

ADJOURNED ANNUAL GENERAL MEETING TO BE HELD ON 10 JUNE 2020

1. BACKGROUND

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

- (a) its Notice of the 57th Annual General Meeting dated 1 April 2020 (the “**Original AGM Notice**”) convening the Annual General Meeting to be held on 23 April 2020 (the “**57th AGM**”);
- (b) its announcement dated 8 April 2020 on its deferral of the 57th AGM originally scheduled for 23 April 2020 to a future date to be determined due to the COVID-19 situation;
- (c) the COVID-19 (Temporary Measures) Act 2020 passed by Parliament on 7 April 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; and
- (d) 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 was gazetted on 13 April 2020, and which sets out the alternative arrangements in respect of, inter alia, general meetings of companies.

2. DATE, TIME AND CONDUCT OF ADJOURNED AGM

UOL wishes to announce that pursuant to the Order, its adjourned 57th AGM will be convened and held by way of electronic means, on **Wednesday, 10 June 2020 at 4.00 p.m.** (Singapore time) (the “**Adjourned AGM**”) to transact the business set out in the Original AGM Notice. Printed copies of the Original AGM Notice were sent to shareholders on 1 April 2020¹.

3. NOTICE OF ADJOURNED AGM AND NEW PROXY FORM

The Notice of Adjourned AGM and proxy form for the Adjourned AGM (“**New Proxy Form**”) will be disseminated to shareholders solely by electronic means via publication on the Company’s website² and will also be made available on the SGX website². Printed copies of these documents will not be sent to shareholders.

4. NO PERSONAL ATTENDANCE AT ADJOURNED AGM

Due to the current COVID-19 restriction orders in Singapore, **shareholders will not be able to attend the Adjourned AGM in person.**

¹ The Original AGM Notice may be accessed at the Company’s website at the URL <https://www.uol.com.sg/investors-and-media/announcements/> and at the SGX website at the URL <https://www.sgx.com/securities/company-announcements/>.

² The Notice of Adjourned AGM and New Proxy Form may be accessed at the Company’s website at the URL <https://www.uol.com.sg/investors-and-media/announcements/> and at the SGX website at the URL <https://www.sgx.com/securities/company-announcements/>.

5. **ALTERNATIVE ARRANGEMENTS FOR PARTICIPATION AT THE ADJOURNED AGM**

Shareholders may participate at the Adjourned AGM by:

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

Details of the steps for pre-registration, pre-submission of questions and voting at the Adjourned AGM are set out in the Appendix to this announcement.

6. **SHAREHOLDERS WHO PREVIOUSLY SUBMITTED PROXY FORMS**

Shareholders who had submitted valid proxy forms before 13 April 2020 for the 57th AGM **do not have to submit the New Proxy Form provided that** (a) they had indicated in their proxy forms how they wished to vote for or vote against or abstain from voting on each resolution; and (b) they do not withdraw the proxy forms. In these circumstances, if these shareholders are verified as shareholders as at 4.00 p.m. on 7 June 2020, the Company shall be entitled to, and will, treat such proxy forms as appointing the Chairman of the Meeting as their proxy to attend, speak and vote at the Adjourned AGM in accordance with their specified instructions.

Submission by a shareholder of a valid New Proxy Form appointing the Chairman of the Meeting as proxy by **4.00 p.m. on 7 June 2020** will supersede any previous proxy form appointing a proxy(ies) submitted by that shareholder.

7. **WITHDRAWAL OF PROXY FORM**

A shareholder may withdraw a proxy form which had previously been submitted by sending an email to proxyform@trustedservices.com.sg to notify the Company of the withdrawal, by **4.00 p.m. on 7 June 2020**.

8. **PERSONS WHO HOLD SHARES THROUGH RELEVANT INTERMEDIARIES**

Persons who hold UOL shares through relevant intermediaries (as defined in section 181 of the Companies Act, Chapter 50), including CPF and SRS investors, and who wish to participate in the Adjourned AGM by:

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

should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the Adjourned AGM.

9. 2019 ANNUAL REPORT AND LETTER TO SHAREHOLDERS

The 2019 Annual Report and the Letter to Shareholders dated 1 April 2020 (in relation to the proposed renewal of the share buyback mandate) have been published on the Company's website, and may be accessed as follows:

- (a) the 2019 Annual Report 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 1 April 2020 may be accessed at the URL <http://www.uol.com.sg/investors-and-media/overview/> by clicking on the hyperlink under "Letters to Shareholders".

10. 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 18 June 2020 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 2019 of 17.5 cents for every ordinary share held (the "**FY19 Final Dividend**"), subject to the approval of shareholders at the Adjourned AGM.

Duly completed transfers received by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623, up to 5.00 p.m. on 18 June 2020 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 FY19 Final Dividend, if approved at the Adjourned AGM, will be paid on 2 July 2020.

11. 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 26 May 2020 (Tuesday)	Shareholders may begin to pre-register at https://www.meetings.vision/uol-agm-registration for live audio-visual webcast/live audio-only stream of the Adjourned AGM proceedings.
5.00 p.m. on 29 May 2020 (Friday)	Deadline for CPF or 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.
12.00 noon on 4 June 2020 (Thursday)	Deadline for shareholders to submit questions in advance.
4.00 p.m. on 7 June 2020 (Sunday)	Deadline for shareholders to: <ul style="list-style-type: none">• pre-register for live audio-visual webcast/live audio-only stream of the Adjourned AGM proceedings; and• submit proxy forms.

