

# UOL GROUP LIMITED

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

---

## ANNUAL GENERAL MEETING TO BE HELD ON 27 APRIL 2022

---

### 1. BACKGROUND

UOL Group Limited (“UOL” or the “Company”) refers to:

- (a) the COVID-19 (Temporary Measures) Act 2020 which enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means;
- (b) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “Order”) which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies; and
- (c) the joint statement by the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation of 13 April 2020 (and subsequently updated on 27 April 2020, 22 June 2020, 1 October 2020 and 4 February 2022) which provides guidance on the conduct of general meetings amid the evolving COVID-19 situation.

### 2. DATE, TIME AND CONDUCT OF ANNUAL GENERAL MEETING

UOL wishes to announce that pursuant to the Order, its 59th Annual General Meeting (“AGM”) will be convened and held by way of electronic means, on **Wednesday, 27 April 2022 at 3.30 p.m.** (Singapore time).

### 3. NOTICE OF AGM AND PROXY FORM

The Notice of AGM and proxy form will be sent to shareholders by electronic means via publication on the Company’s website at the URL <https://www.uol.com.sg/investors-and-media/announcements/> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements/>. For convenience, printed copies of these documents and this announcement (together, the “AGM Documents”), will also be sent by post to shareholders.

### 4. NO PERSONAL ATTENDANCE AT THE AGM

As a precautionary measure due to the current COVID-19 situation in Singapore, **shareholders will not be able to attend the AGM in person.**

### 5. ALTERNATIVE ARRANGEMENTS FOR PARTICIPATION IN THE AGM

Shareholders may participate in the AGM by:

- (a) observing and/or listening to the AGM proceedings via live audio-visual webcast or live audio-only stream;
- (b) submitting questions to the Chairman of the Meeting in advance of the AGM; and/or
- (c) appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the AGM.

Details of the steps for pre-registration, pre-submission of questions and voting at the AGM by shareholders, including CPF and SRS investors, are set out in the **Appendix** to this announcement. In addition, CPF and SRS investors who wish to appoint the Chairman of the Meeting as their proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **5.00 p.m. on 14 April 2022.**

## 6. PERSONS WHO HOLD SHARES THROUGH RELEVANT INTERMEDIARIES

Persons who hold UOL shares through relevant intermediaries (as defined in section 181 of the Companies Act 1967), other than CPF and SRS investors, and who wish to participate in the AGM by:

- (a) observing and/or listening to the AGM proceedings via live audio-visual webcast or live audio-only stream;
- (b) submitting questions to the Chairman of the Meeting in advance of the AGM; and/or
- (c) appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the AGM,

should contact the relevant intermediary through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.

## 7. ANNUAL REPORT 2021 AND LETTER TO SHAREHOLDERS

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) have been published on the Company's website, and may be accessed as follows:

- (a) the Annual Report 2021 may be accessed at the URL <http://www.uol.com.sg/> by clicking on the hyperlink under "Annual Report"; and
- (b) the Letter to Shareholders dated 5 April 2022 may be accessed at the URL <http://www.uol.com.sg/investors-and-media/overview/> by clicking on the hyperlink under "Letters to Shareholders".

The above documents may also be accessed on the SGX website at the URL <https://www.sgx.com/securities/company-announcements/>. Shareholders may request for printed copies of these documents by completing and submitting the Request Form sent by post to shareholders together with printed copies of the AGM Documents.

## 8. RECORD DATE AND PAYMENT DATE FOR FIRST AND FINAL DIVIDEND

The Share Transfer Books and Register of Members of the Company will be closed at 5.00 p.m. on 9 May 2022 for the preparation of dividend warrants and the purpose of determining shareholders' entitlements to the first and final one-tier tax exempt dividend for the financial year ended 31 December 2021 of 15.0 cents per ordinary share (the "FY2021 Final Dividend"), subject to the approval of shareholders at the AGM.

Duly completed transfers received by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower, #14-03/07, Singapore 098632, up to 5.00 p.m. on 9 May 2022 will be registered to determine shareholders' entitlements to the proposed dividend. In respect of ordinary shares in securities accounts with The Central Depository (Pte) Ltd ("CDP"), the dividend will be paid by the Company to CDP which will, in turn, distribute the dividend entitlements to shareholders in accordance with its practice.

The FY2021 Final Dividend, if approved at the AGM, will be paid on 20 May 2022.

