

Notice of Adjourned Annual General Meeting

UOL GROUP LIMITED

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

NOTICE is hereby given that the adjourned 57th Annual General Meeting of UOL Group Limited (the “Company”) will be convened and held by way of electronic means on Wednesday, 10 June 2020 at 4.00 p.m. (Singapore time) to transact the business set out in the Notice of Annual General Meeting dated 1 April 2020 (the “Original AGM Notice”).

Printed copies of the Original AGM Notice were sent to shareholders on 1 April 2020. The Original AGM Notice may be accessed at the Company’s website at the URL <https://www.uol.com.sg/investors-and-media/announcements/> by clicking on the hyperlink “Annual General Meeting” above “April 1, 2020” and then clicking on the hyperlink “UOL_Notice_of_AGM.pdf” under “Attachments”. The Original AGM Notice is also available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements/>.

BY ORDER OF THE BOARD

Foo Thiam Fong Wellington
Yeong Sien Seu
Secretaries

Singapore, 26 May 2020

NOTES:

1. The adjourned 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. Printed copies of this Notice will not be sent to members. Instead, this Notice will be disseminated to members by electronic means via publication on the Company’s website at the URL <https://www.uol.com.sg/investors-and-media/announcements/>. This Notice will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements/>.
2. Alternative arrangements relating to attendance at the adjourned 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 adjourned Annual General Meeting, addressing of substantial and relevant questions and voting by appointing the Chairman of the Meeting as proxy at the adjourned Annual General Meeting, are set out in the accompanying Company’s announcement dated 26 May 2020. 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/>.
3. **Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the adjourned 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 adjourned Annual General Meeting if such member wishes to exercise his/her/its voting rights at the adjourned Annual General Meeting.** The accompanying proxy form for the adjourned 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/>.

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 abstentions from voting, in respect of a resolution in the proxy form for the adjourned Annual General Meeting, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

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 by 5.00 p.m. on 29 May 2020 to submit their votes.

Notice of Adjourned Annual General Meeting (cont'd)

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 #14-02, Fragrance Empire Building, Singapore 119962; or
 - (b) if submitted electronically, be submitted via email to proxyform@trustedservices.com.sg,

in either case by 4.00 p.m. on 7 June 2020, being 72 hours before the time appointed for holding the adjourned Annual General Meeting.

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form for the adjourned Annual General Meeting, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

6. The Company shall be entitled to, and will, treat any valid proxy form appointing the Chairman of the Meeting or other person(s) as proxy(ies) which was delivered by a member to the Company before 13 April 2020 as a valid proxy form appointing the Chairman of the Meeting as the member's proxy to attend, speak and vote at the adjourned Annual General Meeting if:
 - (a) the member had indicated how he/she/it wished to vote for or vote against or abstain from voting on each resolution; and
 - (b) the member has not withdrawn the proxy form.
7. A member may withdraw a proxy form appointing the Chairman of the Meeting or other person(s) as proxy(ies) 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, being 72 hours before the time appointed for holding the adjourned Annual General Meeting.
8. The 2019 Annual Report and the Letter to Shareholders dated 1 April 2020 (in relation to the proposed renewal of the share purchase mandate) (the "Letter") may be accessed at the Company's website as follows:
 - (a) the 2019 Annual Report 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".

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 (<http://www.uol.com.sg/>). In particular, by submitting any instrument to appoint the Chairman of the Meeting as proxy to attend, speak and vote at the adjourned 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 adjourned Annual General Meeting (including any adjournment thereof), general administration and analysis undertaken in connection with the adjourned Annual General Meeting, and compliance with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.