
ANNUAL GENERAL MEETING TO BE HELD ON 28 APRIL 2023

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 convene, hold or conduct general meetings;
- (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), read together with the FAQs on “The Holding of General Meetings” issued by Singapore Exchange Regulation on 23 May 2022, which provides guidance on the conduct of general meetings amid the evolving COVID-19 situation.

2. **DATE, TIME AND PLACE OF THE ANNUAL GENERAL MEETING**

UOL wishes to announce that its 60th Annual General Meeting (“**AGM**”) will be held in a wholly physical format at PARKROYAL on Beach Road, Grand Ballroom, 7500 Beach Road, Singapore 199591 on **Friday, 28 April 2023 at 3.00 p.m.** (Singapore time), pursuant to the Order. **There will be no option to participate virtually.**

3. **NOTICE OF AGM AND PROXY FORM**

Printed copies of the Notice of AGM and proxy form in relation to the AGM will be sent to shareholders by post. These documents may also be accessed on the Company’s website at the URL <https://www.uol.com.sg/investors-and-media/announcements/> and the SGX website at the URL <https://www.sgx.com/securities/company-announcements/>.

4. **ARRANGEMENTS FOR PARTICIPATION IN THE AGM**

Shareholders, including CPF and SRS investors, may participate in the AGM by:

- (a) attending the AGM in person;
- (b) submitting questions to the Chairman of the Meeting in advance of, or at, the AGM; and/or
- (c) voting at the AGM (i) themselves; or (ii) through duly appointed proxy(ies)¹.

Details of the steps for registration, 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 particular, CPF and SRS investors who wish to request their CPF Agent Banks or SRS Operators to appoint the Chairman of the Meeting as their proxy in respect of the UOL shares held by such CPF Agent Banks or SRS Operators on their behalf should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **5.00 p.m. on 14 April 2023**.

¹ For the avoidance of doubt, CPF and SRS investors will not be able to appoint third party proxy(ies) (i.e., persons other than the Chairman of the Meeting) to attend, speak and/or vote at the AGM on their behalf.

5. 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) attending the AGM in person;
- (b) submitting questions to the Chairman of the Meeting in advance of, or at, the AGM; and/or
- (c) voting at the AGM (i) themselves; or (ii) by appointing the Chairman of the Meeting as proxy in respect of the UOL shares held by such relevant intermediary on their behalf,

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.

6. ANNUAL REPORT 2022 AND LETTER TO SHAREHOLDERS

The Company's Annual Report 2022 and the Letter to Shareholders dated 6 April 2023 (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 Annual Report 2022 may be accessed at the URL <https://www.uol.com.sg/> by clicking on the hyperlink under "Annual Report"; and
- (b) the Letter to Shareholders dated 6 April 2023 may be accessed at the URL <https://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 to them by post together with printed copies of the Notice of AGM and proxy form.

7. RECORD DATE AND PAYMENT DATE FOR PROPOSED FIRST & FINAL DIVIDEND AND SPECIAL DIVIDEND

The Share Transfer Books and Register of Members of the Company will be closed at 5.00 p.m. on 9 May 2023 for the preparation of dividend warrants and the purpose of determining shareholders' entitlements to the proposed First & Final tax exempt (one-tier) Dividend of 15.0 cents per ordinary share and Special tax exempt (one-tier) Dividend of 3.0 cents per ordinary share for the financial year ended 31 December 2022 (the "**FY2022 First & Final Dividend and Special Dividend**"), subject to shareholders' approval 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 2023 will be registered to determine shareholders' entitlements to the FY2022 First & Final Dividend and Special Dividend. In respect of ordinary shares in securities accounts with The Central Depository (Pte) Ltd ("**CDP**"), the FY2022 First & Final Dividend and Special 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 FY2022 First & Final Dividend and Special Dividend, if approved at the AGM, will be paid on 19 May 2023.

8. KEY DATES/DEADLINES

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

Key dates	Actions
12.00 noon on 14 April 2023 (Friday)	Deadline for shareholders to submit substantial and relevant questions in advance of the AGM.
5.00 p.m. on 14 April 2023 (Friday)	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.
After trading hours on 21 April 2023 (Friday)	Publication of the Company's responses to substantial and relevant questions received from shareholders by the 14 April 2023 deadline on the Company's website and the SGX website.
3.00 p.m. on 25 April 2023 (Tuesday)	Deadline for shareholders to submit instruments appointing a proxy(ies).
Date and time of AGM 3.00 p.m. on 28 April 2023 (Friday) <i>Registration commences at 1.30 p.m.</i>	Shareholders, including CPF and SRS investors, and (where applicable) duly appointed proxies may attend the AGM in person at PARKROYAL on Beach Road, Grand Ballroom, 7500 Beach Road, Singapore 199591. <u>There will be no option to participate virtually.</u> <i>Shareholders, including CPF and SRS investors, and (where applicable) duly appointed proxies must bring along their NRICs/passports to enable the Company to verify their identities for entry to the AGM.</i>
5.00 p.m. on 9 May 2023 (Tuesday)	Record date for determining entitlements to FY2022 First & Final Dividend and Special Dividend, subject to shareholders' approval at the AGM.
19 May 2023 (Friday)	Payment date for FY2022 First & Final Dividend and Special Dividend, subject to shareholders' approval at the AGM.

