

**CIRCULAR DATED 8 AUGUST 2017**

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.**

If you have sold or transferred all your ordinary shares in the capital of UOL Group Limited (the “**Company**”), you should immediately forward this Circular together with the Notice of Extraordinary General Meeting and the accompanying Proxy Form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Circular. The in-principle approval granted by the SGX-ST for the listing and quotation of the Consideration Shares (as defined herein) on the Main Board of the SGX-ST is not to be taken as an indication of the merits of the Proposed Transaction (as defined herein), the Consideration Shares (as defined herein), the Company and/or its subsidiaries.



**CIRCULAR TO SHAREHOLDERS**

**in relation to**

**THE PROPOSED WHITEWASH RESOLUTION FOR THE WAIVER OF THE RIGHT OF THE INDEPENDENT SHAREHOLDERS (AS DEFINED HEREIN) TO RECEIVE A MANDATORY GENERAL OFFER FROM HAW PAR CORPORATION LIMITED (OR ITS NOMINEE).**

*Financial Adviser to the Company*



**KPMG CORPORATE FINANCE PTE LTD**  
(Incorporated in the Republic of Singapore)  
(Company Registration Number: 198500417D)

*Independent Financial Adviser to  
the Independent Directors of the Company*

**DELOITTE & TOUCHE CORPORATE FINANCE PTE LTD**  
(Incorporated in the Republic of Singapore)  
(Company Registration Number: 200200144N)

**IMPORTANT DATES AND TIMES**

Last date and time for lodgement of Proxy Form : 21 August 2017 at 10.30 a.m. (Singapore time)  
Date and time of Extraordinary General Meeting : 24 August 2017 at 10.30 a.m. (Singapore time)  
Place of Extraordinary General Meeting : PARKROYAL on Beach Road  
Grand Ballroom  
7500 Beach Road  
Singapore 199591

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## DEFINITIONS

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In this Circular, the following definitions apply throughout unless otherwise stated:

<b>“1Q2017”</b>	:	The first quarter ended 31 March 2017
<b>“2Q2017”</b>	:	The second quarter ended 30 June 2017
<b>“Announcement”</b>	:	The announcement dated 22 June 2017 issued by the Company in relation to the Proposed Transaction
<b>“Announcement Date”</b>	:	22 June 2017, being the date of the Announcement
<b>“Audit and Risk Committee”</b>	:	The Audit and Risk Committee of the Company, comprising Mr. Low Weng Keong, Mr. Wee Ee Lim and Mr. Tan Tiong Cheng
<b>“Board”</b>	:	The board of Directors as constituted from time to time
<b>“Business Day”</b>	:	A day (excluding Saturday, Sunday and public holidays) on which commercial banks are open for business in Singapore
<b>“Call Option”</b>	:	The right of the Company to require Haw Par to procure Straits Maritime to sell to the Company (or its wholly-owned nominee) all (and not some only) of the UIC Sale Shares, on the terms and subject to the conditions in the Option Agreement
<b>“CDP”</b>	:	The Central Depository (Pte) Limited
<b>“Circular”</b>	:	This circular to Shareholders dated 8 August 2017 in relation to the Proposed Transaction and the Whitewash Resolution
<b>“Code”</b>	:	The Singapore Code on Take-overs and Mergers, as amended from time to time
<b>“Companies Act”</b>	:	Companies Act, Chapter 50 of Singapore, as amended from time to time
<b>“Company”</b>	:	UOL Group Limited
<b>“Completion”</b>	:	The completion of the Proposed Transaction in accordance with the terms of the Option Agreement
<b>“Completion Date”</b>	:	The date on which Completion occurs, being the date falling five Business Days from the date of the duly executed notice in writing of the exercise of the Call Option or the Put Option (as the case may be), or such other date as the Parties may agree in writing
<b>“Consideration Shares”</b>	:	The 27,272,727 new UOL Shares to be allotted and issued by the Company to Haw Par (or its wholly-owned nominee) as consideration for the purchase by the Company of the UIC Sale Shares
<b>“Controlling Shareholder”</b>	:	A person who:  (i) holds, directly or indirectly, 15 per cent. or more of the total number of UOL Shares (excluding treasury shares and subsidiary holdings) (unless otherwise excepted by the SGX-ST); or  (ii) in fact exercises control over the Company

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## DEFINITIONS

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<b>“Directors”</b>	:	The directors of the Company for the time being
<b>“EGM”</b>	:	The extraordinary general meeting of the Company, Notice of which is given on pages 49 and 50 of this Circular
<b>“Enlarged Share Capital”</b>	:	The enlarged issued share capital of the Company following Completion
<b>“EPS”</b>	:	Earnings per share
<b>“Exchange Ratio”</b>	:	The exchange ratio of 2.20 UIC Sale Shares per Consideration Share
<b>“Financial Adviser”</b>	:	KPMG Corporate Finance Pte Ltd, the financial adviser appointed by the Company to assist in the evaluation and negotiation of the Proposed Transaction
<b>“FRS”</b>	:	Financial Reporting Standards as prescribed by the Accounting Standards Council, as may be amended from time to time by the Accounting Standards Council
<b>“FY”</b>	:	The financial year ended or ending 31 December, as the case may be
<b>“Haw Par”</b>	:	Haw Par Corporation Limited
<b>“Haw Par Shares”</b>	:	Ordinary shares in the capital of Haw Par
<b>“IFA”</b>	:	Deloitte & Touche Corporate Finance Pte Ltd, the independent financial adviser appointed to (i) advise the Independent Directors in relation to the Whitewash Resolution and (ii) provide its opinion to the Audit and Risk Committee as to whether the Proposed Transaction is on normal commercial terms and is not prejudicial to the interests of the UOL Group and its minority shareholders
<b>“IFA Letter”</b>	:	The letter dated 8 August 2017 from the IFA to the Independent Directors and the Audit and Risk Committee, as set out in Appendix 1 to this Circular
<b>“Implied Exchange Ratios”</b>	:	The exchange ratios implied by the following metrics:  (i) the VWAPs of UOL Shares and UIC Shares for periods of between one market day and 12 months leading up to and including the Last Trading Day; and  (ii) the unaudited NAV and unaudited NTA per UOL Share and per UIC Share, in each case as at 31 March 2017,  as more particularly set out in paragraph 6 of this Circular
<b>“Independent Board Committee”</b>	:	The independent board committee of the Company, comprising Mr. Low Weng Keong, Mr. Gwee Lian Kheng, Mr. Tan Tiong Cheng and Mr. Poon Hon Thang Samuel

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## DEFINITIONS

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<b>“Independent Directors”</b>	:	The Directors who are considered independent for the purposes of making the recommendation to Independent Shareholders in relation to the Whitewash Resolution, being all the Directors, save for Dr. Wee Cho Yaw, Mr. Wee Ee Lim and Mr. Wee Ee-chao
<b>“Independent Shareholders”</b>	:	The Shareholders who are deemed to be independent for the purpose of the Whitewash Resolution, being the Shareholders other than (i) the Wee Concert Party Group and (ii) parties not independent of the Wee Concert Party Group
<b>“Last Trading Day”</b>	:	20 June 2017, being the last full day of trading of the UOL Shares and the UIC Shares on the SGX-ST prior to the trading halt on the UOL Shares and the UIC Shares which was called before the start of trading on 21 June 2017
<b>“Latest Practicable Date”</b>	:	The latest practicable date prior to the printing of this Circular, being 4 August 2017
<b>“Letter to Shareholders”</b>	:	The letter to Shareholders as set out on pages 9 to 31 of this Circular
<b>“Listing Approval”</b>	:	The approval of the SGX-ST for the listing, quotation and trading of the Consideration Shares on the Main Board of the SGX-ST
<b>“Listing Manual”</b>	:	The listing manual of the SGX-ST, as amended from time to time
<b>“Long-Stop Date”</b>	:	31 October 2017, or such other date as the Parties may agree in writing
<b>“NAV”</b>	:	Net asset value, being total assets less total liabilities and non-controlling interests
<b>“Notice”</b>	:	The notice of EGM, as set out on pages 49 and 50 of this Circular
<b>“NTA”</b>	:	Net tangible asset value, being total assets less total intangible assets, total liabilities and non-controlling interests
<b>“Option Agreement”</b>	:	The option agreement dated 22 June 2017 entered into between the Parties in relation to the Proposed Transaction
<b>“Parties”</b>	:	The Company and Haw Par, and <b>“Party”</b> means either one of them
<b>“Proposed Transaction”</b>	:	The sale of the UIC Sale Shares by Straits Maritime, and the purchase of the UIC Sale Shares by the Company (or its wholly-owned nominee), pursuant to the exercise of the Call Option or the Put Option (as the case may be) on the terms and subject to the conditions in the Option Agreement
<b>“Proxy Form”</b>	:	The proxy form in respect of the EGM, as set out in this Circular
<b>“Put Option”</b>	:	The right of Haw Par to require the Company (or its wholly-owned nominee) to purchase from Straits Maritime all (and not some only) of the UIC Sale Shares, on the terms and subject to the conditions in the Option Agreement

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## DEFINITIONS

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<b>“Securities Account”</b>	:	Securities accounts maintained by Depositors with CDP, but not including securities sub-accounts
<b>“SGX-ST”</b>	:	Singapore Exchange Securities Trading Limited
<b>“Shareholders”</b>	:	Registered holders of UOL Shares, except that where the registered holder is CDP, the term <b>“Shareholders”</b> shall, where the context admits, mean the Depositors whose Securities Accounts are credited with UOL Shares
<b>“SIC”</b>	:	Securities Industry Council of Singapore
<b>“SIC Conditions”</b>	:	The conditions imposed by the SIC to which the Whitewash Waiver is subject, details of which are set out in paragraph 7.2 of this Circular
<b>“Straits Maritime”</b>	:	Straits Maritime Leasing Private Limited, a wholly-owned subsidiary of Haw Par
<b>“Substantial Shareholder”</b>	:	A person who has an interest or interests in voting UOL Shares representing not less than five per cent. of all the voting UOL Shares
<b>“S\$”</b>	:	The lawful currency for the time being of the Republic of Singapore
<b>“UIC”</b>	:	United Industrial Corporation Limited
<b>“UIC Group”</b>	:	UIC and its subsidiaries
<b>“UIC Sale Shares”</b>	:	60,000,000 UIC Shares held by Straits Maritime
<b>“UIC Shares”</b>	:	Ordinary shares in the capital of UIC
<b>“UOL Group”</b>	:	The Company and its subsidiaries
<b>“UOL Share Issuance”</b>	:	The allotment and issuance of the Consideration Shares by the Company to Haw Par (or its wholly-owned nominee) as consideration for the purchase by the Company of the UIC Sale Shares
<b>“UOL Shares”</b>	:	Ordinary shares in the capital of the Company
<b>“VWAP”</b>	:	Volume-weighted average price
<b>“Wee Concert Party Group”</b>	:	Haw Par and parties acting in concert with it (including, but not limited to, Dr. Wee Cho Yaw) in respect of the Company, as more particularly set out in paragraph 7.3 of this Circular
<b>“Whitewash Resolution”</b>	:	The resolution to be approved by way of a poll by a majority of the Independent Shareholders present and voting at the EGM to waive their rights to receive a mandatory general offer for the Company from Haw Par (or its nominee) pursuant to Rule 14 of the Code by reason of the UOL Share Issuance, as set out in the Notice on pages 49 and 50 of this Circular

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## DEFINITIONS

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**“Whitewash Waiver”** : The waiver granted by the SIC of the obligations of Haw Par (or its nominee) to make a mandatory general offer for the Company pursuant to Rule 14 of the Code by reason of the UOL Share Issuance, subject to the satisfaction of the SIC Conditions, details of which are set out in paragraph 7.2 of this Circular

**“%” or “per cent.”** : Per centum or percentage

The terms **“Depositor”** and **“Depository Register”** shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore.

The terms **“acting in concert”**, **“concert parties”** and **“associates”** shall have the meanings ascribed to them respectively in the Code.

The term **“subsidiaries”** shall have the meaning ascribed to it in Section 5 of the Companies Act.

Words importing the singular shall, where applicable, include the plural and *vice versa*. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, the Listing Manual, the Code or any modification thereof and not otherwise defined in this Circular shall have the same meaning ascribed to it under the Companies Act, the Listing Manual, the Code or any modification thereof, as the case may be.

Any reference to a time of day in this Circular is made by reference to Singapore time unless otherwise stated.

Unless otherwise stated in this Circular, all references in this Circular to:

- (i) the percentage shareholding in the issued share capital of the Company are based on a total of 813,115,505 UOL Shares as at the Latest Practicable Date;
- (ii) the percentage shareholding in the issued share capital of Haw Par are based on a total of 220,034,173 Haw Par Shares as at the Latest Practicable Date; and
- (iii) the percentage shareholding in the issued share capital of UIC are based on a total of 1,431,907,362 UIC Shares as at the Latest Practicable Date.

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## CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

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All statements other than statements of historical facts included in this Circular are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as “aim”, “seek”, “expect”, “anticipate”, “estimate”, “believe”, “intend”, “project”, “plan”, “strategy”, “forecast” and similar expressions or future and conditional verbs such as “will”, “would”, “should”, “could”, “may” and “might”. These statements reflect the Company’s current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Shareholders and other investors of the Company should not place undue reliance on such forward-looking statements. The Company disclaims any responsibility, and undertakes no obligation to update or revise any forward-looking statements contained in this Circular to reflect any changes in the Company’s expectations with respect to such statements after the Latest Practicable Date or to reflect any change in events, conditions or circumstances on which the Company based any such statements, subject to compliance with all applicable laws and regulations and/or the rules of the SGX-ST and/or any regulatory or supervisory body or agency.



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## LETTER TO SHAREHOLDERS

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### UOL GROUP LIMITED

(Incorporated in Singapore)  
(Company Registration Number: 196300438C)

#### Directors

Dr. Wee Cho Yaw (*Chairman, Non-Executive and Non-Independent Director*)  
Mr. Wee Ee Lim (*Deputy Chairman, Non-Executive and Non-Independent Director*)  
Mr. Gwee Lian Kheng (*Group Chief Executive, Executive and Non-Independent Director*)  
Mr. Low Weng Keong (*Non-Executive and Independent Director*)  
Mr. Wee Sin Tho (*Non-Executive and Independent Director*)  
Mr. Tan Tiong Cheng (*Non-Executive and Independent Director*)  
Mr. Wee Ee-chao (*Non-Executive and Non-Independent Director*)  
Dr. Pongsak Hoontrakul (*Non-Executive and Independent Director*)  
Mr. Poon Hon Thang Samuel (*Non-Executive and Independent Director*)

#### Registered Office

101 Thomson Road  
#33-00 United Square  
Singapore 307591

8 August 2017

To: The Shareholders of UOL Group Limited

Dear Sir/Madam

### THE PROPOSED WHITEWASH RESOLUTION FOR THE WAIVER OF THE RIGHT OF THE INDEPENDENT SHAREHOLDERS (AS DEFINED HEREIN) TO RECEIVE A MANDATORY GENERAL OFFER FROM HAW PAR CORPORATION LIMITED (OR ITS NOMINEE)

#### 1. INTRODUCTION

##### 1.1 Proposed Transaction

On 22 June 2017 (the “**Announcement Date**”), the Company announced (the “**Announcement**”) the entry by the Company and Haw Par Corporation Limited (“**Haw Par**”) and together with the Company, the “**Parties**”) into an option agreement (the “**Option Agreement**”), pursuant to which:

**1.1.1** Haw Par has granted the Company a call option (the “**Call Option**”) over 60,000,000 ordinary shares (the “**UIC Shares**”) in the capital of United Industrial Corporation Limited (“**UIC**”) and such UIC Shares, the “**UIC Sale Shares**”) held by Straits Maritime Leasing Private Limited (“**Straits Maritime**”), a wholly-owned subsidiary of Haw Par; and

**1.1.2** the Company has granted Haw Par a put option (the “**Put Option**”) over the UIC Sale Shares,

(the sale and purchase of the UIC Sale Shares, being the “**Proposed Transaction**”).

