UNI-ASIA GROUP LIMITED
(Company Registration. No: 201701284Z)
(Incorporated in the Republic of Singapore)

MINUTES OF ANNUAL GENERAL MEETING ("AGM")

PLACE	:	Level 4, Training Room 4-5, 60 Cecil Street, ISCA House, Singapore 049709
DATE	:	Thursday, 30 April 2026
TIME	:	2.00 p.m.
PRESENT	:	Mr. Philip Chan Kam Loon - Independent Non-Executive Chairman Mr. Masahiro Iwabuchi - Chief Executive Officer Mr. Lim Kai Ching - Executive Director Mr. Shinichiro Ishizaki - Executive Director Mr. Takeshi Iritono - Executive Director Ms. Juliana Lee Kim Lian - Independent Director Mr. Steven Chong Teck Sin - Independent Director Mr. Khalid Moinuddin Hashim - Non-Independent Non-Executive Director
IN ATTENDANCE	:	*Attendance Lists are on records
CHAIRMAN OF AGM	:	Mr. Philip Chan Kam Loon

**Due to the restriction on the use of personal data pursuant to the provisions of the Personal Data Protection Act 2012, the names of the shareholders present at this meeting as well as those who asked questions, will not be published in these minutes.*

QUORUM

As a quorum was present, the Chairman declared the meeting open at 2.00 p.m.

CHAIRMAN & INTRODUCTION

The Chairman welcomed shareholders to the AGM and introduced the Directors, Auditors and Legal Counsel present.

PRESENTATION ON FINANCIAL RESULTS FOR FINANCIAL YEAR 2025 AND THE GROUP'S BUSINESS UPDATE

Mr. Lim Kai Ching, the Executive Director of the Company, presented the financial results for Financial Year 2025 and the Group's business update to the shareholders present at the AGM.

PRESENTATION ON IMPACT OF MIDDLE EAST CRISIS ON THE GROUP

Mr. Shinichiro Ishizaki, the Executive Director of the Company, presented the impact of the Middle East crisis on the Group to the shareholders present at the AGM.

NOTICE

The Notice convening the AGM was taken as read.

QUESTIONS AND ANSWERS

Shareholders were informed that no questions were received from shareholders in advance of the AGM as at the deadline to submit questions of 15 April 2026.

CHAIRMAN APPOINTED AS PROXY

The Chairman of the Meeting informed that he has been appointed by numerous shareholders as proxy and he would vote in accordance with the proxy's instructions.

POLL VOTING

All resolutions at the AGM will be voted by poll pursuant to the Company's Constitution and Listing Rule 730A(2) of the Listing Manual of the Singapore Exchange Securities Trading Limited. The Company has appointed Septus Singapore Pte Ltd as the polling agent and Virtus Assure Pte. Ltd. as scrutineer for purpose of the poll voting. The proxies lodged have been checked by the polling agent and scrutineer.

VIDEO CLIP ON ELECTRONIC VOTING

An instructional video clip on the electronic poll voting procedure was played for shareholders information during the AGM.

As the poll procedures would require time to complete, the poll on each resolution would be taken after all the resolutions had been formally proposed and seconded. The results would be announced after they are counted and verified.

BUSINESS OF AGM

The Chairman proceeded with the formal business of the AGM.

ORDINARY BUSINESS:

RESOLUTION 1 – DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025 TOGETHER WITH THE AUDITORS' REPORT THEREON.

The meeting proceeded to receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the year ended 31 December 2025 together with the Auditors' Report thereon.

The motion was duly proposed by the Chairman and seconded by a shareholder present.

The Chairman proceeded to address questions raised by shareholders *(refer to Appendix 1).*

After dealing the questions from shareholders, the Chairman proceeded to the next resolution.

RESOLUTION 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 is to declare a final one-tier tax-exempt dividend of S$0.01 per ordinary share for the financial year ended 31 December 2025. The dividends, if approved, will be paid on 29 May 2026.

