



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 Anson III, Level 2, M Hotel Singapore, 81 Anson Road Singapore 079908 on Wednesday, April 29, 2015 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, 2014 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, 2014. **(Resolution 2)**
- To re-elect the following Directors retiring pursuant to the Company's Articles of Association:
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(B) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
[See Explanatory Note (a)]
- To approve Directors' fees of S\$192,500 for the financial year ending December 31, 2015, payable quarterly in arrears (2014: S\$192,500). **(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 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 Instruments made or granted by the Directors 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:-
 - 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;
- (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, 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 7)**

7(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:

- (a) 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;
- (b) 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 8)**

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 12, 2015 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 11, 2015 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 2014, if approved at the Annual General Meeting, will be paid on May 27, 2015.

BY ORDER OF THE BOARD

Uni-Asia Holdings Limited

Joanna Lim Lan Sim
Company Secretary
7 April 2015

Explanatory Note

- (a) 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 2014 Annual Report. There are no relationships (including immediate family relationships) between Mr Menon and/or Mr Wu and the other directors of the Company.
- (b) 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 are:-

- The Ordinary Resolution 7 proposed in item 7(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 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.
- (ii) The Ordinary Resolution 8 proposed in item 7(ii) above, if passed, will empower the Directors of the Company to grant options and 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.

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 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 member and/or 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) for the purpose of the processing and administration by the Company (or its agents) 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) to comply with any applicable laws, listing 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), 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) 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 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 on 29 April 2015 at 3.00 p.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company) to be held at 2.00 p.m. on the same day and at the same place) at Anson III, Level 2, M Hotel Singapore, 81 Anson Road Singapore 079908 for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolutions, of which Resolutions 1, 3, 4 and 5 will be proposed as Ordinary Resolutions and Resolution 2 will be proposed as a Special Resolution:

RESOLUTION 1: ORDINARY RESOLUTION

THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE

THAT:

- (1) 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:
 - (a) an on-market purchase ("On-Market Purchase") transacted through the Singapore Exchange Securities Trading Limited (the "SGX-ST"); and/or
 - (b) 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");

- (2) 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:

- (a) 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;
- (b) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied; or
- (c) the date on which the purchases or acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated,

whichever is the earliest, provided that the authority shall be valid for a period not exceeding 12 months from the passing of this Resolution;

- (3) in this Resolution:

"Prescribed Limit" 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 10% of the total number of issued Shares, excluding treasury shares, 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:

- (a) in the case of an On-Market Purchase, five 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 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
- (b) in the case of an Off-Market Purchase, 20 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 were recorded immediately preceding the day on which the Company makes an announcement of an offer under an equal access scheme; and

- (4) 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 2: SPECIAL RESOLUTION

THE PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

THAT:

- (1) The following wordings be added to the end of Article 36(a)(ii) of the Articles of Association of the Company:

"On any consolidation of fully paid shares and division into shares of larger amount, the Board may settle any difficulty which may arise as it thinks expedient and in particular (but without prejudice to the generality of the foregoing) may as between the holders of shares to be consolidated determine which particular shares are to be consolidated into each consolidated share, and if it shall happen that any person shall become entitled to fractions of a consolidated share or shares, such fractions may be sold by some person appointed by the Board for that purpose and the person so appointed may transfer the shares so sold to the purchaser thereof and the validity of such transfer shall not be questioned, and so that the net proceeds of such sale (after deduction of the expenses of such sale) will be distributed among the persons who would otherwise be entitled to a fraction or fractions of a consolidated share or shares rateably in accordance with their rights and interests or may be paid to the Company for the Company's benefit"; and

- (2) the Directors of the Company and each of them be and are hereby authorised to do and execute all such acts and things as they or he may consider necessary or expedient to give effect to this Resolution, including without limitation, authorising and arranging all filings with the Registrar of Companies in the Cayman Islands.