The aggregate consideration payable by the Company to Haw Par upon the exercise of the Call Option or the Put Option (as the case may be) for the sale and purchase of the UIC Sale Shares shall be the allotment and issuance of 27,272,727 new ordinary shares in the capital of the Company (the “**Consideration Shares**”) to Haw Par (or its wholly-owned nominee) (the “**UOL Share Issuance**”).

A copy of the Announcement is available on the website of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) at <http://www.sgx.com>.

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## LETTER TO SHAREHOLDERS

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### 1.2 Whitewash Resolution

As at the Latest Practicable Date, Haw Par and parties acting in concert with it (including, but not limited to, Dr. Wee Cho Yaw) in respect of the Company (collectively, the “**Wee Concert Party Group**”) have an aggregate interest in 337,202,698 ordinary shares in the capital of the Company (“**UOL Shares**”), representing approximately 41.47 per cent. of the total number of issued UOL Shares. Further details on the members of the Wee Concert Party Group and their respective shareholding interests in the Company are set out in paragraph 7.3 of this Circular.

As a result of the UOL Share Issuance on completion of the Proposed Transaction in accordance with the terms of the Option Agreement (“**Completion**”), the Wee Concert Party Group will increase its shareholding interest in the Company by more than one per cent. in a six-month period to 364,475,425 UOL Shares, representing approximately 43.37 per cent. of the Company’s enlarged issued capital following the UOL Share Issuance on Completion (the “**Enlarged Share Capital**”), which will trigger the requirement to make a mandatory general offer under Rule 14 of the Singapore Code on Take-overs and Mergers (the “**Code**”) for the remaining UOL Shares not already owned, controlled or agreed to be acquired by the Wee Concert Party Group on Completion (unless otherwise waived).

In light of the above, the Company has made an application to the Securities Industry Council of Singapore (“**SIC**”) to seek, *inter alia*, a waiver of the obligations of Haw Par (or its nominee) to make a mandatory general offer for the Company under Rule 14 of the Code by reason of the UOL Share Issuance resulting in the Wee Concert Party Group’s shareholding interest in the Company increasing by more than one per cent. based on the Enlarged Share Capital in any period of six months (the “**Whitewash Waiver**”). On 26 May 2017, the SIC granted the Whitewash Waiver, subject to the satisfaction of the SIC Conditions, details of which are set out in paragraph 7.2 of this Circular.

Deloitte & Touche Corporate Finance Pte Ltd has been appointed as the independent financial adviser (the “**IFA**”) to advise the Independent Directors (as defined below) in relation to the Proposed Transaction and the Whitewash Resolution, details of which are set out in paragraph 9 of this Circular. A copy of the letter from the IFA to the Independent Directors dated 8 August 2017 setting out its advice in full is reproduced in Appendix 1 to this Circular.

### 1.3 EGM and Circular

The purpose of this Circular is to provide Shareholders with relevant information relating to the Proposed Transaction and the Whitewash Resolution, and to seek the approval of the independent Shareholders of the Company (the “**Independent Shareholders**”) for the Whitewash Resolution at the extraordinary general meeting of the Company (“**EGM**”), notice (the “**Notice**”) of which is set out on pages 49 and 50 of this Circular.

**Shareholders should note that by approving the Whitewash Resolution, the Company will be able to proceed with and complete the Proposed Transaction, subject to the satisfaction of the remaining Conditions (as defined below).**

## 2. PRINCIPAL TERMS OF THE PROPOSED TRANSACTION AND THE UOL SHARE ISSUANCE

### 2.1 Call Option and Put Option

Under the terms of the Option Agreement:

**2.1.1** pursuant to the Call Option, the Company has the right to require Haw Par to procure Straits Maritime to sell to the Company (or its wholly-owned nominee) all (and not some only) of the UIC Sale Shares; and

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## LETTER TO SHAREHOLDERS

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2.1.2 pursuant to the Put Option, Haw Par has the right to require the Company (or its wholly-owned nominee) to purchase from Straits Maritime all (and not some only) of the UIC Sale Shares,

in each case, on the terms and subject to the conditions in the Option Agreement.

### 2.2 UIC Sale Shares

The number of UIC Sale Shares shall be 60,000,000 UIC Shares held by Straits Maritime.

### 2.3 Consideration Shares

As stated in paragraph 1.1 above, in consideration of the sale and purchase of the UIC Sale Shares, UOL shall allot and issue the Consideration Shares, being 27,272,727 new UOL Shares, to Haw Par (or its wholly-owned nominee), based on an exchange ratio of 2.20 UIC Sale Shares per Consideration Share (the “**Exchange Ratio**”), rounded down to the nearest Consideration Share.

The value of the aggregate consideration payable by the Company to Haw Par for the UIC Sale Shares:

2.3.1 based on the number of Consideration Shares and the Company’s volume-weighted average price (“**VWAP**”) (i) as at 20 June 2017 (the “**Last Trading Day**”), being the last full day of trading of the UOL Shares and the UIC Shares on the SGX-ST prior to the trading halt on the UOL Shares and the UIC Shares which was called before the start of trading on 21 June 2017, is approximately S\$210.2 million based on the Company’s VWAP of S\$7.7077 on the Last Trading Day; and (ii) as at the Latest Practicable Date, is approximately S\$219.8 million based on the Company’s VWAP of S\$8.0596 on the Latest Practicable Date; and

2.3.2 based on the net asset value (“**NAV**”) attributable to the Consideration Shares (i) as at 31 March 2017, is approximately S\$277.3 million<sup>1</sup>; and (ii) as at 30 June 2017, is approximately S\$277.4 million<sup>2</sup>.

### 2.4 Conditions of Exercise

The exercise of the Call Option by the Company and the exercise of the Put Option by Haw Par shall, in each case, be conditional upon the satisfaction of the following conditions (collectively, the “**Conditions**”):

2.4.1 the approval of the shareholders of Haw Par (excluding the Company and its associates) for the sale of the UIC Sale Shares to the Company upon the terms and subject to the conditions set out in the Option Agreement being obtained by Haw Par at an extraordinary general meeting of its shareholders, in accordance with the requirements of the Listing Manual of the SGX-ST (the “**Listing Manual**”);

2.4.2 the approval of the Independent Shareholders being obtained by the Company at the EGM for the waiver granted by the SIC to the Company waiving the obligation under Rule 14 of the Code for Haw Par (or its nominee) to make a general offer for the Company by reason of the UOL Share Issuance (the “**Whitewash Resolution**”), as further described in paragraph 7 of this Circular; and

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<sup>1</sup> Based on the unaudited consolidated NAV of the UOL Group as at 31 March 2017 of S\$8,263,971,000, the market value of the UIC Sale Shares of S\$196,704,000 based on UIC’s VWAP of S\$3.2784 on the Last Trading Day, the Enlarged Share Capital of 831,973,130 UOL Shares following Completion based on the share capital of the Company as at 31 March 2017, and the number of Consideration Shares.

<sup>2</sup> Based on the unaudited consolidated NAV of the UOL Group as at 30 June 2017 of S\$8,350,801,000, the market value of the UIC Sale Shares of S\$195,372,000 based on UIC’s VWAP of S\$3.2562 on the Latest Practicable Date, the Enlarged Share Capital of 840,150,232 UOL Shares following Completion based on the share capital of the Company as at 30 June 2017, and the number of Consideration Shares.

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## LETTER TO SHAREHOLDERS

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**2.4.3** the approval of the SGX-ST for the listing, quotation and trading of the Consideration Shares on the Main Board of the SGX-ST (the “**Listing Approval**”) being obtained on terms reasonably satisfactory to the Parties, and the Listing Approval remaining in full force and effect at Completion and, if the Listing Approval is subject to any conditions which are required to be fulfilled on or prior to Completion, such conditions being so fulfilled.

The Conditions are not capable of being waived by either Party or both Parties. The Conditions shall be satisfied by 31 October 2017 (or such other date as the Parties may agree in writing) (the “**Long-Stop Date**”). If any of the Conditions is not satisfied by the Long-Stop Date, the Option Agreement will *ipso facto* cease and determine and neither Party will have any claim against the other Party for costs, damages, compensation or otherwise.

### 2.5 SGX-ST In-Principle Approval

On 28 July 2017, the Company announced that it had on 27 July 2017 received the in-principle approval of the SGX-ST for the listing and quotation of the Consideration Shares on the Main Board of the SGX-ST. The in-principle approval is subject to the following conditions:

**2.5.1** compliance with the SGX-ST’s listing requirements;

**2.5.2** approval by the Independent Shareholders of the Whitewash Resolution to waive their rights to receive a general offer from Haw Par; and

**2.5.3** submission of a written undertaking from the Company that it will comply with Rule 803 of the Listing Manual, which provides that an issuer must not issue securities to transfer a controlling interest without prior approval of shareholders in general meeting. The Company has submitted such undertaking to the SGX-ST on 28 July 2017.

It should be noted that the in-principle approval granted by the SGX-ST to the Company is not to be taken as an indication of the merits of the Proposed Transaction, the Consideration Shares, the Company and/or its subsidiaries (collectively, the “**UOL Group**”).

## 3. INFORMATION ON UIC AND HAW PAR

### 3.1 Information on UIC

**3.1.1** UIC was incorporated in Singapore in 1963 as a private company and was listed as a public company in 1969.

UIC’s core business is property development and investment. With its acquisition in 1990 of the majority equity of Singapore Land Limited, a well-established property company, UIC and its subsidiaries (collectively, the “**UIC Group**”) became a major real estate developer with a portfolio of 2.5 million square feet of office space and 1 million square feet of retail premise in Singapore.

The UIC Group’s property portfolio includes some of Singapore’s best known commercial and retail landmarks as well as residential projects in prime and suburban areas. Overseas investments include properties in Shanghai, Beijing and Tianjin, the People’s Republic of China and London, the United Kingdom.

**3.1.2** The directors of UIC as at the Latest Practicable Date are Dr. Wee Cho Yaw, Dr. John Gokongwei, Jr., Mr. Lim Hock San, Mr. James L. Go, Mr. Gwee Lian Kheng, Mr. Hwang Soo Jin, Mr. Alvin Yeo Khirn Hai, Mr. Yang Soo Suan, Mr. Wee Ee Lim, Mr. Lance Yu Gokongwei and Mr. Antonio L. Go.

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## LETTER TO SHAREHOLDERS

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### 3.1.3 As at the Latest Practicable Date:

- (i) the UOL Group has an interest in 641,048,530 UIC Shares, representing approximately 44.77 per cent. of the total number of UIC Shares; and
- (ii) Haw Par has an interest in 69,571,883 UIC Shares, representing approximately 4.86 per cent. of the total number of UIC Shares.

## 3.2 Information on Haw Par

### 3.2.1 Haw Par was incorporated in Singapore in 1969 and was listed on the SGX-ST in 1969.

The principal activities of the Haw Par group (comprising Haw Par and its subsidiaries) are the manufacturing, marketing and trading of healthcare products, the provision of leisure-related goods and services, and investment in properties and securities.

### 3.2.2 The directors of Haw Par as at the Latest Practicable Date are Dr. Wee Cho Yaw, Mr. Wee Ee-chao, Mr. Wee Ee Lim, Mr. Sat Pal Khattar, Mr. Hwang Soo Jin, Dr. Lee Suan Yew, Dr. Chew Kia Ngee, Mr. Peter Sim Swee Yam, Mr. Gn Hiang Meng and Mr. Han Ah Kuan.

### 3.2.3 As at the Latest Practicable Date, the UOL Group has an aggregate direct and indirect interest in 2,960,965 ordinary shares in the capital of Haw Par ("**Haw Par Shares**"), representing approximately 1.35 per cent. of the total number of Haw Par Shares.

## 4. INDEPENDENT BOARD COMMITTEE

The Company had formed an independent board committee comprising Mr. Low Weng Keong, Mr. Gwee Lian Kheng, Mr. Tan Tiong Cheng and Mr. Poon Hon Thang Samuel to evaluate, negotiate and agree on the terms of the Proposed Transaction with Haw Par (the "**Independent Board Committee**"). The members of the Independent Board Committee chaired by Mr. Low Weng Keong were selected based on the following factors:

- (i) each of the members is independent for the purposes of the Proposed Transaction and does not have any interest, direct or indirect, in the Proposed Transaction, save for any shares they may hold in the capital of the Company;
- (ii) given the confidential nature of the Proposed Transaction and the need to conclude discussions on the Proposed Transaction as expeditiously as possible, the members were readily available at the relevant time to oversee the Proposed Transaction; and
- (iii) Mr. Low Weng Keong and Mr. Tan Tiong Cheng would have been involved in any case as members of the Audit and Risk Committee to review the terms of the Proposed Transaction in accordance with the interested person transaction requirements under the Listing Manual, and involving them in the Independent Board Committee would reduce duplication of work.

The Company had appointed KPMG Corporate Finance Pte Ltd as its financial adviser (the "**Financial Adviser**") to assist in the evaluation and negotiation of the Proposed Transaction.

## 5. RATIONALE FOR THE PROPOSED TRANSACTION

### 5.1 Acquisition of Significant Minority Interest

The Proposed Transaction would enable the Company to acquire a significant minority interest in UIC, representing approximately 4.19 per cent. of the total number of UIC Shares, which would otherwise not be readily available, given the lack of trading liquidity in UIC Shares and the current

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shareholding structure of UIC which comprises a free float of only approximately 13 per cent. This is in line with the Company's objective of consolidating its interest in UIC, with a view to achieving statutory control<sup>3</sup> of UIC in the future.

At the same time, the Proposed Transaction immediately provides the UOL Group with an opportunity to significantly increase its ownership interest in UIC which, given the low liquidity in UIC Shares in the open market, would otherwise require substantial time and effort to accumulate by way of on-market purchases.

### 5.2 Waiver of Mandatory General Offer Obligation

On Completion, the UOL Group's shareholding interest in UIC will increase from approximately 44.77 per cent. to approximately 48.96 per cent. Based on the Company's consultation with the SIC in connection with the Proposed Transaction, the SIC has waived the UOL Group's obligation to make a mandatory general offer for UIC as a result of the acquisition of the UIC Sale Shares pursuant to the Proposed Transaction.

The SIC had indicated during such consultation that if the UOL Group increases its shareholding in UIC to more than 49 per cent. as a result of the Proposed Transaction, the UOL Group would be required to make a mandatory general offer for UIC. Accordingly, the Option Agreement relates only to the sale and purchase of 60,000,000 UIC Shares which would result in the UOL Group holding in aggregate 48.96 per cent. of the total number of UIC Shares at the time of Completion, and does not relate to all of the UIC Shares in which Haw Par has an interest as the Company does not intend to trigger a mandatory general offer for UIC.

As indicated above, upon Completion, the UOL Group will have a shareholding interest of approximately 48.96 per cent. in UIC. If the UOL Group subsequently acquires additional UIC Shares which results in its shareholding in UIC increasing to more than 49 per cent., the UOL Group will not trigger a mandatory general offer for UIC as long as any such acquisition will not involve the acquisition of more than one per cent. of the voting rights in UIC in a six-month period.

### 5.3 Benefits to Shareholders

The Proposed Transaction will be beneficial to Shareholders for the following reasons:

#### 5.3.1 Non-cash transaction

As the aggregate consideration payable by the Company for the purchase of the UIC Sale Shares will be fully satisfied by an issue of new UOL Shares pursuant to the UOL Share Issuance, it will conserve the Company's internal cash reserves and provide the Company with the financial flexibility to pursue future growth opportunities.

#### 5.3.2 Greater diversification

An increased ownership interest in UIC will indirectly increase the UOL Group's access to UIC's commercial property portfolio and, in particular, UIC's office properties in the Singapore Central Business District. Taken together, the UOL Group and the UIC Group will have highly complementary property interests across the residential, office, retail and hospitality segments, and the geographic footprint of both groups' property portfolios is well balanced across Singapore and other markets, including the People's Republic of China and the United Kingdom.

