



UNI-ASIA HOLDINGS LIMITED

Registration No: CR - 72229

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

ESTABLISHMENT OF NEW JOINT INVESTMENT COMPANY

The Board of Directors (the “**Board**”) of Uni-Asia Holdings Limited (the “**Company**”) is pleased to announce that the Company has entered into a shareholders’ agreement (“**Shareholders’ Agreement**”) on 23 October 2013 with Yamasa Co., Ltd. (“**Yamasa**”) for the acquisition of shares of a new joint investment company (“**New Investment Company**”) known as Quest Bulkship S.A. (“**Quest**”) for the purpose of acquiring a newbuilding handysize bulk carrier (“**Vessel**”).

1. **Quest.** The Company has entered into the Shareholders’ Agreement with Yamasa on 23 October 2013, pursuant to which shares of Quest will be acquired by both the Company and Yamasa. Quest was incorporated on 27 September 2013 in Panama. Further to the Shareholders’ Agreement, Quest will have an issued and paid-up capital of US\$10,000 comprising 100 ordinary shares of US\$100 each, of which 20 shares will be registered in the name of the Company, and the remaining 80 shares will be registered in the name of Yamasa. Accordingly, the Company and Yamasa will each hold 20% and 80% shareholding interest in Quest respectively. The consideration of US\$2,000 for the 20 shares in Quest will be internally funded by the Company and paid in cash in full on or about the end of October 2013. None of the directors of Quest are directors of the Company. The Company and Yamasa are now in the process of acquiring the Vessel through Quest.

2. **Chapter 9 of the SGX-ST Listing Manual.** Yamasa has a deemed shareholding interest of 33.46% in the Company and constitutes an “interested person” of the Company as defined in Chapter 9 of the SGX-ST Listing Manual. Accordingly, the Shareholders’ Agreement is interested person transactions as defined in the SGX-ST Listing Manual as they are joint ventures with an interested person.

The Shareholders’ Agreement was agreed on commercial terms which is in line with the Company’s other joint venture agreement. The Company has worked with Yamasa on several structured finance arrangement deals and joint investments for vessels, and so far Yamasa has been able to discharge its financial obligations, which is an important factor for the Company in selecting joint venture partners.

The Audit Committee of the Company is of the view that the risks and rewards of the joint venture is in proportion to the equity of the New Investment Company and the terms of the Shareholders' Agreement is not prejudicial to the interests of the Company and its minority shareholders.

The aggregate value for the current financial year of all transactions with Yamasa, excluding the equity contribution for the New Investment Company, is US\$2.83 million, which is approximately 2.0% of the Company's latest audited net tangible assets. The Company's proportionate aggregate equity commitment to the New Investment Company under the Shareholders' Agreement is US\$1.56 million, of which US\$0.58 million of equity drawdown is expected for the current financial year. Accordingly, the aggregate value for the current financial year of all transactions with Yamasa, inclusive of the proportionate equity contribution expected for the current financial year, is US\$3.41 million, which is approximately 2.5% of the Company's latest audited net tangible assets. The Company does not have any other transaction with other interested person besides Yamasa for the current financial year.

3. Chapter 10 of the SGX-ST Listing Manual. The Shareholders' Agreement is in the ordinary course of the Company's business. In view of the foregoing, the Shareholders' Agreement would not constitute a "transaction" as defined in Chapter 10 of the SGX-ST Listing Manual.

4. Financial effects. Save as disclosed above, the acquisition of shares in the New Investment Company is not expected to have any material impact on the net tangible assets per share, earnings per share and operating results of the Company for the current financial year.

5. Interests of Directors. None of the Directors of the Company has any interest, direct or indirect, in the acquisition of shares in the Shareholders' Agreement.

For and on behalf of
Uni-Asia Holdings Limited

23 October 2013