

-
- (1) **APPLICATION OF UOL SCRIP DIVIDEND SCHEME TO THE FIRST AND FINAL DIVIDEND FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2014**
(2) **NOTICE OF BOOKS CLOSURE FOR DIVIDEND**
-

1. **APPLICATION OF UOL SCRIP DIVIDEND SCHEME TO THE FIRST AND FINAL DIVIDEND FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2014**

1.1 **GENERAL INFORMATION**

The Board of Directors (the “**Directors**”) of UOL Group Limited (the “**Company**”) wishes to announce that:-

- (a) it has proposed a first and final one-tier tax-exempt dividend of 15 cents per ordinary share of the Company for the financial year ended 31 December 2014 (the “**FY14 Dividend**”) for the Shareholders’ approval at the Company’s Annual General Meeting to be held on 22 April 2015 (“**AGM**”); and
- (b) subject to the conditions set out in Paragraph 1.2 below, the UOL Scrip Dividend Scheme shall be applicable to the FY14 Dividend. The Books Closure Date and Dividend Payment Date are set out in Paragraph 2 below.

1.2 **CONDITIONS FOR APPLICATION OF UOL SCRIP DIVIDEND SCHEME TO FY14 DIVIDEND**

The application of the UOL Scrip Dividend Scheme to the FY14 Dividend is conditional upon the fulfilment of both conditions set out below:

- (a) *Condition 1* - The Shareholders approving, at the AGM, the declaration of the FY14 Dividend; and
- (b) *Condition 2* - The Shareholders approving, at the AGM, the allotment and issuance of new ordinary shares in the issued and paid-up of the Company pursuant to the UOL Scrip Dividend Scheme.

1.3 **UOL SCRIP DIVIDEND SCHEME STATEMENT**

The application of the UOL Scrip Dividend Scheme to the FY14 Dividend is subject to the terms and conditions set out in the UOL Scrip Dividend Scheme Statement.

Shareholders are advised to refer to the Company’s announcement on 31 March 2014 in which the Company announced the implementation of the UOL Scrip Dividend Scheme and the UOL Scrip Dividend Scheme Statement. Unless otherwise defined herein, all capitalised terms used herein shall bear the same meaning ascribed to them in the Company’s announcement on 31 March 2014.

1.4 ISSUE PRICE OF NEW SHARES UNDER THE UOL SCRIP DIVIDEND SCHEME

For the purposes of the application of the UOL Scrip Dividend Scheme to the FY14 Dividend, the price at which each New Share is to be issued (the “**Issue Price**”) shall be set at approximately 5% discount to the amount which is the arithmetic average of the closing market price of a Share sold on the SGX-ST over the last five (5) Market Days on which transactions in the Shares were recorded and which immediately precedes 30 April 2015 (being the Books Closure Date for the FY14 Dividend). The Issue Price will be announced **on or around 30 April 2015**.

1.5 ELIGIBILITY TO PARTICIPATE IN THE UOL SCRIP DIVIDEND SCHEME

In summary and subject to the terms and conditions as set out in the UOL Scrip Dividend Scheme Statement:-

- (a) any Shareholder entitled to the FY14 Dividend will be eligible to participate in the UOL Scrip Dividend Scheme, and may elect to receive New Shares in respect of all (or part thereof) of his entitlement to the FY14 Dividend (“**Eligible Shareholders**”); and
- (b) any Shareholder with a registered address outside Singapore (“**Foreign Shareholders**”) who wish to participate in the UOL Scrip Dividend Scheme must provide a mailing address in Singapore for the service of notices and documents **not later than 5.00 p.m. on 27 April 2015** (being not later than three (3) Market Days prior to the Books Closure Date) to:
 - (i) the Company c/o the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623; or
 - (ii) if the Foreign Shareholder is a depositor, to The Central Depository (Pte) Limited (“**CDP**”) at 11 North Buona Vista Drive, #06-07 The Metropolis Tower 2, Singapore 138589.

For avoidance of doubt, if Foreign Shareholders do not provide the Company or CDP (as the case may be) with addresses in Singapore for the service of notices and documents **by 5.00 p.m. on 27 April 2015** (in the manner set out above), they shall not be eligible to participate in the UOL Scrip Dividend Scheme.

1.6 DOCUMENTS TO BE SENT TO ELIGIBLE SHAREHOLDERS

The Company intends send the following documents on or about **on or about 15 May 2015**:

- (a) to an Eligible Shareholder **with** an existing valid permanent election, the **Scrip Dividend Scheme - Entitlement Advice**; or
- (b) to an Eligible Shareholder **without** any existing valid permanent election, the **Notice of Election**.

1.7 ELIGIBLE SHAREHOLDERS WITH EXISTING VALID PERMANENT ELECTIONS

- (a) *Automatic application of entitlements under the FY14 Dividend to receive New Shares under the UOL Scrip Dividend Scheme*

Under the UOL Scrip Dividend Scheme, each Shareholder may make a permanent election to apply all of his entitlements with respect to all future Qualifying Dividends to receive New Shares pursuant to the UOL Scrip Dividend Scheme.

