

UOL GROUP LIMITED

(Incorporated in Singapore)
(Company Registration No. 196300438C)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 59th Annual General Meeting of UOL Group Limited (the "Company") will be convened and held by way of electronic means on Wednesday, 27 April 2022 at 3.30 p.m. (Singapore time) to transact the following business:

AS ORDINARY BUSINESS

- Resolution 1** To receive and adopt the Directors' Statement and the Audited Financial Statements for the year ended 31 December 2021 together with the Auditor's Report.
- Resolution 2** To declare a first and final tax exempt (one-tier) dividend of 15.0 cents per ordinary share for the year ended 31 December 2021.
- Resolution 3** To approve Directors' fees of \$827,000 for 2021 (2020: \$818,750).
- Resolution 4** To re-elect Mr Wee Ee Lim, who retires by rotation pursuant to Article 94 of the Company's Constitution, as Director of the Company.
- Resolution 5** To re-elect Mr Liam Wee Sin, who retires by rotation pursuant to Article 94 of the Company's Constitution, as Director of the Company.
- Resolution 6** To re-elect Mr Lee Chin Yong Francis, who retires by rotation pursuant to Article 94 of the Company's Constitution, as Director of the Company.
- Resolution 7** To re-appoint PricewaterhouseCoopers LLP as Auditor of the Company and authorise the Directors to fix its remuneration.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without amendments, the following resolutions as Ordinary Resolutions:

- Resolution 8** "That authority be and is hereby given to the Directors of the Company to:
- (a) (i) issue shares of the Company ("shares") whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,
- at any time and upon such terms and conditions, and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and
- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,
- provided that:
- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with paragraph (2) below), of which the aggregate number of shares to be issued other than on a *pro rata* basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with paragraph (2) below);

- (2) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited (“SGX-ST”)) for the purpose of determining the aggregate number of shares that may be issued under paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:
- (i) any new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time this Resolution is passed; and
 - (ii) any subsequent bonus issue, consolidation or subdivision of shares,
- and, in paragraph (1) above and this paragraph (2), “subsidiary holdings” has the meaning given to it in the Listing Manual of the SGX-ST;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution 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.”

Resolution 9 “That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act 1967 (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 of the Company (“Shares”) not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
- (i) on-market purchase(s) (each a “Market Purchase”) on the Singapore Exchange Securities Trading Limited (“SGX-ST”); and/or
 - (ii) off-market purchase(s) (each an “Off-Market Purchase”) effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,
- and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “Share Buyback Mandate”);
- (b) the authority conferred on the Directors of the Company pursuant to the Share Buyback Mandate may be exercised by the Directors 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 of the Company is held or required by law to be held;
 - (ii) the date on which the authority conferred by the Share Buyback Mandate is revoked or varied by shareholders of the Company in a general meeting; and
 - (iii) the date on which purchases or acquisitions of Shares pursuant to the Share Buyback Mandate are carried out to the full extent mandated;

(c) in this Resolution:

“Maximum Limit” means that number of issued Shares representing 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings (as defined in the Listing Manual of the SGX-ST)) as at the date of the passing of this Resolution;

“Maximum Price”, in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- (i) in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and
- (ii) in the case of an Off-Market Purchase, 120% of the Average Closing Price of the Shares,

where:

“Average Closing Price” means the average of the closing market prices of the Shares over the last 5 market days, on which transactions in the Shares were recorded, before the date on which the Market Purchase is made or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant 5 market days and the date on which the Market Purchase is made or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase;

“date of the making of the offer” means the date on which the Company makes an offer for the purchase or acquisition of Shares from shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme(s) for effecting the Off-Market Purchase; and

“market day” means a day on which the SGX-ST is open for securities trading; and

(d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.”

Resolution 10 “That:

- (a) a new share option scheme to be known as the “UOL 2022 Share Option Scheme” (the “UOL 2022 Scheme”), under which options to acquire ordinary shares of the Company (“Shares”) will be granted to eligible selected employees (including executive directors) of the Company, its subsidiaries and associated companies, details of which are set out in the Company’s Letter to Shareholders dated 5 April 2022, be and is hereby approved;
- (b) the Directors of the Company be and are hereby authorised:
 - (i) to establish and administer the UOL 2022 Scheme;
 - (ii) to modify and/or alter the UOL 2022 Scheme from time to time and at any time, provided that such modification and/or alteration is effected in accordance with the rules of the UOL 2022 Scheme; and
 - (iii) to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the UOL 2022 Scheme; and

