proposed in item 7(i) above, if passed, will empower the Directors of the Company (unless varied or revoked by the Company in general meeting) from the date of this Annual General 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 the effective date of the Scheme (as defined in the announcement by the Company dated 23 January 2017 on the proposed restructuring of the Company by way of a scheme of arrangement involving Uni-Asia Group Limited), whichever is the earliest, to issue shares and to make or grant instruments (such as warrants or debentures) convertible into shares and issue shares in pursuance of such instruments. The number of shares (including shares to be issued in pursuance of instruments made or granted) that the Directors of the Company may issue under Ordinary Resolution 7 shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares) of the Company at the time of the passing of Ordinary Resolution 7, of which up to twenty per centum (20%) may be issued other than on a pro rata basis to the shareholders. 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 7 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 7 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares.
- Ordinary Resolution 8 proposed in item 7(ii) above, if passed, will empower the Directors of the Company to offer and grant options and issue new ordinary shares in the capital of the Company ("Shares") pursuant to the Uni-Asia Share Option Scheme (the "Share Option Scheme"), provided that the aggregate number of Shares over which options may be granted on any date, when added to the number of new shares allotted and issued and/or to be allotted and issued and issued shares (including treasury shares) delivered and/or to be delivered in respect of all options granted under the Share Option Scheme, and any shares subject to any other share option or share incentive schemes of the Company, shall not exceed fifteen per centum (15%) of the issued shares (excluding treasury shares) of the Company from time to time.
- Ordinary Resolution 9 proposed in item 7(iii) above, if passed, will authorise the Directors of the Company to grant awards and to allot and issue new Shares pursuant to the Uni-Asia Performance Share Plan ("PSP"), provided that the aggregate number of Shares over which awards may be granted under the PSP on any date, when aggregated with the number of new shares allotted and issued and/or to be allotted and issued and issued shares (including treasury shares) delivered and/or to be delivered, pursuant to awards granted under the PSP, and any shares subject to any other share option or share incentive schemes of the Company, shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares) of the Company from time to time.
- Ordinary Resolution 10 proposed in item 7(iv) above, if passed, will authorise the Directors of the Company to make on-market and off-market purchases or acquisitions of Shares of up to 10 per centum (10%) of the issued Shares excluding treasury Shares (ascertained as at the date of the passing of Ordinary Resolution 10 above) at such price(s) up to the Maximum Price (as defined in Ordinary Resolution 10 above) and will empower the Directors of the Company to do all acts necessary to give effect to the Share Purchase Mandate (as defined in Ordinary Resolution 10 above). This authority will, unless revoked or varied by the Company at a general meeting, expire on the date on which the next Annual General Meeting of the Company is held, or the day by which the next Annual General Meeting of the Company is required by law to be held, or the date on which the purchases or acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated, or the effective date of the Scheme (as defined in the announcement by the Company dated 23 January 2017 on the proposed restructuring of the Company by way of a scheme of arrangement involving Uni-Asia Group Limited), whichever is the earliest, provided that the authority shall be valid for a period not exceeding 12 months from the passing of Ordinary Resolution 10. Detailed information on the Share Purchase Mandate, including the sources of funds to be used for the purchase or acquisition, the amount of financing (if any) and the illustrative financial impact on the Company's financial position, is set out in the Appendix to the Notice of Annual General Meeting dated April 3, 2017 ("Appendix"). Please refer to the Appendix for more details.
- Ordinary Resolution 11 proposed in item 7(v) above is to renew the mandate to enable the Company, its subsidiaries and associated companies which are considered to be "entities at risk" under Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited, or any of them, to enter into certain interested person transactions with specified classes of interested persons, as described in the Appendix. Please refer to the Appendix for more details.

### Notes:

- With the exception of The Central Depository (Pte) Limited who may appoint more than two proxies, 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 Registrar Agent, Tricor Barbinder Share Registration Services, either by hand at 80 Robinson Road, #11-02 Singapore 068898 or by post at 80 Robinson Road, #02-00 Singapore 068898 not less than 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.

### Personal data privacy:

By submitting a proxy form (including a Depositor Proxy Form) appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting ("AGM") and/or any adjournment thereof, a member of the Company and/or a Depositor (i) consents to the collection, use and disclosure of the personal data of the member and/or Depositor by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member and/or Depositor discloses the personal data of the proxy(ies) and/or representative(s) of the member and/or Depositor to the Company (or its agents or service providers), the member and/or Depositor has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member and/or Depositor will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the breach of warranty of the member and/or Depositor.

