



**UNI-ASIA HOLDINGS LIMITED**

Registration No: CR - 72229

(Incorporated in the Cayman Islands with limited liability on 17 March 1997)

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**PROPOSED RESTRUCTURING OF UNI-ASIA HOLDINGS LIMITED BY WAY OF A SCHEME OF ARRANGEMENT UNDER SECTION 86 OF THE COMPANIES LAW (2016 REVISION) OF THE CAYMAN ISLANDS**

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**1. INTRODUCTION**

The board of directors (the “**Board**”) of Uni-Asia Holdings Limited (the “**Company**”) refers to the Company’s announcement on 23 January 2017 (the “**Announcement**”) in relation to the proposed restructuring of the Company by way of a scheme of arrangement (the “**Scheme**”) between the Company and the Scheme Shareholders (as defined in the Announcement) under Section 86 of the Companies Law (2016 Revision) of the Cayman Islands.

Unless otherwise defined, all capitalised terms used herein shall have the same meanings ascribed to them in the Announcement.

**2. RECEIPT OF APPROVAL IN-PRINCIPLE OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED**

2.1 The Board wishes to announce that the approval in-principle of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) was obtained by NewCo on 9 March 2017 in respect of the listing of, and quotation for, the following on the SGX-ST:

- (a) 46,979,280 NewCo Shares, being the existing one (1) NewCo Share and the new NewCo Shares to be allotted and issued pursuant to the Scheme; and
- (b) the new NewCo Shares which may be issued upon the release of awards to be granted under the Uni-Asia Group Performance Share Plan (the “**NewCo PSP**”),

subject to the following conditions:

- (i) compliance with the SGX-ST’s listing requirements;
- (ii) approval of the Scheme by the holders of the Scheme Shares at the Court Meeting to be convened; and
- (iii) approval of the NewCo PSP by the shareholders of the Company.

2.2 The approval in-principle of the SGX-ST is not an indication of the merits of the Scheme, the NewCo Shares, the Company and/or its subsidiaries.

For and on behalf of  
Uni-Asia Holdings Limited  
09 March 2017