

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at the Auditorium, 8 Anthony Road, Singapore 229957 on Thursday, 25 April 2024 at 5:30 p.m. to transact the business as set out below:

This notice has been made available on SGXNET and the Company's website at [www.uobkayhian.com](http://www.uobkayhian.com). **Printed copies of this notice will not be dispatched to members.**

## ROUTINE BUSINESS

- Resolution 1** To receive and adopt the Directors' Statement and Audited Financial Statements for the year ended 31 December 2023 and the Independent Auditors' report thereon.
- Resolution 2** To declare a first and final one-tier tax exempt dividend of 9.2 cents per ordinary share for the year ended 31 December 2023.
- Resolution 3** To approve the sum of S\$238,068 as Directors' Fees for the financial year ended 31 December 2023. (2022: S\$280,315).
- Resolution 4** To re-appoint Mr. Wee Ee Chao as Director pursuant to Rule 720(5) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST").
- Resolution 5** To re-elect Mr. Tang Wee Loke, a Director who will retire by rotation pursuant to Regulation 91 of the Company's Constitution and who, being eligible, will offer himself for re-election.
- Resolution 6** To re-elect Mr. Tay Wee Jin Michael, a Director who will retire by rotation pursuant to Regulation 97 of the Company's Constitution and who, being eligible, will offer himself for re-election.

**Detailed information on Mr. Wee Ee Chao, Mr. Tang Wee Loke and Mr. Tay Wee Jin Michael can be found in the "Corporate Information" and "Profile of Directors & Key Management Personnel" sections in the Annual Report and "Additional Information on Directors Seeking Re-election" in this notice.**

- Resolution 7** To re-appoint Messrs. Deloitte & Touche LLP as Auditors of the Company and to authorise the directors to fix their remuneration.

## SPECIAL BUSINESS

To consider and if thought fit, to pass with or without any modifications, the following resolutions as ordinary resolutions:

- Resolution 8** Authority to allot and issue shares and convertible securities

That pursuant to Section 161 of the Companies Act 1967 and the listing rules of the Singapore Exchange Securities Trading Limited, authority be and is hereby given to the Directors of the Company to allot and issue shares and convertible securities in the Company (whether by way of rights, bonus or otherwise) at any time and from time to time thereafter to such persons and upon such terms and conditions and for such purposes as the directors may in their absolute discretion deem fit, provided always that the aggregate number of shares and convertible securities to be issued pursuant to this resolution does not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company as at the date of the passing of this resolution, of which the aggregate number of shares and convertible securities to be issued other than on a pro rata basis to shareholders of the Company does not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company as at the date of the passing of this resolution, and for the purpose of this resolution, the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company at the time this resolution is passed (after adjusting for new shares arising from the conversion or exercise of convertible securities or exercise of share options or vesting of share awards which are outstanding or subsisting at the time this resolution is passed and any subsequent bonus issue, consolidation or subdivision of the Company's shares), and unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

# NOTICE OF ANNUAL GENERAL MEETING *continued*

## **Resolution 9**      Authority to allot and issue shares pursuant to the UOB-Kay Hian Holdings Limited Scrip Dividend Scheme

That pursuant to Section 161 of the Companies Act 1967, the Directors of the Company be empowered to allot and issue from time to time such number of shares in the capital of the Company as may be required to be allotted and issued pursuant to the UOB-Kay Hian Holdings Limited Scrip Dividend Scheme.

## **Resolution 10**      Renewal of Share Buyback Mandate

*All capitalised terms in this resolution which are not defined herein shall have the same meanings ascribed to them in the Addendum to Shareholders dated 9 April 2024.*

That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company (“**Shares**”) not exceeding in aggregate the number of issued Shares representing 10% of the total number of issued Shares as at the date of the passing of this resolution (excluding any Shares which are held as treasury shares or which comprise subsidiary holdings, if any, as at that date) (the “**Maximum Percentage**”), at such price or prices as may be determined by the Directors of the Company from time to time up to the Maximum Price, whether by way of:
- (i) on-market purchases, transacted on the Singapore Exchange Securities Trading Limited through the ready market, and which may be transacted through the Company’s subsidiary, a licensed stockbroker, or through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
  - (ii) off-market purchases, otherwise than on an approved exchange as defined in the Companies Act, in accordance with an equal access scheme(s) as may be determined or formulated by the directors of the Company as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the Listing Manual,
- on the terms set out in the Addendum, be and is hereby authorised and approved generally and unconditionally (the “**Share Buyback Mandate**”);
- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the directors of the Company pursuant to the Share Buyback Mandate may be exercised by the directors of the Company at any time and from time to time during the period commencing from the date of the passing of this resolution and expiring on the earliest of:
- (i) the date on which the next annual general meeting is held or required by law to be held; or
  - (ii) the date on which the authority conferred by the Share Buyback Mandate is revoked or varied by the Company in general meeting, whichever is earlier; or
  - (iii) the date on which the share buybacks are carried out to the full extent in accordance with the Share Buyback Mandate; and
- (c) the directors of the Company and each of them be and is hereby authorised to do such acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they and/or he may consider necessary, desirable or expedient to give effect to the transactions contemplated and/or authorised by this resolution.