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<sup>3</sup> Under the Code, "statutory control" means a holding, or aggregate holdings, of shares carrying more than 50 per cent. of the voting rights of a company.



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### 5.3.3 Greater strategic alignment and efficient allocation of resources

An increased ownership interest in UIC will eventually allow the UOL Group to exercise greater influence over the deployment of UIC's resources, thereby enhancing the ability of the Company and UIC to leverage on the benefits of each other's track records, market positions, organisational capabilities, management resources and human capital, business strategies, and institutional knowledge.

As two of the leading property players in Singapore, the Proposed Transaction would enable the Company and UIC to further align their respective strategic interests and enhance their ability to collaborate on joint acquisitions of land banks and office and retail investments in Singapore and elsewhere.

### 5.3.4 Ability to drive operational improvements

An increased ownership interest in UIC may allow both the Company and UIC to create shareholder value by leveraging their combined scale and drawing upon each other's best practices to implement certain process and efficiency improvement initiatives (subject to compliance with the Listing Manual), including:

- (i) incremental reductions in overlapping or duplicate roles, by way of a shared services platform;
- (ii) streamlining policies and procedures;
- (iii) consolidating outsourcing arrangements with external vendors and other service providers;
- (iv) improving pricing and working capital terms for procurement activities; and
- (v) partnering for certain sales and distribution activities.

## 6. BASIS OF EXCHANGE RATIO

**6.1** The Exchange Ratio was arrived at on a willing-buyer-willing-seller basis and was negotiated and agreed upon between the Company and Haw Par taking into account the rationale for the Proposed Transaction as set out in paragraph 5 above and with reference to the exchange ratios implied by the following metrics (collectively, the "**Implied Exchange Ratios**")<sup>4</sup>:

**6.1.1** the VWAPs of UOL Shares and UIC Shares for periods of between one market day and 12 months leading up to and including the Last Trading Day, as illustrated below; and

**6.1.2** the unaudited NAV and unaudited net tangible asset value ("**NTA**") per UOL Share and per UIC Share, in each case as at 31 March 2017.

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<sup>4</sup> The premiums / (discounts) of the Exchange Ratio relative to the exchange ratios implied by the VWAPs and historical NAV per UIC Share and per UOL Share that have been calculated in these tables are based on the number of UIC Sale Shares to be acquired, the number of Consideration Shares, and the VWAPs of the UIC Shares and the UOL Shares for historical periods. No adjustments have been made to account for the potential financial effects of the Proposed Transaction in such calculations.

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6.2 For illustrative purposes only, the Implied Exchange Ratios (implied by the VWAPs and the unaudited NAV and NTA of the UOL Shares and the UIC Shares respectively) as well as the corresponding premiums / (discounts)<sup>6, 8</sup> to the agreed Exchange Ratio are set out in the tables below:

### 6.2.1 Implied Exchange Ratios based on VWAPs

Period	VWAP (S\$) <sup>5</sup>		Exchange ratio (Implied by VWAPs)  (A)	Exchange Ratio  (B)	Premium / (Discount) based on Exchange Ratio <sup>6</sup> (C)
	UOL Shares	UIC Shares			
Last Trading Day	7.7077	3.2784	2.351	2.20	6.87%
Last five market days up to and including the Last Trading Day	7.6515	3.3165	2.307	2.20	4.87%
One-month period up to and including the Last Trading Day	7.3503	3.2972	2.229	2.20	1.33%
Three-month period up to and including the Last Trading Day	7.1585	3.1530	2.270	2.20	3.20%
Six-month period up to and including the Last Trading Day	6.8566	3.0404	2.255	2.20	2.51%
12-month period up to and including the Last Trading Day	6.2850	2.9205	2.152	2.20	(2.18)%

### 6.2.2 Implied Exchange Ratios based on Unaudited NAV and NTA per Share<sup>7</sup>

	As at 31 March 2017 (S\$)		Exchange ratio (Implied by unaudited NAV and NTA per share) (A)	Exchange Ratio  (B)	Premium / (Discount) based on Exchange Ratio <sup>8</sup> (C)
	UOL Shares	UIC Shares			
Unaudited NAV per share	10.27	4.43	2.32	2.20	5.38%
Unaudited NTA per share	10.24	4.43	2.31	2.20	5.06%

<sup>5</sup> Source: Bloomberg (No adjustments to share prices have been made for dividends, bonus issues or other corporate transactions in each respective reference period and any off-market transactions (including any new share issuances by the Company and UIC) have been excluded).

<sup>6</sup> The premium / (discount) is computed based on the Exchange Ratio of 2.20, as compared to the exchange ratios implied by the VWAPs of UOL Shares and UIC Shares for periods of between one market day and 12 months leading up to and including the Last Trading Day, calculated based on the following formula:  $C = ((A \div B) - 1) \times 100\%$ .

<sup>7</sup> The unaudited NAV and NTA per UOL Share and UIC Share was calculated based on a total number of 804,700,403 UOL Shares and 1,419,181,000 UIC Shares (in each case, excluding treasury shares) as at 31 March 2017, as disclosed in the unaudited consolidated financial statements and results announcements of the Company and UIC respectively for the first quarter ended 31 March 2017 ("1Q2017").

<sup>8</sup> The premium / (discount) is computed based on the Exchange Ratio of 2.20, as compared to the exchange ratios implied by the unaudited consolidated NAVs or NTAs per UOL Share and per UIC Share, in each case as at 31 March 2017, calculated based on the following formula:  $C = ((A \div B) - 1) \times 100\%$ .



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### 7. THE WHITEWASH RESOLUTION

#### 7.1 General Offer Requirement Under the Code

**7.1.1** Pursuant to Rule 14.1 of the Code, except with the SIC's consent, where any person who, together with persons acting in concert with him, holds not less than 30 per cent. but not more than 50 per cent. of the voting rights of the Company and such person, or any person acting in concert with him, acquires in any period of six months additional UOL Shares carrying more than one per cent. of the voting rights of the Company, such person will be required to make a mandatory general offer for all the UOL Shares not already owned or controlled by them.

**7.1.2** As at the Latest Practicable Date, the Wee Concert Party Group has an aggregate interest in 337,202,698 UOL Shares, representing approximately 41.47 per cent. of the total number of issued UOL Shares, further details of which are set out in paragraph 7.3 of this Circular.

**7.1.3** As a result of the UOL Share Issuance on Completion, the Wee Concert Party Group will increase its shareholding interest in the Company by more than one per cent. in a six-month period to 364,475,425 UOL Shares, representing approximately 43.37 per cent. of the Enlarged Share Capital, which will trigger the requirement to make a mandatory general offer under Rule 14 of the Code for the remaining UOL Shares not already owned, controlled or agreed to be acquired by the Wee Concert Party Group on Completion (unless otherwise waived).

#### 7.2 Whitewash Waiver

In light of the above, the Company has made an application to the SIC to seek, *inter alia*, the Whitewash Waiver. On 26 May 2017, the SIC granted the Whitewash Waiver subject to, *inter alia*, the satisfaction of the following conditions (collectively, the "**SIC Conditions**"):

**7.2.1** a majority of holders of voting rights of the Company approve at an EGM of the Shareholders to be held before the UOL Share Issuance, the Whitewash Resolution by way of a poll to waive their rights to receive a general offer from Haw Par (or its nominee);

**7.2.2** the Whitewash Resolution is separate from other resolutions to be tabled at the EGM;

**7.2.3** the Wee Concert Party Group and parties not independent of the Wee Concert Party Group abstain from voting on the Whitewash Resolution;

**7.2.4** the Wee Concert Party Group did not acquire or are not to acquire any shares in the Company or instruments convertible into and options in respect of shares in the Company (other than subscriptions for, rights to subscribe for, instruments convertible into or options in respect of new shares in the Company which have been disclosed in this Circular):

(i) during the period between the Announcement Date and the date on which Independent Shareholders' approval is obtained for the Whitewash Resolution; and

(ii) in the six months prior to the Announcement Date, but subsequent to negotiations, discussions or the reaching of understandings or agreements with the directors of the Company (the "**Directors**") in relation to the UOL Share Issuance;

**7.2.5** the Company appoints an independent financial adviser to advise its Independent Shareholders on the Whitewash Resolution;

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**7.2.6** the Company sets out clearly in this Circular:

- (i) details of the UOL Share Issuance;
- (ii) the dilution effect of the UOL Share Issuance to existing holders of voting rights in the Company;
- (iii) the number and percentage of voting rights in the Company as well as the number of instruments convertible into, rights to subscribe for and options in respect of shares in the Company held by the Wee Concert Party Group as at the Latest Practicable Date;
- (iv) the number and percentage of voting rights to be issued to Haw Par (or its nominee) as a result of the UOL Share Issuance; and
- (v) that Shareholders, by voting for the Whitewash Resolution, are waiving their rights to a general offer from Haw Par (or its nominee) at the highest price paid by the Wee Concert Party Group for shares in the Company in the past six months preceding the commencement of the offer;

**7.2.7** this Circular states that the Whitewash Waiver is subject to the SIC Conditions stated in paragraphs 7.2.1 to 7.2.6 above;

**7.2.8** Haw Par (or its nominee) obtain the SIC's approval in advance for those parts of this Circular that refer to the Whitewash Resolution; and

**7.2.9** to rely on the Whitewash Resolution, the UOL Share Issuance to Haw Par (or its nominee) must be completed within three months of the approval of the Whitewash Resolution at the EGM.

The Company understands that the Wee Concert Party Group does not intend to, nor wish to be subject to the obligation to, make a mandatory general offer for the Company as a result of the UOL Share Issuance. As such, in accordance with the SIC Condition set out in paragraph 7.2.1 above, the Company will be seeking the Independent Shareholders' approval of the Whitewash Resolution at the EGM, further details of which are set out in paragraph 16 of this Circular.

As at the Latest Practicable Date, save for the SIC Conditions set out in paragraphs 7.2.1, 7.2.3, 7.2.4(i) and 7.2.9 above, all the other SIC Conditions set out above have been satisfied.

### 7.3 Interests of the Wee Concert Party Group

As at the Latest Practicable Date, the names of the members of the Wee Concert Party Group and their interests in the Company are as follows:

Member of Wee Concert Party Group	Shareholding Interests	
	Number of UOL Shares	Percentage of total issued UOL Shares (%) <sup>(1)</sup>
Dr. Wee Cho Yaw	3,936,424 <sup>(2)</sup>	0.48
Wee Ee Cheong	322,043 <sup>(2)</sup>	0.04
C. Y. Wee & Company Private Limited	115,162,017	14.16
Wee Ee-chao	34,563 <sup>(2)</sup>	n.m. <sup>(3)</sup>
Wee Ee Lim	262,336 <sup>(2)</sup>	0.03
Wee Wei Ling	1,213,383 <sup>(2)</sup>	0.15
Wee Wei Chi	172,760 <sup>(2)</sup>	0.02

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Member of Wee Concert Party Group	Shareholding Interests	
	Number of UOL Shares	Percentage of total issued UOL Shares (%) <sup>(1)</sup>
Wee Investments (Pte) Limited	110,855,836	13.63
United Overseas Bank Limited	60,099,098	7.39
Haw Par	44,772,041	5.51
Protheus Investment Holdings Pte Ltd	274,103	0.03
E. C. Wee Pte Ltd	79,976	0.01
Kheng Leong Company (Private) Limited	18,118	n.m. <sup>(3)</sup>
<b><u>TOTAL</u></b>	<b><u>337,202,698</u></b>	<b><u>41.47</u></b> <sup>(4)</sup>

**Notes:**

- (1) Based on a total of 813,115,505 UOL Shares as at the Latest Practicable Date.
- (2) Includes UOL Shares held by each individual's spouse.
- (3) "n.m." means not meaningful.
- (4) May not be an arithmetic aggregation of the preceding shareholding percentage figures due to rounding.

### 7.4 Potential Dilution

As a result of the UOL Share Issuance, the collective shareholding interests of the Independent Shareholders in the Company may be diluted as follows:

Shareholders	Shareholding Interests Before the Proposed Transaction		Shareholding Interests After the Proposed Transaction	
	Number of UOL Shares	Percentage of total issued UOL Shares (%) <sup>(1)</sup>	Number of UOL Shares	Percentage of total issued UOL Shares (%) <sup>(2)</sup>
<b>Wee Concert Party Group</b>				
Dr. Wee Cho Yaw	3,936,424 <sup>(3)</sup>	0.48	3,936,424 <sup>(3)</sup>	0.47
Wee Ee Cheong	322,043 <sup>(3)</sup>	0.04	322,043 <sup>(3)</sup>	0.04
C. Y. Wee & Company Private Limited	115,162,017	14.16	115,162,017	13.70
Wee Ee-chao	34,563 <sup>(3)</sup>	n.m. <sup>(4)</sup>	34,563 <sup>(3)</sup>	n.m. <sup>(4)</sup>
Wee Ee Lim	262,336 <sup>(3)</sup>	0.03	262,336 <sup>(3)</sup>	0.03
Wee Wei Ling	1,213,383 <sup>(3)</sup>	0.15	1,213,383 <sup>(3)</sup>	0.14
Wee Wei Chi	172,760 <sup>(3)</sup>	0.02	172,760 <sup>(3)</sup>	0.02
Wee Investments (Pte) Limited	110,855,836	13.63	110,855,836	13.19
United Overseas Bank Limited	60,099,098	7.39	60,099,098	7.15
Haw Par	44,772,041	5.51	72,044,768	8.57
Protheus Investment Holdings Pte Ltd	274,103	0.03	274,103	0.03

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Shareholders	Shareholding Interests Before the Proposed Transaction		Shareholding Interests After the Proposed Transaction	
	Number of UOL Shares	Percentage of total issued UOL Shares (%) <sup>(1)</sup>	Number of UOL Shares	Percentage of total issued UOL Shares (%) <sup>(2)</sup>
E. C. Wee Pte Ltd	79,976	0.01	79,976	0.01
Kheng Leong Company (Private) Limited	18,118	n.m. <sup>(4)</sup>	18,118	n.m. <sup>(4)</sup>
	337,202,698	41.47 <sup>(5)</sup>	364,475,425	43.37 <sup>(5)</sup>
<b>Independent Shareholders</b>	475,912,807	58.53	475,912,807	56.63
<b>TOTAL</b>	<b>813,115,505</b>	<b>100.00</b>	<b>840,388,232</b>	<b>100.00</b>

**Notes:**

- (1) Based on a total of 813,115,505 UOL Shares as at the Latest Practicable Date.
- (2) Based on the Enlarged Share Capital of the Company of 840,388,232 UOL Shares immediately following the allotment and issue of 27,272,727 Consideration Shares to Haw Par pursuant to the UOL Share Issuance.
- (3) Includes UOL Shares held by each individual's spouse.
- (4) "n.m." means not meaningful.
- (5) May not be an arithmetic aggregation of the preceding shareholding percentage figures due to rounding.

### 7.5 Whitewash Resolution

Independent Shareholders are requested to vote, by way of a poll, on the Whitewash Resolution set out as an ordinary resolution in the Notice, waiving their rights to receive a general offer from Haw Par (or its nominee) for the remaining UOL Shares not already owned, controlled or agreed to be acquired by the Wee Concert Party Group.

### 7.6 Advice to Independent Shareholders

**Independent Shareholders should note that:**

**7.6.1 by voting in favour of the Whitewash Resolution, they will be waiving their rights to receive a mandatory general offer for their UOL Shares from Haw Par (or its nominee) at the highest price paid by the Wee Concert Party Group for the UOL Shares in the six months preceding the commencement of the offer which they would have otherwise been obliged to make for the UOL Shares in accordance with Rule 14 of the Code; and**

**7.6.2 approval of the Whitewash Resolution is a condition precedent to Completion. Accordingly, in the event that the Whitewash Resolution is not passed by the Independent Shareholders, the Proposed Transaction will not take place.**

## 8. INTERESTED PERSON TRANSACTION

### 8.1 Interested Person Transaction

**8.1.1 Chapter 9 of the Listing Manual.** Under Rule 904(4)(a) of the Listing Manual, in the case of a company, an "interested person" means a director, chief executive officer or controlling shareholder of the Company, or an associate of any such director, chief executive officer, or controlling shareholder. Under the Listing Manual, an "associate", in the case of a company, in relation to any director, chief executive officer, substantial shareholder or controlling

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shareholder (being an individual), means, *inter alia*, his immediate family and any company in which he and his immediate family together (directly or indirectly) have an interest of 30 per cent. or more.

