



**UNI-ASIA**

**UNI-ASIA GROUP LIMITED**

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

## MINUTES OF ANNUAL GENERAL MEETING

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<b>PLACE</b>	:	Anson III, Level 2, M Hotel Singapore, 81 Anson Road, Singapore 079908	
<b>DATE</b>	:	Friday, 28 April 2023	
<b>TIME</b>	:	2:00 p.m.	
<b>PRESENT</b>	:	Mr. Michio Tanamoto	- Executive Chairman
		Mr. Kenji Fukuyado	- Chief Executive Officer
		Mr. Yukihiro Toda	- Executive Director
		Mr. Lee Gee Aik	- Lead Independent Director
		Mr. Philip Chan Kam Loon	- Independent Director
		Mr. Juliana Lee Kim Lian	- Independent Director
		Mr. Lim Kai Ching	- Group Chief Financial Officer
		Mr. Leonard Ching	- Partner, Allen & Gledhill LLP
<b>ABSENT WITH APOLOGIES</b>	:	Mr. Masahiro Iwabuchi	- Executive Director
<b>IN ATTENDANCE</b>	:	*Attendance Lists are on records	
<b>CHAIRMAN</b>	:	Mr. Michio Tanamoto	

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*\*Due to the restriction on the use of personal data pursuant to the provisions of the Personal Data Protection Act 2012, the names of the shareholders present at this meeting as well as those who asked questions, will not be published in these minutes.*

### QUORUM

As a quorum was present, the Chairman declared the meeting open at 2.00 p.m.

Pursuant to the Covid-19 (Temporary Measures) Order 2020 on alternative arrangements for general meetings for companies, the AGM was convened with shareholders present in person or by proxy and there was no option for shareholders to participate virtually.

### CHAIRMAN

The Chairman welcomed shareholders to the Annual General Meeting and introduced the Directors, Group Chief Financial Officer and Legal Counsel present and conveyed apologies of one Executive Director who was absent.

Mr. Lim Kai Ching, the Group Chief Financial Officer of the Company, presented the financial results for Year 2022 and the Group's business update to the shareholders present at the AGM.

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## **NOTICE**

The Notice convening the meeting was taken as read.

## **QUESTIONS AND ANSWERS**

The Shareholders were informed that the relevant questions that were received in advance of the AGM have been substantially answered and has been published on SGXNET on 20 April 2023. Shareholders should refer to the SGXNET announcement for reference.

## **CHAIRMAN APPOINTED AS PROXY**

The Chairman of the Meeting informed that he has been appointed by numerous shareholders as proxy and he would vote in accordance with the proxy's instructions.

## **POLL VOTING**

All resolutions at the AGM were voted by poll pursuant to the Company's Constitution and Listing Rule 730A(2) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"). The Company has appointed Septus Singapore Pte Ltd as the polling agent and Agile 8 Advisory Pte. Ltd. as scrutineer for purpose of the poll voting. The proxies lodged have been checked by the polling agent and scrutineer.

## **VIDEO CLIP ON ELECTRONIC VOTING**

A representative from Septus Singapore Pte Ltd gave a briefing on the electronic poll voting procedure and played a video clip on electronic voting to the shareholders.

As the poll procedures would require time to complete, the poll on each resolution be taken after all the resolutions had been formally proposed and seconded. The results would be announced after they are counted and verified.

## **BUSINESS OF AGM**

The Chairman proceeded with the formal business of the AGM.

## **ORDINARY BUSINESS:**

### **RESOLUTION 1 – DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED DECEMBER 31, 2022 TOGETHER WITH THE AUDITORS' REPORT THEREON.**

The meeting proceeded to receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the year ended December 31, 2022 together with the Auditors' Report thereon.

The motion was duly proposed by the Chairman and seconded by a shareholder present.

The Chairman proceeded to address questions raised by shareholders (**Appendix 1**).

After dealing the questions from shareholders, the Chairman proceeded to the next resolution.

**RESOLUTION 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**

The Board had recommended the payment of 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. The dividends, if approved, will be paid on May 31, 2023.

The motion was duly proposed by the Chairman and seconded by a shareholder present.

After dealing the questions from shareholders (*Appendix 1*), the Chairman proceeded to the next resolution.