- (c) the Directors of the Company be and are hereby authorised to offer and grant options in accordance with the rules of the UOL 2022 Scheme, and to allot and issue from time to time such number of Shares as may be required to be delivered pursuant to the exercise of options under the UOL 2022 Scheme, provided that the aggregate number of new Shares allotted and issued and/or to be allotted and issued, when aggregated with existing Shares (including treasury shares) delivered and/or to be delivered pursuant to options granted under the UOL 2022 Scheme, and all Shares, options or awards granted under any other share schemes of the Company then in force (for the avoidance of doubt, excluding any share schemes which have expired or been terminated), shall not exceed 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings (as defined in the Listing Manual of the Singapore Exchange Securities Trading Limited)) from time to time.”

BY ORDER OF THE BOARD

Yeong Sien Seu
Company Secretary

Singapore, 5 April 2022

NOTES:

1. The Annual General Meeting is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. This Notice will be sent to members by electronic means via publication on the Company's website at the URL <https://www.uol.com.sg/investors-and-media/announcements/>, and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements/>. For convenience, printed copies of this Notice will also be sent by post to members.
2. Alternative arrangements relating to attendance at the Annual General Meeting via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting in advance of the Annual General Meeting, addressing of substantial and relevant questions prior to, or at, the Annual General Meeting and voting by appointing the Chairman of the Meeting as proxy at the Annual General Meeting, are set out in the accompanying Company's announcement dated 5 April 2022. This announcement may be accessed at the Company's website at the URL <https://www.uol.com.sg/investors-and-media/announcements/>, and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements/>. For convenience, printed copies of this announcement will also be sent by post to members.
3. **As a precautionary measure due to the current COVID-19 situation in Singapore, a member will not be able to attend the Annual General Meeting in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting if such member wishes to exercise his/her/its voting rights at the Annual General Meeting.** The accompanying proxy form for the Annual General Meeting may be accessed at the Company's website at the URL <https://www.uol.com.sg/investors-and-media/announcements/>, and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements/>. For convenience, printed copies of the proxy form will also be sent by post to members.

Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstention from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

CPF and SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 14 April 2022.

4. The Chairman of the Meeting, as proxy, need not be a member of the Company.
5. The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:
 - (a) if submitted by post, be deposited at the office of Trusted Services Pte. Ltd., 456 Alexandra Road, #14-01, Fragrance Empire Building, Singapore 119962; or
 - (b) if submitted electronically:
 - (i) be submitted via email to proxyform@trustedservices.com.sg; or
 - (ii) be submitted via the pre-registration website at the URL <https://online.meetings.vision/uol-agm-registration>,

in either case by 3.30 p.m. on 24 April 2022, being 72 hours before the time appointed for holding the Annual General Meeting.

A member who wishes to submit an instrument of proxy can either use the printed copy of the proxy form which is sent to him/her/it by post or download a copy of the proxy form from the Company's website or the SGX website, and complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above or via the pre-registration website at the URL provided above.

Due to the current COVID-19 situation in Singapore, members are strongly encouraged to submit completed proxy forms electronically via email or through the pre-registration website.

6. The Company's Annual Report 2021 and the Letter to Shareholders dated 5 April 2022 (in relation to the proposed renewal of the Share Buyback Mandate and the proposed adoption of the UOL 2022 Share Option Scheme) (the "Letter") may be accessed at the Company's website as follows:
- (a) the Company's Annual Report 2021 may be accessed at the URL <http://www.uol.com.sg/> by clicking the hyperlink under "Annual Report"; and
 - (b) the Letter may be accessed at the URL <http://www.uol.com.sg/investors-and-media/overview/> by clicking the hyperlink under "Letters to Shareholders".

The above documents will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements/>. Members may request for printed copies of the Company's Annual Report 2021 and/or the Letter by completing and submitting the Request Form sent by post to members.

