



UNI-ASIA GROUP LIMITED

(Company Registration No. 201701284Z)
(Incorporated in the Republic of Singapore)

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 Level 4, Training Room 4-5, 60 Cecil Street, ISCA House, Singapore 049709 on Thursday, 30 April 2026 at 2.00 p.m. (Singapore time) (“**Annual General Meeting**”) for the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and Audited Financial Statements for the financial year ended 31 December 2025 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To declare a final one-tier tax-exempt dividend of S\$0.01 per ordinary share for the financial year ended 31 December 2025. **(Resolution 2)**

[See Explanatory Note (A)]

3. To re-elect the following directors of the Company (“**Directors**”, each a “**Director**”) who are retiring by rotation in accordance with Article 94 of the Company’s Constitution and who, being eligible, will offer himself for re-election:
 - (a) Mr. Masahiro Iwabuchi **(Resolution 3)**
 - (b) Mr. Chan Kam Loon **(Resolution 4)**

*Mr. Chan Kam Loon will, upon re-election as a Director, remain as Non-Executive Chairman of the Board and Chairman 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 (“**SGX-ST**”) (the “**Listing Manual**”).*

[See Explanatory Note (B)]

4. To re-elect the following Directors who are retiring in accordance with Article 100 of the Company’s Constitution and who, being eligible, will offer himself for re-election:
 - (a) Mr. Takeshi Iritono **(Resolution 5)**
 - (b) Mr. Shinichiro Ishizaki **(Resolution 6)**

[See Explanatory Note (B)]

5. To approve Directors’ fees of S\$220,000 for the financial year ending 31 December 2026, payable quarterly in arrears (2025: S\$231,383.56). **(Resolution 7)**

[See Explanatory Note (C)]

6. To appoint Messrs RSM SG Assurance LLP as the Company’s auditor in place of the retiring auditor, Messrs KPMG LLP, to hold office until the conclusion of the next Annual General Meeting of the Company and to authorise the Directors to fix their remuneration. **(Resolution 8)**

[See Explanatory Note (D)]

7. 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 “**Companies Act**”), the Listing Manual and the Company’s Constitution, authority be and is hereby given to the Directors to:-

- (A) (i) issue ordinary shares in the capital 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 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 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 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; 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;

- (c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual 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 9)

8(ii) 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, for the Company, its subsidiaries and associated companies that are considered to be "entities at risk" (as defined in the Listing Manual), 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 7 April 2026 ("**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 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 10**)

8(iii) Proposed Adoption of the Share Purchase Mandate

"That:

- (A) the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire issued and fully paid-up Shares not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
 - (i) an on-market purchase ("**On-Market Purchase**") transacted through the SGX-ST; and/or
 - (ii) an off-market purchase ("**Off-Market Purchase**") effected pursuant to an equal access scheme (as defined in Section 76C of the Companies Act) as may be determined or formulated by the Directors as they consider fit, which scheme shall satisfy all the conditions prescribed by the Companies Act and the Listing Manual,

and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Purchase Mandate**");

- (B) unless varied or revoked by an ordinary resolution of shareholders of the Company in general meeting, the authority conferred on the Directors pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on:
 - (i) the date on which the next Annual General Meeting of the Company is held or required by law to be held;
 - (ii) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied; or
 - (iii) the date on which the purchases or acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated,

whichever is the earliest;

(C) in this Resolution:

“**Prescribed Limit**” means the number (subject to any proportionate adjustments as may result from any capital subdivision and/or consolidation of the Company) of Shares representing ten per centum (10%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings as defined in the Listing Manual) of the Company as at the date of the passing of this Resolution; and

“**Maximum Price**” in relation to a Share to be purchased or acquired, means an amount (excluding related brokerage, commission, clearance fees, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of an On-Market Purchase, five per centum (5%) above the average of the closing market prices of the Shares over the last five market days on the SGX-ST, on which transactions in the Shares were recorded immediately preceding the day of the On-Market Purchase and deemed to be adjusted for any corporate action occurring during such five market day period and the date of the On-Market Purchase by the Company; and
 - (ii) in the case of an Off-Market Purchase, twenty per centum (20%) above the average of the closing market prices of the Shares over the last five market days on the SGX-ST, on which transactions in the Shares were recorded immediately preceding the day on which the Company makes an announcement of an offer under an equal access scheme; and
- (D) 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 or he may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.” **(Resolution 11)**

By Order of the Board

Joanna Lim Lan Sim
Company Secretary

Singapore, 7 April 2026

Explanatory Notes

(A) Resolution 2

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 15 May 2026 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 15 May 2026 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 29 May 2026.

