

SECURITIES AND FUTURES ACT (CAP. 289)
SECURITIES AND FUTURES (DISCLOSURE OF INTERESTS)
REGULATIONS 2012

**NOTIFICATION FORM FOR DIRECTOR/CHIEF EXECUTIVE OFFICER
IN RESPECT OF INTERESTS IN SECURITIES**

FORM

1

(Electronic Format)

Explanatory Notes

1. Please read the explanatory notes carefully before completing this notification form.
2. This form is for a Director/Chief Executive Officer ("CEO") to give notice of his interests in the securities of the Listed Issuer under section 133, 137N or 137Y of the Securities and Futures Act (Cap. 289) (the "SFA"). Please note that the requirement to disclose interests in participatory interests applies **only** to a director and where the Listed Issuer is a Singapore-incorporated company.
3. This electronic Form 1 and a separate Form C, containing the particulars and contact details of the Director/CEO, must be completed by the Director/CEO or a person duly authorised by him to do so. The person so authorised should maintain records of information furnished to him by the Director/CEO.
4. This form and Form C, are to be completed electronically and sent to the Listed Issuer via an electronic medium such as an e-mail attachment. The Listed Issuer will attach both forms to the prescribed SGXNet announcement template for dissemination as required under section 137G(1), 137R(1) or 137ZC(1) of the SFA, as the case may be. While Form C will be attached to the announcement template, it will not be disseminated to the public and is made available only to the Monetary Authority of Singapore (the "Authority").
5. A single form may be used by a Director/CEO for more than one transaction resulting in notifiable obligations which occur within the same notifiable period (i.e. within two business days of/of becoming aware of, the earliest transaction). There must be no netting-off of two or more notifiable transactions even if they occur within the same day.
6. All applicable parts of the notification form must be completed. If there is insufficient space for your answers, please include attachment(s) by clicking on the paper clip icon on the bottom left-hand corner or in item 3 of Part II or item 10 of Part III. The total file size for all attachment(s) should not exceed 1MB.
7. Except for item 4 of Part III, please select only one option from the relevant check boxes.
8. Please note that submission of any false or misleading information is an offence under Part VII of the SFA.
9. In this form, the term "Listed Issuer" refers to –
 - (a) a company incorporated in Singapore any or all of the shares in which are listed for quotation on the official list of a securities exchange;
 - (b) a corporation (not being a company incorporated in Singapore, or a collective investment scheme constituted as a corporation) any or all of the shares in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing;
 - (c) a registered business trust (as defined in the Business Trusts Act (Cap. 31A)) any or all of the units in which are listed for quotation on the official list of a securities exchange;
 - (d) a recognised business trust any or all of the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing; or
 - (e) a collective investment scheme that is a trust, that invests primarily in real estate and real estate-related assets specified by the Authority in the Code on Collective Investment Schemes, and any or all the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing ("Real Estate Investment Trust").
10. For further instructions and guidance on how to complete this notification form, please refer to section 6 of the User Guide on Electronic Notification Forms which can be accessed at the Authority's Internet website at <http://www.mas.gov.sg> (under "Regulations and Financial Stability", "Regulations, Guidance and Licensing", "Securities, Futures and Fund Management", "Forms", "Disclosure of Interests").

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Part I - General

1. Name of Listed Issuer:

Uni-Asia Holdings Limited

2. Type of Listed Issuer:

- Company/Corporation
 Registered/Recognised Business Trust
 Real Estate Investment Trust

3. Name of Director/CEO:

Michio Tanamoto

4. Is the Director/CEO also a substantial shareholder/unitholder of the Listed Issuer?

- Yes
 No

5. Is the Director/CEO notifying in respect of his interests in securities of, or made available by, the Listed Issuer at the time of his appointment?

- Yes *(Please proceed to complete Part II)*
 No *(Please proceed to complete Part III)*

6. Date of notification to Listed Issuer:

23-Jan-2017

Part III - For an incumbent Director/CEO giving notice of an acquisition of, or a change in his interest in, securities of or made available by the Listed Issuer

Transaction **A** 

1. Date of acquisition of or change in interest:

23-Jan-2017

2. Date on which Director/CEO became aware of the acquisition of, or change in, interest 
(if different from item 1 above, please specify the date):

23-Jan-2017

3. Explanation (if the date of becoming aware is different from the date of acquisition of, or change in, interest):

4. Type of securities which are the subject of the transaction (more than one option may be chosen):

Ordinary voting shares/units of Listed Issuer

Other types of shares/units (excluding ordinary voting shares/units) of Listed Issuer

Rights/Options/Warrants over shares/units of Listed Issuer

Debentures of Listed Issuer

Rights/Options over debentures of Listed Issuer

Contracts over shares of the Listed Issuer which Director/CEO is a party to, or under which he is entitled to a benefit, being contracts under which any person has a right to call for or to make delivery of shares in the Listed Issuer

Participatory interests made available by Listed Issuer

Others (please specify):

5. Number of shares, units, rights, options, warrants, participatory interests and/or principal amount/value of debentures or contracts acquired or disposed of by Director/CEO:

45,938,968

6. Amount of consideration paid or received by Director/CEO (excluding brokerage and stamp duties):

N.A.