RESOLUTION 3: ORDINARY RESOLUTION

THE PROPOSED CONSOLIDATION OF EVERY 10 EXISTING ISSUED ORDINARY SHARES IN THE CAPITAL OF THE COMPANY 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, FRACTIONAL ENTITLEMENTS TO BE DISREGARDED (THE "PROPOSED SHARE CONSOLIDATION")

THAT, subject to and contingent upon the passing of Resolutions 2 and 4 and unless 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 proceed with the Proposed Share Consolidation, with effect from the date to be determined by the Directors of the Company (the "Share Consolidation Effective Date") and pursuant to the Articles of Association of the Company:

- (1) the consolidation of 10 ordinary shares of par value US\$0.16 each (each an "Existing Share") in the authorised and issued share capital of the Company held by Shareholders as at a books closure date to be determined by the Directors of the Company ("Books Closure Date") into one ordinary share of par value US\$1.60 each in the capital of the Company (each a "Consolidated Share") in the manner set out in the Circular be and is approved, resulting in an authorised share capital of US\$120,000,000 divided into 75,000,000 ordinary shares of par value US\$1.60 each;
- (2) any fraction of a Consolidated Share which may arise from the Proposed Share Consolidation pursuant to paragraph (1) above shall be disregarded, and all fractions of the Consolidated Shares to which holders of such issued shares of US\$1.60 each in the capital of the Company would otherwise be entitled to pursuant to the Proposed Share Consolidation shall be aggregated (together, the "Aggregated Fractional Shares") and sold by a person appointed by the Directors of the Company for that purpose. The person so appointed may transfer the Aggregated Fractional Shares so sold to the purchaser thereof and the validity of such transfer shall not be questioned and the net proceeds, if any, of such sale of the Aggregated Fractional Shares (after deduction of the expenses of such sale) shall be distributed among the persons who would otherwise be entitled to a fraction or fractions of a Consolidated Share pro rata according to their entitlement to the Aggregated Fractional Shares (the "Fractional Payment"). Any Fractional Payment which cannot be paid to a person so entitled and/or which remains unclaimed after six months from the date of the Share Consolidation Effective Date may, in the discretion of the Directors, be paid into a separate account in the Company's name, provided that the Company shall not be constituted as a trustee in respect of that account and the Fractional Payment shall remain as a debt due to the person so entitled. 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;
- (3) the Directors of the Company be authorised to fix the Books Closure Date and the date on which the Consolidated Shares will trade on the Main Board of the SGX-ST in board lots of 100 Consolidated Shares in their absolute discretion as they deem fit; and
- (4) the Directors of the Company and each of them be and is hereby authorised to do such acts and things (including, without limitation, enter into all transactions, arrangements and agreements and executing such documents) as they and/or he may consider necessary or expedient to give effect to this Resolution, the Proposed Share Consolidation and the sale of the Aggregated Fractional Shares.

RESOLUTION 4: ORDINARY RESOLUTION

THE PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

THAT, subject to and contingent upon the passing of Resolutions 2 and 3 above:

- (1) with effect from the Share Consolidation Effective Date, Clause 6 of the memorandum of association of the Company (the "Memorandum") be amended by deleting the words "The share capital of the Company is US\$120,000,000 divided into 750,000,000 shares of US\$0.16 par value each," and replacing them with "The share capital of the Company is US\$120,000,000 divided into 75,000,000 shares of US\$1.60 par value each"; and
- (2) the Directors of the Company and each of them be and are hereby authorised to do and execute all such acts and things as they or he may consider necessary or expedient to give effect to this Resolution, including without limitation, authorising and arranging all filings with the Registrar of Companies in the Cayman Islands.

RESOLUTION 5: ORDINARY RESOLUTION

THE PROPOSED ADOPTION OF THE UNI-ASIA PERFORMANCE SHARE PLAN

THAT:

- (1) the performance share plan to be known as the "Uni-Asia Performance Share Plan" (the "PSP"), the rules of which, for the purpose of identification, have been subscribed to by the Chairman of the Meeting, under which awards ("Awards") of fully paid-up Shares will be granted, free of payment, to selected employees (including executive directors) of the Company and its subsidiaries, details of which are set out in the Circular, be and is hereby approved and adopted; and
- (2) the Directors of the Company be and are hereby authorised:
 - (a) to establish and administer the PSP;
 - (b) to modify and/or alter the PSP at any time and from time to time, provided that such modifications and/or alterations are effected in accordance with the provisions of the PSP;
 - (c) to grant Awards in accordance with the provisions of the PSP and to allot and issue from time to time such number of fully paid-up 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 15 per cent. of the total number of issued Shares (excluding treasury shares) from time to time; and
 - (d) to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the PSP.

BY ORDER OF THE BOARD

Uni-Asia Holdings Limited

Joanna Lim Lan Sim
Company Secretary
7 April 2015

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 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) for the purpose of the processing and administration by the Company (or its agents) 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) to comply with any applicable laws, listing 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), 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) 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.