



## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Uni-Asia Group Limited (the "Company") will be held at Anson III, Level 2, M Hotel Singapore, 81 Anson Road, Singapore 079908 on Tuesday, April 30, 2024 at 2.00 p.m. for the following business:

### AS ORDINARY BUSINESS

- To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended December 31, 2023 together with the Auditors' Report thereon. **(Resolution 1)**
- To declare a final one-tier tax-exempt dividend of S\$0.022 per ordinary share for the financial year ended December 31, 2023. **(Resolution 2)**  
*[See Explanatory Note (a)]*
- To re-elect Mr. Masahiro Iwabuchi, a Director who is retiring by rotation in accordance with Article 94 of the Company's Constitution and who, being eligible, will offer himself for re-election. **(Resolution 3)**  
*[See Explanatory Note (b)]*
- To re-elect Mr. Chan Kam Loon, a Director who is retiring by rotation in accordance with Article 94 of the Company's Constitution and who, being eligible, will offer himself for re-election. **(Resolution 4)**  
*Mr. Chan Kam Loon will, upon re-election as a Director of the Company, remain as member of the Audit Committee and he will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.*  
*[See Explanatory Note (b)]*
- To approve Directors' fees of S\$207,500 for the financial year ending December 31, 2024, payable quarterly in arrears (2023: S\$237,500). **(Resolution 5)**  
*[See Explanatory Note (c)]*
- To re-appoint Messrs KPMG LLP as auditors of the Company 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:

- 8(i) Authority to allot and issue shares and to make or grant convertible instruments
- "That pursuant to Section 161 of the Companies Act 1967 (the "CA"), the Listing Rules of the Singapore Exchange Securities Trading Limited ("SGX-ST") and the Company's Constitution, authority be and is hereby given to the Directors of the Company to:-
- (A) (i) issue shares 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 of the Company 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 Instrument made or granted by the Directors of the Company 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 and subsidiary holdings) 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 and subsidiary holdings) 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 and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company at the time this Resolution is passed, after adjusting for:-
- (i) new shares arising from the conversion or exercise of any convertible securities which were issued and are outstanding or subsisting at the time this Resolution is passed;
- (ii) new shares arising from exercising share options or vesting of share awards which were issued and are 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
- (iii) any subsequent bonus issue, consolidation or subdivision of shares,
- and, in sub-paragraph (a) above and this sub-paragraph (b), "subsidiary holdings" has the meaning given to it in the Listing Manual of the SGX-ST;
- (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 Constitution 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 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". **(Resolution 7)**
- 8(ii) Authority to grant awards and to allot and issue shares under the Uni-Asia Group Performance Share Plan ("PSP")
- "That approval be and is hereby given to the Directors of the Company to:
- (A) grant awards in accordance with the provisions of the PSP; and
- (B) allot and issue from time to time such number of fully paid-up shares ("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 fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings (as defined in the Listing Manual of the Singapore Exchange Securities Trading Limited)) of the Company from time to time." **(Resolution 8)**

- 8(iii) Proposed Renewal of the Shareholders' Mandate for Interested Person Transactions
- "That:
- (A) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("Chapter 9"), for the Company, its subsidiaries and associated companies that are considered to be "entities at risk" (as that term is used in Chapter 9), or any of them, to enter into any of the transactions falling within the types of interested person transactions described in the Appendix to Notice of Annual General Meeting dated April 8, 2024 ("Appendix"), with any party who is of the class or classes of interested persons described in the Appendix, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions (the "IPT Mandate");
- (B) the IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company; and
- (C) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the IPT Mandate and/or this Resolution." **(Resolution 9)**
- To consider and, if thought fit, to pass the following special resolution with or without any modification

9. Special Resolution: The Proposed Adoption of the New Constitution
- "That:
- a. the regulations contained in the proposed new Constitution of the Company set out in Annex 1 of the Appendix to the Notice of Annual General Meeting dated April 8, 2024 be approved and, if so approved at the AGM, adopted from the date of the AGM as the Constitution of the Company in place of the existing Constitution; and
- b. the Directors 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 may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions and actions contemplated and/or authorised by this resolution." **(Special Resolution 10)**

