
NOTICE OF EXTRAORDINARY GENERAL MEETING

UOL GROUP LIMITED
(Incorporated in Singapore)
(Company Registration Number: 196300438C)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of UOL Group Limited (the “**Company**”) will be held at PARKROYAL on Beach Road, Grand Ballroom, 7500 Beach Road, Singapore 199591 on 24 August 2017 at 10.30 a.m. (Singapore time) for the purpose of considering and, if thought fit, passing with or without any modifications, the following ordinary resolution:

*All undefined terms herein shall bear the same meanings ascribed to them in the circular to shareholders of the Company dated 8 August 2017 (the “**Circular**”).*

Ordinary Resolution

Whitewash Resolution for the Waiver by Independent Shareholders of their Rights to Receive a Mandatory General Offer for the Company from Haw Par (or its Nominee)

THAT pursuant to the letter dated 26 May 2017 from the Securities Industry Council of Singapore, the shareholders of the Company (other than the Wee Concert Party Group and parties not independent of the Wee Concert Party Group) do hereby, on a poll taken, unconditionally and irrevocably waive their rights to receive a mandatory general offer from Haw Par Corporation Limited (“**Haw Par**”) (or its nominee) under Rule 14 of the Singapore Code on Take-overs and Mergers for the UOL Shares not already owned, controlled or agreed to be acquired by the Wee Concert Party Group at the highest price paid for the UOL Shares by the Wee Concert Party Group in the six months prior to Haw Par (or its nominee) incurring the obligation to make such offer, as a result of the acquisition by Haw Par (or its nominee) of more than one per cent. of the voting rights in the Company pursuant to the UOL Share Issuance.

By Order of the Board

Foo Thiam Fong Wellington
Yeong Sien Seu
Company Secretaries

8 August 2017
Singapore

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Notes:

1. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Extraordinary 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.
- (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Extraordinary 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, Chapter 50 of Singapore.

2. A proxy need not be a member of the Company.
3. The instrument appointing a proxy or proxies must be deposited at the office of the Company's share registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623, not less than 72 hours before the time appointed for the Extraordinary General Meeting.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the Company (or its agents or its service providers) to update its scrip holders' information (if applicable) and to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the **"Purposes"**), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.