



UNITED OVERSEAS AUSTRALIA LTD

ACN 009 245 890

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28 May 2020

Dear Shareholder

Notice of 2019 Annual General Meeting

Since our announcement on 20 April 2020 advising that ASIC had granted United Overseas Australia Ltd (**UOS** or **Company**) additional time to conduct the 2019 Annual General Meeting (**Meeting**), the Directors have continued to monitor the situation in Malaysia, Singapore and Australia relating to COVID-19 restrictions that have been in place in each country.

Given the restrictions placed on travel as well as limits to the numbers of people able to gather in one place imposed by the various governments due to COVID-19, the Directors have decided that special arrangements are needed to hold the Meeting. Accordingly, the Directors have decided to conduct the Meeting as a virtual meeting held entirely online.

The Meeting will be held online at 10:00 am WST on Tuesday, 30 June 2020.

Despite the changes imposed on holding the Meeting by the current COVID-19 circumstances, the Directors encourage all Shareholders to participate in the Meeting online, including by asking questions in the manner outlined in the Notice, and all Shareholders to vote on the matters contained within the Notice of Meeting.

You will be able to participate at the Meeting by using your personalised log-in on the Proxy Form or CDP Voting Instruction Form at www.advancedshare.com.au/virtual-meeting. The Meeting portal will be open to ask questions prior to the Meeting from Tuesday, 9 June 2020.

To vote at the Meeting, you are encouraged to appoint a proxy, preferably the Chair of the Meeting, to vote on your behalf at the Meeting as this will simplify the voting procedures for the Meeting. Alternatively, it may be possible to record your vote during the meeting through an online poll subject to the conditions contained in the Notice of Meeting.

Completed proxy forms should be returned as soon as possible, and not later than 10:00 am on Sunday, 28 June 2020. The Directors encourage you to appoint a proxy and to direct your proxy on how to vote on each item of business at the Meeting, even if the Chair is appointed as your proxy.

If your shares are listed through SGX, you will need to complete the CDP Voting Instruction Form instead of the Proxy Form and return it to CDP no later than 5.00 pm on Tuesday, 23 June 2020. You will not be able to vote during the meeting through the online processes.

If you have any questions in relation to the upcoming Annual General Meeting, please contact the Company Secretary, Alan Winduss (+61 412 949 225)

Yours sincerely
Alan Winduss
Company Secretary

MALAYSIAN OFFICE: UOA Corporate Tower

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UNITED OVERSEAS AUSTRALIA LTD

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NOTICE OF ANNUAL GENERAL MEETING

INCLUDING

EXPLANATORY STATEMENT

and

PROXY FORM/CDP VOTING INSTRUCTION FORM

Date of Meeting: Tuesday, 30 June 2020

Time of Meeting: 10.00 am WST

Place of Meeting: Online

Due to COVID-19 restrictions, Shareholders will not be able to attend in person at a physical location, but are strongly encouraged to attend online as outlined in this Notice

IMPORTANT NOTICE

THE RESOLUTIONS PROPOSED FOR THIS MEETING ARE OF FUNDAMENTAL IMPORTANCE TO THE FUTURE OF YOUR COMPANY. IT IS RECOMMENDED THAT SHAREHOLDERS READ THIS NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT IN FULL, AND IF THERE IS ANY MATTER THAT YOU DO NOT UNDERSTAND, YOU SHOULD CONTACT YOUR FINANCIAL ADVISER, STOCKBROKER OR SOLICITOR FOR ADVICE.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Shareholders of United Overseas Australia Ltd ("Company") will be held online at 10.00am WST on Tuesday, 30 June 2020.

An Explanatory Statement containing information in relation to each of the following Resolutions accompanies this Notice of Annual General Meeting.

Please note terms used in the Resolutions contained in this Notice of Annual General Meeting have the meaning given to them in the glossary contained in the Explanatory Statement.

BUSINESS

1. FINANCIAL REPORT

To receive and consider the Financial Statements, Directors' Report (including the Remuneration Report) and Auditor's Report for the Company and its Controlled Entities for the year ended 31 December 2019.

Note: There is no requirement for Shareholders to approve these reports.

2. RESOLUTION 1 – RE-ELECTION OF MR CHEE SENG TEO

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

"That Mr Chee Seng Teo, who retires as a Director of the Company in accordance with Clause 13.2 of the Company's constitution and, being eligible, offers himself for re-election, be and is hereby re-elected as a Director of the Company."

3. RESOLUTION 2 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, the following resolution as a **non-binding resolution**:

"That for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 31 December 2019 be adopted."