**RESOLUTION 3 – RE-ELECTION OF MR. YUKIHIRO TODA AS DIRECTOR**

It was noted that the Directors who were to retire pursuant to Article 94 of the Company's Constitution were Mr. Yukihiro Toda and Mr. Lee Gee Aik.

Mr. Yukihiro Toda who was retiring under Article 94 of the Company's Constitution and being eligible for re-election, had consented to continue in office.

The motion was duly proposed by the Chairman and seconded by a shareholder present.

As there were no questions from shareholders, the Chairman proceeded to the next resolution.

**RESOLUTION 4 – RE-ELECTION OF MR. LEE GEE AIK AS DIRECTOR**

Mr. Lee Gee Aik who was retiring under Article 94 of the Company's Constitution and being eligible for re-election, had consented to continue in office.

The motion was duly proposed by the Chairman and seconded by a shareholder present.

As there were no questions from shareholders, the Chairman proceeded to the next resolution.

**RESOLUTION 5 – DIRECTORS' FEES FOR FINANCIAL YEAR ENDING DECEMBER 31, 2023**

The Board had recommended the payment of an aggregate sum of S\$207,500 as Directors' fees payable quarterly in arrears to the three independent directors for the financial year ending December 31, 2023.

The Chairman proposed the motion which was seconded by a shareholder.

As there were no questions from shareholders, the Chairman proceeded to the next resolution.

**RESOLUTION 6 – ADDITIONAL DIRECTORS’ FEES FOR FINANCIAL YEAR ENDED DECEMBER 31, 2022**

The Board had recommended the payment of an additional Directors’ fees of S\$30,000 to the three independent directors for the financial year ended December 31, 2022.

The motion was duly proposed by the Chairman and seconded by a shareholder present.

As there were no questions from shareholders, the Chairman proceeded to the next resolution.

**RESOLUTION 7 – APPOINTMENT AND RETIREMENT OF AUDITORS**

Shareholders were informed that Messrs KPMG LLP will be appointed as auditors of the Company in place of the retiring auditors Messrs Ernst & Young, to hold office until the conclusion of the next Annual General Meeting of the Company and to authorize the Directors to fix their remuneration.

The motion was duly proposed by the Chairman and seconded by a shareholder present.

As there were no questions from shareholders, the Chairman proceeded to the next resolution.

**ANY OTHER ORDINARY BUSINESS**

There being no other ordinary business to transact, the AGM proceed to deal with the special business as set out in the Notice.

**SPECIAL BUSINESS:**

**RESOLUTION 8 – AUTHORITY TO ALLOT AND ISSUE SHARES AND TO MAKE OR GRANT CONVERTIBLE INSTRUMENTS**

Resolution 8 is to authorise the directors to allot and issue shares and to make or grant convertible instruments pursuant to Section 161 of the Companies Act 1967, the Listing Rules of the Singapore Exchange Securities Trading Limited and the Company’s Constitution.

The shareholders were informed that the text of the resolution is set out under item 9(i) of the Notice.

The motion was duly proposed by the Chairman and seconded by a shareholder present.

After dealing the questions from shareholders (**Appendix 1**), the Chairman proceeded to the next resolution.

**RESOLUTION 9 - AUTHORITY TO GRANT AWARDS AND TO ALLOT AND ISSUE SHARES UNDER THE UNI-ASIA GROUP PERFORMANCE SHARE PLAN**

Resolution 9 is to authorize the Directors to grant awards and to allot and issue shares under the Uni-Asia Group Performance Share Plan.

The shareholders were informed that the text of the resolution is set out under item 9(ii) of the Notice.

The motion was duly proposed and seconded by shareholders present.

As there were no questions from shareholders, the Chairman proceeded to the next resolution.

**RESOLUTION 10 - PROPOSED RENEWAL OF THE SHAREHOLDERS' MANDATE FOR INTERESTED PERSON TRANSACTIONS**

The last item on the agenda was to renew the shareholders' mandate for interested person transactions pursuant to Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited.

The meeting was informed that Yamasa Co., Ltd and its associates were required to abstain from voting on Resolution 10.

The shareholders were informed that the text of the resolution is set out under item 9(iii) of the Notice.

The motion was duly proposed by the Chairman and seconded by a shareholder present.

As there were no questions from shareholders, the Chairman proceeded with the formalities of conducting the poll.