The motion was duly proposed by the Chairman and seconded by a shareholder present.

As there were no questions from shareholders, the Chairman proceeded to the next resolution.

RESOLUTION 3 – RE-ELECTION OF MR. MASAHIRO IWABUCHI AS DIRECTOR

Mr. Masahiro Iwabuchi who was retiring by rotation under Article 94 of the Company's Constitution and being eligible for re-election, had offered himself for re-election.

The motion was duly proposed by the Chairman and seconded by a shareholder present.

As there were no questions from shareholders, the Chairman proceeded to the next resolution.

RESOLUTION 4 – RE-ELECTION OF MR. CHAN KAM LOON AS DIRECTOR

The Chairman informed that Ms. Juliana Lee Kim Lian would chair the next segment of the Meeting as the next resolution deals with his own re-election.

Ms. Juliana Lee Kim Lian took the chair and informed the Meeting that Mr. Chan Kam Loon who was retiring under Article 94 of the Company's Constitution and being eligible for re-election, had offered himself for re-election.

The motion was duly proposed by a shareholder present and seconded by another shareholder present.

As there were no questions from shareholders, the Chairman thanked Ms. Juliana Lee Kim Lian and resumed the chair.

RESOLUTION 5 – RE-ELECTION OF MR. TAKESHI IRITONO AS DIRECTOR

Mr. Takeshi Iritono who was retiring under Article 100 of the Company's Constitution and being eligible for re-election, had offered himself for re-election.

The motion was duly proposed by the Chairman and seconded by a shareholder present.

As there were no questions from shareholders, the Chairman proceeded to the next resolution.

RESOLUTION 6 – RE-ELECTION OF MR. SHINICHIRO ISHIZAKI AS DIRECTOR

Mr. Shinichiro Ishizaki who was retiring under Article 100 of the Company's Constitution and being eligible for re-election, had offered himself for re-election.

The motion was duly proposed by the Chairman and seconded by a shareholder present.

As there were no questions from shareholders, the Chairman proceeded to the next resolution.

RESOLUTION 7 – DIRECTORS' FEES FOR FINANCIAL YEAR ENDING 31 DECEMBER 2026

Resolution 7 dealt with the approval of Directors' fees of S$220,000 for the financial year ending 31 December 2026, payable quarterly in arrears.

The Chairman proposed the motion which was seconded by a shareholder.

As there were no questions from shareholders, the Chairman proceeded to the next resolution.

RESOLUTION 8 – APPOINTMENT AND RETIREMENT OF AUDITORS

Shareholders were informed that Messrs RSM SG Assurance LLP will be appointed as auditors of the Company in place of the retiring auditors, 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.

The motion was duly proposed by the Chairman and seconded by a shareholder present.

The Chairman proceeded to address question raised by a shareholder *(refer to Appendix 1).*

After addressing the question from a shareholder, the Chairman proceeded to the next resolution.

ANY OTHER ORDINARY BUSINESS

There being no other ordinary business to transact, the AGM proceed to deal with the special business as set out in the Notice.

SPECIAL BUSINESS

RESOLUTION 9 – AUTHORITY TO ALLOT AND ISSUE SHARES AND TO MAKE OR GRANT CONVERTIBLE INSTRUMENTS

Resolution 9 is to authorise the Directors of the Company to allot and issue shares and to make or grant convertible instruments pursuant to the provisions of Section 161 of the Companies Act 1967, the Listing Rules of the Singapore Exchange Securities Trading Limited and the Company's Constitution.

The shareholders were informed that the text of the resolution is set out under item 8(i) of the Notice.

The motion was duly proposed by the Chairman and seconded by a shareholder present.

As there were no questions from shareholders, the Chairman proceeded to the next resolution.

