



UNI-ASIA HOLDINGS LIMITED

Registration No: CR - 72229

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

RESULTS OF ANNUAL GENERAL MEETING, COURT MEETING AND EXTRAORDINARY GENERAL MEETING

The Board of Directors of Uni-Asia Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) is pleased to announce that all the resolutions as set out in the Notice of Annual General Meeting (“**AGM**”), the Notice of Court Meeting (“**Court Meeting**”) and the Notice of Extraordinary General Meeting (“**EGM**”) were duly approved and passed by the shareholders at the AGM, Court Meeting and EGM respectively today.

1) DETAILS OF PERSON(S) REQUIRED TO ABSTAIN FROM VOTING ON ANY RESOLUTIONS

AGM ORDINARY RESOLUTIONS	PERSONS ABSTAIN TO VOTE
8 To authorise the Directors to offer and grant options and to allot and issue shares under the Uni-Asia Share Option Scheme.	Employees of the Group (including any Executive Director) and Non-Executive and Independent Directors who are eligible to participate in the Uni-Asia Share Option Scheme.
9 To authorise the Directors to grant awards and to allot and issue shares under the Uni-Asia Performance Share Plan.	Employees of the Group (including any Executive Director) who are eligible to participate in the Uni-Asia Performance Share Plan.
11 To approve the proposed renewal of the Shareholders’ Mandate for Interested Person Transactions.	Yamasa Co., Ltd (Controlling Shareholder with 33.46% indirect interest in the capital of the Company) and its associates.

EGM ORDINARY RESOLUTIONS	PERSONS ABSTAIN TO VOTE
1 To approve the proposed adoption of the NewCo PSP	Employees of the NewCo Group (including any Executive Director) who are eligible to participate in the NewCo PSP.
2 To approve the proposed termination of the Uni-Asia PSP	Employees of the Group (including any Executive Director) who are eligible to participate in the Uni-Asia PSP.
3 To approve the proposed adoption of the NewCo IPT Mandate	Yamasa Co., Ltd (Controlling Shareholder with 33.46% indirect interest in the capital of the Company) and its associates.

2) SCRUTINEER

Associates Corporate Services Pte. Ltd. was appointed as Scrutineer for the AGM, Court Meeting and EGM.

3) POLL RESULTS OF AGM

The results of the poll on the respective resolutions as set out in the Notice of AGM dated 3 April 2017 put to vote at the AGM are set out below for information:

<u>POLL RESULTS</u>			
AGM ON 28 APRIL 2017			
Ordinary Resolution No. 1:			
To receive and adopt the Audited Financial Statements of the Company for the year ended December 31, 2016 together with the Auditors' Report thereon.			
	FOR	AGAINST	TOTAL NO. OF VALID VOTES
NO. OF SHARES	27,071,737	5,000	27,076,737
PERCENTAGE	99.98%	0.02%	100.00%
Ordinary Resolution No. 2:			
To declare a first and final Cayman Islands tax-exempt dividend of S\$0.03 per ordinary share for the financial year ended December 31, 2016.			
	FOR	AGAINST	TOTAL NO. OF VALID VOTES
NO. OF SHARES	27,293,737	-	27,293,737
PERCENTAGE	100.00%	0.00%	100.00%
Ordinary Resolution No. 3:			
To re-elect Mr Rajan Menon (Retiring under Article 100).			
	FOR	AGAINST	TOTAL NO. OF VALID VOTES
NO. OF SHARES	27,283,937	5,300	27,289,237
PERCENTAGE	99.98%	0.02%	100.00%
Ordinary Resolution No. 4:			
To re-elect Mr Wu Kuang-hui (Retiring under Article 100).			
	FOR	AGAINST	TOTAL NO. OF VALID VOTES
NO. OF SHARES	27,291,437	5,300	27,296,737
PERCENTAGE	99.98%	0.02%	100.00%

Ordinary Resolution No. 5:

To approve Directors' fees of S\$207,500 for the financial year ending December 31, 2017 payable quarterly in arrears on the terms set out in Ordinary Resolution 5 (2016: S\$228,278.69).

	FOR	AGAINST	TOTAL NO. OF VALID VOTES
NO. OF SHARES	27,067,537	9,200	27,076,737
PERCENTAGE	99.97%	0.03%	100.00%

Ordinary Resolution No. 6:

To re-appoint Messrs Ernst & Young as the Company's Auditors and to authorise the Directors to fix their remuneration.

