UOL Group Limited
华业集团有限公司

**RESULTS OF THE 54TH ANNUAL GENERAL MEETING**

UOL Group Limited (the "**Company**") wishes to announce the following:-

**(1) RESOLUTIONS PASSED AT ANNUAL GENERAL MEETING HELD ON 26 APRIL 2017**

At the 54th Annual General Meeting ("**AGM**") of the Company held today, the resolutions relating to the following matters set out in the Notice of the AGM dated 30 March 2017 were put to Shareholders and duly passed by way of poll.

The detailed voting results of all the votes cast in respect of each of the resolutions are set out below:

| Resolution number and details | Total number of shares represented by votes for and against the relevant resolution | For | | Against | |
|---|---|---|---|---|---|
| | | Number of Shares | As a percentage of total number of votes for and against the resolution (%) | Number of Shares | As a percentage of total number of votes for and against the resolution (%) |
| **Ordinary Business** | | | | | |
| **Ordinary Resolution 1** Adoption of Directors' Statement, Audited Financial Statements and Auditor's Report | 551,987,461 | 551,732,152 | 99.95 | 255,309 | 0.05 |
| **Ordinary Resolution 2** Declaration of a First and Final Dividend | 551,183,839 | 551,080,133 | 99.98 | 103,706 | 0.02 |
| **Ordinary Resolution 3** Approval of Directors' Fees | 551,279,267 | 549,599,886 | 99.70 | 1,679,381 | 0.30 |
| **Ordinary Resolution 4** Re-election of Mr Wee Ee Lim as Director | 551,156,548 | 508,370,644 | 92.24 | 42,785,904 | 7.76 |
| **Ordinary Resolution 5** Re-election of Mr Low Weng Keong as Director | 550,904,568 | 532,770,285 | 96.71 | 18,134,283 | 3.29 |
| **Ordinary Resolution 6** Re-election of Mr Wee Sin Tho as Director | 550,448,054 | 549,611,752 | 99.85 | 836,302 | 0.15 |
| **Ordinary Resolution 7** Re-election of Mr Poon Hon Thang Samuel as Director | 550,192,667 | 547,491,885 | 99.51 | 2,700,782 | 0.49 |

| Resolution number and details | Total number of shares represented by votes for and against the relevant resolution | For | | Against | |
|---|---|---|---|---|---|
| | | Number of Shares | As a percentage of total number of votes for and against the resolution (%) | Number of Shares | As a percentage of total number of votes for and against the resolution (%) |
| **Ordinary Business** | | | | | |
| **Ordinary Resolution 8** Re-appointment of PricewaterhouseCoopers LLP as Auditor | 550,600,277 | 550,365,823 | 99.96 | 234,454 | 0.04 |
| **Special Business** | | | | | |
| **Ordinary Resolution 9** Authority for Directors to Issue Shares (UOL 2012 Share Option Scheme) | 549,015,665 | 429,839,780 | 78.29 | 119,175,885 | 21.71 |
| **Ordinary Resolution 10** Authority for Directors to Issue Shares (General Share Issue Mandate) | 549,969,843 | 396,584,025 | 72.11 | 153,385,818 | 27.89 |
| **Ordinary Resolution 11** Authority for Directors to Issue Shares (UOL Scrip Dividend Scheme) | 550,705,508 | 514,263,962 | 93.38 | 36,441,546 | 6.62 |
| **Ordinary Resolution 12** Renewal of Share Buyback Mandate | 216,300,813 | 215,629,172 | 99.69 | 671,641 | 0.31 |

**(2) DETAILS OF PARTIES WHO ARE REQUIRED TO ABSTAIN FROM VOTING ON ANY RESOLUTIONS(S):**

Details of parties who are required to abstain from voting on any resolution(s) are as follows*:

| Resolution Number and Details | Details of Party(ies) | Number of shares |
|---|---|---|
| **Ordinary Resolution 9** Authority for Directors to Issue Shares (UOL 2012 Share Option Scheme) | Employees of the Company who are eligible to participate under the UOL 2012 Share Option Scheme | 2,022,990 (aggregate number of shares) |