By Order of the Board

Joanna Lim Lan Sim  
Company Secretary  
Singapore, April 8, 2024

### Explanatory Notes

- (a) In relation to Resolution 2 proposed in item 2 above, the duly completed transfers received by the Company's Share Registrar, Tricor Barbinder Share Registration Services, at 9 Raffles Place, #26-01, Republic Plaza Tower 1, Singapore 048619 up to 5.00 p.m. on May 20, 2024 will be registered to determine shareholders' entitlement to the proposed dividend. Shareholders whose securities accounts with The Central Depository (Pte) Limited are credited with shares as at 5.00 p.m. on May 20, 2024 will be entitled to the proposed dividend.
- The proposed dividend, if approved by shareholders at the forthcoming Annual General Meeting of the Company, will be paid on May 31, 2024.
- (b) In relation to Resolutions 3 to 4 proposed in items 3 to 4 above, the detailed information on Mr. Masahiro Iwabuchi and Mr. Chan Kam Loon is set out in the sections entitled "Board of Directors", "Corporate Governance Report", and "Additional Information on Directors Seeking Re-Election" of the Company's Annual Report 2023.
- Mr. Chan Kam Loon has no shareholdings in the Company and its related corporations, and has no relationships with the Company, its substantial shareholders or its officers. Mr. Chan is considered independent by the Board.
- (c) In relation to Resolution 5 proposed in item 5 above, the Board of Directors proposes the payment of directors' fees to all 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 57 of the Company's Constitution

The effect of the resolutions under the heading "Special Business" in this Notice of the Annual General Meeting is:-

- (i) Resolution 7 proposed in item 8(i) above, if passed, will empower the Directors of the Company (unless varied or revoked by the Company in general meeting) from the date of this Annual General 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, whichever is the earlier, to issue shares and to make or grant instruments (such as warrants or debentures) convertible into shares and issue shares in pursuance of such instruments. The number of shares (including shares to be issued in pursuance of instruments made or granted) that the Directors of the Company may issue under Resolution 7 shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company at the time of the passing of Resolution 7, of which up to twenty per centum (20%) may be issued other than on a *pro rata basis* to the shareholders. The aggregate number of shares which may be issued shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company at the time that 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 were issued and are outstanding or subsisting at the time that Resolution 7 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares. As at 15 March 2024 (the "Latest Practicable Date"), the Company had no treasury shares and subsidiary holdings.
- (ii) Resolution 8 proposed in item 8(ii) above, if passed, will authorise the Directors of the Company to grant awards and to allot and issue new Shares pursuant to the Uni-Asia Group Performance Share Plan ("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 fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company from time to time.
- (iii) Resolution 9 proposed in item 8(iii) above is to renew the mandate to enable the Company, its subsidiaries and associated companies which are considered to be "entities at risk" under Chapter 9 of the Listing Manual of the SGX-ST, or any of them, to enter into certain interested person transactions with specified classes of interested persons, as described in the Appendix. Please refer to the Appendix for more details.
- (iv) Special Resolution 10 proposed in item 9 above is to adopt the new Constitution following the changes to the Companies Act 1967, introduced pursuant to the Companies (Amendment) Act 2014 (the "2014 Amendment Act") and the Companies (Amendment) Act 2017 (the "2017 Amendment Act") and the Companies, Business Trusts and Other Bodies (Miscellaneous Amendments) Act 2023 (the "2023 Amendment Act") as well as the SGX Listing Manual. Please refer to the Appendix for more details.

### Important Notes:

- Important Meeting**
- (1) The Annual General Meeting ("AGM") will be held, in a wholly physical format, at Anson III, Level 2, M Hotel Singapore, 81 Anson Road, Singapore 079908 on Tuesday, April 30, 2024 at 2.00 p.m. (Singapore time). Shareholders, including CPF and SRS investors, and (where applicable) duly appointed proxies and representatives will be able to ask questions and vote at the AGM by attending the AGM in person. **There will be no option for shareholders to participate virtually.** Printed copies of the Annual Report 2023, this Notice of AGM/Circular and proxy form will be sent to members of the Company via post. These documents will be made available on the Company's corporate website at <http://uniasia.listedcompany.com/home.html> and SGX website at <https://www.sgx.com/securities/company-announcements>.
- (2) Please bring along your NRIC/passport so as to enable the Company to verify your identity. Shareholders are requested to arrive early to facilitate the registration process and are advised not to attend the AGM if they are feeling unwell.

