



## UNI-ASIA HOLDINGS LIMITED

Registration No: CR - 72229

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

### INTERESTED PARTY TRANSACTION

1. **Advisory Fee.** Pursuant to Rule 905(2) of the Singapore Exchange Securities Trading Limited Listing Manual (the "**Listing Manual**"), the Board of Directors of Uni-Asia Holdings Limited (the "**Company**" and together with its subsidiaries, the "**Group**") wishes to announce that the Company has on 1 December 2015 received advisory fees of approximately US\$0.35 million from Yamasa Co., Ltd ("**Yamasa**") (the "**Advisory Fee**"). The Advisory Fee was arrived at on an arm's length basis and on normal commercial terms.

2. **Chapter 9 of Listing Manual.** Yamasa has a deemed shareholding interest of 33.46% in the Company and would be regarded an "interested person" of the Company in accordance with Chapter 9 of the Listing Manual. Any transaction entered into by the Company with Yamasa would be deemed to be an interested person transaction in accordance with Chapter 9 of the Listing Manual. Accordingly, the receipt of the Advisory Fee, being approximately US\$0.35 million, would constitute an "interested person transaction" for the purposes of the Listing Manual.

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.

The aggregate value for the financial year ending 31 December 2015 ("**FY2015**") of all transactions with Yamasa, excluding the Advisory Fee and transactions of less than S\$100,000 in value, is approximately US\$4.5 million, which represents approximately 3.25% of the latest audited net tangible assets of the Group as at 31 December 2014. The aggregate value for FY2015 of all transactions with Yamasa, including the Advisory Fee and excluding transactions of less than S\$100,000 in value, is approximately US\$4.85 million, which represents approximately 3.5% of the latest audited net tangible assets of the Group as at 31 December 2014. The Company does not have any other transaction with other interested persons besides Yamasa for FY2015.

The Audit Committee of the Company, having reviewed the terms of the Advisory Fee, is of the view that the Advisory Fee is on normal commercial terms and is not prejudicial to the interest of the Company and its minority shareholders.

**3. Financial Effects.** The Advisory Fee 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 FY2015.

**4. Interests of Directors and Controlling Shareholders.** Save as disclosed above, none of the Directors and controlling shareholders of the Company has any interest, direct or indirect, in the Advisory Fee.

For and on behalf of  
Uni-Asia Holdings Limited

1 December 2015