



**UNI-ASIA GROUP LIMITED**  
(Company Registration. No: 201701284Z)  
(Incorporated in the Republic of Singapore)

## MINUTES OF EXTRAORDINARY GENERAL MEETING

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<b>PLACE</b>	:	Level 3, Training Room 3-2, 60 Cecil Street, ISCA House, Singapore 049709
<b>DATE</b>	:	Thursday, 9 January 2025
<b>TIME</b>	:	3.00 p.m.
<b>PRESENT</b>	:	Mr Michio Tanamoto - Executive Chairman Mr Masahiro Iwabuchi (joined - Chief Executive Officer meeting online) Mr Lee Gee Aik - Lead independent Director Mr Philip Chan Kam Loon - Independent Director Ms Juliana Lee Kim Lian - Independent Director Mr Lim Kai Ching - Group Chief Financial Officer Mr Bernie Lee - Partner, Allen & Gledhill LLP Mr Bernard Lim - SAC Capital Private Limited (IFA)
<b>IN ATTENDANCE</b>	:	*Attendance Lists are on records  <i>*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Protection Act 2012, the names of the shareholders present at this meeting as well as those who asked questions, will not be published in these minutes.</i>
<b>CHAIRMAN</b>	:	Mr Michio Tanamoto

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*Unless otherwise defined, all capitalised terms used in these minutes shall bear the same meanings as ascribed to them in the circular to shareholders of the Company dated 17 December 2024.*

### QUORUM

As a quorum was present, the Chairman declared the meeting open at 3.00 p.m.

### CHAIRMAN

The Chairman welcomed shareholders to the Extraordinary General Meeting (“EGM”) and introduced the Directors, Group Chief Financial Officer, IFA Representative and Legal Counsel present.

### NOTICE

The Notice convening the meeting was taken as read.

## **QUESTIONS AND ANSWERS**

The Shareholders were informed that no questions were received from shareholders in advance of the EGM as at the deadline to submit questions at 5.00 p.m. on 29 December 2024. Additionally, no questions were received from shareholders after 29 December 2024 till the day of the EGM.

## **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**

The ordinary resolution at the EGM was voted by electronic 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 Virtus Assure 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.

The poll on the ordinary resolution was taken after the said resolution has been formally proposed and seconded. The results were announced after they are counted and verified.

## **BUSINESS OF EGM**

The Chairman proceeded with the formal business of the EGM.

### **ORDINARY BUSINESS:**

#### **ORDINARY RESOLUTION – THE PROPOSED ACQUISITION OF M/V KELLETT ISLAND FROM OLIVE BULKSHIP S.A.**

The Ordinary Resolution on the agenda is to seek shareholders' approval for the Proposed Acquisition of M/V Kellett Island from Olive Bulkship S.A. as an interested person transaction. Being the interested person in the Proposed Acquisition, Yamasa Co. Ltd and its associates would abstain from voting on the Ordinary Resolution.

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

The Chairman invited questions on the Proposed Acquisition and the management team present proceeded to address questions raised by shareholders ([Refer to Appendix 1 attached](#)).

After dealing the questions from shareholders, the Chairman requested the shareholders to cast their votes and the results for Ordinary Resolution were as follows:

99.48% voted "For" the Ordinary Resolution  
0.52% voted "Against" the Ordinary Resolution

The Chairman declared that the following resolution was duly passed:-

**ORDINARY RESOLUTION – THE PROPOSED ACQUISITION OF M/V KELLETT ISLAND FROM OLIVE BULKSHIP S.A.**

That authority be and is hereby given:

- (1) for Amity Bulkship S.A., a special purpose vehicle in which the Company holds a 75% shareholding interest, to acquire the vessel M/V Kellett Island from Olive Bulkship S.A. for a total consideration of US\$22.70 million (the "Proposed Acquisition"), pursuant to the conditional memorandum of agreement entered into between Amity Bulkship S.A. as the purchaser and Olive Bulkship S.A. as the seller, on 16 December 2024 (the "Olive MOA");
- (2) that the directors of the Company (the "Directors") or any one of them be and is authorised to complete and do all such acts and things as they or he may consider necessary, desirable or expedient or in the interests of the Company (including executing any document or procuring third-party consents as may be required under or pursuant to the Proposed Acquisition, the Olive MOA) to give effect to this Ordinary Resolutions as the Directors or any one of them may deem fit; and
- (3) that to the extent that any action in connection with the Proposed Acquisition has been performed or otherwise undertaken (whether partially or otherwise), they be and are hereby approved, ratified and confirmed.

**CONCLUSION**

There being no other business to transact, the Chairman declared the Extraordinary General Meeting of the Company closed at 3.28 p.m. and thanked shareholders for their attendance.

**CONFIRMED AS TRUE RECORD OF PROCEEDINGS OF EGM**

**Mr Michio Tanamoto**  
Chairman