## 9. KEY DATES/DEADLINES

The key dates/deadlines which shareholders should take note of are set out in the table below:

Key Dates	Actions
From 5.00 p.m. on 5 April 2022 (Tuesday)	Shareholders may begin to pre-register at the URL <a href="https://online.meetings.vision/uol-agm-registration">https://online.meetings.vision/uol-agm-registration</a> for live audio-visual webcast/live audio-only stream of the AGM proceedings.
12.00 noon on 14 April 2022 (Thursday)	Deadline for shareholders to submit substantial and relevant questions to the Chairman of the Meeting in advance of the AGM.
5.00 p.m. on 14 April 2022 (Thursday)	Deadline for CPF and SRS investors who wish to appoint the Chairman of the Meeting as proxy to approach their respective CPF Agent Banks or SRS Operators to submit their votes.

Key Dates	Actions
<b>After trading hours on 20 April 2022 (Wednesday)</b>	Publication of the Company's responses to substantial and relevant questions received from shareholders by the 14 April 2022 deadline on the Company's website and on SGXNet.
<b>3.30 p.m. on 24 April 2022 (Sunday)</b>	Deadline for shareholders to: <ul style="list-style-type: none"> <li>pre-register for live audio-visual webcast/live audio-only stream of the AGM proceedings; and</li> <li>submit proxy forms appointing the Chairman of the Meeting as proxy.</li> </ul>
<b>By 12.00 noon on 26 April 2022 (Tuesday)</b>	Individuals and corporates whose status as shareholders have been verified will receive an email which will contain a password and a link to access the live audio-visual webcast or a toll-free telephone number and a conference code to access the live audio-only stream of the AGM proceedings (the " <b>Confirmation Email</b> ").  Shareholders who do not receive the Confirmation Email by <b>12.00 noon on 26 April 2022</b> , but have registered by the <b>24 April 2022</b> deadline and have not been informed of an unsuccessful registration, should contact our share registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at +65 6536 5355 during Monday to Friday, from 8.30 a.m. to 5.30 p.m.
<b>Date and time of AGM  3.30 p.m. on 27 April 2022 (Wednesday)</b>	<ul style="list-style-type: none"> <li>Click on the link in the Confirmation Email and enter the login credentials and follow the instructions to access the live audio-visual webcast of the AGM proceedings; or</li> <li>Call the toll-free telephone number in the Confirmation Email and enter the conference code to access the live audio-only stream of the AGM proceedings.</li> </ul>
<b>5.00 p.m. on 9 May 2022 (Monday)</b>	Record date for determining entitlements to FY2021 Final Dividend, subject to shareholders' approval at the AGM.
<b>20 May 2022 (Friday)</b>	Payment date for FY2021 Final Dividend, subject to shareholders' approval at the AGM.

Note: All references above to a time of day are made by reference to Singapore time.

## 10. FURTHER INFORMATION

For more information, shareholders can refer to the Frequently Asked Questions on the pre-registration website at the URL <https://online.meetings.vision/uol-agm-registration>.

## 11. IMPORTANT REMINDER

**Due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to change its arrangements for the AGM at short notice. Shareholders are encouraged to check the Company's website or SGXNet for the latest updates on the status of the AGM.**

UOL would like to thank all shareholders for their co-operation in enabling us to hold the AGM via electronic means amid the COVID-19 pandemic.

BY ORDER OF THE BOARD

Yeong Sien Seu  
Company Secretary

5 April 2022  
Singapore

## APPENDIX

### STEPS FOR PRE-REGISTRATION, PRE-SUBMISSION OF QUESTIONS AND VOTING AT THE AGM

Shareholders will be able to observe and/or listen to the AGM proceedings through live audio-visual webcast or live audio-only stream via their mobile phones, tablets or computers, submit questions to the Chairman of the Meeting in advance of the AGM and vote by appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the AGM.

To do so, they will need to complete the following steps:

No.	Steps	Details
1.	<b>Pre-registration</b>	<p><b>Shareholders, including CPF and SRS investors, must pre-register at the pre-registration website at <a href="https://online.meetings.vision/uol-agm-registration">https://online.meetings.vision/uol-agm-registration</a> from 5.00 p.m. on 5 April 2022 till 3.30 p.m. on 24 April 2022, to enable UOL to verify their status as shareholders.</b></p> <p>Individuals and corporates whose status as shareholders <u>have been verified</u> will receive an email by <b>12.00 noon on 26 April 2022</b>, which will contain a password and a link to access the live audio-visual webcast or a toll-free telephone number and a conference code to access the live audio-only stream of the AGM proceedings.</p> <p>Shareholders who do not receive an email by <b>12.00 noon on 26 April 2022</b>, but have registered by the 24 April 2022 deadline and have not been informed of an unsuccessful registration, should contact our share registrar, Boardroom Corporate &amp; Advisory Services Pte. Ltd. at +65 6536 5355 during Monday to Friday, from 8.30 a.m. to 5.30 p.m.</p>
2.	<b>Submit questions in advance of the AGM</b>	<p><b>Shareholders, including CPF and SRS investors, will not be able to ask questions during the live audio-visual webcast and live audio-only stream of the AGM proceedings. Therefore, it is important for shareholders to submit their questions in advance of the AGM.</b></p> <p><b>Submission of questions.</b> Shareholders, including CPF and SRS investors, can submit substantial and relevant questions related to the resolutions to be tabled at the AGM to the Chairman of the Meeting, in advance of the AGM, in the following manner:</p> <p>(a) <b>Via email.</b> Shareholders may submit their questions via email to <a href="mailto:UOL.AGM.2022@uol.com.sg">UOL.AGM.2022@uol.com.sg</a>.</p> <p>(b) <b>By post.</b> Shareholders may also submit their questions by post to UOL Group Limited, Legal and Secretariat, 101 Thomson Road, #33-00 United Square, Singapore 307591.</p> <p>When submitting your questions via email or by post, please also provide us with the following details:</p> <ul style="list-style-type: none"> <li>• your full name (as per CDP/CPF/SRS/Scrp-based records);</li> <li>• your NRIC/Passport Number/Company Registration Number;</li> <li>• your address; and</li> <li>• the manner in which you hold shares in UOL (e.g., CDP/CPF/SRS and/or Scrp-based).</li> </ul> <p>To ensure that questions are received by the Company by the stipulated deadline, shareholders are strongly encouraged to submit questions via email.</p> <p><b>Deadline to submit questions.</b> All questions submitted in advance of the AGM via any of the above channels must reach us by <b>12.00 noon on 14 April 2022</b>.</p>

No.	Steps	Details
2.	<b>Submit questions in advance of the AGM (Cont'd)</b>	<p><b>Addressing questions.</b> In order to facilitate shareholders' votes and to allow shareholders to make an informed decision on the resolutions to be tabled at the AGM, we will address all substantial and relevant questions received from shareholders prior to the 14 April 2022 deadline by publishing our responses to such questions on the Company's website and on SGXNet after trading hours on 20 April 2022.</p> <p>Where substantially similar questions are received, we will consolidate such questions and consequently not all questions may be individually addressed. If there are subsequent clarifications sought, or substantial and relevant follow-up questions received after the deadline for the submission of questions in advance of the AGM, we will address these prior to the AGM or during the AGM itself through the live audio-visual webcast and live audio-only stream of the AGM proceedings.</p> <p><b>Minutes of AGM.</b> We will publish the minutes of the AGM on the Company's website and on SGXNet. The minutes will include responses to substantial and relevant questions from shareholders and clarifications (if any) which are addressed during the AGM.</p>
3.	<b>Submit proxy forms to vote</b>	<p><b>Appointment of Chairman of the Meeting as proxy.</b> Shareholders, including CPF and SRS investors, will not be able to vote at the AGM live during the audio-visual webcast or audio-only stream of the AGM proceedings. Shareholders (whether individual or corporate) who wish to vote on the resolutions to be tabled for approval at the AGM must appoint the Chairman of the Meeting as their proxy to attend, speak and vote on their behalf at the AGM, in accordance with the instructions on the proxy form.</p> <p><b>Specific voting instructions to be given.</b> Where shareholders (whether individual or corporate) appoint the Chairman of the Meeting as their proxy, they 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.</p> <p><b>Submission of proxy forms.</b> Proxy forms must be submitted in the following manner:</p> <p>(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</p> <p>(b) if submitted electronically:</p> <p>(i) be submitted via email to <a href="mailto:proxyform@trustedservices.com.sg">proxyform@trustedservices.com.sg</a>; or</p> <p>(ii) be submitted via the pre-registration website at the URL <a href="https://online.meetings.vision/uol-agm-registration">https://online.meetings.vision/uol-agm-registration</a>,</p> <p>in either case, by <b>3.30 p.m. on 24 April 2022.</b></p> <p>A shareholder who wishes to submit a proxy form must 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.</p> <p><b>In view of the current COVID-19 situation in Singapore, shareholders are strongly encouraged to submit completed proxy forms electronically either via email or through the pre-registration website at the URL <a href="https://online.meetings.vision/uol-agm-registration">https://online.meetings.vision/uol-agm-registration</a>.</b></p> <p>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 <b>5.00 p.m. on 14 April 2022.</b></p>