By Order of the Board

Sharon Lim Siew Choo  
Siau Kuei Lian  
Company Secretaries

Singapore, 9 April 2024

## Explanatory notes and statements pursuant to Regulation 54 of the Company's Constitution

Resolution 2, if passed, will give the members the option to elect to receive New Shares in lieu of all or part only of the cash amount of any Dividend declared on their holding of Shares (after the deduction of applicable income tax) pursuant to the terms and conditions as set out in the Scrip Dividend Scheme Statement dated 11 August 2022.

Resolution 8 is to authorise the Directors from the date of this meeting until the date of the next Annual General Meeting, to allot and issue shares and convertible securities in the Company. The aggregate number of shares and convertible securities which the Directors may allot and issue under this resolution shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company at the time this resolution is passed. For issues of shares and convertible securities other than on a pro rata basis to all shareholders, the aggregate number of shares and convertible securities to be issued shall not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company at the time this resolution is passed.

Resolution 9, if passed, is to empower the directors to allot and issue new shares in the Company from time to time, as may be required pursuant to the UOB-Kay Hian Holdings Limited Scrip Dividend Scheme.

Resolution 10, if passed, is to renew the Share Buyback Mandate. In the event the Company were to purchase or acquire its Shares, the Company will use internal cash resources and/or external borrowings to finance the purchase or acquisition of those Shares. In purchasing or acquiring Shares pursuant to the Share Buyback Mandate, the directors of the Company will, principally, consider the availability of internal resources. The amount of financing required for the Company to purchase or acquire its Shares, and the impact on the Company's financial position, cannot be ascertained as at the date of this notice as these will depend on whether the Shares are purchased or acquired out of capital or profits, the number of Shares purchased or acquired, the price at which such Shares are purchased or acquired and whether the Shares purchased or acquired are held in treasury or cancelled.

An illustration of the total number of Shares which may be purchased or acquired by the Company up to the Maximum Percentage, pursuant to the Share Buyback Mandate, is contained in section 2.3.1 of the Addendum.

An illustration of the maximum amount of financing or funds required for the purchase or acquisition of Shares up to the Maximum Percentage at the relevant Maximum Price in the case of on-market purchases and an illustration of the maximum amount of financing or funds required for the purchase or acquisition of Shares up to the Maximum Percentage at the relevant Maximum Price in the case of off-market purchases, pursuant to the Share Buyback Mandate, are contained in section 2.7.3 of the Addendum.

An illustration of the financial effects of a purchase or acquisition of Shares by the Company pursuant to the Share Buyback Mandate on the audited financial statements of the Company and its subsidiaries, for the year ended 31 December 2023 is set out in section 2.7 of the Addendum.

### Notes:

1. A member of the Company entitled to attend and vote at the Annual General Meeting ("AGM") is entitled to appoint a proxy to attend and vote on his/her behalf. Please bring along your NRIC/Passport so as to enable the Company to verify your identity. Members are requested to arrive early to facilitate the registration process.
2. (a) A member who is not a Relevant intermediary is entitled to appoint one or two proxies to attend, speak and vote at the AGM of the Company.  
  
Where such member appoints 2 proxies, the proportion of his shareholding to be represented by each proxy shall be specified. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his name in the Depository Register and any second named proxy as an alternate to the first named.
- (b) A member who is a Relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM of the Company, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member.  
  