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7. Circumstance giving rise to the interest or change in interest:

Acquisition of:

- Securities via market transaction
- Securities via off-market transaction (*e.g. married deals*)
- Securities via physical settlement of derivatives or other securities
- Securities pursuant to rights issue
- Securities via a placement
- Securities following conversion/exercise of rights, options, warrants or other convertibles

Disposal of:

- Securities via market transaction
- Securities via off-market transaction (*e.g. married deals*)

Other circumstances :


- Acceptance of employee share options/share awards
- Vesting of share awards
- Exercise of employee share options
- Acceptance of take-over offer for Listed Issuer
- Corporate action by Listed Issuer (*please specify*):

Others (*please specify*):

Please see Paragraph 9


8. Quantum of interests in securities held by Director/CEO before and after the transaction. Please complete relevant table(s) below (*for example, Table 1 should be completed if the change relates to ordinary voting shares of the Listed Issuer; Table 4 should be completed if the change relates to debentures*):

Table 1. Change in respect of **ordinary voting shares/units** of Listed Issuer

<i>Immediately before the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of ordinary voting shares/units held:	1,040,312	0	1,040,312
As a percentage of total no. of ordinary voting shares/units: 	2.21	0	2.21
<i>Immediately after the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of ordinary voting shares/units held:	1,040,312	45,938,968	46,979,280

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As a percentage of total no. of ordinary voting shares/units: 	2.21	97.79	100
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9. Circumstances giving rise to deemed interests (*if the interest is such*):
[You may attach a chart(s) in item 10 to illustrate how the Director/CEO's deemed interest, as set out in item 8 tables 1 to 8, arises]

Uni-Asia Holdings Limited (the "Company") and Uni-Asia Group Pte. Limited ("NewCo") have on 23 January 2017 entered into an implementation agreement to implement a proposed restructuring of the Company by way of a scheme of arrangement (the "Scheme").

The proposed restructuring is intended to enable the establishment of a corporate structure where NewCo will own 100% of the issued and paid-up share capital of the Company and become the listed vehicle in place of the Company.

The proposed restructuring pursuant to the Scheme involves the exchange of new ordinary shares of NewCo ("NewCo Shares") for all the ordinary shares of par value of US\$1.60 each of the Company ("Shares") ("Scheme Shares") on the basis of one (1) new NewCo Share for every one (1) Scheme Share held by each shareholder of the Company ("Shareholder") holding Shares as at the books closure date for determining the entitlements of the Shareholders in respect of the Scheme ("Books Closure Date") ("Scheme Shareholder"). It is purely an internal restructuring exercise undertaken by the Company and NewCo to enable a transfer of the shareholding interests of the Scheme Shareholders in the Company to shareholding interests in NewCo.

The Scheme and the proposed restructuring will not cause or result in any substantive change in the shareholding composition or shareholding interests of the Shareholders, as the number of shareholders and shareholding composition of NewCo immediately after the completion of the proposed restructuring pursuant to the Scheme will be the same as that of the Company prior to completion of the proposed restructuring pursuant to the Scheme.

Upon completion of the proposed restructuring, the Company will become a wholly-owned subsidiary of NewCo and relinquish its status as a listed company on the Main Board of the Singapore Exchange Securities Trading Limited (the "SGX-ST"). It is intended that following the proposed restructuring, the NewCo Shares will be listed and traded on the SGX-ST.

Under the proposed Scheme, NewCo proposes to acquire all the 46,979,280 Scheme Shares held by the Scheme Shareholders. Accordingly, NewCo is technically deemed to be interested in 46,979,280 Shares by virtue of Section 4 of the Securities and Futures Act, Chapter 289 of Singapore. In consideration of the transfer of the Scheme Shares held by the Scheme Shareholders to NewCo, NewCo will allot and issue to the Scheme Shareholders such number of new NewCo Shares, credited as fully paid, on the basis of one (1) new NewCo Share for every one (1) Scheme Share held by each Scheme Shareholder as at the Books Closure Date.

The Scheme is subject to, inter alia, the approval of a majority in number of the holders of the Scheme Shares representing not less than 75% in value of the Scheme Shares who are present and voting (either in person or by proxy) at a meeting of the holders of the Scheme Shares to be convened.

Michio Tanamoto is the temporary sole shareholder of NewCo during the period prior to the effective date of the Scheme. Accordingly, Michio Tanamoto is technically deemed to be interested in 46,979,280 Shares (in which NewCo technically has a deemed interest) by virtue of Section 4 of the Securities and Futures Act, Chapter 289 of Singapore, including the 1,040,312 Shares in which Michio Tanamoto has, in his personal capacity, a direct interest held through The Central Depository (Pte) Limited ("CDP").

Please refer to the Company's announcement dated 23 January 2017 for further details on the proposed restructuring and the Scheme.

Table 1 in Paragraph 8 reflects Michio Tanamoto's deemed interest immediately after the transaction as 45,938,968 Shares, after excluding 1,040,312 Shares in which he has, in his personal capacity, a direct interest held through CDP.

