



UNI-ASIA FINANCE CORPORATION

(the "Company")

Registration No : CR - 72229

(Incorporated in the Cayman Islands with limited liability on 17 March 1997)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the "EGM") of the Company will be held at M-Hotel Singapore, Anson III, Level 2, 81 Anson Road, Singapore 079908 on 5 August 2009 at 2.00 p.m. for the purpose of considering and if thought fit, passing with or without modifications, the following Ordinary Resolution:

ORDINARY RESOLUTION

Placement of New Shares

That:

- (a) approval be and is hereby given to the Directors of the Company to allot and issue 52,199,200 new ordinary shares of par value US\$0.16 each in the capital of the Company ("New Shares") to Yamasa Co., Ltd ("Yamasa") at the Issue Price (as defined hereinafter) per New Share, subject to and on the terms and conditions of the placement agreement dated 11 June 2009 between the Company and Yamasa (the "Placement Agreement"), as supplemented by the supplemental agreement dated 24 June 2009 between the Company and Yamasa and the second supplemental agreement dated 15 July 2009 between the Company and Yamasa;

- (b) in this Ordinary Resolution:

"Issue Price" means the average of:

- (i) the volume-weighted average price per share of the Company ("Share") (rounded up to the nearest whole cent) on the basis of all trades of the Shares done on the Singapore Exchange Securities Trading Limited (the "SGX-ST") on the preceding market day on which trades in the Shares had been done on the SGX-ST, prior to (and not inclusive of) the date falling one calendar day before the date of the EGM;
- (ii) the volume-weighted average price per Share (rounded up to the nearest whole cent) on the basis of all trades of the Shares done on the SGX-ST on the second preceding market day on which trades in the Shares had been done on the SGX-ST, prior to (and not inclusive of) the date falling one calendar day before the date of the EGM; and
- (iii) the volume-weighted average price per Share (rounded up to the nearest whole cent) on the basis of all trades of the Shares done on the SGX-ST on the third preceding market day on which trades in the Shares had been done on the SGX-ST, prior to (and not inclusive of) the date falling one calendar day before the date of the EGM,

rounded up to the nearest whole cent (the "Reference VWAP"), subject to the following conditions:

- (A) if the Reference VWAP is less than S\$0.40 or exceeds S\$0.80, the Placement Agreement shall terminate and the Company and Yamasa shall (except for any liability arising before such termination) be under no further liability or obligation arising out of the Placement Agreement; and
 - (B) subject to sub-paragraph (A) above, if the Reference VWAP exceeds S\$0.55, the Issue Price shall be equal to the higher of (I) S\$0.55; and (II) 90% of the Reference VWAP (rounded up to the nearest whole cent); and
- (c) the Directors of the Company 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 to give effect to the transaction contemplated by this Ordinary Resolution.

BY ORDER OF THE BOARD

Kazuhiko Yoshida

Chairman & Chief Executive Officer

Singapore

21 July 2009

Notes:

1. With the exception of The Central Depository (Pte) Limited (the "Depository") who may appoint more than two proxies, a member of the Company who is entitled to attend and vote at the EGM is entitled to appoint no more than two proxies to attend the meeting and vote in his stead. A proxy need not be a member of the Company.
2. Where a form of proxy appoints more than one proxy (including the case where such appointment results from a nomination by the Depository), the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
3. A corporation which is a shareholder of the Company may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its corporate representative at the meeting.
4. To be valid, the instrument appointing a proxy or proxies, or nominating a proxy or proxies on behalf of the Depository, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the office of the Company's Singapore Share Transfer Agent, Tricor Barbinder Share Registration Services (A division of Tricor Singapore Pte. Ltd.) at 8 Cross Street #11-00, PWC Building, Singapore 048424 not less than 48 hours before the time appointed for holding the meeting or at any adjournment thereof. Detailed instructions can be found on the Proxy Form(s).