(B) Resolutions 3 to 6

In relation to Resolutions 3 to 6 proposed in items 3 to 4 above, the detailed information on Mr. Masahiro Iwabuchi, Mr. Chan Kam Loon, Mr. Takeshi Iritono and Mr. Shinichiro Ishizaki is set out in the section entitled “Board of Directors” and Table 3 in the “Corporate Governance Report” section of the Company's Annual Report 2025.

Mr. Chan Kam Loon (“**Mr. Chan**”) 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) Resolution 7

In relation to Ordinary Resolution 7 proposed in item 5 above, the Board of Directors proposes the payment of Directors' fees to all Independent Non-Executive 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.

(D) Resolution 8

In relation to Ordinary Resolution 8 proposed in item 6 above, the Appendix provides shareholders with information and the rationale relating to the Proposed Change of Auditor to be tabled at the Annual General Meeting.

In accordance with the requirements of Rule 1203(5) of the Listing Manual:

- (a) the retiring auditor, KPMG LLP ("**KPMG**"), has confirmed that it is not aware of any professional reasons why the new auditor, RSM SG Assurance LLP ("**RSM**"), should not accept appointment as auditor of the Company;
- (b) the Company confirms that there were no disagreements with the retiring Auditor, KPMG on accounting treatments within the last 12 months and up to the date of the Appendix;
- (c) the Company confirms that, other than as set out in the Appendix, it is not aware of any circumstances connected with the Proposed Change of Auditor that should be brought to the attention of Shareholders and which has not been disclosed in the Appendix;
- (d) the Company confirms that the rationale and specific reasons for the Proposed Change of Auditor are disclosed in paragraph 2.1 of the Appendix. Accordingly, KPMG will retire and will not be seeking re-appointment as auditor of the Company at the forthcoming 2026 Annual General Meeting; and
- (e) the Company confirms that it is or will be in compliance with Rule 712 and Rule 715 of the Listing Manual in relation to the appointment of RSM as the auditor of the Company. RSM will also be appointed as the auditor of all the Singapore-incorporated subsidiaries and significant associated companies of the Group. Pursuant to Section 205(11) of the Companies Act, the Company has also received the Notice of Nomination of RSM as Auditor from a Shareholder.

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) **Ordinary Resolution 9** proposed in item 8(i) above, if passed, will empower the Directors (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 may issue under Resolution 9 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 9, 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 9 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 9 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of Shares. As at 18 March 2026 (the "**Latest Practicable Date**"), the Company had no treasury shares and subsidiary holdings.
- (ii) **Ordinary Resolution 10** proposed in item 8(ii) 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, 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.
- (iii) **Ordinary Resolution 11** proposed in item 8(iii) above is to authorise the Directors to make on-market and off-market purchases or acquisitions of Shares of up to ten per centum (10%) of the issued Shares (excluding treasury shares and subsidiary holdings) at such price(s) up to the Maximum Price and will empower the Directors to do all acts necessary to give effect to the Share Purchase Mandate, at any time during the period that the Share Purchase Mandate is in force. Please refer to the Appendix for more details.

Important Notes:

Physical Meeting

- (1) The Annual General Meeting will be held, in a wholly physical format, at Level 4, Training Room 4-5, 60 Cecil Street, ISCA House, Singapore 049709 on Thursday, 30 April 2026 at 2.00 p.m. (Singapore time). Shareholders, including Central Provident Fund ("**CPF**") and Supplementary Retirement Scheme ("**SRS**") investors, and (where applicable) duly appointed proxies and representatives will be able to ask questions and vote at the Annual General Meeting by attending the Annual General Meeting in person. **There will be no option for Shareholders to participate virtually.**

Printed copies of this Notice of Annual General Meeting and the accompanying Proxy Form and the Request Form will be sent by post to Shareholders at their registered address appearing in the Company's Register of Members or (as the case may be) the Depository Register. These documents will also be made available on the Company's corporate website at the URL <http://uniasia.listedcompany.com/home.html> and will also be made available on the SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements>.

- (2) The resolutions to be put to the vote of members at the Annual General Meeting (and at any adjournment thereof) will be voted on by way of a poll.
- (3) 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 Annual General Meeting if they are feeling unwell.

Appointment and Voting by Proxy(ies)

- (4) A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her/its behalf.
- (5)
 - (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote on his/her/its behalf at the Annual General Meeting if such member wishes to exercise his/her/its voting rights at the Annual General Meeting. Where such member's instrument appointing a proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.
 - (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote on his/her/its behalf at the Annual General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's instrument appointing a proxy or proxies appoints more than two proxies, the number of shares in relation to which each proxy has been appointed shall be specified in the instrument.

"Relevant intermediary" has the meaning ascribed to it in Section 181(6) of the Companies Act.

