

Proxy Form

Adjourned Annual General Meeting

UOL GROUP LIMITED

(Incorporated in Singapore)

Company Registration No. 196300438C

Personal Data Protection

By submitting an instrument appointing the Chairman of the Meeting as proxy, the member accepts and agrees to the personal data protection terms set out in the Notice of Adjourned Annual General Meeting dated 26 May 2020.

IMPORTANT:

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 the Notice of Adjourned Annual General Meeting will not be sent to members. Instead, the Notice of Adjourned Annual General Meeting 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/>. The Notice of Adjourned Annual General Meeting 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.**
4. *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.*
5. **Please read the notes overleaf which contain instructions on, inter alia, the appointment of the Chairman of the Meeting as a member's proxy to attend, speak and vote on his/her/its behalf at the adjourned Annual General Meeting.**

I/We, _____ (Name) _____ (NRIC/Passport/Co. Reg. No.(s))
of _____ (Address)

being a member/members of UOL GROUP LIMITED (the "Company"), hereby appoint the Chairman of the Meeting as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the adjourned 57th Annual General Meeting of the Company to be convened and held by way of electronic means on Wednesday, 10 June 2020 at 4.00 p.m. (Singapore Time) and at any adjournment thereof as indicated below.

No.	Resolutions	For *	Against *	Abstain *
Ordinary Business				
1	Adoption of Directors' Statement, Audited Financial Statements and Auditor's Report			
2	Declaration of a First and Final Dividend			
3	Approval of Directors' Fees			
4	Re-election of Mr Low Weng Keong as Director			
5	Re-election of Mr Tan Tiong Cheng as Director			
6	Re-election of Mr Poon Hon Thang Samuel as Director			
7	Re-election of Mr Lee Chin Yong Francis as Director			
8	Re-appointment of PricewaterhouseCoopers LLP as Auditor			
Special Business				
9	Authority for Directors to Issue Shares (UOL 2012 Share Option Scheme)			
10	Authority for Directors to Issue Shares (General Share Issue Mandate)			
11	Renewal of Share Buyback Mandate			

* Voting will be conducted by poll. If you wish the Chairman of the Meeting as your proxy to cast all your votes "For" or "Against" a resolution, please indicate with an "X" in the "For" or "Against" box provided in respect of that resolution. Alternatively, please indicate the number of votes "For" or "Against" in the "For" or "Against" box provided in respect of that resolution. If you wish the Chairman of the Meeting as your proxy to abstain from voting on a resolution, please indicate with an "X" in the "Abstain" box provided in respect of that resolution. Alternatively, please indicate the number of shares that the Chairman of the Meeting as your proxy is directed to abstain from voting in the "Abstain" box provided in respect of that resolution. **In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the Meeting as your proxy for that resolution will be treated as invalid.**

Dated this _____ day of _____ 2020

Shares in:	Total No. of Shares Held
(a) Depository Register	
(b) Register of Members	
Total	

Signature(s) or Common Seal of Member(s)

IMPORTANT: PLEASE READ NOTES ON THE REVERSE

Notes:

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (maintained by The Central Depository (Pte) Limited), you should insert that number of shares. If you have shares registered in your name in the Register of Members (maintained by or on behalf of the Company), you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares. If no number is inserted, this instrument of proxy shall be deemed to relate to all the shares held by you.
2. **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.** This 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, 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.

3. The Chairman of the Meeting, as proxy, need not be a member of the Company.
4. 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.

5. The instrument appointing the Chairman of the Meeting as proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its seal or under the hand of a director or an officer or attorney duly authorised. Where the instrument appointing the Chairman of the Meeting as proxy is signed on behalf of the appointor by an attorney, the power of attorney or other authority under which it is signed (if applicable) or a duly certified copy thereof must (failing previous registration with the Company), if the instrument appointing the Chairman of the Meeting as proxy is submitted by post, be deposited with the instrument or, if the instrument appointing the Chairman of the Meeting as proxy is submitted electronically via email, be emailed with the instrument, failing which the instrument may be treated as invalid.
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. Submission by a member of a valid proxy form for the adjourned Annual General Meeting appointing the Chairman of the Meeting as proxy by 4.00 p.m. on 7 June 2020, being 72 hours before the time for holding the adjourned Annual General Meeting, will supersede any previous proxy form appointing a proxy(ies) submitted by that member.
9. Any reference to a time of day is made by reference to Singapore time.
10. The Company shall be entitled to reject the instrument appointing the Chairman of the Meeting as proxy if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the Meeting as proxy (including any related attachment). In addition, in the case of a member whose shares are entered in the Depository Register, the Company may reject any instrument appointing the Chairman of the Meeting as proxy if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 4.00 p.m. on 7 June 2020, being 72 hours before the time appointed for holding the adjourned Annual General Meeting, as certified by The Central Depository (Pte) Limited to the Company.

PROXY FORM

Adjourned Annual General Meeting

Please
Affix
Postage
Stamp

The Company Secretary
UOL GROUP LIMITED

c/o

Trusted Services Pte. Ltd.

456 Alexandra Road, #14-02
Fragrance Empire Building
Singapore 119962