



# UNI-ASIA GROUP LIMITED

(Company Regn. No: 201701284Z)  
(Incorporated in the Republic of Singapore)

## ANNUAL GENERAL MEETING PROXY FORM

**IMPORTANT**

- The Annual General Meeting (“AGM”) will be held, in a wholly physical format, at Anson III, Level 2, M Hotel Singapore, 81 Anson Road, Singapore 079908 on Friday, April 28, 2023 at 2.00 p.m., pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. **There will be no option for shareholders to participate virtually.** The Notice of the Annual General Meeting and proxy form will be sent to shareholders by electronic means via publication on the Company’s corporate website at <https://uniasia.listedcompany.com/home.html> and will also be made available on the SGX website at <https://www.sgx.com/securities/company-announcements>. Printed copies of these documents will not be sent to shareholders.
- Arrangements relating to attendance at the Annual General Meeting by shareholders, including CPF and SRS investors, submission of questions to the Chairman of the Annual General Meeting by shareholders, including CPF and SRS investors, in advance of, or at, the Annual General Meeting, addressing of substantial and relevant questions in advance of, or at, the Annual General Meeting, and voting at the Annual General Meeting by shareholders, including CPF and SRS investors, or (where applicable) duly appointed proxy(ies), are set out in the accompanying Company’s announcement dated April 6, 2023.
- Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of a proxy(ies).
- This proxy form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by CPFIS/SRS investors who hold SGX shares through CPF Agent Banks/SRS Operators. CPFIS/SRS investors:
  - may vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks/SRS Operators, and should contact their respective CPF Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies; or
  - may appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, in which case they should approach their CPF Agent Banks/SRS Operators to submit their votes at least 7 working days before the AGM by 2.00 p.m. on April 18, 2023.

**PERSONAL DATA PRIVACY**  
By submitting an instrument appointing a proxy(ies), the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated April 6, 2023.

\*I/We (Name) \_\_\_\_\_ (NRIC/Passport/UEN) \_\_\_\_\_  
of \_\_\_\_\_ (Address)  
being a \*member/ members of **UNI-ASIA GROUP LIMITED** (the “Company”), hereby appoint:

Name	Address	NRIC/ Passport No.	Proportion of Shareholding(s) (%)

\*and/or

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or failing him/her, the Chairman of the Annual General Meeting, as \*my/our \*proxy/proxies, to attend, speak and vote for \*me/us on \*my/our behalf, at the AGM of the Company to be held at Anson III, Level 2, M Hotel Singapore, 81 Anson Road, Singapore 079908 on Friday, April 28, 2023 at 2.00 p.m. and at any adjournment thereof. \*I/We direct \*my/our \*proxy/proxies to vote for or against or to abstain from voting on the resolutions to be proposed at the AGM as indicated hereunder.

THIS PROXY FORM IS VALID ONLY WHEN SIGNED AND DATED

No.	Ordinary Resolutions	For	Against	Abstain
<b>ORDINARY BUSINESS</b>				
1.	To receive and adopt the Directors’ Statement and Audited Financial Statements for the financial year ended December 31, 2022 together with the Auditors’ Report thereon.			
2.	To declare a final one-tier tax-exempt dividend of S\$0.03 per ordinary share and a special one-tier tax exempt dividend of S\$0.05 per ordinary share for the financial year ended December 31, 2022.			
3.	To re-elect Mr. Yukihiko Toda as a Director (Retiring under Article 94).			
4.	To re-elect Mr. Lee Gee Aik as a Director (Retiring under Article 94).			
5.	To approve Directors’ fees of S\$207,500 for the financial year ending December 31, 2023, payable quarterly in arrears (2022: S\$207,500).			
6.	To approve the payment of additional Directors’ fees of S\$30,000 to independent non-executive directors for the financial year ended December 31, 2022 (2021: S\$Nil).			
7.	To appoint Messrs KPMG LLP as auditors of the Company in place of retiring auditors of the Company, Messrs Ernst & Young LLP and to authorise the Directors to fix their remuneration.			
<b>SPECIAL BUSINESS</b>				
8.	To authorise the Directors to allot and issue shares and to make or grant convertible instruments.			
9.	To authorise the Directors to grant share awards and to allot and issue shares under the Uni-Asia Group Performance Share Plan.			
10.	To approve the proposed renewal of the Shareholders’ Mandate for Interested Person Transactions.			