Key dates	Actions
By 12.00 noon on 9 June 2020 (Tuesday)	<p>Individuals or 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 Adjourned AGM proceedings (the “Confirmation Email”).</p> <p>Shareholders who do not receive the Confirmation Email by 12.00 noon on 9 June 2020, but have registered by the 7 June 2020 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 9.00 a.m. to 4.00 p.m.</p>
Date and time of Adjourned AGM 4.00 p.m. on 10 June 2020 (Wednesday)	<ul style="list-style-type: none"> 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 Adjourned AGM proceedings; or Call the toll-free telephone number in the Confirmation Email and enter the conference code to access the live audio-only stream of the Adjourned AGM proceedings.
5.00 p.m. on 18 June 2020 (Thursday)	Record date for determining entitlements to FY19 Final Dividend, subject to shareholders’ approval at the Adjourned AGM.
2 July 2020 (Thursday)	Payment date for FY19 Final Dividend, subject to shareholders’ approval at the Adjourned AGM.

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

12. FURTHER INFORMATION

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

13. IMPORTANT REMINDER

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

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

BY ORDER OF THE BOARD

Foo Thiam Fong Wellington
Yeong Sien Seu
Company Secretaries

26 May 2020
Singapore

APPENDIX

Steps for pre-registration, pre-submission of questions and voting at the Adjourned AGM

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

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

No.	Steps	Details
1.	Pre-registration	<p>Shareholders must pre-register at the pre-registration website at https://www.meetings.vision/uol-agm-registration from now till 4.00 p.m. on 7 June 2020, to enable UOL to verify their status as shareholders.</p> <p>Individuals or corporates whose status as shareholders <u>have been verified</u> will receive an email by 12.00 noon on 9 June 2020, 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 Adjourned AGM proceedings.</p> <p>Shareholders who do not receive an email by 12.00 noon on 9 June 2020, but have registered by the 7 June 2020 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 9.00 a.m. to 4.00 p.m.</p>
2.	Submit questions in advance	<p>Shareholders will not be able to ask questions during the live audio-visual webcast and live audio-only stream of the Adjourned AGM proceedings. Therefore, it is important for shareholders to pre-register and submit their questions in advance of the Adjourned AGM.</p> <p>Submission of questions. Shareholders can submit questions related to the resolutions to be tabled for approval at the Adjourned AGM to the Chairman of the Meeting, in advance of the Adjourned AGM, in the following manner:</p> <p>(a) Via email. Shareholders may submit their questions via email to UOL.AGM.2020@uol.com.sg.</p> <p>(b) By post. Shareholders may also submit their questions by post to UOL Group Limited, Legal and Secretariat, 101 Thomson Road, #33-00 United Square, 307591.</p> <p>When sending in your questions via email or by post, please also provide us with the following details:</p> <ul style="list-style-type: none"> • your full name (as per CDP/CPF/SRS/Scrip-based records);

No.	Steps	Details
2.	Submit questions in advance (cont'd)	<ul style="list-style-type: none"> • your NRIC/Passport Number/Company Registration Number; • your address; and • the manner in which you hold shares in UOL (e.g., CDP/CPF/SRS and/or Scrip-based). <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>Deadline to submit questions. All questions must reach us by 12.00 noon on 4 June 2020.</p> <p>Addressing questions. We will address substantial and relevant questions received from shareholders prior to, or at, the Adjourned AGM.</p> <p>Minutes of Adjourned AGM. We will publish the minutes of the Adjourned AGM on the Company's website and on SGX's website. The minutes will include responses to substantial and relevant questions from shareholders that are addressed prior to, or at, the Adjourned AGM.</p>
3.	Submit proxy forms to vote	<p>Appointment of Chairman of the Meeting as proxy. Shareholders (whether individual or corporate) who pre-register to observe and/or listen to the Adjourned AGM proceedings and wish to vote on the resolutions to be tabled for approval at the Adjourned AGM must appoint the Chairman of the Meeting as their proxy to attend, speak and vote on their behalf at the Adjourned AGM, in accordance with the instructions on the proxy form for the Adjourned AGM.</p> <p>Specific voting instructions to be given. Where shareholders (whether individual or corporate) appoint the Chairman of the Meeting as their proxy, they must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form for the Adjourned AGM, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.</p> <p>Submission of proxy forms. Proxy forms for the Adjourned AGM must be submitted in the following manner:</p> <ul style="list-style-type: none"> (a) if submitted by post, be deposited at the office of Trusted Services Pte. Ltd., 456 Alexandra Road #14-02, Fragrance Empire Building, Singapore 119962; or (b) if submitted electronically, be submitted via email to proxyform@trustedservices.com.sg, <p>in either case, by 4.00 p.m. on 7 June 2020.</p>

No.	Steps	Details
3.	Submit proxy forms to vote (cont'd)	<p>A shareholder who wishes to submit a proxy form must first download, complete and sign the proxy form for the Adjourned AGM, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.</p> <p>In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for shareholders to submit completed proxy forms by post, shareholders are strongly encouraged to submit completed proxy forms electronically via email.</p> <p>CPF or 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 29 May 2020.</p>