- (6) A proxy need not be a member of the Company. A member may choose to appoint the Chairman of the Annual General Meeting as his/her/its proxy, but this is not mandatory. The Chairman will not exercise his casting vote.
- (7) The proxy must bring along his/her NRIC/passport so as to enable the Company to verify his/her identity.
- (8) In relation to the appointment of proxy(ies) to attend, speak and vote on his/her/its behalf at the Annual General Meeting, 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 Annual General Meeting and at any adjournment thereof, the proxy(ies) will vote or abstain from voting at his/her/their discretion.
- (9) A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the meeting, in accordance with Section 179 of the Companies Act.
- (10) The instrument appointing a proxy or proxies must be signed by the appointor or of his/her/its attorney. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or signed on its behalf by an attorney or a duly authorised officer.
- (11) Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
- (12) Completion and return of the instrument appointing a proxy(ies) by a member will not prevent him/her/it from attending, speaking and voting at the Annual General Meeting if he/she/it so wishes. The appointment of the proxy(ies) for the Annual General Meeting will be deemed to be revoked if such member attends the Annual General Meeting in person and in such event, the Company reserves the right to refuse to admit any person(s) appointed under the relevant instrument appointing the proxy(ies) to the Annual General Meeting.
- (13) The instrument appointing a proxy or proxies, together with the power of attorney (or other authority) under which it is signed or a duly certified copy thereof (if applicable), must be:
 - (a) if sent personally or by post, be lodged at the office of the Share Registrar, Tricor Barbinder Share Registration Services, at 9 Raffles Place, #26-01 Republic Plaza Tower 1, Singapore 048619; or
 - (b) if submitted by email, be received by the Share Registrar at sg.is.proxy@vistra.com.

in either case, by 2.00 p.m. on 27 April 2026 being not less than seventy-two (72) hours before the time appointed for holding the Annual General Meeting and in default the instrument of proxy shall not be treated as valid. Members of the Company are strongly encouraged to submit completed Proxy Forms electronically via email.
- (14) Investors who buy shares using CPF monies and/or SRS monies (such investors, **"CPF and SRS investors"**) (as may be applicable):
 - (a) may vote at the Annual General Meeting 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 Annual General Meeting as proxy to vote on their behalf at the Annual General Meeting, in which case they should contact their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the Annual General Meeting, i.e. by 2.00 p.m. on 21 April 2026.
- (15) Investors who hold shares through relevant intermediaries (other than CPF and SRS investors) who wish to attend, speak and vote at the Annual General Meeting should approach their relevant intermediaries as soon as possible to specify their voting instructions or make necessary arrangement to be appointed as proxy.
- (16) 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 appointing a proxy or proxies. In addition, in the case of a member whose shares are entered against his/her/its name in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the meeting, as certified by The Central Depository (Pte) Limited to the Company.

Notice of Annual General Meeting, Proxy Form and other documents

- (17) The Annual Report including the Appendix to Notice of Annual General Meeting has been published and may be assessed at the Company's website at the URL <https://uniasia.listedcompany.com/ar.html> and on the SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements>.

Members may request for a printed copy of the Annual Report by completing and returning the Request Form to the Company by 22 April 2026 through any of the following means:

- (a) by email to uni-asiaAGM@septusasia.com; or
- (b) in hard copy by depositing the same at the office of the Company, Uni-Asia Group Limited, at 30 Cecil Street #10-06/07, Prudential Tower, Singapore 049712

Submission of Questions in advance of Annual General Meeting

- (18) Shareholders who wish to ask questions in advance of the Annual General Meeting related to the resolution to be tabled for approval at the Annual General Meeting, must submit their questions by 2.00 p.m. on 15 April 2026 via the website: <https://septusasia.com/uni-asia-2026AGMqna>. When sending in your questions, provide your full name, address, contact details and the manner in which you hold shares in the Company (eg via CDP, CPF or SRS) for verification purposes, failing which the submission will be treated as invalid.

The Company shall only address substantial and relevant questions (as may be determined by the Company in its sole discretion) received in advance of the Annual General Meeting by publishing the responses to such questions on the Company's website and on SGX-ST's website on 24 April 2026.

The Company endeavours to address (i) subsequent clarifications sought (ii) follow-up questions or (iii) subsequent substantial and relevant questions which are received after its responses referred to the above, at the Annual General Meeting itself. Where substantial similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

The Company will publish the minutes of the Annual General Meeting on the SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <https://uniasia.listedcompany.com/home.html> within one (1) month after the date of the Annual General Meeting.

Personal Data Privacy:

By submitting a proxy form appointing proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof and/or submitting any question to the Company in advance of the Annual General Meeting in accordance with this notice, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder'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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, Listing Manual, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the shareholder 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 shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.