## NOTICE OF COURT MEETING

IN THE GRAND COURT OF THE CAYMAN ISLANDS FINANCIAL SERVICES DIVISION Case No. FSD 34 of 2017  
IN THE MATTER OF SECTION 86 OF THE COMPANIES LAW (2016 REVISION)  
AND IN THE MATTER OF UNI-ASIA HOLDINGS LIMITED

### NOTICE OF COURT MEETING

NOTICE IS HEREBY GIVEN that by an order dated March 29, 2017 (the "Order") made in the above matter, the Grand Court of the Cayman Islands (the "Court") has directed a meeting (the "Court Meeting") to be convened of holders of ordinary shares of US\$1.60 each in the capital of Uni-Asia Holdings Limited (the "Company") and the "Holders" respectively) at Shenton Room, Lower Level, M Hotel Singapore, 81 Anson Road Singapore 079908 on Friday, April 28, 2017 at 2.30 p.m. (or as soon thereafter following the conclusion of the Annual General Meeting to be held at 2.00 p.m. on the same day and at the same place (or its adjournment thereof)) for the purpose of considering and, if thought fit, approving (with or without modifications) a scheme of arrangement (the "Scheme") proposed to be made between the Company and the Company's Shareholders (as defined in the Scheme).

A copy of the Scheme and a copy of an explanatory statement explaining the effect of the Scheme are incorporated in the printed document of which this Notice forms part.

Copies of the printed document of which this Notice forms part may be obtained on request at the principal place of business of the Company in Singapore at 8 Shenton Way #37-04 AXA Tower, Singapore 068811 or at the office of the Company's Share Registrar and Singapore Share Transfer Agent, Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02 Singapore 068898, during usual business hours on any day (other than a public holiday, Saturday or Sunday) prior to the day appointed for the Court Meeting.

Such Holders may vote in person at the Court Meeting or they may appoint another person, whether a member or not but who must be an individual, as a proxy to attend and vote in their stead. A proxy form for the Court Meeting is enclosed with the printed document of which this Notice forms part.

In the case of joint holders of a share, any one of such persons may vote, but if more than one such persons shall be present at the Court Meeting, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote or votes of the other joint holder or holders, and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company (or, as the case may be, the Depository Register) in respect of the share.

The Company requests that forms appointing proxies be lodged at the office of the Company's Share Registrar and Singapore Share Transfer Agent either by hand at 80 Robinson Road, #11-02 Singapore 068898 or by post at 80 Robinson Road, #02-00 Singapore 068898, not less than 48 hours before the time appointed for the Court Meeting. If forms are not so lodged, they may be handed to the Chairman at the meeting at which they are to be used who shall have absolute discretion as to whether or not to accept it.

By the Order, the Court has appointed Michio Tanamoto, the Chairman and Chief Executive Officer of the Company, or failing him, Masaki Fukumori, the Executive Director and Chief Operating Officer of the Company, to act as the chairman of the Court Meeting and had directed the chairman of the Court Meeting to report the results of the Court Meeting to the Court.

The Scheme will be subject to a subsequent application seeking the sanction of the Court.

### Personal data privacy:

By submitting a proxy form (including a Depositor Proxy Form) appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Court Meeting and/or any adjournment thereof, a member of the Company and/or a Depositor (i) consents to the collection, use and disclosure of the personal data of the member and/or Depositor by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Court Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Court Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member and/or Depositor discloses the personal data of the proxy(ies) and/or representative(s) of the member and/or Depositor to the Company (or its agents or service providers), the member and/or Depositor has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member and/or Depositor will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the breach of warranty of the member and/or Depositor.

By Order of the Court

Uni-Asia Holdings Limited

Singapore, April 3, 2017

<i>Registered Office</i>	<i>Principal Place of Business in Singapore</i>
PO Box 309	8 Shenton Way
Ugland House	#37-04 AXA Tower
Grand Cayman	Singapore 068811
KY1-1104	
Cayman Islands	

## NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the "EGM") of the shareholders of Uni-Asia Holdings Limited (the "Company") will be held at Shenton Room, Lower Level, M Hotel Singapore, 81 Anson Road Singapore 079908 on Friday, April 28, 2017 at 3.00 p.m. (or as soon thereafter following the conclusion or adjournment of the Court Meeting of the Company to be held at 2.30 p.m. on the same day and at the same place (or its adjournment thereof)) for the purposes of considering and, if thought fit, passing (with or without modifications) the following ordinary resolutions:

All capitalised terms in this notice of EGM which are not defined herein shall have the same meanings ascribed to them in the document to Shareholders dated 3 April 2017 ("Document").