RESOLUTION 10 – PROPOSED RENEWAL OF THE SHAREHOLDERS' MANDATE FOR INTERESTED PERSON TRANSACTIONS

The next item on the agenda was to renew the shareholders' mandate for interested person transactions pursuant to Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited.

The meeting was informed that Yamasa Co., Ltd and its associates were required to abstain from voting on Resolution 10.

The shareholders were informed that the text of the resolution is set out under item 8(ii) of the Notice.

The motion was duly proposed by the Chairman and seconded by a shareholder present

As there were no questions from shareholders, the Chairman proceeded to the next resolution.

RESOLUTION 11 – PROPOSED ADOPTION OF THE SHARE PURCHASE MANDATE

The last item on the agenda was to seek shareholders' approval for the proposed adoption of the share purchase mandate.

The shareholders were informed that the text of the resolution is set out under item 8(iii) of the Notice.

The motion was duly proposed by the Chairman and seconded by a shareholder present

The Chairman proceeded to address question raised by a shareholder *(refer to Appendix 1).*

After addressing the question from a shareholder, the Chairman proceeded with the formalities of conducting the poll.

CONDUCT OF POLL

The poll on the motion for the resolutions was duly conducted.

ADJOURNMENT OF AGM

The AGM was adjourned at 3.30 p.m. for the counting of votes.

RESUMPTION OF AGM

The AGM resumed at 3.50 p.m. for the results of the poll to be declared.

RESULTS OF POLL

Following the tabulation of votes, the result of the poll was read:

<u>Ordinary Resolution 1</u> : Directors' Statement and Audited Financial Statements for the Financial Year ended 31 December 2025 together with the Auditors' Report thereon

	Votes	%
No. of votes for:	45,398,149	100.000
No. of votes against:	0	0.000
Total no. of votes cast:	**45,398,149**	**100.000**

Based on the result of the poll, the Chairman of the Meeting declared the following Ordinary Resolution 1 carried:

"**IT WAS RESOLVED** that the Directors' Statement and the Audited Financial Statements for the financial year ended 31 December 2025 together with the Auditors' Report be received and adopted."

<u>Ordinary Resolution 2</u> : To declare a final one-tier tax-exempt dividend of S$0.01 per ordinary share for the financial year ended 31 December 2025

	Votes	%
No. of votes for:	45,397,024	99.998
No. of votes against:	1,125	0.002
Total no. of votes cast:	**45,398,149**	**100.000**

Based on the result of the poll, the Chairman of the Meeting declared the following Ordinary Resolution 2 carried:

"**IT WAS RESOLVED** that the payment of a final one-tier tax-exempt dividend of S$0.01 per ordinary share for the financial year ended 31 December 2025 be approved."

<u>Ordinary Resolution No. 3</u> : To re-elect Mr. Masahiro Iwabuchi as a Director (Retiring under Article 94)

	Votes	%
No. of votes for:	45,398,149	100.000
No. of votes against:	0	0.000
Total no. of votes cast:	**45,398,149**	**100.000**

Based on the result of the poll, the Chairman of the Meeting declared the following Ordinary Resolution 3 carried:

"**IT WAS RESOLVED** that Mr. Masahiro Iwabuchi be re-elected as a Director of the Company in accordance with Article 94 of the Company's Constitution."

<u>Ordinary Resolution No. 4</u> : To re-elect Mr. Chan Kam Loon as a Director (Retiring under Article 94)

	Votes	%
No. of votes for:	45,336,149	99.863
No. of votes against:	62,000	0.137
Total no. of votes cast:	**45,398,149**	**100.000**

Based on the result of the poll, the Chairman of the Meeting declared the following Ordinary Resolution 4 carried:

"**IT WAS RESOLVED** that Mr. Chan Kam Loon be re-elected as a Director of the Company in accordance with Article 94 of the Company's Constitution."

