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

NOTIFICATION FORM FOR SUBSTANTIAL SHAREHOLDER(S)/ UNITHOLDER(S) IN RESPECT OF INTERESTS IN SECURITIES

FORM **3** (Electronic Format)

Explanatory Notes

- 1. Please read the explanatory notes carefully before completing the notification form.
- This form is for a Substantial Shareholder(s)/Unitholder(s) to give notice under section 135, 136, 137, 137J (as applicable to sections 135, 136 and 137) or 137U (as applicable to sections 135, 136 and 137) of the Securities and Futures Act (the "SFA").
- 3. This electronic Form 3 and a separate Form C, containing the particulars and contact details of the Substantial Shareholder(s)/Unitholder(s), must be completed by the Substantial Shareholder(s)/Unitholder(s) or a person duly authorised by the Substantial Shareholder(s)/Unitholder(s) to do so. The person so authorised should maintain records of information furnished to him by the Substantial Shareholder(s)/Unitholder(s).
- 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. Where a transaction results in similar notifiable obligations on the part of more than one Substantial Shareholder/Unitholder, all of these Substantial Shareholders/Unitholders may give notice using the same notification form.
- 6. A single form may be used by a Substantial Shareholder/Unitholder for more than one transaction resulting in notifiable obligations which occur within the same notifiable period (i.e. within two business days 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.
- 7. All applicable parts of the notification form must be completed. If there is insufficient space for your answers, please include attachment(s) by clicking the paper clip icon on the bottom left-hand corner or in item 11 of Part II or item 10 of Part III. The total file size for all attachment(s) should not exceed 1MB.
- 8. Except for item 5 of Part II and item 1 of Part IV, please select only one option from the relevant check boxes.
- 9. Please note that submission of any false or misleading information is an offence under Part VII of the SFA.
- 10. 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 estaterelated 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").
- 11. For further instructions and guidance on how to complete this notification form, please refer to section 7 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").

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. Is more than one Substantial Shareholder/Unitholder giving notice in this form?

- ✓ No (Please proceed to complete Part II)
- ☐ Yes (Please proceed to complete Parts III & IV)
- 4. Date of notification to Listed Issuer:

23-Jan-2017

Part II - Substantial Shareholder/Unitholder and Transaction(s) Details

[To be used for single Substantial Shareholder/Unitholder to give notice]

1. Name of Substantial Shareholder/Unitholder:

Uni-Asia Group Pte. Limited

2. Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?

Yes

✓ No

Transaction A

- 1. Notification in respect of:
 - ✓ Becoming a Substantial Shareholder/Unitholder
 - Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder
 - Ceasing to be a Substantial Shareholder/Unitholder
- 2. Date of acquisition of or change in interest:

23-Jan-2017

3. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest (if different from item 2 above, please specify the date):

23-Jan-2017

- 4. Explanation (*if the date of becoming aware is different from the date of acquisition of, or the change in, interest*):
- 5. Type of securities which are the subject of the transaction (more than one option may be chosen):

✓ Voting shares/units

- Rights/Options/Warrants over voting shares/units
- Convertible debentures over voting shares/units (conversion price known)
- Others (*please specify*):

6. Number of shares, units, rights, options, warrants and/or principal amount of convertible debentures acquired or disposed of by Substantial Shareholder/Unitholder:

46,979,280

7. Amount of consideration paid or received by Substantial Shareholder/Unitholder (excluding brokerage and stamp duties):

N.A.

8. 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 take-over offer for the Listed Issuer
- --- Corporate action by the Listed Issuer which Substantial Shareholder/Unitholder did not
- \square participate in (*please specify*):

✓ Others (*please specify*):

Please see Paragraph 10

9. Quantum of total voting shares/units (including voting shares/units underlying rights/options/ warrants/convertible debentures {conversion price known}) held by Substantial Shareholder/ Unitholder before and after the transaction:

Immediately before the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures:	0	0	0
As a percentage of total no. of voting shares/units:	0	0	0
Immediately after the transaction	Direct Interest	Deemed Interest	Total
Immediately after the transaction No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures:	Direct Interest	Deemed Interest 46,979,280	Total 46,979,280

10. Circumstances giving rise to deemed interests (*if the interest is such*): [You may attach a chart in item 11 to illustrate how the Substantial Shareholder/Unitholder's deemed interest 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 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 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.

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

11. Attachments (if any): 🕤



(The total file size for all attachment(s) should not exceed 1MB.)

- 12. If this is a **replacement** of an earlier notification, please provide:
 - (a) SGXNet announcement reference of the <u>first</u> notification which was announced on SGXNet (*the "Initial Announcement"*):

(b) Date of the Initial Announcement:

(c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:

13. Remarks (*if any*):

Transaction Reference Number (auto-generated):

0	7	6	1	1	8	7	4	2	3	5	1	6	8	8	
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Additional transaction (Transaction "B", "C", etc) by the same Substantial Shareholder/ Unitholder where the information in Part I is the same for the additional transaction

Add New Part II Transaction

Item 14 is to be completed by an individual submitting this notification form on behalf of the Substantial Shareholder/Unitholder.

- 14. Particulars of Individual submitting this notification form to the Listed Issuer:
 - (a) Name of Individual: Michio Tanamoto
 - (b) Designation (*if applicable*):

Director

(c) Name of entity (*if applicable*):

Uni-Asia Group Pte. Limited