



UNI-ASIA GROUP LIMITED

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

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This notice is supplemental to and in addition to the Notice of Annual General Meeting (“AGM”) of Uni-Asia Group Limited (the “Company”) dated 8 April 2025 (the “Original Notice”) for the AGM to be held at Anson III, Level 2, M Hotel Singapore, 81 Anson Road, Singapore 079908 on Wednesday, 30 April 2025 at 2.00 p.m..

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that at the AGM of the Company which will be held, as originally scheduled, at Anson III, Level 2, M Hotel Singapore, 81 Anson Road, Singapore 079908 on Wednesday, 30 April 2025 at 2.00 p.m., in addition to the resolutions set out in the Original Notice, the following resolution will be proposed to be considered and if thought fit, passed as an Ordinary Resolution at the AGM:

AS SPECIAL BUSINESS

9. That Mr. Khalid Moinuddin Hashim be and is hereby appointed as a Director of the Company pursuant to Article 100 of the Company’s Constitution. **(Resolution 10)**

Save for the abovementioned additional resolution, all the resolutions set out in the Original Notice remain unchanged.

By Order of the Board

Joanna Lim Lan Sim
Company Secretary

Singapore, 18 April 2025

Statement Pursuant to Article 57 of the Company’s Constitution

The effect of Resolution 10 under the heading “Special Business” in this Supplemental Notice of AGM is that if passed, Mr. Khalid Moinuddin Hashim will be appointed as an additional Director of the Company pursuant to Article 100 of the Company’s Constitution, and will be considered a non-executive Director. Please refer to the Appendix to this Supplemental Notice of AGM for further information, including the Board’s recommendation against the proposed appointment of Mr. Khalid Moinuddin Hashim as a Director of the Company at the AGM.

Important Notes:

- (1) Shareholders are reminded to refer to the Original Notice for details of the other resolutions to be considered at the AGM, eligibility for attending the AGM, appointment and voting by proxy(ies), registration procedures and other relevant matters.
- (2) The supplemental proxy form for Resolution 10 (the “**Supplemental Proxy Form**”) is attached with this Supplemental Notice of AGM.
- (3) Shareholders who intend to appoint a proxy(ies) for Resolution 10 should complete and submit the attached Supplemental Proxy Form in accordance with the instructions printed thereon by 2.00 p.m. (Singapore time) on 27 April 2025 being not less than seventy-two (72) hours before the time appointed for holding the AGM (the “**Closing Time**”).
- (4) If the Supplemental Proxy Form is submitted to the Company after the Closing Time, the Supplemental Proxy Form will be invalid.

Personal Data Privacy:

By submitting a supplemental proxy form appointing proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, 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 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 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.

APPENDIX TO SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

On 17 April 2025, the Company (together with its subsidiaries, the “**Group**”) received a letter from DB Nominees (Singapore) Pte Ltd (the “**Nominator**”) giving its intention to nominate Mr. Khalid Moinuddin Hashim as a Director of the Company at the AGM (the “**Proposed Appointment**”). The Proposed Appointment is subject to the approval of the Shareholders by way of an Ordinary Resolution at the AGM.

Directors’ Recommendation

The Board considers the Proposed Appointment not to be in the interest of the Company and the Shareholders as a whole and therefore recommends Shareholders to vote against it after taking into account the following factors:

- (1) Based on the information provided in relation to Mr. Khalid Moinuddin Hashim, he is currently the Managing Director and Executive Director of Precious Shipping Public Company Limited (“**PSL**”), a company listed on the Stock Exchange of Thailand. Mr. Khalid Moinuddin Hashim is a substantial shareholder of PSL, holding 7.79% of PSL’s shares as at 31 March 2025. PSL, through its wholly-owned subsidiary Precious Shipping (Singapore) Pte. Limited (“**Precious Shipping**”), indirectly holds 5.02% of the Company’s shares as at 26 March 2025 and is a substantial shareholder of the Company. Mr. Khalid Moinuddin Hashim is also a Director of Precious Shipping. The Board understands that Precious Shipping and PSL are engaged in the business of ship owning and chartering of dry bulk carriers, similar to the business of the Company. In view of this, the Nominating Committee and the Board of the Company are unable to satisfy themselves that there will not be any actual or potential conflict of interest on the part of Mr. Khalid Moinuddin Hashim, if appointed, given that:
 - (a) Mr. Khalid Moinuddin Hashim commands a very senior management position in a competitor business and is a substantial shareholder of PSL, who in turn wholly-owns Precious Shipping, a substantial shareholder of the Company. This raises serious concerns that, as a Director of PSL, Precious Shipping and the Company, Mr. Khalid Moinuddin Hashim may be in a position of conflict as it is likely that a situation will arise where he may have to choose between preferring the interests of PSL and Precious Shipping and preferring the interests of the Group; and
 - (b) The Board deliberates on and approves the Company’s strategy and business plans and as a Director of the Company, Mr. Khalid Moinuddin Hashim will be involved in such deliberations as well as be given access to confidential and sensitive information, and other domain knowledge, competencies and knowhows of the Group (the “**Confidential Information**”). Such Confidential Information may extend to discussions on ways to address competition as well as commercially sensitive topics such as pricing strategies. In light of Mr. Khalid Moinuddin Hashim’s apparent competing interests as Managing Director and Executive Director of PSL and Director of Precious Shipping, he would be put in a position where his possession of such Confidential Information risks such Confidential Information potentially being used in a manner that may possibly be detrimental to the interests of the Group.

For the avoidance of doubt, the Board is not stating that, if appointed, Mr. Khalid Moinuddin Hashim will necessarily act against the interests of the Group, but instead wishes to highlight that Mr. Khalid Moinuddin Hashim may be put in a position where there might be actual or potential conflict of interest and that there are competing interests between his role as a Director of PSL and Precious Shipping and, if appointed, his role as a Director of the Company. Furthermore, the Board acknowledges that if appointed as a Director of the Company, it may be possible for Mr. Khalid Moinuddin Hashim to take steps to avoid any such actual or potential conflict of interests. However, the Board considers that it is in the interest of the Company to avoid such situations altogether.

- (2) Mr. Khalid Moinuddin Hashim shares a similar professional background with the current executive Directors of the Company (which includes individuals with strong expertise and experience in the shipping sector). The Proposed Appointment is therefore not expected to contribute impactfully nor add to the collective character of the Board in terms of balance and diversity of industry knowledge, experience, skill, background and professional qualification. From an operational perspective, the Company does not envision an imperative need to appoint an additional Board member at this juncture.
- (3) Mr. Khalid Moinuddin Hashim holds directorships in, or has principal commitments to, a combined total of over 60 other companies and organisations. Due to the significant number of principal commitments and/or directorships that Mr. Khalid Moinuddin Hashim has and that would likely require his time and attention, the Board has concerns that Mr. Khalid Moinuddin Hashim may be unable to dedicate sufficient time and attention to the affairs of the Company as a Director of the Company. In light of this, the Board is of the view that, if appointed, Mr. Khalid Moinuddin Hashim may potentially not be able to adequately and diligently carry out his duties as a Director of the Company.

Information as set out in Appendix 7.4.1

In accordance with Listing Rule 720(6) of the SGX-ST Listing Manual, the information relating to Mr. Khalid Moinuddin Hashim as set out in Appendix 7.4.1 of the Listing Manual is provided below. Shareholders should note that the biographical details of Mr. Khalid Moinuddin Hashim as set out below have been reproduced or extracted from information provided. The Board has not verified such information.

Mr. Khalid Moinuddin Hashim

Age	71
Country of principal residence	Thailand
The Board's comments on this appointment (including rationale, selection criteria, board diversity considerations, and the search and nomination process).	Please refer to the Directors' Recommendation against the proposed appointment as set out above.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Non-Executive Director
Professional qualifications	Master's Degree in Management Studies specializing in Finance, University of Bombay.
Working experience and occupation(s) during the past 10 years	Managing Director and Executive Director, Precious Shipping Public Company Limited. (1994 - Present) Managing Director, Precious Shipping Limited. (Converted into Public Company Limited in 1994)
Shareholding interest in the listed issuer and its subsidiaries	None
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Mr. Hashim serves as Managing Director, Executive Director, and a member of the Board of Directors of Precious Shipping Public Company Limited (PSL), and is also a shareholder of PSL, holding a total interest of 7.79% as of 31 March 2025. PSL is a substantial shareholder of the listed issuer. Mr. Hashim also serves as a director on the Board of Precious Shipping (Singapore) Pte. Limited, which is likewise a substantial shareholder of the listed issuer.
Conflict of interest (including any competing business)	PSL operates in the same line of business as the Company, functioning as a dry bulk shipowner. Mr. Hashim serves as a director on the Board and a shareholder of PSL, holding a total interest of 7.79% as of 31 March 2025.
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes
Other Principal Commitments Including Directorships – Past (for the last 5 years)	None
Other Principal Commitments Including Directorships – Present	Please refer to the list set out below.