Note: This resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the "voter") described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

By order of the Board

A C Winduss
Company Secretary
Dated: 28 May 2020

IMPORTANT NOTICE REGARDING COVID-19

The Company is convening the Meeting to meet its obligations under the Corporations Act 2001 to conduct an Annual General Meeting after the end of its financial year. On 20 April 2020, the Company announced ASIC had granted the Company an extension of time to hold its Annual General Meeting due to the impact of COVID-19.

The Meeting involves Directors based in Malaysia, Singapore and Australia, and Shareholders in those and other locations globally, and is usually conducted in Malaysia due to it having the larger number of Shareholders and Directors. Due to international and domestic travel restrictions, the Company has determined to hold the Meeting as a virtual meeting online without the possibility of physical attendance at a location by Shareholders.

As Shareholders will not be able to attend the meeting in person, they are strongly encouraged to participate in the virtual meeting by attending as outlined below, and by submitting their Proxy Form or CDP Voting Instruction Form to record their vote on the Resolutions.

Although Shareholders are not able to attend in person, they will be able to ask questions of the Directors and Auditor through the processes outlined in this Notice and on the Company's website. Shareholders are asked to submit questions as soon as possible, and preferably at least 7 days prior to the meeting's commencement, being 10:00 am Tuesday, 23 June 2020. Questions may be asked during the Meeting through the processes outlined below.

INFORMATION FOR SHAREHOLDERS

The accompanying Explanatory Statement forms part of this Notice and should be read in conjunction with it. Unless the context requires otherwise, terms defined in the Glossary to the Explanatory Statement have the same meanings when used elsewhere in this Notice.

The instructions for participating in the Meeting and voting are contained within this Notice. Please carefully read the instructions based on whether your Shares are listed on ASX ("**ASX Listed**") or are listed on SGX and deposited with CDP ("**SGX Listed**").

TIME AND PLACE OF MEETING

VENUE

The Annual General Meeting of the Shareholders of United Overseas Australia Limited will be held **online commencing at 10:00 am WST on Tuesday, 30 June 2020.**

Shareholders will only be able to attend the Meeting online. There is no provision for Shareholders to attend a location in person.

HOW TO ATTEND THE VIRTUAL MEETING

A live webcast of the meeting will be offered to allow Shareholders to see and listen to the meeting online.

ASX Listed Shareholders

Shareholders will receive a personalised log-in and password for the Meeting on their proxy form which can be used to log-in to the Meeting on www.advancedshare.com.au/virtual-meeting. ASX Listed Shareholders will be able to use the portal to ask questions prior to and during the meeting, and to live vote on matters being considered at the Meeting, although Shareholders are encouraged to vote on Resolutions via Proxy as outlined below.

SGX Listed Shareholders

Shareholders will receive a personalised log-in and password for the Meeting on their proxy form which can be used to log-in to the Meeting on www.advancedshare.com.au/virtual-meeting. SGX Listed Shareholders will be able to use the portal to ask questions prior to and during the meeting. As the Shares are held through CDP, direct voting at the Meeting is not possible and voting must take place in accordance with the CDP Voting Instruction Form as outlined below.

VOTING AND PROXIES

ELIGIBILITY TO VOTE

For the purposes of section 1074E (2) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations 2001, the Company has determined that the shareholding of each person for the purposes of determining entitlements to attend and vote at the meeting will be the entitlement of that person set out in the Company's register as at 5.00pm WST on Sunday, 28 June 2020. Accordingly, transactions registered after this time will be disregarded in determining entitlements to attend and vote at the meeting.

VOTING EXCLUSIONS

Where a voting exclusion applies to a Resolution being considered at this Meeting, the Resolution will contain a Voting Prohibition Statement identifying those Shareholders whose votes will not be included in the calculation of the result of the vote on that Resolution, whether by show of hands or by poll. The exclusion from voting may be required by the Corporations Act or the Listing Rules or both. Voting Exclusions will be set out at the end of each of the Resolutions in this Notice where an exclusion applies.

Shares held on behalf of beneficiaries

Where the Listing Rules require a voting exclusion and the Shareholder holds shares as a nominee, trustee, custodian or in another fiduciary capacity on behalf of a beneficiary, the Shareholder can cast the votes on the Resolution being considered provided that the Shareholder has received written confirmation that the beneficiary is not excluded from voting, or an associate of a person excluded from voting, on that Resolution and the Shareholder votes on the Resolution as directed by the beneficiary.

SHARES LISTED ON SGX AND DEPOSITED WITH CDP

In order to vote, you must complete the CDP Voting Instruction Form accompanying this Notice and return to CDP by **5:00 pm SGT on Tuesday, 23 June 2020**.