	FOR	AGAINST	TOTAL NO. OF VALID VOTES
NO. OF SHARES	27,071,737	5,000	27,076,737
PERCENTAGE	99.98%	0.02%	100.00%

Ordinary Resolution No. 7:

To authorise the Directors to allot and issue shares on the terms set out in Ordinary Resolution 7.

	FOR	AGAINST	TOTAL NO. OF VALID VOTES
NO. OF SHARES	27,067,237	8,500	27,075,737
PERCENTAGE	99.97%	0.03%	100.00%

Ordinary Resolution No. 8:

To authorise the Directors to offer and grant options and to allot and issue shares under the Uni-Asia Share Option Scheme.

	FOR	AGAINST	TOTAL NO. OF VALID VOTES
NO. OF SHARES	24,218,823	8,500	24,227,323
PERCENTAGE	99.96%	0.04%	100.00%

Ordinary Resolution No. 9:

To authorise the Directors to grant awards and to allot and issue shares under the Uni-Asia Performance Share Plan.

	FOR	AGAINST	TOTAL NO. OF VALID VOTES
NO. OF SHARES	23,450,073	777,250	24,227,323
PERCENTAGE	96.79%	3.21%	100.00%

Ordinary Resolution No. 10:			
To approve the proposed renewal of the Share Purchase Mandate.			
	FOR	AGAINST	TOTAL NO. OF VALID VOTES
NO. OF SHARES	27,064,537	12,000	27,076,537
PERCENTAGE	99.96%	0.04%	100.00%
Ordinary Resolution No. 11:			
To approve the proposed renewal of the Shareholders' Mandate for Interested Person Transactions.			
	FOR	AGAINST	TOTAL NO. OF VALID VOTES
NO. OF SHARES	27,064,737	12,000	27,076,737
PERCENTAGE	99.96%	0.04%	100.00%

4) POLL RESULTS OF COURT MEETING

The results of the poll on the resolution as set out in the Notice of Court Meeting dated 3 April 2017 put to vote at the Court Meeting are set out below for information:

POLL RESULTS						
COURT MEETING ON 28 APRIL 2017						
Resolution:						
To approve the Scheme of Arrangement						
	Present & Voting		Voted FOR the Scheme of Arrangement		Voted AGAINST the Scheme of Arrangement	
	Total No. of Shareholders	Total No. of Shares Represented	No. of Shareholders	No. of Shares Represented	No. of Shareholders	No. of Shares Represented
In Person	28	3,329,544	28	3,329,544	-	-
By Proxy	21	23,660,193	21	23,660,193	-	-
Total	49	26,989,737	49	26,989,737	-	-
Percentage	100%	100%	100.00%	100.00%	0.00%	0.00%

5) POLL RESULTS OF EGM

The results of the poll on the respective resolutions as set out in the Notice of EGM dated 3 April 2017 put to vote at the EGM are set out below for information:

<u>POLL RESULTS</u>			
EGM ON 28 APRIL 2017			
Ordinary Resolution No. 1:			
To approve the proposed adoption of the NewCo PSP			
	FOR	AGAINST	TOTAL NO. OF VALID VOTES
NO. OF SHARES	23,365,073	768,750	24,133,823
PERCENTAGE	96.81%	3.19%	100.00%
Ordinary Resolution No. 2:			
To approve the proposed termination of the Uni-Asia PSP			
	FOR	AGAINST	TOTAL NO. OF VALID VOTES
NO. OF SHARES	24,133,823	-	24,133,823
PERCENTAGE	100.00%	0.00%	100.00%
Ordinary Resolution No. 3:			
To approve the proposed adoption of the NewCo IPT Mandate			
	FOR	AGAINST	TOTAL NO. OF VALID VOTES
NO. OF SHARES	26,983,237	-	26,983,237
PERCENTAGE	100.00%	0.00%	100.00%
Ordinary Resolution No. 4:			
To approve the proposed adoption of the NewCo Share Issue Mandate.			
	FOR	AGAINST	TOTAL NO. OF VALID VOTES
NO. OF SHARES	26,983,237	-	26,983,237
PERCENTAGE	100.00%	0.00%	100.00%

6) AUDIT COMMITTEE

Each of Mr Rajan Menon and Mr Wu Kuang-hui, who was re-elected as a Director of the Company at the AGM, remains as a member of the Audit Committee. The Board considers Mr Rajan Menon, but not Mr Wu Kuang-hui, to be independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

For and on behalf of
Uni-Asia Holdings Limited

28 April 2017