### 8.1.2 The Company. As at the Latest Practicable Date:

- (i) Dr. Wee Cho Yaw is the Chairman and a non-executive and non-independent Director;
- (ii) Mr. Wee Ee Lim is the Deputy Chairman and a non-executive and non-independent Director; and
- (iii) Mr. Wee Ee-chao is a non-executive and non-independent Director.

Further, each of Dr. Wee Cho Yaw and Mr. Wee Ee Cheong is deemed to be a “controlling shareholder” of the Company as each of them has an interest of more than 15 per cent. in the issued share capital of the Company. As at the Latest Practicable Date, the shareholding interest of each of Dr. Wee Cho Yaw, Mr. Wee Ee Lim, Mr. Wee Ee-chao and Mr. Wee Ee Cheong in the Company is as follows:

No.	Name	Direct Interest	Deemed Interest	Total <sup>(1)</sup>	Percentage (%)
1.	Dr. Wee Cho Yaw	3,661,566	270,808,012 <sup>(2)</sup>	274,469,578	33.76
2.	Mr. Wee Ee Lim	260,975	110,873,954 <sup>(3)</sup>	111,134,929	13.67
3.	Mr. Wee Ee-chao	31,735	111,148,057 <sup>(4)</sup>	111,179,792	13.67
4.	Mr. Wee Ee Cheong	318,417	226,115,947 <sup>(5)</sup>	226,434,364	27.85

**Notes:**

- (1) The interest in the UOL Shares set out above does not include any interests in the UOL Shares held by the immediate family of Dr. Wee Cho Yaw, Mr. Wee Ee Lim, Mr. Wee Ee-chao and Mr. Wee Ee Cheong.
- (2) Dr. Wee Cho Yaw's deemed interest in the UOL Shares arises as follows:
  - (a) 115,162,017 UOL Shares held by C.Y. Wee & Company Private Limited;
  - (b) 110,855,836 UOL Shares held by Wee Investments (Pte) Limited;
  - (c) 44,772,041 UOL Shares in which Haw Par is deemed to be interested; and
  - (d) 18,118 UOL Shares held by Kheng Leong Company (Private) Limited.
- (3) Mr. Wee Ee Lim's deemed interest in the UOL Shares arises as follows:
  - (a) 110,855,836 UOL Shares held by Wee Investments (Pte) Limited; and
  - (b) 18,118 UOL Shares held by Kheng Leong Company (Private) Limited.
- (4) Mr. Wee Ee-chao's deemed interest in the UOL Shares arises as follows:
  - (a) 110,855,836 UOL Shares held by Wee Investments (Pte) Limited;
  - (b) 274,103 UOL Shares held by Protheus Investment Holdings Pte Ltd; and
  - (c) 18,118 UOL Shares held by Kheng Leong Company (Private) Limited.
- (5) Mr. Wee Ee Cheong's deemed interest in the UOL Shares arises as follows:
  - (a) 110,855,836 UOL Shares held by Wee Investments (Pte) Limited;
  - (b) 115,162,017 UOL Shares held by C.Y. Wee & Company Private Limited;
  - (c) 18,118 UOL Shares held by Kheng Leong Company (Private) Limited; and
  - (d) 79,976 UOL Shares held by E. C. Wee Pte Ltd.

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**8.1.3 Haw Par.** As at the Latest Practicable Date, the following Directors are also directors of Haw Par:

- (i) Dr. Wee Cho Yaw is the non-executive and non-independent Chairman of Haw Par;
- (ii) Mr. Wee Ee-chao is the Deputy Chairman and a non-executive director of Haw Par; and
- (iii) Mr. Wee Ee Lim is the President and Chief Executive Officer of Haw Par.

Further, each of Dr. Wee Cho Yaw, Mr. Wee Ee-chao, Mr. Wee Ee Lim and Mr. Wee Ee Cheong has an aggregate direct or indirect interest of more than 30 per cent. in the issued share capital of Haw Par. As at the Latest Practicable Date, the shareholding interest of each of them in Haw Par is as follows:

No.	Name	Direct Interest	Deemed Interest	Total <sup>(1)</sup>	Percentage (%)
1.	Dr. Wee Cho Yaw	1,092,373	77,605,330 <sup>(2) (3) (4)</sup>	78,697,703	35.77
2.	Mr. Wee Ee-chao	13,826	73,134,135 <sup>(2) (5)</sup>	73,147,961	33.24
3.	Mr. Wee Ee Lim	437,192	73,001,217 <sup>(2)</sup>	73,438,409	33.38
4.	Mr. Wee Ee Cheong	128,857	74,678,311 <sup>(2) (3) (6)</sup>	74,807,168	34.00

**Notes:**

- (1) The interest in the Haw Par Shares set out above does not include any interests in the Haw Par Shares held by the immediate family of Dr. Wee Cho Yaw, Mr. Wee Ee-chao, Mr. Wee Ee Lim and Mr. Wee Ee Cheong.
- (2) Dr. Wee Cho Yaw, Mr. Wee Ee-chao, Mr. Wee Ee Lim and Mr. Wee Ee Cheong are deemed to be interested in the Haw Par Shares held by Wee Investments (Pte) Limited, Supreme Island Corporation and Kheng Leong Company (Private) Limited.
- (3) Dr. Wee Cho Yaw and Mr. Wee Ee Cheong are deemed to have an interest in the Haw Par Shares held by C.Y. Wee & Company Private Limited.
- (4) Dr. Wee Cho Yaw is deemed to have an interest in the Haw Par Shares held by the Company.
- (5) Mr. Wee Ee-chao is deemed to have an interest in the Haw Par Shares held by Protheus Investment Holdings Pte Ltd.
- (6) Mr. Wee Ee Cheong is deemed to have an interest in the Haw Par Shares held by E. C. Wee Pte Ltd.

As at the Latest Practicable Date, based on the latest public information available to the Company, the Wee Concert Party Group (including, but not limited to, Dr. Wee Cho Yaw, Mr. Wee Ee-chao, Mr. Wee Ee Lim and Mr. Wee Ee Cheong) has an aggregate interest in 101,152,979 Haw Par Shares, representing approximately 45.97 per cent. of the total number of issued Haw Par Shares.

**8.1.4 Interested Person.** Under the Listing Manual, Haw Par is considered to be an “associate” of each of Dr. Wee Cho Yaw, Mr. Wee Ee-chao, Mr. Wee Ee Lim and Mr. Wee Ee Cheong, as each of them holds more than 30 per cent. of the issued share capital of Haw Par. Accordingly, for the purposes of Chapter 9 of the Listing Manual, Haw Par would be considered an “interested person” vis-à-vis the Company, which is regarded as an “entity at risk” for these purposes, and the Proposed Transaction constitutes an “interested person transaction” under Chapter 9 of the Listing Manual.

## 8.2 NTA

As at 31 December 2016, five per cent. of the latest audited consolidated NTA of the UOL Group (being approximately S\$8,102.8 million) is approximately S\$405.1 million.

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## LETTER TO SHAREHOLDERS

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### 8.3 No Shareholders' Approval under Chapter 9 of Listing Manual

The value of the aggregate consideration calculated based on market value as at the Last Trading Day and NAV as at 31 March 2017 (as set out in paragraphs 2.3.1(i) and 2.3.2(i) respectively) is 2.59 per cent. and 3.42 per cent. of the latest audited NTA of the UOL Group, respectively.

As the value of the aggregate consideration (whether calculated based on market value or NAV) is less than five per cent. of the latest audited NTA of the UOL Group, Shareholders' approval is, strictly speaking, not required pursuant to Chapter 9 of the Listing Manual.

### 8.4 Total Value of Interested Person Transactions

For the period commencing on the beginning of the current financial year, being 1 January 2017, up to the Latest Practicable Date:

**8.4.1** no transactions (excluding (i) transactions less than S\$100,000; and (ii) interested person transactions falling within Rule 908(2) of the Listing Manual, if any) have been entered into between the UOL Group with Haw Par and its subsidiaries;

**8.4.2** the total value of all interested person transactions (excluding (i) transactions less than S\$100,000; and (ii) interested person transactions falling within Rule 908(2) of the Listing Manual, if any) was approximately S\$60.3 million, which represents approximately 0.74 per cent. of the latest audited NTA of the UOL Group; and

**8.4.3** the total value of all interested person transactions (including the Proposed Transaction assuming that Completion will take place, but excluding (i) transactions less than S\$100,000; and (ii) interested person transactions falling within Rule 908(2) of the Listing Manual, if any) will be:

- (a) approximately S\$280.1 million (based on the value of the aggregate consideration for the Proposed Transaction calculated based on market value as at the Latest Practicable Date, as set out in paragraph 2.3.1(ii)), which represents approximately 3.46 per cent. of the latest audited NTA of the UOL Group; and
- (b) approximately S\$337.7 million (based on the value of the aggregate consideration for the Proposed Transaction calculated based on NAV as at 30 June 2017, as set out in paragraph 2.3.2(ii)), which represents approximately 4.17 per cent. of the latest audited NTA of the UOL Group.

## 9. INDEPENDENT FINANCIAL ADVISER

### 9.1 Advice of the IFA

**9.1.1** Deloitte & Touche Corporate Finance Pte Ltd has been appointed as the IFA to (i) advise the Directors who are considered independent for the purposes of making the recommendation to Independent Shareholders in relation to the Whitewash Resolution (the "**Independent Directors**") as to whether the Whitewash Resolution, when considered in the context of the Proposed Transaction by the Company, is fair and reasonable; and (ii) provide its opinion to the Audit and Risk Committee (as defined below) as to whether the Proposed Transaction is on normal commercial terms and is not prejudicial to the interests of the UOL Group and its minority shareholders.

**9.1.2** The IFA Letter setting out the IFA's advice to the Independent Directors in full is reproduced in Appendix 1 to this Circular.



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## LETTER TO SHAREHOLDERS

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**9.1.3** Taking into consideration the factors set out in the IFA Letter and subject to the assumptions and qualifications set out in the IFA Letter and taking into account the prevailing conditions as at the Latest Practicable Date, the IFA is of the opinion that:

- (i) the Whitewash Resolution, when considered in the context of the Proposed Transaction by the Company, is fair and reasonable; and
- (ii) the Proposed Transaction is on normal commercial terms and is not prejudicial to the interests of the UOL Group and its minority shareholders.

Accordingly, the IFA has advised that the Independent Directors may recommend that the Independent Shareholders vote in favour of the Whitewash Resolution in the context of the Proposed Transaction.

### 9.2 IFA Letter

**Shareholders are advised to read and consider the IFA Letter as reproduced in Appendix 1 to this Circular in its entirety and consider carefully the recommendation of the Independent Directors for the Whitewash Resolution, as set out in paragraph 11.1 of this Circular.**

## 10. AUDIT AND RISK COMMITTEE STATEMENT

The Audit and Risk Committee of the Company, comprising Mr. Low Weng Keong, Mr. Wee Ee Lim and Mr. Tan Tiong Cheng (the “**Audit and Risk Committee**”) (with Mr. Wee Ee Lim abstaining and not participating in the discussions relating to the Proposed Transaction), has considered the terms of the Proposed Transaction and the opinion of the IFA set out in the IFA Letter, and is of the view that the Proposed Transaction is on normal commercial terms and is not prejudicial to the interests of the UOL Group and its minority Shareholders.

## 11. INDEPENDENT DIRECTORS’ RECOMMENDATION

### 11.1 Independent Directors’ Recommendation

Having considered, *inter alia*, the terms, rationale and benefits of the Proposed Transaction and the UOL Share Issuance as well as the advice of the IFA as set out in the IFA Letter in Appendix 1 to this Circular, the Independent Directors concur with the advice given by the IFA and are unanimously of the view that (i) the Whitewash Resolution, when considered in the context of the Proposed Transaction, is fair and reasonable and (ii) the Proposed Transaction is on normal commercial terms and is not prejudicial to the interests of the UOL Group and its minority shareholders. **Accordingly, the Independent Directors recommend that the Independent Shareholders vote in favour of the Whitewash Resolution (in the context of the Proposed Transaction) at the EGM.**

### 11.2 Abstention by Certain Directors

Each of Dr. Wee Cho Yaw, Mr. Wee Ee Lim and Mr. Wee Ee-chao (being members of the Wee Concert Party Group) is not considered to be independent in relation to the Proposed Transaction, the UOL Share Issuance and the Whitewash Resolution. Accordingly, each of them has abstained from deliberating and making any recommendation in respect of the Whitewash Resolution.

### 11.3 No Regard to Specific Objectives

Independent Shareholders, in deciding whether to vote in favour of the Whitewash Resolution, should read carefully the terms, rationale and financial effects of the Proposed Transaction and the UOL Share Issuance, and consider carefully the advice of the IFA. In giving the above recommendations, the Independent Directors have not had regard to any general or specific investment objectives, financial situations, tax positions or particular needs or constraints of any



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## LETTER TO SHAREHOLDERS

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individual Independent Shareholder or any specific group of Independent Shareholders. As different Independent Shareholders have different investment profiles and objectives, the Independent Directors recommend that any Independent Shareholder who may require specific advice in relation to his/her investment portfolio should consult his/her stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser.

### 12. ABSTENTION FROM VOTING

The Wee Concert Party Group as well as parties not independent of the Wee Concert Party Group, including Dr. Wee Cho Yaw, Mr. Wee Ee-chao, Mr. Wee Ee Lim and Mr. Wee Ee Cheong, will abstain from voting on the Whitewash Resolution. They will also decline to accept nomination as proxies or otherwise for voting on the Whitewash Resolution, unless the Independent Shareholder concerned shall have given specific instructions in his Proxy Form as to the manner in which his votes are to be cast.

### 13. VALUE OF THE UIC SALE SHARES TO BE ACQUIRED

#### 13.1 Open Market Value

**13.1.1** Based on the VWAP of the UIC Shares on the SGX-ST on the Last Trading Day of S\$3.2784, the aggregate open market value of the UIC Sale Shares as at the Announcement Date is approximately S\$196.7 million.

**13.1.2** Based on the VWAP of the UIC Shares on the SGX-ST on the Latest Practicable Date of S\$3.2562, the aggregate open market value of the UIC Sale Shares as at the Latest Practicable Date is approximately S\$195.4 million.

#### 13.2 Book Value and NTA Value

**13.2.1** Based on the unaudited consolidated financial statements of UIC for 1Q2017, the book value attributable to the UIC Sale Shares as at 31 March 2017 is approximately S\$265.8 million. As the UIC Group did not report any intangible assets as at 31 March 2017, the NTA value attributable to the UIC Sale Shares is also S\$265.8 million.

**13.2.2** Based on the unaudited consolidated financial statements of UIC for the second quarter ended 30 June 2017 ("**2Q2017**"), the book value attributable to the UIC Sale Shares as at 30 June 2017 is approximately S\$266.4 million. As the UIC Group did not report any intangible assets as at 30 June 2017, the NTA value attributable to the UIC Sale Shares is also S\$266.4 million.

#### 13.3 Net Profit attributable to the UIC Sale Shares

**13.3.1** Based on the unaudited consolidated financial statements of UIC for 1Q2017, the net profit attributable to the UIC Sale Shares is approximately S\$2.5 million.

**13.3.2** Based on the unaudited consolidated financial statements of UIC for the first half ended 30 June 2017, the net profit attributable to the UIC Sale Shares is approximately S\$5.6 million.