"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.
3. A proxy need not be a member of the Company.
4. A member of the Company which is a corporation is entitled to appoint its authorised representatives or proxies to vote on his behalf.
5. The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company), if required by law, be duly stamped and lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
6. The Proxy Form must be submitted to the Company in the following manner:
  - (a) if submitted by post or personally, be lodged with the Company's registered address at 8 Anthony Road #01-01 Singapore 229957; or
  - (b) if submitted electronically, be submitted via email to the Company's registered email at [ProxyForms2024@uobkayhian.com](mailto:ProxyForms2024@uobkayhian.com).

by 5:30 p.m. 22 April 2024 (being seventy-two (72) hours before the time appointed for holding the AGM of the Company) (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

## NOTICE OF ANNUAL GENERAL MEETING *continued*

7. A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited ("CDP") at least seventy-two (72) hours before the time fixed for holding the AGM in order for the Depositor to be entitled to vote on any or all of the resolutions at the AGM. In view of Section 81SJ(4) of the Securities and Futures Act 2001, Singapore, a Depositor shall not be regarded as a shareholder of the Company entitled to attend the AGM and to speak and vote thereat unless his/her name appears in the Depository Register maintained by the CDP at least seventy-two (72) hours before the AGM. Any shareholder who is holding his/her shares via the CDP but whose name is not registered with the CDP (seventy-two (72) hours before the AGM) will not be entitled to attend and vote at the AGM.
8. Members may submit questions relating to the resolutions to be tabled for approval at the AGM. To do so, all questions must be submitted by 5:30 p.m. on 17 April 2024 so that relevant and substantial questions may be addressed during the AGM proceedings:

- (a) by email to: [AGM2024@uobkayhian.com](mailto:AGM2024@uobkayhian.com); or
- (b) in hard copy by post to 8 Anthony Road #01-01 Singapore 229957.

The Company will address the responses pertaining to the substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM as received from members on or before 5.30 p.m. on 20 April 2024 (48 hours prior to the closing date and time for the lodgement of the proxy via SGXNET and the Company's website at [www.uobkayhian.com](http://www.uobkayhian.com). In the event that subsequent questions are received after 5.30 p.m. 17 April 2024 such questions may be addressed at the AGM, along with live questions asked at the physical meeting.

Shareholders or their corporate representative must state his/her full name, identification/registration number and whether he/she is a shareholder or a corporate representative of a corporate shareholder. Any question without the identification details will not be addressed.

9. The Annual Report for the financial year ended 31 December 2023 and the Addendum to Shareholders dated 9 April 2024 in relation to the proposed renewal of the Share Buyback Mandate have been made available on SGXNET and may be accessed at the Company's website as follows:
- (a) the Annual Report at <https://ir2.chartnexus.com/uobkh/doc/AR/ar2023.pdf>.
- (b) the Addendum to Shareholders at <https://ir2.chartnexus.com/uobkh/doc/ADD/2024.pdf>.
- (c) and the AGM documents at <https://ir2.chartnexus.com/uobkh/doc/AGMdocs2024.pdf>.

### PERSONAL DATA PRIVACY

By (a) submitting an instrument appointing a proxy(ies) and/or representative(s) or the Chairman of the AGM as a proxy to vote at the AGM and/or any adjournment thereof, or (b) submitting any question prior to the AGM in accordance with this Notice, a shareholder of the Company consents to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing 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), 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) of the personal data of such proxy(ies) and/or representative(s) for the Purposes;
- (iii) addressing substantial and relevant questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions;
- (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities; and
- (v) 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.

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-APPOINTMENT/RE- ELECTION

The following additional information on Mr. Wee Ee Chao, who is seeking re-appointment/re-election as a Director at the Annual General Meeting, is to be read in conjunction with his respective key information as set out in the “Corporate Information” and “Profile of Directors & Key Management Personnel” sections of the Annual Report on pages 2 and 42 to 44.

