



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

## **ANNOUNCEMENT PURSUANT TO RULE 706A OF THE LISTING MANUAL**

Pursuant to Rule 706A of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “**Listing Manual**”), the Board of Directors of Uni-Asia Group Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce the following transactions in respect of the period reported on under Rule 705 of the Listing Manual, that is, in respect of the half-year ended 31 December 2024: –

### **(A) DISPOSAL OF A SUBSIDIARY**

#### **Uni-Asia Career Support Ltd. (“UACS”)**

The Company, through its indirect wholly owned subsidiary, Uni-Asia Investment Ltd (“**UAI**”), had disposed of its entire holdings in UACS on 25 December 2024, through a transfer of shares to Felix LLC, a company wholly owned by Mr. Osamu Fushimi, a staff of Uni-Asia Capital (Japan) Ltd, an indirectly owned subsidiary of the Company (“**UACJ**” and such disposal, the “**Disposal**”). UACS ceased to be a subsidiary of the Company upon completion of the Disposal.

The total consideration paid by Felix LLC for the Disposal was JPY 5,000,000 (approximately USD 33,220) (the “**Purchase Consideration**”). The Purchase Consideration was arrived at after factoring in the remaining cash balance of JPY 5,000,000 (approximately USD 33,220) in UACS, following the dividend declaration by UACS of JPY 2,475,307 (approximately USD 16,450) to UAI on 24 December 2024. The net asset value of the shares of UACS was JPY 5,000,000 (approximately USD 33,220).

### **(B) MEMBERS’ VOLUNTARY LIQUIDATION OF DORMANT ASSOCIATED COMPANY AND SUBSIDIARIES**

#### **(i) Matin Shipping Limited (“Matin”)**

On 13 September 2024, Matin, a 49% indirectly owned joint investment company of the Company held through Uni-Asia Holdings Limited, was wound up by way of members’ voluntary liquidation. Matin had been dormant following the disposal of its dry bulk ship investment.

(ii) **Karat Bulkship S.A. (“Karat”)**

On 24 September 2024, Karat, a 100% indirectly owned subsidiary of the Company held through Uni-Asia Shipping Limited (“UAS”), was wound up by way of members’ voluntary liquidation. Karat had been dormant following the disposal of its dry bulk ship investment.

(iii) **United Wise Capital Investment Limited (“United Wise”)**

On 23 August 2024, United Wise, a 69.57% indirectly owned subsidiary of the Company held through Uni-Asia Capital Company Limited, was wound up by way of members’ voluntary liquidation. United Wise had been dormant following the receipt of all proceeds from its investment in the Group’s 2<sup>nd</sup> Hong Kong property project.

**(C) ESTABLISHMENT OF A SUBSIDIARY**

**Amity Bulkship S.A. (“Amity”)**

The Company refers to its announcement dated 17 December 2024 and the circular dated 17 December 2024 in relation to the proposed acquisition of the vessel M/V Kellett Island from Olive Bulkship S.A., for a purchase consideration of US\$22.70 million (the “**Proposed Acquisition**”). For the purpose of the Proposed Acquisition, Amity was incorporated in Panama on 5 December 2024 with an authorised share capital of USD 10,000,000 comprising 10,000 ordinary shares of USD 1,000 each. Following the shareholders’ approval obtained during the Extraordinary General Meeting of the Company held on 9 January 2025, UAS subscribed to and was issued 7,410 ordinary shares totalling USD 7,410,000 representing 75% of the total issued share capital of 9,880 ordinary shares. The subscription price had been paid for by the UAS in cash in full on 14 February 2025 using the Group’s internal funds.

**(D) ESTABLISHMENT OF AN ASSOCIATED COMPANY**

**Allflats Tsutsumine Kabushiki Kaisha (“ATKK”)**

The Company refers to its announcement dated 31 October 2024 in relation to the private finance initiative project in Kawasaki City, Kanagawa Prefecture, Japan (“**PFI**”). For the purpose of the PFI project, ATKK was incorporated in Japan on 2 December 2024 with an authorised share capital of JPY 50,000,000 (approximately USD 332,200) comprising 1,000 ordinary shares of JPY 50,000 (approximately USD 332) each. UACJ, an indirectly wholly-owned subsidiary of the Company, subscribed to and was issued 80 ordinary shares totalling JPY 4,000,000 (approximately USD 26,576) representing 40% of the total issued share capital of 200 ordinary shares. The subscription price had been paid for by UACJ in cash in full upon subscription using UACJ’s internal funds.

The above transactions are 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.

None of the Directors or controlling shareholders of the Company has any interest, direct or indirect, in the above transactions.

For and on behalf of  
Uni-Asia Group Limited  
28 February 2025