PERSONAL DATA PROTECTION:

All personal data collected by the Company (including its agents/service providers) shall be subject to the Company's data protection policy, which is published on its corporate website at the URL <http://www.uol.com.sg/>. In particular, by submitting any instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the Annual General Meeting (including any adjournment thereof), a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (including its agents/service providers) for the purposes of processing, administration and analysis in relation to the appointment of the Chairman of the Meeting as proxy by that member, preparation and compilation of attendance lists, minutes and any other document related to the Annual General Meeting (including any adjournment thereof), general administration and analysis undertaken in connection with the Annual General Meeting, and compliance with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

EXPLANATORY NOTES TO RESOLUTIONS:

1. In relation to **Resolution 4**, Mr Wee Ee Lim will, upon re-election, continue to serve as the Deputy Chairman of the Board of Directors, the Deputy Chairman of the Executive Committee and a Member of the Nominating Committee and Remuneration Committee. He is considered a non-independent Director. Mr Wee is the son of Dr Wee Cho Yaw, Chairman and substantial shareholder¹ of the Company. Mr Wee is also the brother of Mr Wee Ee-chao, Director and substantial shareholder¹ of the Company and Mr Wee Ee Cheong, substantial shareholder¹ of the Company. Please refer to the "Board of Directors", "Corporate Governance Report" and "Supplemental Information" sections of the Company's Annual Report 2021 for information on Mr Wee.
2. In relation to **Resolution 5**, Mr Liam Wee Sin will, upon re-election, continue to serve as Group Chief Executive of the Company and a Member of the Executive Committee. He is considered an executive and non-independent Director. There are no relationships (including immediate family relationships) between Mr Liam and the other Directors, the Company, its related corporations, its substantial shareholder¹ or its officers. Please refer to the "Board of Directors", "Corporate Governance Report" and "Supplemental Information" sections of the Company's Annual Report 2021 for information on Mr Liam.
3. In relation to **Resolution 6**, Mr Lee Chin Yong Francis will, upon re-election, continue to serve as a Member of the Executive Committee, Audit & Risk Committee and Nominating Committee. He is considered an independent Director. There are no relationships (including immediate family relationships) between Mr Lee and the other Directors, the Company, its related corporations, its substantial shareholders¹ or its officers. Please refer to the "Board of Directors", "Corporate Governance Report" and "Supplemental Information" sections of the Company's Annual Report 2021 for information on Mr Lee.

4. **Resolution 8** is to authorise the Directors from the date of the Meeting until the next Annual General Meeting is held or required by law to be held, whichever is the earlier (unless such authority is revoked or varied at a general meeting), to issue, or agree to issue shares and/or grant instruments that might require shares to be issued, up to a number not exceeding 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) (calculated as described) of which the total number of shares 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) (calculated as described). As at 8 March 2022, the Company did not have treasury shares or subsidiary holdings.
5. **Resolution 9** is to renew the Share Buyback Mandate, which was approved at the 58th Annual General Meeting of the Company on 23 April 2021.

The Company intends to use its internal resources or external borrowings, or combination of both, to finance its purchase or acquisition of the Shares. 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 of Annual General Meeting as these will depend on, *inter alia*, the aggregate number of Shares purchased or acquired and the consideration paid at the relevant time.

Purely for illustrative purposes only, the financial effects of the purchase or acquisition of such Shares by the Company pursuant to the proposed Share Buyback Mandate on the audited financial statements of the Group and the Company for the financial year ended 31 December 2021, based on certain assumptions, are set out in Appendix A of the Letter to Shareholders dated 5 April 2022 (the "Letter").

Please refer to the Letter for more details.

6. **Resolution 10** is to approve the adoption of the UOL 2022 Share Option Scheme (the "UOL 2022 Scheme") which is intended as a successor share option scheme to the UOL 2012 Share Option Scheme which will lapse and expire on 18 April 2022, and to empower the Directors of the Company to offer and grant options under the UOL 2022 Scheme, and to allot and issue ordinary shares of the Company pursuant to the exercise of options granted under the UOL 2022 Scheme, provided that the aggregate number of new shares which may be issued, when aggregated with existing shares (including treasury shares) delivered and/or to be delivered pursuant to the UOL 2022 Scheme, and all shares, options or awards granted under any other share schemes of the Company then in force (for the avoidance of doubt, excluding any share schemes which have expired or been terminated), does not exceed 10% of the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings) from time to time. To avoid doubt, shares of the Company which have been issued and new shares which may be issued pursuant to the exercise of options granted under the UOL 2012 Share Option Scheme shall be excluded from the aforesaid limit.

Please refer to the Letter for more details.

1. A "substantial shareholder" is a shareholder who has an interest or interests in one or more voting shares (excluding treasury shares) in the Company and the total votes attached to that share, or those shares, is not less than 5% of the total votes attached to all voting shares (excluding treasury shares) in the Company.