**CONDUCT OF POLL**

The poll on the motion for the resolutions was duly conducted.

**ADJOURNMENT OF AGM**

The AGM was adjourned at 3.15 p.m. for the counting of votes.

The AGM resumed at 3.35 p.m. for the results of the poll to be declared.

**RESULTS OF POLL**

Following the tabulation of votes, the result of the poll was read:

**Ordinary Resolution No. 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**

	<b>Votes</b>	<b>%</b>
No. of votes for:	39,587,399	98.63
No. of votes against:	548,200	1.37
<b>Total no. of votes cast:</b>	<b>40,135,599</b>	<b>100.00</b>

Based on the result of the poll, the Chairman of the Meeting declared the following Ordinary Resolution 1 carried by way of a poll:

**"IT WAS RESOLVED** that the Directors' Statement and Audited Financial Statements for the financial year ended December 31, 2022 together with the Auditors' Report thereon be received and adopted."

**Ordinary Resolution No. 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**

	<b>Votes</b>	<b>%</b>
No. of votes for:	39,584,399	98.63
No. of votes against:	548,200	1.37
<b>Total no. of votes cast:</b>	<b>40,132,599</b>	<b>100.00</b>

Based on the result of the poll, the Chairman of the Meeting declared the following Ordinary Resolution 2 carried by way of a poll:

**"IT WAS RESOLVED** that the payment of 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 be approved."

**Ordinary Resolution No. 3: To re-elect Mr. Yukihiro Toda as a Director (Retiring under Article 94)**

	<b>Votes</b>	<b>%</b>
No. of votes for:	39,451,294	98.63
No. of votes against:	548,200	1.37
<b>Total no. of votes cast:</b>	<b>39,999,494</b>	<b>100.00</b>

Based on the result of the poll, the Chairman of the Meeting declared the following Ordinary Resolution 3 carried by way of a poll:

**"IT WAS RESOLVED** that Mr. Yukihiro Toda be re-elected as a Director of the Company."

**Ordinary Resolution No. 4: To re-elect Mr. Lee Gee Aik as a Director (Retiring under Article 94)**

	Votes	%
No. of votes for:	38,819,249	96.75
No. of votes against:	1,303,350	3.25
<b>Total no. of votes cast:</b>	<b>40,122,599</b>	<b>100.00</b>

Based on the result of the poll, the Chairman of the Meeting declared the following Ordinary Resolution 4 carried by way of a poll:

**“IT WAS RESOLVED** that Mr. Lee Gee Aik be re-elected as a Director of the Company.”

**Ordinary Resolution No. 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)**

	Votes	%
No. of votes for:	39,585,899	98.63
No. of votes against:	549,700	1.37
<b>Total no. of votes cast:</b>	<b>40,135,599</b>	<b>100.00</b>

Based on the result of the poll, the Chairman of the Meeting declared the following Ordinary Resolution 5 carried by way of a poll:

**“IT WAS RESOLVED** that the Directors’ fees of S\$207,500 for the financial year ending December 31, 2023, payable quarterly in arrears be approved for payment.”

**Ordinary Resolution No. 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)**

	Votes	%
No. of votes for:	39,380,049	98.12
No. of votes against:	755,550	1.88
<b>Total no. of votes cast:</b>	<b>40,135,599</b>	<b>100.00</b>

Based on the result of the poll, the Chairman of the Meeting declared the following Ordinary Resolution 6 carried by way of a poll:

**“IT WAS RESOLVED** that the additional Directors’ fees of S\$30,000 payable to independent non-executive directors for the financial year ended December 31, 2022 (2021: S\$Nil) be approved for payment.”

**Ordinary Resolution No. 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>Votes</b>	<b>%</b>
No. of votes for:	39,568,899	98.59
No. of votes against:	566,700	1.41
<b>Total no. of votes cast:</b>	<b>40,135,599</b>	<b>100.00</b>

Based on the result of the poll, the Chairman of the Meeting declared the following Ordinary Resolution 7 carried by way of a poll:

**“IT WAS RESOLVED** that Messrs KPMG LLP, be appointed auditors of the Company in place of retiring auditors of the Company, Messrs Ernst & Young LLP and the Directors of the Company be authorized to fix their remuneration.”