## LETTER TO SHAREHOLDERS

### 14. NON-DISCLOSEABLE TRANSACTION

#### 14.1 Relative Figures

The relative figures for the Proposed Transaction computed on the bases set out in Rule 1006 of the Listing Manual are set out below:

Rule 1006	Bases	Aggregate Relative Figures (%)
(a)	NAV of the assets to be disposed of, compared with the UOL Group's NAV	N.A. <sup>(1)</sup>
(b)	Net profit attributable to the assets acquired, compared with the UOL Group's net profit	3.92 <sup>(2)</sup>
(c)	Aggregate value of the consideration given, compared with the Company's market capitalisation based on the total number of issued shares as at 20 June 2017, being the Last Trading Day	4.43 <sup>(3)</sup>
(d)	Number of equity securities issued by the Company as consideration for the Proposed Transaction, compared with the number of equity securities previously in issue	3.36 <sup>(4)</sup>
(e)	Aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the UOL Group's proved and probable reserves	N.A. <sup>(5)</sup>

**Notes:**

- (1) Rule 1006(a) of the Listing Manual is not applicable to an acquisition of assets.
- (2) Under Rule 1002(3)(b) of the Listing Manual, "net profit" means profit or loss before income tax, minority interests and extraordinary items. Rule 1006(b) of the Listing Manual was computed based on the net profit attributable to the UIC Sale Shares divided by the UOL Group's net profit, based on the audited consolidated financial statements of the UIC Group and the UOL Group for FY2016.
- (3) Under Rule 1003(3) of the Listing Manual, where the consideration is in the form of shares, the value of the consideration shall be determined by reference to either the market value of such shares or the NAV represented by such shares, whichever is higher. As stated in paragraph 2.3.1(i) of this Circular, the market value of the Consideration Shares is approximately S\$210.2 million as at the Last Trading Day. As stated in paragraph 2.3.2(i) of this Circular, the NAV attributable to the Consideration Shares is approximately S\$277.3 million. The relative figure in relation to Rule 1006(c) of the Listing Manual was therefore computed based on the NAV attributable to the Consideration Shares of approximately S\$277.3 million.
- (4) Rule 1006(d) of the Listing Manual was computed based on (i) 27,272,727 Consideration Shares to be issued pursuant to the UOL Share Issuance and (ii) a total of 812,755,505 UOL Shares as at the Announcement Date.
- (5) Rule 1006(e) of the Listing Manual is applicable to a disposal of mineral, oil or gas assets by a mineral, oil and gas company, but not to an acquisition of assets.

#### 14.2 Non-Discloseable Transaction

As the relative figures for the Proposed Transaction computed under Rule 1006 are all less than five per cent., the Proposed Transaction constitutes a "non-discloseable transaction" for the purposes of Chapter 10 of the Listing Manual.

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## LETTER TO SHAREHOLDERS

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### 15. FINANCIAL EFFECTS OF THE PROPOSED TRANSACTION

#### 15.1 Bases and Assumptions

**15.1.1** The pro forma financial effects of the Proposed Transaction on the (i) NTA per share, (ii) earnings per share (“EPS”), and (iii) share capital of the UOL Group, based on the audited consolidated financial statements of the UOL Group for FY2016, are set out below. The financial effects are provided purely for illustrative purposes only and do not reflect the actual financial position and earnings of the UOL Group after Completion.

**15.1.2** As at the Latest Practicable Date, the UOL Group currently holds approximately 44.77 per cent. of the total shares in the capital of UIC, and therefore accounts for its investment in UIC as an associated company. Upon Completion, the UOL Group will hold approximately 48.96 per cent. of the total shares in the capital of UIC. Although the UOL Group will hold less than 50 per cent. of the total shares in the capital of UIC, the management of the UOL Group has assessed that the UOL Group will be able to exercise *de facto* control over the UIC Group. Accordingly, after Completion, the UOL Group will consolidate the UIC Group in accordance with Financial Reporting Standards (“FRS”) 110 Consolidated Financial Statements.

**15.1.3** The pro forma financial effects set out below assume that the UOL Group would have consolidated the UIC Group in accordance with FRS 110 Consolidated Financial Statements and (i) in respect of the NTA and share capital of the UOL Group, the Proposed Transaction had been completed on 31 December 2016 such that the Consideration Shares had been issued at the closing price of the UOL Shares of S\$5.99 per Consideration Share, (ii) in respect of the EPS, the Proposed Transaction had been completed on 1 January 2016 such that the Consideration Shares had been issued at the closing price of the UOL Shares of S\$6.24 per Consideration Share, and (iii) the UOL Group held 632,920,400 UIC Shares or approximately 44.6 per cent. of UIC on 1 January 2016 (in respect of the financial effects on EPS) or 31 December 2016 (in respect of the financial effects on NTA).

**15.1.4** Upon Completion, the Company will need to undertake a purchase price allocation (“PPA”) exercise pursuant to FRS 103 Business Combinations, whereby the Company will be required to estimate the fair values of all net identifiable assets of the UIC Group as at the Completion Date.

Accordingly, to the extent possible, given the public and non-public financial information currently available to the Company, certain fair value adjustments (as described below) have been made in deriving the pro forma financial effects on the consolidated NTA and EPS of the UOL Group, as a result of the Proposed Transaction.

For the purposes of illustrating the financial effects on NTA and EPS, as provided in paragraphs 15.2 and 15.3 of this Circular respectively, a fair valuation uplift has been applied in respect of UIC’s and the Company’s direct and indirect interests in Pan Pacific Singapore, Marina Mandarin and Mandarin Oriental, based on (i) fair values as at 31 December 2016 for the pro forma financial effects in respect of the NTA of the UOL Group; and (ii) fair values as at 31 December 2015 for the pro forma financial effects in respect of EPS.

The fair values of all other net identifiable assets of the UIC Group have been assumed to be equivalent to their carrying amounts at the relevant acquisition dates, being 31 December 2015 in respect of the pro forma financial effects on EPS and 31 December 2016 in respect of the pro forma financial effects on NTA. This may differ from the fair values of the net identifiable assets as at the Completion Date upon finalisation of the PPA exercise.

In accordance with FRS 103 Business Combinations, the UOL Group has up to one year from the Completion Date to complete the PPA exercise. As the PPA exercise is still ongoing as at the Latest Practicable Date and will only be finalised after the Completion Date, the fair value of all net identifiable assets of the UIC Group will only be determined at a later date.

## LETTER TO SHAREHOLDERS

The goodwill or gain on bargain purchase will then be determined and may be materially different from that implied by the pro forma financial effects on NTA and EPS, as provided below in paragraphs 15.2 and 15.3 of this Circular respectively.

### 15.2 NTA

Assuming that the Proposed Transaction had been completed on 31 December 2016, being the end of the most recently completed financial year of the UOL Group, the pro forma financial effects on the consolidated NTA per share of the UOL Group as at 31 December 2016 are as follows:

	<b>Before the Proposed Transaction</b>	<b>After the Proposed Transaction (As set out in the Announcement)</b>	<b>After the Proposed Transaction<sup>(1)(2)</sup> (Revised)</b>
NTA (S\$ million)	8,103	8,594	8,754
NTA per share (S\$)	10.07	10.33	10.52

**Notes:**

- (1) The pro forma financial effects on the consolidated NTA per share of the UOL Group have been revised upwards from those stated in the Announcement, primarily as a result of reassessing the fair value adjustments to the carrying amounts of Pan Pacific Singapore, Marina Mandarin and Mandarin Oriental.
- (2) The pro forma financial effects disclosed in this table are subject to the completion of the PPA exercise and future changes to the carrying values of the net identifiable assets and, therefore, the actual financial effects to consolidated NTA may be materially different to the pro forma consolidated NTA financial effects presented above. Please refer to paragraph 15.1.4 of this Circular for further details.

### 15.3 EPS

Assuming that the Proposed Transaction had been completed on 1 January 2016, being the beginning of the most recently completed financial year of the UOL Group, the pro forma financial effects on the consolidated EPS of the UOL Group for FY2016 are as follows:

	<b>Before the Proposed Transaction</b>	<b>After the Proposed Transaction (As set out in the Announcement)</b>	<b>After the Proposed Transaction<sup>(3)(4)</sup> (Revised)</b>
Profit attributable to shareholders <sup>(1)</sup> (S\$'000)	287,040	617,361 <sup>(2)</sup>	772,124 <sup>(2)</sup>
EPS (cents)	35.82	74.51	93.19

**Notes:**

- (1) "Profit attributable to shareholders" means profit after tax and minority interests.
- (2) The pro forma financial effects on the profit attributable to shareholders reflects a net gain of approximately S\$478.8 million (revised upwards from a net gain of S\$332.7 million disclosed in the Announcement), which is largely attributable to the UOL Group's (i) loss on derecognising the UIC Group as an associate, and (ii) gain on bargain purchase as a result of consolidating the UIC Group as a subsidiary.
- (3) The pro forma financial effects on the consolidated EPS of the UOL Group have been revised upwards from those stated in the Announcement, primarily as a result of reassessing the fair value adjustments to the carrying amounts of Pan Pacific Singapore, Marina Mandarin and Mandarin Oriental.
- (4) The pro forma financial effects disclosed in this table are subject to the completion of the PPA exercise and future changes to the carrying values of the net identifiable assets and, therefore, the actual financial effects to consolidated EPS may be materially different to the pro forma EPS consolidated financial effects presented above. Please refer to paragraph 15.1.4 of this Circular for further details.

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## LETTER TO SHAREHOLDERS

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### 15.4 Share Capital

Assuming that the UOL Share Issuance had been completed on 31 December 2016, being the end of the most recently completed financial year of the UOL Group, the pro forma financial effects on the share capital of the Company as at 31 December 2016 are as follows:

	Before the UOL Share Issuance <sup>(1)</sup>	After the UOL Share Issuance
Share capital (S\$'000)	1,269,853	1,433,217
Number of UOL Shares	804,611,403	831,884,130

**Note:**

- (1) Based on a total of 804,611,403 UOL Shares (excluding treasury shares) as at 31 December 2016. This number does not take into account 8,504,102 UOL Shares which have been issued by the Company from 1 January 2017 up to the Latest Practicable Date.

### 16. EXTRAORDINARY GENERAL MEETING

The EGM, Notice of which is set out on pages 49 and 50 of this Circular, 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 Whitewash Resolution, as set out in the Notice.

### 17. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders will find enclosed with this Circular, the Notice and a Proxy Form. If a Shareholder is unable to attend the EGM and wishes to appoint a proxy to attend, speak and vote on his behalf, he should complete, sign and return the attached Proxy Form in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach 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 later than 10.30 a.m. on 21 August 2017. Completion and return of the Proxy Form by a Shareholder will not prevent him from attending, speaking and voting at the EGM if he so wishes.

A Depositor shall not be regarded as a Shareholder entitled to attend the EGM and to speak and vote thereat unless he is shown to have UOL Shares entered against his name in the Depository Register, as certified by The Central Depository (Pte) Limited ("CDP") as at 72 hours before the EGM.

### 18. DIRECTORS' SERVICE CONTRACTS

No person is proposed to be appointed as a Director in connection with the Proposed Transaction. Accordingly, no service contract is proposed to be entered into between the Company and any such person.

### 19. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

As at the Latest Practicable Date, the following Directors are also directors of UIC:

- (i) Dr. Wee Cho Yaw (the Chairman and a non-executive and non-independent Director) is also the non-executive Chairman of UIC;
- (ii) Mr. Gwee Lian Kheng (the Group Chief Executive and an executive and non-independent Director) is also a non-executive director of UIC; and

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## LETTER TO SHAREHOLDERS

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- (iii) Mr. Wee Ee Lim (the Deputy Chairman and a non-executive and non-independent Director) is also a non-executive director of UIC.

Save as disclosed in this Circular (including in paragraph 8 of this Circular and this paragraph 19) and save for any shares in the capital of the Company, Haw Par and UIC in which the Directors and Controlling Shareholders may have an interest, none of them has any interest, direct or indirect, in the Proposed Transaction.

### 20. FURTHER INFORMATION

#### 20.1 Consents

Deloitte & Touche Corporate Finance Pte Ltd, the IFA, has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of its name, the IFA's advice in respect of the Proposed Transaction and the Whitewash Resolution and the IFA Letter set out in Appendix 1 to this Circular, and all references thereto in the form and context in which they appear in this Circular.

KPMG Corporate Finance Pte Ltd, the Financial Adviser, has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of its name and all references thereto in the form and context in which they appear in this Circular.

#### 20.2 Documents for Inspection

Copies of the following documents are available for inspection at the registered office of the Company at 101 Thomson Road, #33-00 United Square, Singapore 307591, during normal business hours from the date of this Circular up to and including the date falling three months from the Announcement Date:

**20.2.1** the constitution of the Company;

**20.2.2** the Option Agreement;

**20.2.3** the IFA Letter;

**20.2.4** the letter of consent from the IFA referred to in paragraph 20.1 of this Circular;

**20.2.5** the letter of consent from the Financial Adviser referred to in paragraph 20.1 of this Circular;  
and

**20.2.6** the annual reports of the Company for FY2014, FY2015 and FY2016 and the unaudited financial statements of the Company for 1Q2017 and 2Q2017.

### 21. RESPONSIBILITY STATEMENTS

#### 21.1 Directors

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Transaction, the UOL Share Issuance, the Whitewash Resolution and the UOL Group, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.

Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

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## LETTER TO SHAREHOLDERS

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### 21.2 Financial Adviser

To the best of the Financial Adviser's knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Transaction, the UOL Share Issuance, the Whitewash Resolution and the UOL Group, and the Financial Adviser is not aware of any facts the omission of which would make any statement in this Circular misleading.

Yours faithfully  
For and on behalf of  
the Board of Directors of  
**UOL GROUP LIMITED**

Low Weng Keong  
Non-Executive and Independent Director  
Chairman, Independent Board Committee  
Chairman, Audit and Risk Committee



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## APPENDIX 1: IFA LETTER

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### INDEPENDENT FINANCIAL ADVISER'S LETTER

#### DELOITTE & TOUCHE CORPORATE FINANCE PTE LTD

(Incorporated in the Republic of Singapore)  
Company Registration Number: 200200144N

08 August 2017

The Independent Board Committee and Audit & Risk Committee  
UOL GROUP LIMITED  
101 Thomson Road  
#33-00 United Square  
Singapore 307591

Dear Sirs

**(1) THE PROPOSED WHITEWASH RESOLUTION FOR THE WAIVER OF THE RIGHT OF THE INDEPENDENT SHAREHOLDERS TO RECEIVE A MANDATORY GENERAL OFFER FROM HAW PAR CORPORATION LIMITED (OR ITS NOMINEE).**

*For the purpose of this letter, capitalised terms not otherwise defined shall have the meaning given to them in the circular dated 08 August 2017 to the shareholders of UOL Group Limited (the “Circular”).*

#### 1. INTRODUCTION

UOL Group Limited (“**UOL**”) is a real estate investment company listed on the Main Board of Singapore Exchange Securities Trading Limited (the “**SGX-ST**”). UOL is one of Singapore’s leading public-listed property companies with an extensive portfolio of development and investment properties, hotels and serviced suites.

The company also owns and/or manages approximately 30 hotels under the Pan Pacific and PARKROYAL names in Asia, Oceania and North America. The Company has operations in Singapore, Australia, Vietnam, Malaysia, the People’s Republic of China, Myanmar and the United Kingdom.

##### 1.1. The Proposed Transaction

On 22 June 2017 (the “**Announcement Date**”), the Company announced (the “**Announcement**”) the entry by the Company and Haw Par Corporation Limited (“**Haw Par**” and together with the Company, the “**Parties**”) into an option agreement (the “**Option Agreement**”), pursuant to which:

- i. Haw Par has granted the Company a call option (the “**Call Option**”) over 60,000,000 ordinary shares (the “**UIC Shares**”) in the capital of United Industrial Corporation Limited (“**UIC**” and such UIC Shares, the “**UIC Sale Shares**”) held by Straits Maritime Leasing Private Limited (“**Straits Maritime**”), a wholly-owned subsidiary of Haw Par; and
- ii. the Company has granted Haw Par a put option (the “**Put Option**”) over the UIC Sale Shares,

the sale and purchase of the UIC Sale Shares, being the “**Proposed Transaction**”

The aggregate consideration payable by the Company to Haw Par upon the exercise of the Call Option or the Put Option (as the case may be) for the sale and purchase of the UIC Sale Shares shall be the allotment and issuance of 27,272,727 new ordinary shares in the capital of the Company (the “**Consideration Shares**”) to Haw Par (or its wholly-owned nominee) (the “**UOL Share Issuance**”).



