



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

INTERESTED PERSON TRANSACTION

The Board of Directors (the “**Board**”) of Uni-Asia Group Limited (the “**Company**”) and together with its subsidiaries, the “**Group**”) wishes to announce the provision of shareholders’ loans by Uni-Asia Capital Company Limited (a wholly-owned direct subsidiary of the Company) (“**UAC HK**”) and Yamasa Co., Ltd. (“**Yamasa**”) to Uni-Asia Fund Management Company Limited (“**UAFM**”), their joint investment company, pursuant to Rule 905(2) of the Singapore Exchange Securities Trading Limited Listing Manual (the “**Listing Manual**”). Please refer to the announcement dated 25 July 2016 for further details of UAFM.

- 1. Shareholders’ Loans.** The shareholders’ loans were provided by UAC HK and Yamasa to UAFM in proportion to their equity in UAFM and on the same terms and conditions.

The shareholders’ loans have a tenure of the shorter of (a) five years; or (b) the period ending upon the disposal of a commercial site in Hong Kong (the “**Site**”) following completion of development, and bears a fixed interest rate of 1.5% per annum. The Site is the Group’s sixth Hong Kong property investment project. The Group has an aggregate effective equity interest of approximately 3.825% in the project company developing the Site (the “**Project Company**”) which is held indirectly through UAFM and another joint investment company with an unrelated joint venture partner. The tenure for the shareholders’ loans was determined after taking into account the anticipated completion date for the development of the Site while the interest rate for the shareholders’ loans was determined on an arm’s length basis after taking into account current market conditions.

For the purpose of Chapter 9 of the Listing Manual, the value of UAC HK’s shareholders’ loan to UAFM (comprising the principal and interest payable by UAFM to UAC HK) will be approximately HK\$45.5 million (approximately US\$5.8 million based on an exchange rate of US\$1.00:HK\$7.8 and assuming the tenure of the loan is 5 years), representing approximately 4.3% of the latest audited net tangible assets of the Group as at 31 December 2017.

For the purpose of Chapter 9 of the Listing Manual, the value of Yamasa’s shareholders’ loan to UAFM (comprising the interest payable by UAFM to Yamasa) will be approximately HK\$3.2 million (approximately US\$0.4 million based on an exchange rate of US\$1.00:HK\$7.8 and assuming the tenure of the loan is 5 years), representing approximately 0.3% of the latest audited net tangible assets of the Group as at 31 December 2017.

The shareholders' loans are for funding UAFM's proportionate contribution to the capital expenditure requirements of the Project Company for the development of the Site. As a shareholder of UAFM, UAC HK will in turn benefit from UAFM's participation in the development of the Site as a shareholder of the Project Company. The interest rate for the shareholders' loans was determined on an arm's length basis after taking into account current market conditions. The process of obtaining such loans is also shorter and more cost-effective as compared to raising money from the capital markets.

2. **Chapter 9 of the Listing Manual.** Yamasa has a deemed shareholding interest of 33.46% in the Company and would be regarded as an "interested person" of the Company in accordance with Chapter 9 of the Listing Manual. Any transaction entered into by UAC HK (being a subsidiary of the Company) with UAFM (being a 50% owned associate of Yamasa) would be deemed to be an interested person transaction in accordance with Chapter 9 of the Listing Manual. In addition, any transaction entered into by UAFM (being also a 50% owned associate of the Company over which the Group and its interested person(s) has control) with Yamasa would also be deemed to be an interested person transaction in accordance with Chapter 9 of the Listing Manual. Accordingly, the shareholders' loans would constitute "interested person transactions" for purposes of the Listing Manual.

Pursuant to Rule 916(3) of the Listing Manual, the provision of a loan to a joint venture with an interested person is not required to comply with Rule 906 of the Listing Manual (relating to shareholders' approval) if:

- (a) the loan is extended by all joint venture partners in proportion to their equity and on the same terms;
- (b) the interested person does not have an existing equity interest in the joint venture prior to the participation of the entity at risk in the joint venture; and
- (c) the issuer confirms by an announcement that its audit committee is of the view that:
 - (i) the provision of the loan is not prejudicial to the interests of the issuer and its minority shareholders; and
 - (ii) the risks and rewards of the joint venture are in proportion to the equity of each joint venture partner and the terms of the joint venture are not prejudicial to the interests of the issuer and its minority shareholders.

In this regard, the Audit Committee of the Company is of the view that (i) the risks and rewards of the joint venture with Yamasa are in proportion to the equity of UAC HK and Yamasa in UAFM and the terms of the joint investment agreement entered into between UAC HK and Yamasa in relation to UAFM are not prejudicial to the interests of the Company and its minority shareholders; and (ii) the provision of the shareholders' loans is not prejudicial to the interests of the Company and its minority shareholders.

In view of the foregoing, the shareholders' loans would not be required to comply with Rule 906 of the Listing Manual (relating to shareholders' approval).

Rule 905(2) of the Listing Manual provides that if the aggregate value of all transactions entered into with the same interested person during the same financial year amounts to 3% or more of the group's latest audited net tangible assets, the issuer must make an immediate announcement of the latest transaction and all future transactions entered into with that same interested person during that financial year.

Other than transactions of less than S\$100,000 in value and mandated transactions entered into pursuant to the general mandate for interested person transactions pursuant to Chapter 9 of the Listing Manual which was adopted at the Company's annual general meeting on 27 April 2018, the following table sets out the current total of (1) the shareholders' loans and (2) all other transactions for the current financial year ending 31 December 2018 with Yamasa as at the date of this announcement:

Nature	Value (US\$' million)
Shareholders' loans which are the subject of this announcement	6.2
Shareholders' loans which are the subject of the announcement dated 8 November 2018	5.3
Equity contribution and shareholders' loan to joint investment companies where Yamasa holds $\geq 50\%$ stake	3.0
Total	14.5

The Company does not have any other transaction with other interested persons besides Yamasa for the current financial year ending 31 December 2018.

- 3. Financial Effects.** The shareholders' loans are not expected to have any material impact on the consolidated net tangible assets per share and earnings per share of the Company for the current financial year.
- 4. Interests of Directors and Controlling Shareholders.** Save as disclosed above, none of the Directors or controlling shareholders of the Company has any interest, direct or indirect, in the shareholders' loans.

For and on behalf of
Uni-Asia Group Limited
9 November 2018