Subject to the conditions in Paragraph 1.2 being fulfilled, the FY14 Dividend shall be deemed as a Qualifying Dividend. As such, if Shareholders had previously made permanent elections and such permanent elections have not been cancelled, these Shareholders will **receive New Shares in lieu of all their entitlements with respect to the FY14 Dividend**. They will be sent the Scrip Dividend Scheme - Entitlement Advice and **no action is required on their part**.

(b) *Cancellation of permanent elections*

Where an Eligible Shareholder had previously made a permanent election but would now like to receive **all or part** his entitlement with respect to the FY14 Dividend **in cash**, he would be required to **complete and return a Notice of Cancellation (contained in the Scrip Dividend Scheme - Entitlement Advice)**.

1.8 ELIGIBLE SHAREHOLDERS WITHOUT EXISTING VALID PERMANENT ELECTIONS

If an Eligible Shareholder does not have an existing valid permanent election, he shall receive a Notice of Election. To participate in the UOL Scrip Dividend Scheme, he may make any of the following elections under the Notice of Election:

- (a) make a **one-off election** as to whether **all or part** of his/her/its entitlement with respect to the **FY14 Dividend only**; or
- (b) make a **permanent election** to apply **all** of his entitlements with respect to the **FY14 Dividend and all future Qualifying Dividends**.

Each Eligible Shareholders should complete the Notice of Election based on his preferences and submit the completed document.

1.9 NON-PARTICIPATION IN THE UOL SCRIP DIVIDEND SCHEME

Participation in the UOL Scrip Dividend Scheme is optional and not transferable. If an Eligible Shareholder:

- (a) does not have any existing valid permanent election; and
- (b) wishes to receive the FY14 Dividend in cash (i.e. does not intend to participate in the UOL Scrip Dividend Scheme),

he may disregard the Notice of Election sent to him, and **no action is required on his part**. The FY14 Dividend in cash shall be paid to him in accordance with instructions which he had given previously for the receipt of such payments.

1.10 NEW SHARES ISSUED

Fractional entitlements to the New Shares will be rounded down to the nearest whole number or otherwise dealt with in such manner which the Directors may deem fit in the interests of the Company and which is acceptable to the SGX-ST. As such, please note that Eligible Shareholders who participate in the UOL Scrip Dividend may receive New Shares in odd lots.

1.11 CODE ON TAKE-OVER AND MERGERS

Shareholders should ensure that they are in compliance with Rule 14 of The Singapore Code on Take-overs and Mergers ("Take-over Code"). In particular, a Shareholder should note that he may be under an obligation to extend a take-over for the Company if by participating in the UOL Scrip Dividend Scheme:

- (a) he acquires, whether by a series of transactions over a period of time or not, Shares which (taken together with Shares held or acquired by him or persons acting in concert with him) carry 30% or more of the voting rights of the Company; or

- (b) he, together with persons acting in concert with him, hold not less than 30% but not more than 50% of the voting rights of the Company and he or any such person acting in concert with him, acquires additional Shares carrying more than one per cent (1%) of the voting rights of the Company in any period of six (6) months.

The statements herein do not purport to be a comprehensive or exhaustive description of all the relevant provisions of, or all implications that may arise under, the Take-over Code. Shareholders who are in doubt as to whether they would incur any obligation to make a mandatory offer under the Take-over Code as a result of any acquisition of Shares through their participation in the UOL Scrip Dividend Scheme are advised to consult their professional advisers and/or the Securities Industry Council at the earliest opportunity.

2. NOTICE OF BOOKS CLOSURE FOR DIVIDEND

NOTICE IS HEREBY GIVEN that, subject to Shareholders' approval of the FY14 Dividend at the AGM, the Transfer Books and Register of Members of the Company will be closed at **5.00 p.m. on 30 April 2015** for the purpose of determining the entitlements of Shareholders to the FY14 Dividend.

Duly completed registrable transfers received by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd, 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623 up to 5.00 p.m. on 30 April 2015 will be registered before entitlements to the FY14 Dividend are determined.

Shareholders whose securities accounts with CDP are credited with Shares as at 5.00 p.m. on 30 April 2015 will rank for the FY14 Dividend.

The FY14 Dividend, if approved by Shareholders, will be paid on **16 June 2015**.

3. ADVICE TO SHAREHOLDERS

Shareholders are advised to exercise caution in their participation of the UOL Scrip Dividend Scheme and in their dealings in the Shares, and to refrain from taking any action which may be prejudicial to their interests. Persons, who are in doubt as to the action they should take, should consult their legal, financial, tax or other professional advisers immediately.

The Company takes no responsibility for the taxation liabilities of Shareholders who choose to participate in the UOL Scrip Dividend Scheme or the tax consequences of any election made by Shareholders. As individual circumstances and laws may vary considerably, specific taxation advice should be obtained by Shareholders if they are in doubt or if they otherwise require. The Company accepts no responsibility for the correctness or accuracy of any information as to tax liabilities.

BY ORDER OF THE BOARD

Foo Thiam Fong Wellington
Yeong Sien Seu
Company Secretaries
30 March 2015