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## APPENDIX 1: IFA LETTER

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### 1.2. Interested Person Transaction

Chapter 9 of the Listing Manual. Under Rule 904(4)(a) of the Listing Manual, in the case of a company, an “interested person” means a director, chief executive officer or controlling shareholder of the Company, or an associate of any such director, chief executive officer, or controlling shareholder. Under the Listing Manual, an “associate”, in the case of a company, in relation to any director, chief executive officer, substantial shareholder or controlling shareholder (being an individual), means, *inter alia*, his immediate family and any company in which he and his immediate family together (directly or indirectly) have an interest of 30 per cent or more.

Further, each of Dr. Wee Cho Yaw and Mr. Wee Ee Cheong is deemed to be a “controlling shareholder” of the Company as each of them has an interest of more than 15 per cent in the issued share capital of the Company. The shareholding interest of each of Dr. Wee Cho Yaw, Mr. Wee Ee Lim, Mr. Wee Ee-chao and Mr. Wee Ee Cheong in the Company is as detailed in paragraph 8 of the Circular.

In addition, each of Dr. Wee Cho Yaw, Mr. Wee Ee Lim, Mr. Wee Ee-chao and Mr. Wee Ee Cheong has an aggregate direct or indirect interest of more than 30 per cent. in the issued share capital of Haw Par. The shareholding interest of each of Dr. Wee Cho Yaw, Mr. Wee Ee Lim, Mr. Wee Ee-chao and Mr. Wee Ee Cheong in Haw Par is as detailed in paragraph 8 of the Circular.

Under the Listing Manual, Haw Par is considered to be an “associate” of each of Dr. Wee Cho Yaw, Mr. Wee Ee-chao, Mr. Wee Ee Lim and Mr. Wee Ee Cheong, as each of them holds more than 30 per cent. of the issued share capital of Haw Par. Accordingly, for the purposes of Chapter 9 of the Listing Manual, Haw Par would be considered an “interested person” vis-à-vis the Company, which is regarded as an “entity at risk” for these purposes, and the Proposed Transaction constitutes an “interested person transaction” under Chapter 9 of the Listing Manual.

However, as the value of the aggregate consideration (whether calculated based on market value or NAV) is less than five per cent of the latest audited NTA of the UOL Group, as set out in paragraph 8.3 of the Circular, Shareholders’ approval is not required for the proposed acquisition of UIC Shares pursuant to Chapter 9 of the Listing Manual.

### 1.3. The Whitewash Resolution

As at the Latest Practicable Date, Haw Par and parties acting in concert with it (including, but not limited to, Dr. Wee Cho Yaw) in respect of the Company (collectively, the “**Wee Concert Party Group**”) have an aggregate interest in 337,202,698 ordinary shares in the capital of the Company (“**UOL Shares**”), representing approximately 41.47 per cent of the total number of issued UOL Shares. Further details on the members of the Wee Concert Party Group and their respective shareholding interests in the Company are set out in paragraph 7.3 of the Circular.

As a result of the UOL Share Issuance on completion of the Proposed Transaction in accordance with the terms of the Option Agreement (“**Completion**”), the Wee Concert Party Group will increase its shareholding interest in the Company by more than one per cent in a six-month period to 364,475,425 UOL Shares, representing approximately 43.37 per cent of the Company’s enlarged issued capital following the UOL Share Issuance on Completion (the “**Enlarged Share Capital**”), which will trigger the requirement to make a mandatory general offer under Rule 14 of the Singapore Code on Take-overs and Mergers (the “**Code**”) for the remaining UOL Shares not already owned, controlled or agreed to be acquired by the Wee Concert Party Group on Completion (unless otherwise waived).

In light of the above, the Company has made an application to the Securities Industry Council of Singapore (“**SIC**”) to seek, *inter alia*, a waiver of the obligations of Haw Par (or its nominee) to make a mandatory general offer for the Company under Rule 14 of the Code by reason of the UOL Share Issuance resulting in the Wee Concert Party Group’s shareholding interest in the Company increasing by more than one per cent based on the Enlarged Share Capital in any period

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of six months (the “**Whitewash Waiver**”). On 26 May 2017, the SIC granted the Whitewash Waiver, subject to the satisfaction of the SIC Conditions, details of which are set out in paragraph 7.2 of the Circular.

UOL is seeking Independent Shareholders' approval for a waiver of their rights to receive a mandatory offer from the Wee Concert Party Group for all the remaining issued UOL Shares not already owned or controlled by the Wee Concert Party Group in connection with the Proposed Transaction pursuant to Rule 14 of the Code (the “**Whitewash Resolution**”).

We, Deloitte & Touche Corporate Finance Pte Ltd (“**DTCF**”), have been appointed as independent financial adviser (“**IFA**”) to:

- i. Advise the Independent Directors as to whether the Whitewash Resolution, when considered in the context of the Proposed Transaction by the Company, is fair and reasonable; and
- ii. Provide an opinion to the Audit and Risk Committee as to whether the Proposed Transaction is on normal commercial terms and is not prejudicial to the interests of the UOL Group and its minority shareholders.

This letter sets out our evaluation for the Independent Directors and the Audit and Risk Committee in respect of this engagement and is an integral part of the Circular.

### 2. TERMS OF REFERENCE

Our responsibility is to provide our opinion in respect to the Proposed Transaction and the Whitewash Resolution in the context of the Proposed Transaction.

We were neither a party to the negotiations entered into in relation to the Proposed Transaction, nor were we involved in the deliberations leading up to the decision on the part of the Directors to enter into the Proposed Transaction.

We do not, by this letter or otherwise, advise or form any judgement on the strategic or commercial merits or risks of the Proposed Transaction. All such evaluations, advice, judgements or comments remain the sole responsibility of the Directors and their advisors.

We have however drawn upon such evaluations, judgements and comments as we deem necessary and appropriate in arriving at our opinion.

The scope of our appointment does not require us to express, and nor do we express, a view on the future growth prospects, earnings potential or value of UOL Group Limited. We do not express any view as to the price at which the UOL Shares may trade upon completion of the Proposed Transaction nor on the future value, financial performance or condition of UOL Group Limited after the Proposed Transaction.

It is also not within our terms of reference to compare the merits of the Proposed Transaction to any alternative transactions that were or may have been available to UOL Group Limited. Such comparison and consideration remain the responsibility of the Directors and their advisors.

In the course of our evaluation, we have held discussions with the management of the UOL, and have considered the information contained in the Circular, publicly available information collated by us as well as information, both written and verbal, provided to us by the management. We have relied upon and assumed the accuracy of the relevant information, both written and verbal, provided to us by the aforesaid parties and have not independently verified such information, whether written or verbal, and accordingly cannot and do not warrant, and do not accept any responsibility for the accuracy, completeness and adequacy of such information.

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We have not independently verified and have assumed that all statements of fact, belief, opinion and intention made by the Directors in the Circular have been reasonably made after due and careful enquiry. Accordingly, no representation or warranty (whether express or implied) is made and no responsibility is accepted by us concerning the accuracy, completeness or adequacy of such information. We have nonetheless made reasonable enquiries and exercised our judgement on the reasonable use of such information and have found no reason to doubt the reliability of such information. We have not made any independent evaluation or appraisal of the assets and liabilities of UOL Group Limited or the Proposed Transaction.

Our views are based on market, economic, industry, monetary and other conditions (where applicable) prevailing on and our analysis of the information made available to us as at the Latest Practicable Date. We assume no responsibility to update, revise or re-affirm our opinion, factors or assumptions in light of any subsequent development after the Latest Practicable Date that may affect our opinion or factors or assumptions contained herein. Shareholders should take note of any announcements relevant to their considerations of the Proposed Transaction which may be released by UOL Group after the Latest Practicable Date.

UOL Group Limited has been separately advised by its own legal advisor in the preparation of the Circular other than this letter. We have had no role or involvement and have not provided any advice whatsoever in the preparation, review and verification of the Circular other than this letter. Accordingly, we take no responsibility for, and express no views, whether express or implied, on the contents of the Circular except for this letter.

Our opinion in relation to the Proposed Transaction and the Whitewash Resolution (when considered in context of the Proposed Transaction) should be considered in the context of the entirety of this letter and Circular. While a copy of this letter may be reproduced in the Circular, UOL Group may not reproduce, disseminate or quote this letter or any part thereof for any purpose, other than for the purpose stated herein, without our prior written consent in each instance.

We have not had regard to the general or specific investment objectives, financial situation, tax position, risk profiles or unique needs and constraints of any Shareholder. As the Shareholder will have different investment objectives, we advise the Independent Directors to recommend that any Shareholder who may require specific advice in relation to his or her specific investment objectives or portfolio should consult his or her stockbroker, bank manager, solicitor, accountant, tax advisor or other professional advisors.

### 3. INFORMATION ON UIC AND HAW PAR

#### 3.1. Information on UIC

UIC was incorporated in Singapore in 1963 as a private company and was listed as a public company in 1969.

UIC's core business is property development and investment. With its acquisition in 1990 of the majority equity of Singapore Land Limited, a well-established property company, UIC and its subsidiaries (collectively, the "**UIC Group**") became a major real estate developer with a portfolio of 2.5 million square feet of office space and 1 million square feet of retail premise in Singapore.

The UIC Group's property portfolio includes some of Singapore's best known commercial and retail landmarks as well as residential projects in prime and suburban areas. Overseas investments include properties in Shanghai, Beijing and Tianjin, the People's Republic of China and London, the United Kingdom.

The directors of UIC as at the Latest Practicable Date are Dr. Wee Cho Yaw, Dr. John Gokongwei, Jr., Mr. Lim Hock San, Mr. James L. Go, Mr. Gwee Lian Kheng, Mr. Hwang Soo Jin, Mr. Alvin Yeo Khirn Hai, Mr. Yang Soo Suan, Mr. Wee Ee Lim, Mr. Lance Yu Gokongwei and Mr. Antonio L. Go.

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As at the Latest Practicable Date the UOL Group has an interest in 641,048,530 UIC Shares, representing approximately 44.77 per cent of the total number of UIC Shares and Haw Par has an interest in 69,571,883 UIC Shares, representing approximately 4.86 per cent of the total number of UIC Shares.

### 3.2. Information on Haw Par

Haw Par was incorporated in Singapore in 1969 and was listed on the SGX-ST in 1969.

The principal activities of the Haw Par group (comprising Haw Par and its subsidiaries) are the manufacturing, marketing and trading of healthcare products, the provision of leisure-related goods and services, and investment in properties and securities.

The directors of Haw Par as at the Latest Practicable Date are Dr. Wee Cho Yaw, Mr. Wee Ee-chao, Mr. Wee Ee Lim, Mr. Sat Pal Khattar, Mr. Hwang Soo Jin, Dr. Lee Suan Yew, Dr. Chew Kia Ngee, Mr. Peter Sim Swee Yam, Mr. Gn Hiang Meng and Mr. Han Ah Kuan.

As at the Latest Practicable Date, the UOL Group has an aggregate direct and indirect interest in 2,960,965 ordinary shares in the capital of Haw Par ("**Haw Par Shares**"), representing approximately 1.35 per cent of the total number of Haw Par Shares.

## 4. EVALUATION OF THE PROPOSED TRANSACTION AND THE WHITEWASH RESOLUTION

In reaching our recommendation in respect of the Proposed Transaction and the Whitewash Resolution, we have given due consideration to the following factors:

- i. the rationale for and the benefits of the Proposed Transaction;
- ii. basis of Exchange Ratio;
- iii. comparison of premia with relevant Interested Party transactions in the past in Singapore;
- iv. historical swap ratio;
- v. comparison of Price to Net Asset Value with relevant peer group;
- vi. Other relevant considerations which may have a significant bearing on our assessment of the Proposed Transaction and the Whitewash Resolution.

### 4.1. The rationale for and the benefits of the Proposed Transaction

UOL's views of the rationale and key benefits of the Proposed Transaction are set out in paragraph 5 of the Circular. We recommend that the Independent Directors advise the Shareholders to read this section of the Circular carefully.

We have reproduced below excerpts of this section in respect of the Proposed Transaction:

#### 4.1.1. Acquisition of Significant Minority Interest

*The Proposed Transaction would enable the Company to acquire a significant minority interest in UIC, representing approximately 4.19 per cent of the total number of UIC Shares, which would otherwise not be readily available, given the lack of trading liquidity in UIC Shares and the current shareholding structure of UIC which comprises a free float of only approximately 13 per cent. This is in line with the Company's objective of consolidating its interest in UIC, with a view to achieving statutory control of UIC in the future.*

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*At the same time, the Proposed Transaction immediately provides the UOL Group with an opportunity to significantly increase its ownership interest in UIC which, given the low liquidity in UIC Shares in the open market, would otherwise require substantial time and effort to accumulate by way of on-market purchases.*

### **4.1.2. Waiver of Mandatory General Offer Obligation**

*On Completion, the UOL Group's shareholding interest in UIC will increase from approximately 44.77 per cent to approximately 48.96 per cent. Based on the Company's consultation with the SIC in connection with the Proposed Transaction, the SIC has waived the UOL Group's obligation to make a mandatory general offer for UIC as a result of the acquisition of the UIC Sale Shares pursuant to the Proposed Transaction.*

*The SIC had indicated during such consultation that if the UOL Group increases its shareholding in UIC to more than 49 per cent as a result of the Proposed Transaction, the UOL Group would be required to make a mandatory general offer for UIC. Accordingly, the Option Agreement relates only to the sale and purchase of 60,000,000 UIC Shares which would result in the UOL Group holding in aggregate 48.96 per cent of the total number of UIC Shares at the time of Completion, and does not relate to all of the UIC Shares in which Haw Par has an interest as the Company does not intend to trigger a mandatory general offer for UIC.*

*As indicated above, upon Completion, the UOL Group will have a shareholding interest of approximately 48.96 per cent. in UIC. If the UOL Group subsequently acquires additional UIC Shares which results in its shareholding in UIC increasing to more than 49 per cent., the UOL Group will not trigger a mandatory general offer for UIC as long as any such acquisition will not involve the acquisition of more than one per cent of the voting rights in UIC in a six-month period.*

### **4.1.3. Benefits to Shareholders**

The Proposed Transaction will be beneficial to Shareholders for the following reasons:

#### ***i. Non-cash transaction***

*As the aggregate consideration payable by the Company for the purchase of the UIC Sale Shares will be fully satisfied by an issue of new UOL Shares pursuant to the UOL Share Issuance, it will conserve the Company's internal cash reserves and provide the Company with the financial flexibility to pursue future growth opportunities.*

#### ***ii. Greater diversification***

*An increased ownership interest in UIC will indirectly increase the UOL Group's access to UIC's commercial property portfolio and, in particular, UIC's office properties in the Singapore Central Business District. Taken together, the UOL Group and the UIC Group will have highly complementary property interests across the residential, office, retail and hospitality segments, and the geographic footprint of both groups' property portfolios is well balanced across Singapore and other markets, including the People's Republic of China and the United Kingdom.*

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### **iii. Greater strategic alignment and efficient allocation of resources**

*An increased ownership interest in UIC will eventually allow the UOL Group to exercise greater influence over the deployment of UIC's resources, thereby enhancing the ability of the Company and UIC to leverage on the benefits of each other's track records, market positions, organisational capabilities, management resources and human capital, business strategies, and institutional knowledge.*

*As two of the leading property players in Singapore, the Proposed Transaction would enable the Company and UIC to further align their respective strategic interests and enhance their ability to collaborate on joint acquisitions of land banks and office and retail investments in Singapore and elsewhere.*

### **iv. Ability to drive operational improvements**

*An increased ownership interest in UIC may allow both the Company and UIC to create shareholder value by leveraging their combined scale and drawing upon each other's best practices to implement certain process and efficiency improvement initiatives (subject to compliance with the Listing Manual), including:*

- a. incremental reductions in overlapping or duplicate roles, by way of a shared services platform;*
- b. streamlining policies and procedures;*
- c. consolidating outsourcing arrangements with external vendors and other service providers;*
- d. improving pricing and working capital terms for procurement activities; and*
- e. partnering for certain sales and distribution activities.*

## **4.2. Basis of Exchange Ratio**

The Exchange Ratio was arrived at on a willing-buyer-willing-seller basis and was negotiated and agreed upon between the Company and Haw Par taking into account the rationale for the Proposed Transaction as set out in paragraph 5 of the Circular and with reference to the exchange ratios implied by the following metrics (collectively, the "**Implied Exchange Ratios**")<sup>9</sup>:

- (i) the VWAPs of UOL Shares and UIC Shares for periods of between one market day and 12 months leading up to and including the Last Trading Day, as illustrated below; and
- (ii) the unaudited net asset value ("**NAV**") and unaudited net tangible asset value ("**NTA**") per UOL Share and per UIC Share, in each case as at 31 March 2017.