|   | <b>Wee Ee Chao</b><br>Executive<br>Chairman and<br>Managing Director  | <b>Tang Wee Loke</b><br>Non-Executive<br>Non-Independent Director   | <b>Tay Wee Jin Michael</b><br>Independent Director  |
|---|---|---|---|
| Date of appointment   | 21 August 2000  | 21 August 2000  | 1 March 2024  |
| Date of last re-appointment                                     | 28 April 2021   | 28 April 2021   | N.A.  |
| Age   | 70  | 77  | 48  |
| Country of principal residence                                  | Singapore   | Singapore   | Singapore   |
| The Board’s comments on this re-appointment/re- election        | The Board has considered the Nominating Committee’s recommendation and assessment of Mr. Wee’s performance, experience, contributions and suitability for re-election as Chairman and Managing Director. The Board is satisfied that Mr. Wee will continue to contribute to the effectiveness of the Board. | The Board has considered the Nominating Committee’s recommendation and assessment of Mr. Tang’s performance, experience, contributions and suitability for re-election as Non-Executive Non-Independent Director. The Board is satisfied that Mr. Tang will continue to contribute to the effectiveness of the Board.   | The Board has considered the Nominating Committee’s recommendation and assessment of Mr. Tay’s performance, experience, contributions and suitability for re-election as an Independent Director. The Board has reviewed and concluded that Mr. Tay possess the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board. |
| Working experience and occupation(s) during the past 10 years   | <b><u>2011 to Present</u></b><br>UOB-Kay Hian Holdings Limited<br>- Chairman & Managing Director  | <b><u>17 October 2023 to present</u></b><br>UOB-Kay Hian Holdings Limited<br>– Non-Executive Non-Independent Director<br><br><b><u>1 January 2015 to 16 October 2023</u></b><br>UOB-Kay Hian Holdings Limited<br>- Independent Non-Executive Director<br><br><b><u>1 January 2012 to 31 December 2014</u></b><br>UOB-Kay Hian Holdings Limited<br>- Non-Executive Director<br><br><b><u>21 August 2000 to 31 December 2011</u></b><br>UOB-Kay Hian Holdings Limited<br>- Deputy Managing Director | <b><u>2020 to Present</u></b><br>The Hour Glass Limited<br>- Group Managing Director<br><br><b><u>2005 to 2020</u></b><br>The Hour Glass Limited<br>- Executive Officer<br><br><b><u>1999 to 2005</u></b><br>The Hour Glass Limited<br>- Business Re-engineering Manager  |
| Shareholding interest in the listed issuer and its subsidiaries | Deemed interest in 306,773,493 ordinary shares held in UOB-Kay Hian Holdings Limited  | Direct and deemed interest in 45,175,840 ordinary shares held in UOB-Kay Hian Holdings Limited  | Nil   |

**NOTICE OF ANNUAL GENERAL MEETING** *continued*

|   | <b>Wee Ee Chao</b><br>Executive<br>Chairman and<br>Managing Director   | <b>Tang Wee Loke</b><br>Non-Executive<br>Non-Independent Director | <b>Tay Wee Jin Michael</b><br>Independent Director |
|---|--|---|--|
| Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries  | Brother-in-law of Mr. Lim Seng Bee, Senior Executive Director of certain subsidiaries of UOB-Kay Hian Holdings Limited   | No  | No   |
| Conflict of interest (including any competing business)   | No   | No  | No   |
| Undertaking (in the format set out in <u>Appendix 7.7</u> ) under <u>Rule 720</u> (1) has been submitted to the listed issuer   | Yes  | Yes   | Yes  |
| Other Principal Commitments<br>Including Directorships  | (1) Haw Par Corporation Ltd – Chairman and Non-Executive Non-Independent Director<br><br>(2) UOL Group Limited – Non-Executive Non-Independent Director<br><br>(3) Kheng Leong Co. Pte. Ltd. – Director<br><br>(4) Wee Investment Group – Director | Nil   | Nil  |
| (a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?   | No   | No  | No   |
| (b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency? | No   | No  | No   |

|  | <b>Wee Ee Chao</b><br>Executive<br>Chairman and<br>Managing Director | <b>Tang Wee Loke</b><br>Non-Executive<br>Non-Independent Director | <b>Tay Wee Jin Michael</b><br>Independent Director |
|--|--|---|--|
| (c) Whether there is any unsatisfied judgment against him?   | No   | No  | No   |
| (d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?   | No   | No  | No   |
| (e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?   | No   | No  | No   |
| (f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part? | No   | No  | No   |
| (g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?  | No   | No  | No   |
| (h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?   | No   | No  | No   |

**NOTICE OF ANNUAL GENERAL MEETING** *continued*

|   | <b>Wee Ee Chao</b><br>Executive<br>Chairman and<br>Managing Director | <b>Tang Wee Loke</b><br>Non-Executive<br>Non-Independent Director | <b>Tay Wee Jin Michael</b><br>Independent Director |
|---|--|---|--|
| (i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?   | No   | No  | No   |
| (j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of :—   | No   | No  | No   |
| (i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or  | No   | No  | No   |
| (ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or   | No   | No  | No   |
| (iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or  | No   | No  | No   |
| (iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere,   | No   | No  | No   |
| in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?   | No   | No  | No   |
| (k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere? | No   | No  | No   |