Instructions on how to lodge your CDP Voting Instruction Form with CDP are included in the CDP Voting Instruction Form accompanying this Notice.

All validly completed CDP Voting Instruction Forms which are received by CDP by **5:00 pm SGT on Tuesday, 23 June 2020** will be processed and voting instructions will be given effect at the Meeting.

Voting Exclusions and SGX Listed Shares

As the SGX Listed shares are held by CDP, a custodian, SGX Listed Shareholders will be required to declare on the CDP Voting Instruction Form that they are not excluded from voting on a resolution where a voting exclusion applies by confirming that they are not the person or persons named or an associate of that person or those persons when providing their instructions to CDP.

HOW TO VOTE

Voting at the Meeting

If you hold ASX Listed Shares, you will be able to vote on resolutions during the Meeting through the online platform being used to conduct the Meeting. You will need to log-in to the platform using your personalised log-in details located on your Proxy Form to access the Meeting. However, the Directors are strongly encouraging Shareholders to lodge their Proxy Form in accordance with the instructions below to assist in the orderly conduct of the Meeting.

Shareholders with SGX Listed Shares will not be able to participate in voting at the Meeting in this manner.

Voting by Proxy

To vote by proxy, ASX Listed Shareholders can complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that pursuant to the Corporation Act 2001:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these requirements are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

The Directors recommend that as there will be no physical attendance at the Meeting, you appoint the Chair as your Proxy and direct the Chair how to vote your shares by fully completing the Proxy Form as instructed. It is noted that all undirected proxies held by the Chair will be voted IN FAVOUR of all Resolutions at the Meeting.

Voting by completing CDP Voting Instruction Form

SGX Listed Shareholders are required to submit the CDP Voting Instruction Form to CDP no later than 5:00 pm SGT on Tuesday, 23 June 2020. CDP is limited under the Constitution of the Company to appointing no more than 2 proxies and will only appoint the Chair as its proxy for this Meeting.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in United Overseas Australia Ltd in connection with the business to be conducted at the Annual General Meeting of the Company to be held online at 10.00 am WST on Tuesday, 30 June 2020.

The Directors recommend Shareholders read this Explanatory Statement and the Notice of Annual General Meeting in full before making any decision in relation to the Resolutions. Terms used in this Explanatory Statement will, unless the context otherwise requires, have the meaning given to them in the glossary contained in this Explanatory Statement.

1. ANNUAL REPORT FOR THE YEAR ENDED 31 DECEMBER 2019

Section 317 of the Corporations Act requires the Directors of the Company to lay before the Meeting the Financial Statements, Directors' Report (including the Remuneration Report) and the Auditor's report for the last financial year that ended before the AGM.

In accordance with section 250S of the Corporations Act, Shareholders will be provided with a reasonable opportunity to ask questions or make statements in relation to those reports but no formal resolution to adopt the reports will be put to Shareholders at the AGM (save for Resolution 2 for the adoption of the Remuneration Report). Shareholders will also be able to ask questions regarding the management of the Company and other relevant matters associated with the Company's activities.

As the Meeting is being conducted online, whilst there will be the opportunity to ask questions via the Meeting's online portal or email specifically established for this purpose during the Meeting, the Directors encourage Shareholders to submit questions to the Company in writing as early as possible, preferably by **Tuesday, 23 June 2020**, to assist with the orderly conduct of the online Meeting.

Shareholders will also be given an opportunity to ask the auditor questions about the conduct of the audit and the preparation and content of the auditor's report at the meeting. In addition to taking questions at the meeting, written questions to the Company's auditor about the content of the auditor's report or the conduct of the audit may be submitted no later than 5 business days before the Meeting (Tuesday, 23 June 2020) to the registered office of the Company.

A copy of the Annual Report 2019 is available at www.uoa.com.my within Financial Information in the Investor Relations section of the website.

2. RESOLUTION 1 - RE-ELECTION OF DIRECTOR – MR CHEE SENG TEO

Clause 13.2 of the Company's Constitution requires that one third of the Company's board of directors, excluding the Managing Director, shall retire by rotation at the Company's annual general meeting every year, and if eligible may offer themselves for re-election. If the number of Directors is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots. A Director who retires by rotation under the Constitution is eligible for re-election.

Mr Chee Seng Teo retires from office in accordance with this requirement, and being eligible, seeks re-election as a director of the Company.

A brief profile of Mr Chee Seng Teo is set out below:

Chee Seng Teo

Mr Chee Seng Teo, Singaporean, male, aged 65, is an Independent Non-executive of the Company. He is also a member of the Audit and Risk Management Committee and the Nomination and Remuneration Committee.

