

UNITED OVERSEAS INSURANCE LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 197100152R)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (the “**EGM**”) of United Overseas Insurance Limited (the “**Company**”) will be held at UOB Penthouse, 80 Raffles Place, 62nd Storey, UOB Plaza 1, Singapore 048624, on 18 February 2020 at 11.00 a.m. for the purpose of considering and, if thought fit, passing the ordinary resolution set out below. All capitalised terms used in this Notice of EGM which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 22 January 2020 (the “**Circular**”).

ORDINARY RESOLUTION: THE PROPOSED ACQUISITION

RESOLVED THAT:

- (a) approval be and is hereby given for the proposed acquisition (the “**Proposed Acquisition**”) of the property located at 146 Robinson Road, Singapore 068909, together with the plant and equipment therein (the “**Property**”) from United Overseas Bank Limited (“**UOB**”) on the terms and conditions set out in the property sale agreement dated 18 December 2019 entered into between the Company and UOB (the “**Property Sale Agreement**”);
- (b) the entry into of the Property Sale Agreement be and is hereby approved and/or ratified; and
- (c) any director of the Company be and is hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the director may consider expedient or necessary or in the interests of the Company to give effect to the Proposed Acquisition and all transactions in connection therewith.

BY ORDER OF THE BOARD

Vivien Chan
Company Secretary
22 January 2020
Singapore

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 EGM. 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 EGM, 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 "**Act**").

- (2) A proxy need not be a member of the Company.
- (3) To be effective, the instrument appointing a proxy must be deposited at 80 Raffles Place, #04-20, UOB Plaza 2, Singapore 048624 (Attention: The Company Secretary) not less than 72 hours before the time set for holding the EGM of the Company.

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* for the purpose of the processing, administration and analysis by the Company* of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes, notes of discussion and other documents relating to the Extraordinary General Meeting (including any adjournment thereof) for publication of the names and comments of the members, proxies and representatives on the Company's website, and in order for the Company* 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*, the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company* of the personal data of such proxy(ies) and/or representative(s) for the Purposes and agrees to provide the Company with written evidence of such prior consent upon reasonable request; 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.

*including the Company's agent and/or service providers

Refreshment:

Kindly note that no lunch will be served after the Extraordinary General Meeting but coffee and tea will be available.