Mr. Khalid Moinuddin Hashim's Other Principal Commitments Including Directorships – Present

No.	Name of Company/Club where relevant position is held	Type of engagement/position held
1	Precious Metals Limited	Director
2	Precious Wishes Limited	Director
3	Precious Stones Shipping Limited	Director
4	Precious Lands Limited	Director
5	Precious Lakes Limited	Director
6	Precious Oceans Limited	Director
7	Precious Planets Limited	Director
8	Precious Sapphires Limited	Director
9	Precious Emeralds Limited	Director
10	Precious Rubies Limited	Director
11	Precious Opals Limited	Director
12	Precious Pearls Limited	Director
13	Precious Flowers Limited	Director
14	Precious Forests Limited	Director
15	Precious Trees Limited	Director
16	Precious Ponds Limited	Director
17	Precious Ventures Limited	Director
18	Precious Jasmines Limited	Director
19	Precious Orchids Limited	Director
20	Precious Lagoons Limited	Director
21	Precious Comets Limited	Director
22	Precious Ornaments Limited	Director
23	Precious Venus Limited	Director
24	Precious Neptune Limited	Director
25	Bongkot Holdings Limited	Director
26	Great Circle Shipping Agency Limited	Director
27	Precious Shipping (Singapore) Pte. Limited	Director
28	Precious Comforts Pte. Ltd.	Director
29	Precious Sparks Pte. Ltd.	Director
30	Precious Visions Pte. Ltd.	Director
31	Precious Bridges Pte. Ltd.	Director
32	Precious Forests Pte. Ltd.	Director
33	Precious Fragrance Pte. Ltd.	Director
34	Precious Thoughts Pte. Ltd.	Director
35	Precious Tides Pte. Ltd.	Director
36	Precious Skies Pte. Ltd.	Director
37	Precious Glories Pte. Ltd.	Director
38	Precious Wisdom Pte. Ltd.	Director
39	Precious Grace Pte. Ltd.	Director
40	Precious Breeze Pte. Ltd.	Director
41	Precious Topaz Pte. Ltd.	Director
42	Precious Waves Pte. Ltd.	Director
43	Precious Jade Pte. Ltd.	Director
44	Precious Tulips Pte. Ltd.	Director
45	Precious Violets Pte. Ltd.	Director
46	Precious Daisies Pte. Ltd.	Director

No.	Name of Company/Club where relevant position is held	Type of engagement/position held
47	Precious Marigold Pte. Ltd.	Director
48	Precious Hibiscus Pte. Ltd.	Director
49	Precious Roses Pte. Ltd.	Director
50	Precious Lilac Pte. Ltd.	Director
51	Precious Lotus Pte. Ltd.	Director
52	Unity Ventures Pte. Ltd.	Director
53	Associated Bulk Carriers Pte. Ltd.	Director
54	ABC ONE Pte. Ltd.	Director
55	ABC TWO Pte. Ltd.	Director
56	ABC THREE Pte. Ltd.	Director
57	ABC FOUR Pte. Ltd.	Director
58	Precious Shipping (Panama) S.A.	Director
59	Precious Shipping (UK) Limited	Director
60	Precious Shipping (Labuan) Limited	Director
61	PSL Tug & Towage Sdn. Bhd.	Director
62	The Swedish Club	Deputy Chairman of the Board of Directors, Chairman of the Finance & Audit Committee, Member of the Risk Management Committee
63	American Bureau of Shipping	Regional Committee Member
64	Bureau Veritas	Asia Pacific Committee Member
65	Sackhumvit Trust	Trustee

Information required

Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is “yes”, full details must be given.

(a)	Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No
(b)	Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No
(c)	Whether there is any unsatisfied judgment against him?	No
(d)	Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No
(e)	Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No
(f)	Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No
(g)	Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No

(h)	Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No
(i)	Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No
(j)	Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of: - (i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or (ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or (iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or (iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No No No No
(k)	Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No

Information required

Disclosure applicable to the appointment of Director only.

Any prior experience as a director of an issuer listed on the Exchange? If yes, please provide details of prior experience. If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange. Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).	No. Will be attending.
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