Mr Chee Seng Teo holds directorships with Lasseters International Holdings Limited, Etika International Holdings Limited and Solidbuild Group Holdings Ltd (all SGX-ST listed companies) and UOA Development Bhd (Bursa Malaysia Securities Berhad listed company).

He does not have any family relationship with any Director and/or major shareholder, nor any conflict of interest with the Company. He has no convictions for any offences, and there is no sanction or penalty imposed on him by any regulatory bodies over the past 5 years.

The Board supports the re-election of Mr Teo as a Director of the company.

3. RESOLUTION 2 – ADOPTION OF REMUNERATION REPORT

3.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the director's report contained in the Company's annual financial report for the financial year ended 31 December 2019.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting. This Resolution is advisory only and does not bind the Directors or the Company.

3.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company ("**Spill Resolution**") if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting ("**Spill Meeting**") within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the previous financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

3.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

3.4 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

If you appoint a member of the Company's Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy:

You must direct your proxy how to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

If you appoint the Chair as your proxy where they are a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or is a Closely Related Party of such a member:

You **do not** need to direct your proxy how to vote on this Resolution. However, if you do not direct the Chair how to vote, **the Chair will vote undirected proxies in favour of the Resolution even though this Resolution is connected directly or indirectly with the remuneration of Key Management Personnel.**

If you appoint any other person as your proxy:

You **do not** need to direct your proxy how to vote on this Resolution, and you **do not** need to mark any further acknowledgement on the Proxy Form.

Glossary of Defined Terms

"Annual General Meeting" or **"Meeting"** means the meeting convened by this Notice.

"ASX" means ASX Limited means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

"ASX Listed" means

"Board" means the board of Directors of the Company.

"CDP" means The Central Depository (Pte) Limited.

"CDP Voting Instruction Form" means the form specifying the voting instructions of persons whose Shares are listed on SGX and deposited with CDP, which accompanies this Notice.

"Chair" means the chair of the Meeting.

"Closely Related Party" of a member of the Key Management Personnel means:

- (a) a spouse or child of the member; or
- (b) a child of the member's spouse; or
- (c) a dependent of the member or the member's spouse; or
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the Company; or
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001 (Cth)*.

"Company" and **"United Overseas Australia Ltd"** means United Overseas Australia Ltd (ACN 009 245 890).

"Constitution" means the constitution of the Company.

"Corporations Act" means the *Corporations Act 2001 (Cth)*.

"Director" means a current director or alternate director of the Company.

"Explanatory Statement" means the explanatory Statement attached to this Notice.

"Key Management Personnel" has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

"Listing Rules" means the Official Listing Rules of ASX.

"Notice", **"Notice of Meeting"** and **"Notice of Annual General Meeting"** means the notice of meeting which accompanies this Explanatory Statement and Proxy Form;

"Ordinary Securities" has the meaning set out in the Listing Rules.

"Proxy Form" means the proxy form accompanying this Notice.

"Remuneration Report" means the remuneration report prepared in accordance with section 300A of the Corporations Act for the financial year ended 31 December 2019.

"SGX" means Singapore Exchange Securities Trading Limited.

"SGX Listed" means the Shares are held by CDP on behalf of the Shareholder for registration with SGX.

"SGT" means Singapore time

"Share" means a fully paid ordinary share in the capital of the Company.

"Shareholder" means a registered holder of a Share.

"WST" means Australian Western Standard Time.



Meeting ID	
Shareholder ID	

VOTING INSTRUCTION FORM FOR CDP'S DEPOSITORS

STEP 1

I/We being holders of SGX Listed Shares in United Overseas Australia Limited deposited with CDP request you to appoint the Chair of the Meeting as my/our proxy to attend and for me/us on my/our behalf at the Annual General Meeting of United Overseas Australia Limited to be held online **on Tuesday, 30 June 2020 at 10.00 am (WST)** and at any adjournment or postponement of that Meeting.

Number of Shares to which this instruction relates

Securities Account Number to which this instruction relates

STEP 2

VOTING DIRECTIONS

Agenda Items

*Please mark ☒ to indicate your direction.

	For	Against	Abstain ¹	Entitlement ²
1 Re-Election of Mr Chee Seng Teo	☐	☐	☐	☐
2 Adoption of Remuneration Report	☐	☐	☐	☐

1 If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.



2 Where a voting exclusion applies under the Listing Rules as outlined in the Notice, CDP is required to obtain written confirmation from the voter that they are not the person/persons named as being excluded, or an associate of that person/those people. By marking this box, you are advising CDP that you are not excluded from voting on the Resolution and are entitled to vote. **DO NOT MARK THIS BOX IF YOU ARE EXCLUDED FROM VOTING ON THE RESOLUTION AS OUTLINED IN THE NOTICE.** This box does not need to be marked if there is no voting exclusion on the Resolution.