**Ordinary Resolution No. 8: To authorise the Directors to allot and issue shares and to make or grant convertible instruments**

	<b>Votes</b>	<b>%</b>
No. of votes for:	38,983,749	97.13
No. of votes against:	1,151,850	2.87
<b>Total no. of votes cast:</b>	<b>40,135,599</b>	<b>100.00</b>

Based on the result of the poll, the Chairman of the Meeting declared the following Ordinary Resolution 8 carried by way of a poll:

**“IT WAS RESOLVED** that pursuant to Section 161 of the Companies Act 1967 (the “CA”), the Listing Rules of the Singapore Exchange Securities Trading Limited (“SGX-ST”) and the Company’s Constitution, authority be and is hereby given to the Directors of the Company to:-

- (A) (i) issue shares of the Company (“**Shares**”) whether by way of rights, bonus or otherwise, and/or
- (ii) make or grant offers, agreements or options (collectively “**Instruments**”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

- (B) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force,



provided that:

- (a) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of shares to be issued other than on a *pro rata* basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company (as calculated in accordance with sub-paragraph (b) below);
- (b) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (a) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company at the time this Resolution is passed, after adjusting for:-
  - (i) new shares arising from the conversion or exercise of any convertible securities which were issued and are outstanding or subsisting at the time this Resolution is passed;
  - (ii) new shares arising from exercising share options or vesting of share awards which were issued and are outstanding or subsisting at the time this Resolution is passed, provided the options or awards were granted in compliance with the provisions of the Listing Manual of the SGX-ST; and
  - (iii) any subsequent bonus issue, consolidation or subdivision of shares,and, in sub-paragraph (a) above and this sub-paragraph (b), “subsidiary holdings” has the meaning given to it in the Listing Manual of the SGX-ST;
- (c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (d) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.”

**Ordinary Resolution No. 9: To authorise the Directors to grant share awards and to allot and issue shares under the Uni-Asia Group Performance Share Plan**

	Votes	%
No. of votes for:	33,943,614	96.72
No. of votes against:	1,151,850	3.28
<b>Total no. of votes cast:</b>	<b>35,095,464</b>	<b>100.00</b>

Based on the result of the poll, the Chairman of the Meeting declared the following Ordinary Resolution 9 carried by way of a poll:

**“IT WAS RESOLVED** that approval be and is hereby given to the Directors of the Company to:

- (A) grant awards in accordance with the provisions of the PSP; and
- (B) allot and issue from time to time such number of fully paid-up shares (“**Shares**”) as may be required to be delivered pursuant to the vesting of awards under the PSP,

provided that the aggregate number of Shares over which awards may be granted under the PSP on any date, when aggregated with the number of new shares allotted and issued and/or to be allotted and issued and issued shares (including treasury shares) delivered and/or to be delivered, pursuant to awards granted under the PSP, and any shares subject to any other share option or share incentive schemes of the Company, shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings (as defined in the Listing Manual of the Singapore Exchange Securities Trading Limited) of the Company from time to time.”

**Ordinary Resolution No. 10: To approve the proposed renewal of the Shareholders’ Mandate for Interested Person Transactions**

	Votes	%
No. of votes for:	15,964,483	96.44
No. of votes against:	589,000	3.56
<b>Total no. of votes cast:</b>	<b>16,553,483</b>	<b>100.00</b>

Based on the result of the poll, the Chairman of the Meeting declared the following Ordinary Resolution 10 carried by way of a poll:

**“IT WAS RESOLVED that**

- (A) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**Chapter 9**”), for the Company, its subsidiaries and associated companies that are considered to be “entities at risk” (as that term is used in Chapter 9), or any of them, to enter into any of the transactions falling within the types of interested person transactions described in the Appendix to Notice of Annual General Meeting dated April 6, 2023 (“**Appendix**”), with any party who is of the class or classes of interested persons described in the Appendix, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for

such interested person transactions (the “**IPT Mandate**”);

- (B) the IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company; 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 or in the interests of the Company to give effect to the IPT Mandate and/or this Resolution.”

## **CONCLUSION**

There being no other business to transact, the Chairman declared the Annual General Meeting of the Company closed at 3.35 p.m. and thanked everyone for their attendance.

## **CONFIRMED AS TRUE RECORD OF PROCEEDINGS OF AGM**

**Mr Michio Tanamoto**  
**Chairman**