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<sup>9</sup> The premiums / (discounts) of the Exchange Ratio relative to the exchange ratios implied by the VWAPs and historical NAV per UIC Share and per UOL Share that have been calculated in these tables are based on the number of UIC Sale Shares to be acquired, the number of Consideration Shares, and the VWAPs of the UIC Shares and the UOL Shares for historical periods. No adjustments have been made to account for the potential financial effects of the Proposed Transaction in such calculations.



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For illustrative purposes only, the Implied Exchange Ratios (implied by the VWAPs and the unaudited NAV and NTA of the UOL Shares and the UIC Shares respectively) as well as the corresponding premiums / (discounts)<sup>(3)(5)</sup> to the agreed Exchange Ratio are set out in the tables below:

### 4.2.1. Implied Exchange Ratios based on VWAPs

Period	VWAP (S\$) <sup>(2)</sup>		Exchange ratio (Implied by VWAPs)  (A)	Exchange Ratio  (B)	Premium / (Discount) based on Exchange Ratio <sup>(3)</sup>  (C)
	UOL Shares	UIC Shares			
Last Trading Day	7.7077	3.2784	2.351	2.20	6.87%
Last five market days up to and including the Last Trading Day	7.6515	3.3165	2.307	2.20	4.87%
One-month period up to and including the Last Trading Day	7.3503	3.2972	2.229	2.20	1.33%
Three-month period up to and including the Last Trading Day	7.1585	3.1530	2.270	2.20	3.20%
Six-month period up to and including the Last Trading Day	6.8566	3.0404	2.255	2.20	2.51%
12-month period up to and including the Last Trading Day	6.2850	2.9205	2.152	2.20	(2.18)%

Notes:

- (2) Source: Bloomberg (No adjustments to share prices have been made for dividends, bonus issues or other corporate transactions in each respective reference period and any off-market transactions (including any new share issuances by the Company and UIC) have been excluded).
- (3) The premium / (discount) is computed based on the Exchange Ratio of 2.20, as compared to the exchange ratios implied by the VWAPs of UOL Shares and UIC Shares for periods of between one market day and 12 months leading up to and including the Last Trading Day, calculated based on the following formula:  

$$C = ((A \div B) - 1) \times 100\%$$

Based on the table above, we note the following with regard to the Implied Exchange Ratios based on the VWAP:

- (i) Average Implied Exchange ratio for the one-month, three-month and six-month period prior to the Last Trading Day (inclusive of the Last Trading Day) is at a slight premium of 1.33%, 3.20% and 2.51% respectively when compared to the Exchange ratio of 2.2;
- (ii) Average Implied Exchange ratio for the twelve-month period prior to the Last Trading Day (inclusive of the Last Trading Day) is at a discount of 2.18% when compared to the Exchange ratio of 2.20.



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### 4.2.2. Implied Exchange Ratios based on Unaudited NAV and NTA per Share<sup>(4)</sup>

	As at 31 March 2017 (S\$)		Exchange ratio (Implied by unaudited NAV and NTA per share) (A)	Exchange Ratio (B)	Premium / (Discount) based on Exchange Ratio <sup>(5)</sup> (C)
	UOL Shares	UIC Shares			
Unaudited NAV per share	10.27	4.43	2.32	2.20	5.38%
Unaudited NTA per share	10.24	4.43	2.31	2.20	5.06%

Notes:

- (4) The unaudited NAV and NTA per UOL Share and UIC Share was calculated based on a total number of 804,700,403 UOL Shares and 1,419,181,000 UIC Shares (in each case, excluding treasury shares) as at 31 March 2017, as disclosed in the unaudited consolidated financial statements and results announcements of the Company and UIC respectively for the first quarter ended 31 March 2017 (“1Q2017”).
- (5) The premium / (discount) is computed based on the Exchange Ratio of 2.20, as compared to the exchange ratios implied by the unaudited consolidated NAVs or NTAs per UOL Share and per UIC Share, in each case as at 31 March 2017, calculated based on the following formula:  $C = ((A \div B) - 1) \times 100\%$ .

Based on the above table, we note the following with regard to the Implied Exchange Ratios based on Unaudited NAV and NTA per share:

- (i) Implied Exchange ratio based on the Unaudited NAV per share and Unaudited NTA per share is at a premium of 5.38% and 5.06% respectively as compared to the Exchange Ratio of 2.20.

We also note that paragraph 15 of the Circular describes a PPA exercise that is ongoing as at the Latest Practicable Date. We specifically note paragraph 15.1.4 that states the following:

*A fair valuation uplift has been applied in respect of UIC’s and the Company’s direct and indirect interests in Pan Pacific Singapore, Marina Mandarin and Mandarin Oriental based on (i) fair values as at 31 December 2016 for the pro forma financial effects in respect of the NTA of the UOL Group; and (ii) fair values as at 31 December 2015 for the pro forma financial effects in respect of EPS.*

The analysis presented above does not reflect the results from this PPA exercise.

### 4.3. Comparison of premia with relevant Interested Party transactions in the past in Singapore;

We have identified a list of recent transactions that involved Interested Persons wherein the transacted stake in the capital of the respective companies was greater than 2% and less than 10% that took place in Singapore for the period of past five years prior to the Latest Practicable Date for which information is publicly available and extracted the relevant information from similar transactions in Singapore (“**Comparable Transactions**”) in order to compare the Implied Exchange Ratio of the Comparable Transactions.

The information in the table below is for illustration purposes only. The Comparable Transactions differ from the Proposed Transaction in terms of transaction value, transacted stake, revenue mix, market risks, future prospects, operating history, branding and other relevant criteria. There is no transaction under the Comparable Transactions which may be considered identical to the Proposed Transaction in terms of the abovementioned factors.

For the above reasons, while the Comparable Transactions taken as a whole may provide a broad and indicative benchmark for assessing the Proposed Transaction, care has to be taken in the selection and use of any individual data point for the same purpose.

<b>Comparable Transactions</b>											
<b>VWAP analysis based on historical block transactions (2- 10% stake, past 5 years, IPT transaction)</b>											
	Target Company	SGX ticker	Transacted stake (%)	Transaction value (S\$m)	Offer price per share	Premium / (Discount) implied by offer price for preceding periods					
						1 day	1 week	1 mth	3 mth	6 mth	12 mth
06-Jun-17	AEM Holdings Ltd	SGX: AWX	4.20	7.4	2.70	(14.3)%	(1.8)%	1.3%	36.2%	75.9%	89.1%
07-Jul-16	Ellipsiz Ltd	SGX:BIX	4.75	3.0	0.38	2.7%	2.9%	3.7%	6.3%	11.5%	11.2%
16-Nov-15	LCD Global Investments	SGX:L38	4.76	14.8	0.29	25.4%	18.8%	13.6%	14.5%	9.7%	(7.0)%
16-Nov-15	LCD Global Investments	SGX:L38	4.96	11.6	0.22	(5.4)%	(10.4)%	(14.3)%	(13.6)%	(17.3)%	(29.8)%
13-Aug-14	Sunningdale Tech Ltd	SGX:BHQ	2.78	5.3	0.21	(81.1)%	(80.6)%	(80.4)%	(79.5)%	(78.6)%	(77.0)%
15-Apr-14	Hotel Properties Ltd	SGX:H15	9.56	1,260.3	4.05	14.7%	16.3%	21.5%	25.5%	26.9%	26.9%
14-Feb-14	Mermaid Maritime Public Co. Ltd	SGX:DU4	9.23	67.8	0.52	5.0%	2.6%	5.2%	10.7%	24.5%	25.8%
28-Mar-13	Dutech Holdings Ltd	SGX:CZ4	2.83	1.3	0.13	N.A.	N.A.	(0.7)%	(2.2)%	(2.1)%	(2.1)%
20-Mar-13	Dutech Holdings Ltd	SGX:CZ4	2.80	1.3	0.13	(0.6)%	(0.6)%	(1.9)%	(2.1)%	(2.1)%	(2.1)%
06-Feb-13	Innopac Holdings Ltd	SGX:I26	3.44	20.0	0.20	(2.5)%	(5.6)%	12.4%	33.4%	51.9%	63.2%
05-Feb-13	Innopac Holdings Ltd	SGX:I26	9.89	40.0	0.20	1.0%	(9.2)%	13.1%	34.7%	53.5%	65.1%
10-May-12	Wing Tai Holdings Ltd	SGX:W05	8.71	94.6	1.39	6.5%	9.7%	12.1%	9.3%	20.8%	11.7%
<b>Median</b>						1.0%	(0.6)%	4.5%	10.0%	16.2%	11.5%
<b>Average</b>						(4.4)%	(5.3)%	(1.2)%	6.1%	14.6%	14.6%
<b>Implied premium / (discount) of proposed exchange ratio (Proposed Transaction)</b>						<b>6.87%</b>	<b>4.84%</b>	<b>1.33%</b>	<b>3.2%</b>	<b>2.51%</b>	<b>(2.18)%</b>

Sources: Capital IQ, Management

Based on the above table, we note the following about the implied premium based on the Exchange Ratio for the Proposed Transaction:

- (i) when compared for the Last Trading Day and the one-week period prior to the Last Trading Day (inclusive of the Last Trading Day) of 6.87% and 4.84% respectively, is higher than the median of the premia / (discount) of comparable past transactions in Singapore for the Last Trading Day and the one-week period prior to the Last Trading Day (inclusive of the Last Trading Day) of 1.0% and (0.6)% respectively;
- (ii) when compared for the one-month, three-month and six-month period (inclusive of the Last Trading Day) of 1.33%, 3.2% and 2.51% respectively, is lower than the median of the premia of comparable past transactions in Singapore for the one-month, three-month and six-month period (inclusive of the Last Trading Day) of 4.5%, 10.0% and 16.2% respectively;
- (iii) for the twelve-month period (inclusive of the Last Trading Day) represents a (discount) of (2.18)%, whereas the median of comparable past transactions in Singapore represent a premium of 11.5%.

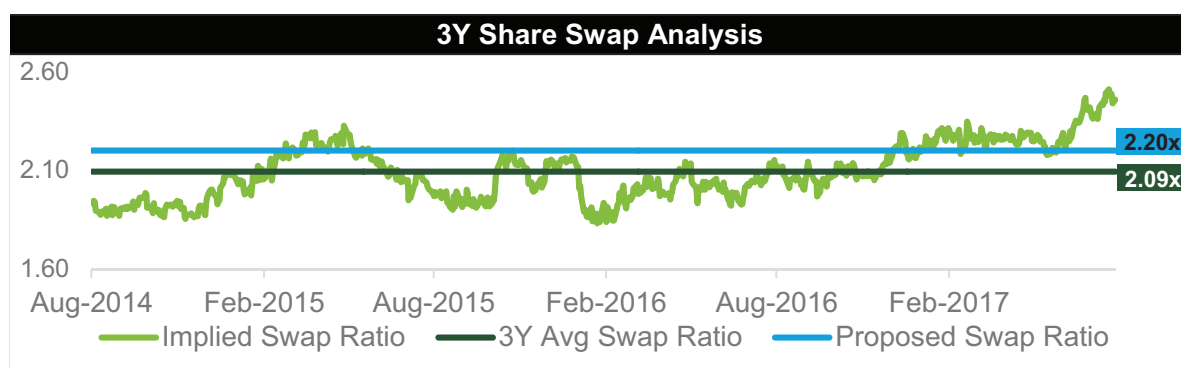
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### 4.4. Historical Swap Ratio

In our evaluation of the proposed Exchange Ratio of 2.20 UIC Shares per UOL Share (the “**Proposed Swap Ratio**”), we considered the implied historical swap rate for a period of 3 years leading up to the Latest Practicable Date for which information is publicly available and extracted.

The information in the chart below is for illustration purposes only. Noting that historical trend may not be indicative of future performance of the implied swap ratio. We note that the context of historical swap ratio might differ to the current context of the implied swap ratio in terms of market risks, market outlooks and other relevant criteria.

For the above reasons, while the Historical Swap Ratio taken as a whole may provide a broad and indicative benchmark for assessing the Proposed Transaction, care has to be taken as historical trend may not be indicative of future performance.



Sources: Capital IQ as of 04 Aug 17

Based on the chart above, we note that the 3-year average historical swap ratio of 2.09 is lower than the Proposed Swap Ratio of 2.20.

### 4.5. Comparison of Price to Net Asset Value with relevant peer group

For the purposes of assessing the Price to Net Asset Value (“NAV”) of the Proposed Transaction, we have considered companies whose principal business is broadly comparable to UIC as well as the underlying assets of UIC (the “Peer Group”). As UIC is primarily engaged in the activities of property development and investment, we have considered companies that are involved in similar principal businesses listed on the Singapore Exchange.

We have had discussions with the Company Management about the suitability and reasonableness of the Peer Group acting as a basis for comparison with UIC. Relevant information has been extracted from respective company announcements. We make no representations or warranties, expressed or implied, as to the accuracy or completeness of such information. The Comparable Companies’ accounting policies with respect to the values for which the assets or revenue and costs are recorded may differ from that of UIC.

We wish to highlight that the Peer Group may not be exhaustive and they differ from UIC in terms of, *inter alia*, market capitalisation, size of operations, clientele, composition of business activities, asset base, geographical spread, track record, operating and financial leverage, risk profile, liquidity, accounting policies, future prospects and other relevant criteria respectively.

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As such, any comparison made is necessarily limited and merely serves as an illustrative guide.