Ordinary Resolution No. 5 : To re-elect Mr. Takeshi Iritono as a Director (Retiring under Article 100)

	Votes	%
No. of votes for:	45,398,149	100.000
No. of votes against:	0	0.000
Total no. of votes cast:	**45,398,149**	**100.000**

Based on the result of the poll, the Chairman of the Meeting declared the following Ordinary Resolution 5 carried:

"**IT WAS RESOLVED** that Mr. Takeshi Iritono be re-elected as a Director of the Company in accordance with Article 100 of the Company's Constitution."

Ordinary Resolution No. 6 : To re-elect Mr. Shinichiro Ishizaki as a Director (Retiring under Article 100)

	Votes	%
No. of votes for:	45,398,149	100.000
No. of votes against:	0	0.000
Total no. of votes cast:	**45,398,149**	**100.000**

Based on the result of the poll, the Chairman of the Meeting declared the following Ordinary Resolution 6 carried:

"**IT WAS RESOLVED** that Mr. Shinichiro Ishizaki be re-elected as a Director of the Company in accordance with Article 100 of the Company's Constitution."

Ordinary Resolution No. 7 : To approve Directors' fees of S$220,000 for the financial year ending 31 December 2026, payable quarterly in arrears

	Votes	%
No. of votes for:	45,377,199	99.960
No. of votes against:	17,950	0.040
Total no. of votes cast:	**45,395,149**	**100.000**

Based on the result of the poll, the Chairman of the Meeting declared the following Ordinary Resolution 7 carried:

"**IT WAS RESOLVED** that the Directors' fees of S$220,000 for the financial year ending 31 December 2026, payable quarterly in arrears, be approved for payment."

<u>Ordinary Resolution No. 8</u> : To appoint Messrs RSM SG Assurance LLP as the Company's Auditors in place of the retiring Auditors, Messrs KPMG LLP, to hold office until the conclusion of the next AGM of the Company and to authorise the Directors to fix their remuneration

	Votes	%
No. of votes for:	45,383,149	99.967
No. of votes against:	15,000	0.033
Total no. of votes cast:	**45,398,149**	**100.000**

Based on the result of the poll, the Chairman of the Meeting declared the following Ordinary Resolution 8 carried:

"**IT WAS RESOLVED** that Messrs RSM SG Assurance LLP be appointed as auditors of the Company in place of retiring auditors of the Company, Messrs KPMG LLP, to hold office until the conclusion of the next Annual General Meeting of the Company and the Directors of the Company be authorised to fix their remuneration."

<u>Ordinary Resolution No. 9</u> : To authorise the Directors to allot and issue shares and to make or grant convertible instruments

	Votes	%
No. of votes for:	18,132,833	39.942
No. of votes against:	27,265,316	60.058
Total no. of votes cast:	**45,398,149**	**100.000**

Based on the result of the poll, the Chairman of the Meeting declared the Ordinary Resolution 9 <u>NOT</u> carried.

<u>Ordinary Resolution No. 10</u> : To approve the proposed renewal of the Shareholders' Mandate for Interested Person Transactions

	Votes	%
No. of votes for:	21,783,083	99.849
No. of votes against:	32,950	0.151
Total no. of votes cast:	**21,816,033**	**100.000**

Based on the result of the poll, the Chairman of the Meeting declared the following Ordinary Resolution 10 carried:

"**IT WAS RESOLVED** 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."

Ordinary Resolution No. 11 : To approve the proposed adoption of the Share Purchase Mandate

	Votes	**%**
No. of votes for:	21,816,033	48.055
No. of votes against:	23,582,116	51.945
Total no. of votes cast:	**45,398,149**	**100.000**

Based on the result of the poll, the Chairman of the Meeting declared the Ordinary Resolution 11 NOT carried.

CONCLUSION

There being no other business to transact, the Chairman declared the Annual General Meeting of the Company closed at 3.55 p.m.

CONFIRMED AS TRUE RECORD OF PROCEEDINGS OF AGM

Mr. Philip Chan Kam Loon
Chairman