



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

## **PROPOSED BONUS ISSUE**

### **1. Introduction**

The Board of Directors of Uni-Asia Group Limited (the “**Company**”) hereby announces that the Company proposes to undertake a bonus issue of new ordinary shares in the capital of the Company (collectively, “**Bonus Shares**” and each, a “**Bonus Share**”) on the basis of one (1) Bonus Share to be credited as fully paid for every two (2) existing ordinary shares in the capital of the Company (“**Shares**”) held by shareholders of the Company (“**Shareholders**”) as at a date and time to be determined by the Directors for the purpose of determining the entitlements of Shareholders to the Bonus Shares (the “**Books Closure Date**”), fractional entitlements to be disregarded (the “**Proposed Bonus Issue**”).

### **2. Terms**

2.1 As at the date of this announcement, the Company has an issued and paid-up share capital comprising 52,400,000 Shares, of which none are held in treasury. Purely for illustration purposes, assuming there is no change in the number of issued Shares from the date of this announcement to the Books Closure Date, 26,200,000 Bonus Shares will be issued pursuant to the Proposed Bonus Issue. The actual number of Bonus Shares to be issued by the Company will depend on the total number of issued Shares as at the Books Closure Date.

2.2 The Bonus Shares will be issued pursuant to a share issue mandate approved by Shareholders at the annual general meeting of the Company held on 26 April 2019 (“**General Mandate**”) which authorises the Directors to, *inter alia*, allot and issue new Shares, on a *pro rata* basis to existing Shareholders, aggregating up to 50% of the total number of issued Shares (excluding treasury shares and

subsidiary holdings) at the time of passing of the resolution approving the General Mandate. The total number of issued Shares (excluding treasury shares and subsidiary holdings) as at 26 April 2019 was 52,400,000. As at the date of this announcement, the Company has not issued any Shares under the General Mandate. Accordingly, the maximum number of Shares that the Company may allot and issue to existing Shareholders on a *pro rata* basis under the General Mandate is 26,200,000 Shares. The proposed issue of 26,200,000 Bonus Shares falls within the maximum number authorised by the General Mandate.

2.3 The Bonus Shares will be issued as fully paid, at nil consideration and without capitalisation of the Company's reserves. The Bonus Shares, when allotted and issued, will rank *pari passu* in all respects with the then existing issued Shares and with each other, except that the Bonus Shares will not be entitled to such dividends, rights, allotments and other distributions the record date of which falls before the date of allotment and issue of such Bonus Shares.

2.4 The Bonus Shares will be issued to Shareholders whose names appear in the register of members of the Company or who have Shares entered against their names in the depository register as at the Books Closure Date on the basis of the number of such Shares registered in their names or standing to the credit of their securities accounts as at the Books Closure Date. Notice of the Books Closure Date will be given at a later date, after the necessary approvals for the Proposed Bonus Issue have been obtained.

### **3. Rationale**

The Company is undertaking the Proposed Bonus Issue to further increase the issued share capital base of the Company, to encourage trading liquidity of the Shares and to give due recognition to Shareholders for their continuing support for the Company.

### **4. Approval**

The Proposed Bonus Issue is subject to the receipt of the approval-in-principle of the Singapore Exchange Securities Trading Limited (the "SGX-ST") for the dealing in, listing of and quotation for the Bonus Shares on the Official List of the

Main Board of the SGX-ST. An application will be made to the SGX-ST for the dealing in, listing of and quotation for the Bonus Shares on the SGX-ST.

**5. Caution in Trading**

Shareholders and potential investors of the Company should note that the Proposed Bonus Issue is subject to, *inter alia*, the necessary approvals being obtained by the Company, and are therefore advised to exercise caution when dealing in the Shares. When in doubt, Shareholders and potential investors should seek independent advice from their bankers, stockbrokers, solicitors or other professional advisers.

**6. Notification under Section 309B of the Securities and Futures Act, Chapter 289 of Singapore**

The Bonus Shares are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in Monetary Authority of Singapore (“MAS”) Notice SFA 04- N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

For and on behalf of  
Uni-Asia Group Limited  
15 May 2019