### Appointment of proxy(ies)

- (3) A member who is unable to attend the AGM and wishes to appoint proxy(ies) to attend, speak and vote at the AGM on his/her/its behalf should complete, sign and return the instrument of proxy in accordance with the instructions printed thereon.
- (4) A proxy need not to be a member of the Company.
- (5) A member can appoint the Chairman of the Meeting as his/her/its proxy, but this is not mandatory.
- (6) In relation to the appointment of proxy(ies) to attend, speak and vote on his/her/its behalf at the AGM, a member (whether individual or corporate) appointing his/her/its proxy(ies) should give specific instructions as to his/her/its manner of voting, or abstentions from voting, in respect of a resolution in the instrument of proxy. If no specific instructions as to voting are given, or in the event of any other matter arising at the AGM and at any adjournment thereof, the proxy(ies) will vote or abstain from voting at his/her/their discretion.
- (7) The instrument appointing a proxy or proxies must be under the hand of his/her/its 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 common seal, or under the hand of an attorney or an officer duly authorised, or in some other manner approved by the Directors. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument of proxy.
- (8) The instrument appointing the proxy, together with the letter or power of attorney or other authority under which it is signed or a duly certified copy thereof (if applicable), must be by:
- (a) if submitted personally or by post, be deposited at the office of the Company's share registrar, Tricor Barbinder Share Registration Services, at 9 Raffles Place, #26-01, Republic Plaza Tower 1, Singapore 048619; or
- (b) if submitted electronically, be submitted via email to the Company's share registrar at [sg.is.proxy@sg.tricorglobal.com](mailto:sg.is.proxy@sg.tricorglobal.com),
- by 2.00 p.m. on April 27, 2024, being not less than seventy-two (72) hours before the time appointed for holding the AGM. A member who wishes to submit an instrument of proxy must complete and sign the proxy form, before scanning and sending it by email to the email address provided above, or submitting it by post to the address provided above.
- (9) The proxy must bring along his/her NRIC/passport so as to enable the Company to verify his/her identity.
- (10) A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the AGM. Where such member appoints two (2) proxies, he/she/it should specify the proportion of his/her/its shareholding (expressed as a percentage of the whole) to be represented by each proxy in the instrument appointing a proxy or proxies.
- A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument appointing a proxy or proxies.
- "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.
- (11) CPF or SRS investors:
- (a) may vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
- (b) may appoint the Chairman of the Meeting as their proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM, i.e. by 2.00 p.m. on April 19, 2024.
- (12) Completion and submission of the Proxy Form by a member will not prevent him/her/it from attending, speaking and voting at the AGM if he/she/it so wishes. The appointment of proxy(ies) for the AGM will be deemed to be revoked by the member attending the AGM in person and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant Proxy Form(s) to the AGM.
- (13) The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument.

### Submission of questions in advance of the AGM

- (14) Shareholders who have any questions in relation to any agenda item of this Notice of AGM, may send their queries to the Company in advance, by April 16, 2024, via the website: <https://septusasia.com/uni-asia-2024agmqna> or post to the Company's Registered Office at 30 Cecil Street #10-06/07 Prudential Tower Singapore 049712.
- (15) The Company will endeavour to address all substantial and relevant questions received from shareholders and will upload the responses on SGX website at <https://www.sgx.com/securities/company-announcements> at least seventy-two (72) hours prior to the closing date and time for the lodgement of the proxy forms, i.e. by 2.00 p.m. on April 24, 2024.
- (16) The Company will, within one month after the date of the AGM, publish the minutes of the AGM on SGX website at <https://www.sgx.com/securities/company-announcements> and the minutes will include the responses to the substantial and relevant questions raised during the AGM.

### Notice of AGM, proxy form and other documents

- (17) Printed copies of the Annual Report 2023, this Notice of AGM, Appendix to Notice of AGM/Circular and proxy form will be sent to members of the Company via post. These documents will also be made available on the Company's corporate website at <http://uniasia.listedcompany.com/home.html> and SGX website at <https://www.sgx.com/securities/company-announcements>.

### Personal Data Privacy:

By submitting a proxy form appointing proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) 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 or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.