### ORDINARY RESOLUTIONS:

- Approval of the adoption of the NewCo PSP  
 That, subject to and contingent upon the passing of ordinary resolution 2 and conditional upon the Scheme being approved and the Scheme becoming effective, the NewCo PSP, the rules of which are set out in the Document, be and is hereby approved and adopted by NewCo substantially in the form set out in the Rules of the NewCo PSP, and the NewCo Directors be and are hereby authorised:  
 (a) to establish and administer the NewCo PSP;  
 (b) to modify and/or amend the NewCo PSP at any time and from time to time, provided that such modifications and/or amendments are effected in accordance with the provisions of the NewCo PSP;  
 (c) to grant the NewCo Awards in accordance with the provisions of the NewCo PSP, and to allot and issue from time to time such number of NewCo Award Shares as may be required to be issued pursuant to the vesting of the NewCo Awards under the NewCo PSP; and  
 (d) to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the NewCo PSP.
- Termination of the Uni-Asia PSP  
 That, subject to and contingent upon the passing of ordinary resolution 1 and conditional upon the Scheme being approved and the Scheme becoming effective:  
 (a) the Uni-Asia PSP be and is hereby terminated; and  
 (b) the directors of the Company be and are hereby authorised to do any and all such acts and things as they may, in their absolute discretion deem fit, expedient or necessary to give effect to the termination of the Uni-Asia PSP and this Resolution.
- Approval of the adoption of the NewCo IPT Mandate  
 That, conditional upon the approval of the renewal of the Uni-Asia IPT Mandate at the 2017 AGM, the Scheme being approved and the Scheme becoming effective:  
 (a) approval be and is hereby given, for the purpose of Chapter 9 of the Listing Manual ("Chapter 9"), for NewCo, its subsidiaries and associated companies that are considered to be "entities at risk" (as that term is used in Chapter 9), or any of them, to enter into any of the transactions falling within the types of interested person transactions described in the Document, with any party who is of the class or classes of interested persons described in the Document, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions (the "NewCo IPT Mandate");  
 (b) the NewCo IPT Mandate shall, unless revoked or varied by NewCo in general meeting, continue in force until the conclusion of the next Annual General Meeting of NewCo; and  
 (c) the NewCo Directors 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 or in the interests of NewCo to give effect to the NewCo IPT Mandate and/or this Resolution.
- Approval of the adoption of the NewCo Share Issue Mandate  
 That, conditional upon the approval of the renewal of the Uni-Asia Share Issue Mandate at the 2017 AGM, the Scheme being approved and the Scheme becoming effective, authority be and is hereby given to the NewCo Directors to:  
 (a) (i) allot and issue NewCo 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 NewCo 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 NewCo Shares,  
 at any time and upon such terms and conditions and for such purposes and to such persons as the NewCo Directors may in their absolute discretion deem fit; and  
 (b) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue NewCo Shares in pursuance of any Instruments made or granted by the NewCo Directors while this Resolution was in force,  
 provided that:  
 (A) the aggregate number of NewCo Shares to be issued pursuant to this Resolution (including NewCo Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) (after deducting for such number of Shares which may be issued pursuant to the Uni-Asia Share Issue Mandate renewed at the 2017 AGM prior to the Effective Date, if any) does not exceed 50% of the total number of issued shares (excluding treasury shares) of NewCo (as calculated in accordance with paragraph (B) below), of which the aggregate number of NewCo Shares to be issued other than on a pro-rata basis to NewCo Shareholders (including NewCo Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 20% of the total number of issued shares (excluding treasury shares) of NewCo (as calculated in accordance with paragraph (B) below);  
 (B) (subject to such manner of calculation and adjustments as may be prescribed by the SGX-ST) for the purpose of determining the number of NewCo Shares that may be issued under paragraph (A) above, the percentage of issued shares shall be based on the total number of issued NewCo Shares (excluding treasury shares) with reference to the number of issued shares (excluding treasury shares) of the Company at the time of the passing of this Resolution to approve the renewal of the Uni-Asia Share Issue Mandate at the 2017 AGM (the "Uni-Asia Holdings Resolution") is passed, after adjusting for:  
 (i) new NewCo Shares arising from the conversion or exercise of any convertible securities which are outstanding or subsisting at the time the Uni-Asia Holdings Resolution is passed;  
 (ii) new NewCo Shares arising from the exercise of share options or vesting of share awards outstanding or subsisting at the time the Uni-Asia Holdings Resolution is passed and which NewCo is partly or subject to or which is otherwise binding on NewCo immediately after completion of the Proposed Restructuring pursuant to the Scheme, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual; and  
 (iii) any subsequent bonus issue, consolidation or subdivision of NewCo Shares;  
 (C) in exercising the authority conferred by this Resolution, NewCo shall comply with the provisions of the Listing Manual for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of NewCo; and  
 (D) (unless revoked or varied by NewCo in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of NewCo or the date by which the next Annual General Meeting of NewCo is required by law to be held, whichever is the earlier.

By Order of the Board

Joanna Lim Lan Sim  
Company Secretary

Singapore, April 3, 2017

### Notes:

- With the exception of The Central Depository (Pte) Limited who may appoint more than two proxies, 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 either by hand at 80 Robinson Road, #11-02 Singapore 068898 or by post at 80 Robinson Road, #02-00 Singapore 068898 not less than forty-eight (48) hours before the time appointed for the EGM.
- 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 EGM.

### Personal data privacy:

By submitting a proxy form (including a Depositor Proxy Form) appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company and/or a Depositor (i) consents to the collection, use and disclosure of the personal data of the member and/or Depositor by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member and/or Depositor discloses the personal data of the proxy(ies) and/or representative(s) of the member and/or Depositor to the Company (or its agents or service providers), the member and/or Depositor has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member and/or Depositor will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the breach of warranty of the member and/or Depositor.