Voting will be conducted by poll. If you wish your proxy/proxies to vote all your shares “For” or “Against” the relevant resolution, please indicate with an “X” or a “✓” in the “For” or “Against” box provided in respect of that resolution. Alternatively, please insert the relevant number of shares “For” or “Against” in the “For” or “Against” box provided in respect of that resolution. If you wish your proxy/proxies to abstain from voting on a resolution, please indicate with an “X” or a “✓” in the “Abstain” box provided in respect of that resolution. Alternatively, please insert the relevant number of shares in the “Abstain” box provided in respect of that resolution. In any other case, the proxy/proxies may vote or abstain as the proxy/proxies deem(s) fit on any of the below resolutions if no voting instruction is specified, and on any other matter arising at the AGM and at any adjournment thereof.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023

Total No. of Shares in	No. of Shares
(a) CDP Register	
(b) Register of Members	

\_\_\_\_\_  
Signature of Member(s) or Common Seal of Corporate Member

\* Delete as appropriate

**IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM**

**Notes:**

1. Each of the resolutions to be put to the vote of members at the AGM (and at any adjournment thereof) will be voted on by way of a poll.
2. If the member has shares entered against his name in the Depository Register (maintained by The Central Depository (Pte) Limited), he should insert that number of shares. If the member has shares registered in his name in the Register of Members (maintained by or on behalf of the Company), he should insert that number of shares. If the member has shares entered against his name in the Depository Register and shares registered in his name in the Register of Members, he should insert the aggregate number. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member.
3. The Notice of the Annual General Meeting and proxy form will be sent to shareholders by electronic means via publication on the Company's corporate website at <https://uniasia.listedcompany.com/home.html> and will also be made available on the SGX website at <https://www.sgx.com/securities/company-announcements>. Printed copies of these documents will not be sent to shareholders.
4. A member of the Company who is not a relevant intermediary is entitled appoint not more than two proxies to attend, speak and vote at the Annual General Meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
5. Any member of the Company who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Annual General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.  
"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.  
A member can appoint the Chairman of the Meeting as his/her/its proxy, but this is not mandatory.
6. A proxy need not be a member of the Company.

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Affix  
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**UNI-ASIA GROUP LIMITED**

c/o Tricor Barbinder Share Registration Services  
80 Robinson Road, #11-02 Singapore 068898

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7. The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:
  - (i) if submitted by post, be deposited at the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road #11-02 Singapore 068898; or
  - (ii) if submitted electronically, be submitted via email to the Company's Share Registrar, Tricor Barbinder Share Registration Services at [sg.is.proxy@sg.tricorglobal.com](mailto:sg.is.proxy@sg.tricorglobal.com)in either case, by no later than **Tuesday 25 April 2023, 2.00 p.m.**, being at least 72 hours before the time for holding the AGM. A member who wishes to submit an instrument of proxy must complete and sign the proxy form, before scanning and sending it by email to the email address provided above, or submitting it by post to the address provided above.  
**Shareholders are strongly encouraged to submit completed proxy forms electronically via email.**
8. The instrument appointing a proxy(ies) must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy(ies) is executed by a corporation, it must be executed either under its common seal or under the hand of its authorised officer(s) or its attorney duly authorized.
9. Where an instrument appointing a proxy(ies) is submitted by email, it must be authorised in the following manner:
  - a. by way of the affixation of an electronic signature by the appointor or his/her duly authorised attorney or, as the case may be an officer or duly authorised attorney of a corporation; or
  - b. by way of the appointor or his duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation signing the instrument under hand and submitting a scanned copy of the signed instrument by email.
10. A corporation which is a member may authorise by resolution of its directors or other governing body, such person as it thinks fit to act as its representative at the AGM, in accordance with Section 179 of the Companies Act 1967.
11. Members should take note that once this proxy form is submitted electronically via email to [sg.is.proxy@sg.tricorglobal.com](mailto:sg.is.proxy@sg.tricorglobal.com) or posted/deposited to office of the Company's Share Registrar, Tricor Barbinder Share Registration Services, they cannot change their vote as indicated in the box provided above.
12. The Company shall be entitled to reject an instrument appointing a proxy(ies) if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy(ies) (including any related attachment). In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing a proxy(ies) lodged or submitted if the member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.