| Resolution Number and Details | Details of Party(ies) | Number of shares | |
|---|---|---|---|
| | | Direct Interest | Deemed Interest |
| **Resolution 12** Renewal of Share Buyback Mandate | Dr Wee Cho Yaw | 3,661,566 | 271,082,870[(1)] |
| | Mr Wee Ee-chao | 31,735 | 111,150,885[(2)] |
| | Mr Wee Ee Lim | 260,975 | 110,875,315[(3)] |
| | Mr Wee Ee Cheong | 318,417 | 226,115,947[(4)] |
| | C.Y. Wee & Company Private Limited | 115,162,017 | - |
| | Wee Investments (Pte) Limited | 110,855,836 | - |
| | United Overseas Bank Limited ("**UOB**") | - | 60,080,898[(5)] |
| | Haw Par Corporation Limited | - | 44,772,041[(6)] |
| | Madam Chuang Yong Eng | 274,858 | - |
| | Madam Chang Rosana Kung-Ling | 3,626 | - |
| | Madam Lim Soon Chie | 2,828 | - |
| | Madam Sofina Whang Sze-Fang | 1,361 | - |
| | Madam Wee Wei Ling | 1,181,816 | - |
| | Madam Wee Wei Chi | 172,721 | - |
| | Mr Tan Deng Lang | 31,567 | - |
| | Dr David Eu Yee Tat | 39 | - |
| | Kheng Leong Company (Private) Limited | 18,118 | - |
| | E. C. Wee Pte Ltd | 79,976 | - |
| | Protheus Investment Holdings Pte Ltd | 274,103 | - |
| | Haw Par Investment Holdings Private Limited | 28,705,436 | - |
| | Haw Par Capital Pte Ltd | 11,376,778 | - |
| | Pickwick Securities Private Limited | 1,888,037 | - |
| | Haw Par Equities Pte Ltd | 695,598 | - |
| | Straits Maritime Leasing Private Limited | 1,539,974 | - |
| | Haw Par Trading Pte Ltd | 324,209 | - |
| | M & G Maritime Services Pte. Ltd. | 242,009 | - |

* The respective tables set out details of those required to abstain from voting on the relevant resolutions, without taking account their actual attendance at the AGM.

**Notes**

(1) Dr Wee Cho Yaw's deemed interest in the Shares arises as follows:
(a) 115,162,017 Shares held by C. Y. Wee & Company Private Limited
(b) 110,855,836 Shares held by Wee Investments (Pte) Limited
(c) 44,772,041 Shares which Haw Par Corporation Limited is deemed to be interested in
(d) 18,118 Shares held by Kheng Leong Company (Private) Limited
(e) 274,858 Shares held by his spouse, Mdm Chuang Yong Eng

(2) Mr Wee Ee-chao's deemed interest in the Shares arises as follows:
(a) 110,855,836 Shares held by Wee Investments (Pte) Limited
(b) 274,103 Shares held by Protheus Investment Holdings Pte Ltd
(c) 18,118 Shares held by Kheng Leong Company (Private) Limited
(d) 2,828 Shares held by his spouse, Ms Lim Soon Chie

(3) Mr Wee Ee Lim's deemed interest in the Shares arises as follows:
(a) 110,855,836 Shares held by Wee Investments (Pte) Limited
(b) 18,118 Shares held by Kheng Leong Company (Private) Limited
(c) 1,361 Shares held by his spouse, Ms Sofina Whang Sze Fang

(4) Mr Wee Ee Cheong's deemed interest in the Shares arises as follows:
(a) 115,162,017 Shares held by C. Y. Wee & Company Private Limited
(b) 110,855,836 Shares held by Wee Investments (Pte) Limited
(c) 79,976 Shares held by E. C. Wee Pte Ltd
(d) 18,118 Shares held by Kheng Leong Company (Private) Limited

(5) UOB's deemed interest in the Shares arises as follows:
(a) 59,245,898 Shares held in the name of Tye Hua Nominees (Private) Limited for the benefit of UOB
(b) 835,000 Shares held by UOB Asset Management Ltd ("UOBAM") as client portfolios managed by UOBAM (Discretionary)

(6) Haw Par Corporation Limited's deemed interest in the Shares arises as follows:
(a) 28,705,436 Shares held by Haw Par Investment Holdings Private Limited
(b) 11,376,778 Shares held by Haw Par Capital Pte Ltd
(c) 1,888,037 Shares held by Pickwick Securities Private Limited
(d) 695,598 Shares held by Haw Par Equities Pte Ltd
(e) 1,539,974 Shares held by Straits Maritime Leasing Private Limited
(f) 324,209 Shares held by Haw Par Trading Pte Ltd
(g) 242,009 Shares held by M&G Maritime Services Pte. Ltd.

## (3) APPOINTMENT OF SCRUTINEER

TS Tay Public Accounting Corporation was appointed as the Scrutineer for the AGM.

Submitted by Foo Thiam Fong Wellington, Company Secretary on 26/04/2017 to the SGX