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

This form should be completed by the direct account holder(s)/Depository Agent if shareholder wishes to give voting instructions.

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

SGX LISTED SHARES

Your Shares are currently registered with CDP. For so long as your Shares are registered with CDP:

- CDP is not allowed under the constitution of United Overseas Australia Limited to appoint more than 2 proxies;
- You are not able to vote or appoint your own proxies to attend the Meeting; and
- You can only request CDP to appoint the Chair of the Meeting as your proxy to vote on your behalf in accordance with the voting instructions herein. CDP will not appoint a proxy other than the Chair of the Meeting.

VOTING DIRECTIONS – PROXY APPOINTMENT

You should direct your proxy on how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, CDP will not record any vote or take any action with respect to your Shares at the Meeting.

If CDP does not receive your specific instructions by the Receipt Date, it will not vote or take any action with respect to your Shares at the Meeting.

PROXY VOTING BY KEY MANAGEMENT PERSONNEL

Where the Chair is appointed as your proxy, you can direct the Chair to vote “For”, “Against” or “Abstain” on Item 2 by marking the appropriate box in the ‘Voting Directions’ section of this form even though item 2 is connected directly or indirectly with the remuneration of key management personnel, which includes the Chair.

VOTING EXCLUSIONS AND ENTITLEMENT TO VOTE

Where the Notice identifies a person or people who are excluded from voting, you must notify the CDP of your entitlement to vote on a resolution. Carefully consider the Voting Exclusion that has been included in the Notice and if you are not excluded from voting, mark the Entitlement box on the front of this form to advise CDP that you are entitled to vote on the resolution. CDP will ignore any votes cast where there is a voting exclusion and this box has not been marked, and they will not be counted in the vote on the Resolution. Where there is no voting exclusion, the box can be ignored and CDP will vote in accordance with the voting instructions given.

RECEIPT DATE

Your instructions to CDP must be received by 5:00 pm SGT on Tuesday, 23 June 2020 to be processed for inclusion for voting at the Meeting. Instructions received after this time will not be included.

SECURITIES ACCOUNT

The Securities Account Number should also be included in the box provided in Step 1. If the Securities Account Number is not provided, this form will be deemed incomplete and United Overseas Australia Limited and CDP are entitled (but not obliged) to disregard your voting instruction.

NUMBER OF SHARES

The total number of Shares to which this Instruction relates should be entered in the box where indicated. The total number of Shares represented should not exceed your total shareholding.

If at the Receipt Date your total shareholding exceeds the number of Shares to which any voting instruction relates, CDP will forward your voting instructions only in respect of the Shares to which the voting instruction relates.

If your total shareholding at Receipt Date is less than the total number of Shares to which any voting instruction relates, CDP will forward your voting instructions only in respect of your total shareholding as at the Receipt Date provided that any instruction that requires CDP to split the Shares between votes “For”, “Against” or “Abstain” in respect of any Resolution set out in the ‘Voting Directions’ section of this form shall be invalid. For example, if on Receipt Date your total shareholding is 100 Shares, but your voting instruction relates to 500 shares, CDP will forward the voting instruction in respect of 100 shares if the votes are wholly “For”, wholly “Against” or wholly “Abstain”. If you have split your Shares into votes “For” and “Against” the Resolution, CDP will not be able to allocate the Shares amongst the split votes and will accordingly treat the voting instruction as invalid.

SIGNING INSTRUCTIONS ON THE VOTING INSTRUCTION FORM

Individual:

Where the holding is in one name, the account holder must sign.

Joint Holding:

Where it is a joint “AND” account, all account holders should sign. Where it is a joint “OR” account, one of the account holders should sign.

Power of Attorney:

If you have not already lodged the Power of Attorney with CDP, please attach the original or a certified photocopy of the Power of Attorney to this form when you return it.

LODGE YOUR VOTE

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 5:00 pm (SGT) on Tuesday, 23 June 2020. **CDP Voting Instruction Forms received after that time will not be included for the scheduled meeting.**



BY MAIL

United Overseas Australia Limited
C/- The Central Depository (Pte) Ltd
11 North Buona Vista Drive
The Metropolis Tower 2
#06-07
Singapore 138589huh



ALL ENQUIRIES TO CDP HOTLINE

Telephone: +65 6535 7511

Email: asksgx@sgx.com