<b>As at Latest Practicable Date</b>			
<b>Peer Group</b>	<b>Market Cap (S\$, millions)</b>	<b>NAV (S\$, millions) (Latest)</b>	<b>Price/NAV</b>
CapitaLand Ltd	16,395	17,676	0.93
City Developments Ltd	10,966	9,304	1.18
Frasers Centrepoint Ltd	5,564	6,810	0.82
GuocoLand Ltd	2,164	3,269	0.66
Wheelock Properties (Singapore) Ltd	2,244	3,018	0.74
Sinarmas Land Ltd	1,873	1,892	0.99
Oxley Holdings Ltd	1,682	929	1.81
Bukit Sembawang Estates Ltd	1,750	1,277	1.37
Ho Bee Land Ltd	1,611	2,963	0.54
Wing Tai Holdings Ltd	1,656	3,109	0.53
Perennial Real Estate Holdings Ltd	1,532	2,681	0.57
Fragrance Group Ltd	1,121	1,050	1.07
		<b>Median</b>	<b>0.87</b>
		<b>Average</b>	<b>0.93</b>
		<b>High</b>	<b>1.81</b>
		<b>Low</b>	<b>0.53</b>
UIC	4,668	6,357	0.73
UOL	6,552	8,351	0.78
Implied Price/NAV of UIC (base on Exchange Ratio)			0.83

### Excluded Comparable:

<b>As at Latest Practicable Date</b>		
<b>Company Name</b>	<b>Market Cap (S\$, millions)</b>	<b>Rationale for Exclusion</b>
Hongkong Land Holdings Ltd	24,266	Large market capitalisation
Yanlord Land Group Ltd	3,486	Portfolio consists only of China assets
Yoma Strategic Holdings Ltd.	1,035	Portfolio consists only of Myanmar assets
Hong Fok Corporation Ltd	551	Due to size consideration
Far East Orchard Ltd	661	Due to size consideration
Bund Center Investment Ltd	592	Portfolio consists only of China assets and due to size consideration
Roxy-Pacific Holdings Ltd	614	Due to size consideration

Sources: Capital IQ as of 04 Aug 2017, Company Reports

Based on the tables above, we note that:

- (i) the Price/NAV of UIC and UOL as at Latest Practicable Date of 0.73 and 0.78 respectively is below the median and average of the Peer Group but within range of Peer Group.
- (ii) the implied Price/NAV of UIC (base on Exchange Ratio) as at Latest Practicable Date of 0.83 is below the median and average of Peer Group but within the range of Peer Group.

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### 4.6. Other relevant considerations which may have a significant bearing on our assessment of the Proposed Transaction and the Whitewash Resolution

#### 4.6.1. Whitewash Resolution as a condition precedent to the Proposed Transaction

Shareholders should note that the Proposed Transaction is subject to the passing of the Whitewash Resolution by the Independent Shareholders. That is, in the event that the Whitewash Resolution is not approved by the Independent Shareholders, the Proposed Transaction will not take place.

#### 4.6.2. Waiver of rights to receive a Mandatory Offer

Independent Shareholders should note that by voting for the Whitewash Resolution, they will be waiving their rights to receive a mandatory general offer for their UOL shares from Haw Par (or its nominee) at the highest price paid by the Wee Concert Party Group for the UOL Shares in the six months preceding the commencement of the offer which they would have otherwise been obliged to make for the UOL Shares in accordance with Rule 14 of the Code.

#### 4.6.3. SIC Conditions

On 26 May 2017, the SIC has granted the Whitewash Waiver subject to, *inter alia*, the satisfaction of certain conditions which are presented in paragraph 7.2. As at the Latest Practicable Date, save for the SIC Conditions set out in paragraphs 7.2.1, 7.2.3, 7.2.4(i) and 7.2.9 above, all other SIC Conditions set out in paragraph 7.2 have been satisfied.

#### 4.6.4. Pro forma financial effects of the Proposed Transaction

The pro forma financial effects of the Proposed Transaction are set out in paragraph 15 of the Circular. We recommend the Independent Directors to advise the Shareholders to read paragraph 15 of the Circular carefully, in particular the assumptions relating to the preparation of the pro forma financial effects of the Proposed Transaction as set out in paragraph 15.1 of the Circular.

Paragraph 15 also presents the summary of bases, assumptions and the methodology of the PPA exercise undertaken by UOL Group. We have not reviewed any material or independently verified the results of such a PPA exercise and express no views, whether expressed or implied on this section of the Circular or the results of this exercise which impact the pro forma financial effects presented as part of this paragraph.

The financial effects are provided purely for illustrative purposes only and do not reflect the actual financial position and earnings of the UOL Group after Completion. We set out below the following pro forma effects of the Proposed Transaction that is prepared for illustrative purposes only, to show:

## APPENDIX 1: IFA LETTER

### *i. NTA*

*Assuming that the Proposed Transaction had been completed on 31 December 2016, being the end of the most recently completed financial year of the UOL Group, the pro forma financial effects on the consolidated NTA per share of the UOL Group as at 31 December 2016 are as follows:*

	<b>Before the Proposed Transaction</b>	<b>After the Proposed Transaction (As set out in the Announcement)</b>	<b>After the Proposed Transaction<sup>(1) (2)</sup> (Revised)</b>
NTA (S\$ million)	8,103	8,594	8,754
NTA per share (S\$)	10.07	10.33	10.52

Notes:

- (1) The pro forma financial effects on the consolidated NTA per share of the UOL Group have been revised upwards from those stated in the Announcement, primarily as a result of reassessing the fair value adjustments to the carrying amounts of Pan Pacific Singapore, Marina Mandarin and Mandarin Oriental.
- (2) The pro forma financial effects disclosed in this table are subject to the completion of the PPA exercise and future changes to the carrying values of the net identifiable assets and, therefore, the actual financial effects to consolidated NTA may be materially different to the pro forma consolidated NTA financial effects presented above. Please refer to paragraph 15.1.4 of the Circular for further details.

### *ii. EPS*

*Assuming that the Proposed Transaction had been completed on 1 January 2016, being the beginning of the most recently completed financial year of the UOL Group, the pro forma financial effects on the consolidated EPS of the UOL Group for FY2016 are as follows:*

	<b>Before the Proposed Transaction</b>	<b>After the Proposed Transaction (As set out in the Announcement)</b>	<b>After the Proposed Transaction<sup>(3)(4)</sup> (Revised)</b>
Profit attributable to shareholders <sup>(1)</sup> (S\$'000)	287,040	617,361 <sup>(2)</sup>	772,124 <sup>(2)</sup>
EPS (cents)	35.82	74.51	93.19

Notes:

- (1) "Profit attributable to shareholders" means profit after tax and minority interests.
- (2) The pro forma financial effects on the profit attributable to shareholders reflects a net gain of approximately S\$478.8 million (revised upwards from a net gain of S\$332.7 million disclosed in the Announcement), which is largely attributable to the UOL Group's (i) loss on derecognising the UIC Group as an associate, and (ii) gain on bargain purchase as a result of consolidating the UIC Group as a subsidiary.
- (3) The pro forma financial effects on the consolidated EPS of the UOL Group have been revised upwards from those stated in the Announcement, primarily as a result of reassessing the fair value adjustments to the carrying amounts of Pan Pacific Singapore, Marina Mandarin and Mandarin Oriental.
- (4) The pro forma financial effects disclosed in this table are subject to the completion of the PPA exercise and future changes to the carrying values of the net identifiable assets and, therefore, the actual financial effects to consolidated EPS may be materially different to the pro forma EPS consolidated financial effects presented above. Please refer to paragraph 15.1.4 of the Circular for further details.

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### iii. Share Capital

Assuming that the UOL Share Issuance had been completed on 31 December 2016, being the end of the most recently completed financial year of the UOL Group, the pro forma financial effects on the share capital of the Company as at 31 December 2016 are as follows:

	Before the UOL Share Issuance <sup>(1)</sup>	After the UOL Share Issuance
Share capital (S\$'000)	1,269,853	1,433,217
Number of UOL Shares	804,611,403	831,884,130

Note:

- (1) Based on a total of 804,611,403 UOL Shares (excluding treasury shares) as at 31 December 2016. This number does not take into account 8,504,102 UOL Shares which have been issued by the Company from 1 January 2017 up to the Latest Practicable Date.

## 5. OUR RECOMMENDATION

In arriving at our recommendation, we have taken into account the following factors which we consider to have a significant bearing on our assessment of the Proposed Transaction and the Whitewash Resolution in the context of the Proposed Transaction.

### **In respect of the Proposed Transaction and the Whitewash Resolution in the context of the Proposed Transaction:**

- i. The rationale for the Proposed Transaction, which are as follows:
  - this is an opportunity to acquire a significant minority interest in UIC, representing up to 48.96 per cent of the total number of UIC Shares, which would otherwise not be readily available given the lack of trading liquidity in UIC Shares and low free float; as against doing so through open market purchases over a longer period of time and incurring much more time and effort in doing so;
  - the Proposed Transaction allows the Company to acquire this stake without the obligation of making a mandatory general offer for UIC;
- ii. The benefits of the Proposed Transaction, which are as follows:
  - the aggregate consideration being by way of issuance of new shares of UOL, the Proposed Transaction helps the Company conserve internal cash resources and provides the Company greater financial flexibility;
  - greater diversification of property portfolio;
  - increased ownership in UIC may allow for greater control over deployment of UIC's resources and further align strategic interests;
  - increased ownership interest in UIC may allow both the Company and UIC to create shareholder value by driving operation improvements;
- iii. Basis of Exchange Ratio which has been derived on a willing-buyer-willing-seller basis taking into account the rationale for the Proposed Transaction as set out in paragraph 5 of the Circular and is at a premium / (discount) to the Implied Exchange Ratio as presented in the table in Section 4.2.1 of this IFA Letter;



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- iv. Comparison with relevant past transactions in Singapore:
- the implied premium of 6.87% and 4.87% is higher when compared to the median of 1 day and 1-week premium / (discount) of 1.0% and (0.6)% respectively for comparable past transactions;
  - the implied premium of 1.33%, 3.2% and 2.51% respectively, is lower when compared to the median of the one-month, three-month and six-month period of 4.5%, 10.0% and 16.2% respectively;
  - the implied Exchange ratio for the twelve-month period represents a (discount) of (2.18)%, whereas the median of comparable past transactions represent a premium of 11.5%;
- v. The average Historical Swap Ratio for the 3-year period prior to the Proposed Transaction of 2.09 is lower than the Exchange Ratio of 2.20;
- vi. Comparison of Price to NAV with relevant peer group:
- the Price/NAV of UIC and UOL as at Latest Practicable Date of 0.73 and 0.78 respectively is below the Peer Group but within range of Peer Group;
  - the implied Price/NAV of UIC (based on the Exchange Ratio) as at Latest Practicable Date of 0.83 is below the median and average of Peer Group but within the range of Peer Group;
- vii. Other relevant considerations:
- The Proposed Transaction is subject to the passing of the Whitewash Resolution by the Independent Shareholders as a condition precedent;
  - By voting for the Whitewash Resolution, the Independent Shareholders will be waiving their rights to receive a mandatory general offer for their UOL Shares from Haw Par (or its nominee) at the highest price paid by the Wee Concert Party Group for the UOL Shares in the six months preceding the commencement of the offer which they would have otherwise been obliged to make for the UOL Shares in accordance with Rule 14 of the Code;
  - Pro forma financial effects of the Proposed Transaction; based on the illustrative pro forma financial effects of the Proposed Transaction, the Company's NTA per share would have increased from 10.07 to 10.52 and the Company's EPS would have increased from 35.82 cents to 93.19 cents.
  - We further note that the pro forma financial effects presented above in paragraph 15 of the Circular resulted from i) a PPA exercise which resulted in a fair valuation uplift in properties jointly held by UOL and UIC; ii) revision in accounting treatment of UIC from an associate company to a subsidiary as UOL is able to exercise *de facto* control post transaction; and iii) effects of the Proposed Transaction.

Having considered the above and subject to the assumptions and qualifications set out herein and taking into account the prevailing conditions as at Latest Practicable Date, we are of the opinion that:

- (i) the Whitewash Resolution, when considered in the context of the Proposed Transaction by UOL Group Limited, is fair and reasonable; and
- (ii) the Proposed Transaction is on normal commercial terms and is not prejudicial to the interests of the UOL Group and its minority shareholders.

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Accordingly, we advise that the Independent Directors may recommend that the Independent Shareholders vote in favour of the Whitewash Resolution in the context of the Proposed Transaction.

Our recommendation is addressed to the Independent Directors and the Audit and Risk Committee for their benefit in connection with and for the purpose of their consideration of the Proposed Transaction. Any recommendation made by the Independent Directors and the Audit Committee in respect of the Proposed Transaction shall remain their responsibility.

Our recommendation is governed by the laws of Singapore and is strictly limited to the matters stated herein and does not apply by implication to any other matter.

Yours faithfully

**Deloitte & Touche Corporate Finance Pte Ltd**

Ng Jiak See  
Executive Director

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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**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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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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.

## PROXY FORM

### UOL GROUP LIMITED

(Incorporated in Singapore)  
(Company Registration Number: 196300438C)

### PROXY FORM

### EXTRAORDINARY GENERAL MEETING

**IMPORTANT:**

1. Relevant intermediaries as defined in Section 181 of the Companies Act, Chapter 50 of Singapore, may appoint more than two proxies to attend, speak and vote at the Extraordinary General Meeting.
2. For CPF/SRS investors who have used their CPF/SRS monies to buy shares in UOL Group Limited, this form of proxy is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF/SRS investors should contact their respective Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies.
3. By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Extraordinary General Meeting dated 8 August 2017.

I/We \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC/Passport Number)

of \_\_\_\_\_ (Address)

being a member/members\* of **UOL GROUP LIMITED** (the “Company”), hereby appoint:

Name	NRIC/Passport Number	Address	Proportion of Shareholdings	
			No. of Shares	%

and/or (delete as appropriate)

Name	NRIC/Passport Number	Address	Proportion of Shareholdings	
			No. of Shares	%

or failing \*him/her/them, the Chairman of the Extraordinary General Meeting (“EGM”) of the Company as \*my/our \*proxy/proxies to attend, to speak and to vote for \*me/us and on \*my/our behalf at the EGM of the Company to be held at PARKROYAL on Beach Road, Grand Ballroom, 7500 Beach Road, Singapore 199591 on 24 August 2017 at 10.30 a.m. and at any adjournment thereof. \*I/We direct \*my/our \*proxy/proxies to vote for or against the Resolution to be proposed at the EGM as indicated hereunder. If no specific direction as to voting is given, the \*proxy/proxies will vote or abstain from voting at \*his/her/their discretion, as \*he/her/they will on any other matter arising at the EGM and at any adjournment thereof. If no person is named in the above boxes, the Chairman of the EGM shall be \*my/our \*proxy/proxies to vote, for or against the Resolution to be proposed at the EGM as indicated hereunder or abstain from voting, for \*me/us and on \*my/our behalf.

Ordinary Resolution	Number of Votes For**	Number of Votes Against**
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)		

**Notes:**

\* Please delete accordingly.

\*\* Voting will be conducted by poll. If you wish to exercise all your votes “For” or “Against”, please tick (✓) within the box provided. Otherwise, please indicate the number of votes as appropriate.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Shares in:	Total No. of Shares Held
(a) Depository Register	
(b) Register of Members	
<b>Total</b>	

Signature(s) of Member(s) or Common Seal

**IMPORTANT: PLEASE READ THE NOTES ON THE REVERSE CAREFULLY BEFORE COMPLETING THIS PROXY FORM.**



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## PROXY FORM

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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 (the **"Companies Act"**).

2. A proxy need not be a member of the Company.
3. This instrument appointing a proxy or proxies must be signed by the appointor or his duly authorised attorney or, if the appointor is a body corporate, signed by its duly authorised officer or attorney or executed under its common seal.
4. A member should insert the total number of shares held. If the member has shares entered against his name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore), he should insert that number of shares. If the member has shares registered in his name in the Register of Members 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 of the Company, he should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member of the Company.
5. Completion and return of this instrument appointing a proxy shall not preclude a member from attending, speaking and voting at the EGM. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the EGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under this instrument of proxy, to the EGM.
6. This 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 EGM.
7. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor or by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
8. Any alteration made in this instrument appointing a proxy or proxies must be initialled by the person who signs it.
9. A corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at the EGM, in accordance with its Constitution and Section 179 of the Companies Act.
10. The Company shall be entitled to reject the instrument appointing a proxy or proxies 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 or proxies (including any related attachment). In addition, in the case of a member of the Company whose shares are entered against his names in the Depository Register, the Company shall be entitled to reject any instrument appointing a proxy or proxies lodged if such member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time of the EGM, as certified by The Central Depository (Pte) Limited to the Company, and accept as the maximum number of votes which in aggregate the proxy or proxies is or are able to cast on a poll a number which is the number of shares entered against the name of that member in the Depository Register as at 72 hours before the time of the EGM as certified by The Central Depository (Pte) Limited to the Company, whether that number is greater or smaller than the number specified in such instrument appointing a proxy or proxies.