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

9. FURTHER INFORMATION

For more information on the AGM, shareholders can contact the Company at communications@uol.com.sg.

10. IMPORTANT REMINDER

The Company may be required to change its arrangements for the AGM at short notice. Shareholders should check the Company's website at the URL <https://www.uol.com.sg/investors-and-media/announcements/> or the SGX website at the URL <https://www.sgx.com/securities/company-announcements/> for the latest updates on the status of the AGM.

BY ORDER OF THE BOARD

Yeong Sien Seu
Company Secretary

6 April 2023
Singapore

APPENDIX

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

Shareholders, including CPF and SRS investors, can attend the AGM in person, submit questions to the Chairman of the Meeting in advance of, or at, the AGM and/or vote at the AGM by themselves or through duly appointed proxy(ies)².

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

No.	Steps	Details
1.	Register in person to attend the AGM	<p>Shareholders, including CPF and SRS investors, and (where applicable) duly appointed proxies can attend the AGM in person.</p> <p>To do so, they will need to register in person at the registration counter(s) outside the AGM venue on the day of the event. Registration will commence at 1.30 p.m.</p> <p>They will need to bring along their NRIC/passport to enable the Company to verify their identity for entry to the AGM. They are also advised to arrive early to facilitate the registration process.</p> <p>Shareholders are advised not to attend the AGM if they are feeling unwell.</p>
2.	Submit questions in advance of, or at, the AGM	<p>Shareholders, including CPF and SRS investors, can submit questions in advance of, or at, the AGM.</p> <p>Submission of substantial and relevant questions in advance of the AGM. Shareholders, including CPF and SRS investors, can submit substantial and relevant questions related to the resolutions to be tabled for approval at the AGM to the Chairman of the Meeting, in advance of the AGM, in the following manner:</p> <p>(a) Via email to UOL.AGM.2023@uol.com.sg.</p> <p>(b) By post to UOL Group Limited, Legal and Secretariat, 101 Thomson Road, #33-00 United Square, Singapore 307591.</p> <p>When submitting questions via email or by post, the shareholder needs to also provide his/her/its following details:</p> <ul style="list-style-type: none"> • full name (as per CDP/CPF/SRS/Scrip-based records); • address; and • the manner in which the shareholder holds shares in UOL (e.g., CDP/CPF/SRS and/or Scrip-based). <p>Deadline to submit questions in advance of the AGM. All questions submitted in advance of the AGM via any of the above channels must be received by 12.00 noon on 14 April 2023.</p> <p>Asking substantial and relevant questions at the AGM. Shareholders, including CPF and SRS investors, and (where applicable) duly appointed proxies can also ask the Chairman of the Meeting substantial and relevant questions related to the resolutions to be tabled for approval at the AGM, at the AGM itself.</p>

² See Footnote 1 above.

No.	Steps	Details
2.	Submit questions in advance of, or at, the AGM (cont'd)	<p>Addressing questions. The Company will address all substantial and relevant questions received from shareholders by the 14 April 2023 submission deadline by publishing its responses to such questions on the Company's website at the URL https://www.uol.com.sg/investors-and-media/announcements/ and the SGX website at the URL https://www.sgx.com/securities/company-announcements/ after trading hours on 21 April 2023. The Company will address any subsequent clarifications sought, or substantial and relevant follow-up questions (which are related to the resolutions to be tabled for approval at the AGM) received after the 14 April 2023 submission deadline which have not already been addressed prior to the AGM, as well as those substantial and relevant questions received at the AGM, at the AGM itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.</p> <p>Minutes of AGM. The Company will publish the minutes of the AGM on the Company's website and the SGX website within the periods prescribed by Singapore Exchange Regulation. The minutes will include responses to substantial and relevant questions from shareholders and clarifications (if any) which are addressed during the AGM.</p>
3.	Vote, or submit instruments appointing a proxy(ies) to vote, at the AGM	<p>Shareholders can vote at the AGM themselves or through duly appointed proxy(ies)³. Shareholders who wish to appoint a proxy(ies) must submit an instrument appointing a proxy(ies).</p> <p>Submission of instruments appointing a proxy(ies). The instrument appointing a proxy(ies) must be submitted to the Company 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, be submitted via email to proxyform@trustedservices.com.sg,</p> <p>in either case, by 3.00 p.m. on 25 April 2023.</p> <p>A shareholder who wishes to submit an instrument appointing a proxy(ies) can either use the printed copy of the proxy form which is sent to him/her/it by post or download a copy of the proxy form from the Company's website or the SGX website, and 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.</p> <p>Deemed revocation of proxy appointment if shareholder attends the AGM in person. Completion and submission of the instrument appointing a proxy(ies) by a shareholder will not prevent him/her from attending, speaking and voting at the AGM if he/she so wishes. The appointment of the proxy(ies) for the AGM will be deemed to be revoked if the shareholder attends the AGM in person and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies) to the AGM.</p>

³ See Footnote 1 above.

No.	Steps	Details
3.	Vote, or submit instruments appointing a proxy(ies) to vote, at the AGM (cont'd)	<p>CPF and SRS investors. CPF and SRS investors:</p> <ul style="list-style-type: none"> (a) may vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 14 April 2023.