

UNI-ASIA FINANCE CORPORATION
Company Registration No. CR-72229
(Incorporated in the Cayman Islands with limited liability on 17 March 1997)

**PROPOSED PRIVATE PLACEMENT OF 52,199,200 NEW ORDINARY SHARES IN
THE CAPITAL OF UNI-ASIA FINANCE CORPORATION AT AN ISSUE PRICE OF
S\$0.50 PER NEW SHARE**

1. Introduction

The Board of Directors (the "**Board**") of Uni-Asia Finance Corporation (the "**Company**") wishes to announce that the Company proposes to raise funds by way of a private placement of 52,199,200 new ordinary shares (the "**New Shares**") in the capital of the Company at an issue price ("**Issue Price**") of S\$0.50 per New Share ("**Private Placement**") to raise a gross sum amounting to S\$26,099,600.

2. The New Shares

The New Shares represent approximately 20% of the existing issued and paid-up share capital of the Company as at the date of this Announcement and will represent approximately 16.7% of the enlarged issued and paid-up share capital of the Company after the issue of the New Shares. Upon allotment and issue, the New Shares will rank *pari passu* in all respects with the then existing shares of the Company (the "**Shares**") at the date of their issue.

3. Details of the Private Placement

In connection with the Private Placement, the Company has today entered into a placement agreement ("**Placement Agreement**") with Yamasa Co., Ltd ("**Yamasa**"), an existing shareholder of the Company, for the private placement of an aggregate of 52,199,200 New Shares at the Issue Price. Yamasa does not have any representation on the Board.

Yamasa was established in Okayama in December 1967 and is a manufacturer of amusement related hardware as well as software and is also one of the biggest owners of transportation related assets in Japan, including vessels and aircrafts. During the past 10 years, Yamasa has also partnered the Company in the arranging of ship leasing transactions. As an investor in transportation related assets, Yamasa also invests in financial assets as part of its portfolio management. In view of the foregoing, the Company has approached Yamasa for the Private Placement and Yamasa is subscribing for the New Shares under the Private Placement for investment purposes.

The Company will be making a formal application to the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") for the dealing in, listing of and quotation for the New Shares on the Main Board of the SGX-ST. The Private Placement shall be subject to certain conditions precedent more particularly set out in the Placement Agreement, including the approval in-principle of the SGX-ST for the listing and quotation of the New Shares on the Main Board of the SGX-ST.

4. Issue Price

The Issue Price of S\$0.50 for each New Share represents a premium of approximately 2.80% to the price of S\$0.4864, being the volume weighted average price for trades done on the SGX-ST during the period commencing at 9.00 a.m. on 11 June 2009 and ending at 5.00 p.m. on the same day.

5. Condition Precedent

The completion of the Placement Agreement is conditional upon, *inter alia*, the approval in-principle from the SGX-ST for the listing and quotation of the New Shares on the Main Board of the SGX-ST.

6. Authority to Issue the New Shares

The New Shares will be issued pursuant to the general mandate by the Shareholders, by way of an ordinary resolution (the "**Resolution**") passed at the Annual General Meeting held on 24 April 2009, given to the directors of the Company to, *inter alia*, issue Shares, provided that:

- (a) the aggregate number of shares to be issued:
 - (i) by way of renounceable rights issues on a pro rata basis to shareholders of the Company ("**Renounceable Rights Issues**") shall not exceed one hundred per centum (100%) of the total number of issued shares (excluding treasury shares) of the Company (as calculated in accordance with sub-paragraph (c) below); and
 - (ii) otherwise than by way of Renounceable Rights Issues ("**Other Share Issues**") shall 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 (c) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company 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 (c) below);
- (b) the Renounceable Rights Issues and Other Share Issues shall not, in aggregate, exceed one hundred per centum (100%) of the total number of issued shares (excluding treasury shares) of the Company (as calculated in accordance with sub-paragraph (c) below); and
- (c) the total number of issued shares (excluding treasury shares) of the Company shall be based on the total number of issued shares (excluding treasury shares) of the Company as at 24 April 2009, 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 the Resolution was 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.

7. Use of the Proceeds

The net proceeds of the Private Placement after deducting estimated expenses pertaining to the Private Placement is estimated to be approximately S\$25.5 million (assuming an Issue Price of S\$0.50). The Company intends to use the net proceeds from the Private Placement for ship investments and/or investments in real estate assets and to fund the working capital requirements of the Company/Group as well as other projects that the Company/Group has undertaken and/or will undertake.

Pending the deployment of the net proceeds from the Private Placement, the net proceeds may be deposited with banks and/or financial institutions as the Directors may deem appropriate in the interests of the Group.

The Company will make periodic announcements on the utilisation of the proceeds from the Private Placement, as the funds from the Private Placement are materially disbursed and provide a status report on the use of the proceeds from the Private Placement in the Company's annual report.

8. Financial Effects of the Private Placement

As at the date of this Announcement, the Company's issued and paid-up capital is US\$41,759,360 comprising 260,996,000 Shares. When completed, the Private Placement will increase the issued and paid-up ordinary share capital of the Company to US\$50,111,232. Based on the audited financial statements of the Company as at 31 December 2008, the issue of the New Shares will decrease the net asset value per Share by 0.5 US cents to 35.5 US cents (on an enlarged basis). Based on the unaudited financial statements of the Company as at 31 March 2009, the issue of the New Shares will decrease the net asset value per Share by 0.2 US cents to 34.8 US cents (on an enlarged basis).

9. No Prospectus or Offer Information Statement

The Private Placement will be undertaken by way of a private placement in accordance with Section 272B and Section 273(1)(ce) of the Securities and Futures Act, Chapter 289 of Singapore. As such, no prospectus or offer information statement will be lodged with the Monetary Authority of Singapore in connection with the Private Placement.

10. General

None of the New Shares will be placed by the Company to any person who is a director or a substantial shareholder of the Company, or any other person in the categories set out in Rule 812(1) of the Listing Manual of the SGX-ST. None of the Directors or substantial shareholders of the Company has any interest, direct or indirect, in the Private Placement (other than their shareholdings in the Company, if any).

For and on behalf of
Uni-Asia Finance Corporation

11 June 2009

*The initial public offering of shares of Uni-Asia Finance Corporation (the “**Offering**”) commenced on 8 August 2007 and closed on 15 August 2007. In the Offering, DBS Bank Ltd was the Manager, Underwriter and Placement Agent.*