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# NOTICE OF ANNUAL GENERAL MEETING

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UOL  
GROUP  
LIMITED

Notice is hereby given that the 52<sup>nd</sup> Annual General Meeting of the Company will be held at PARKROYAL on Pickering, Level 2, William & Pickering Ballroom, 3 Upper Pickering Street, Singapore 058289 on Wednesday, 22 April 2015, at 3.00 p.m. to transact the following business:

## AS ORDINARY BUSINESS

- Resolution 1** To receive and adopt the Audited Financial Statements and the Reports of the Directors and the Auditors for the year ended 31 December 2014.
- Resolution 2** To declare a first and final tax exempt (one-tier) dividend of 15 cents per ordinary share for the year ended 31 December 2014.
- Resolution 3** To approve Directors' fees of \$550,000 for 2014 (2013: \$580,000).
- Resolution 4** To re-appoint Dr Wee Cho Yaw, pursuant to Section 153(6) of the Companies Act, Cap. 50, as Director of the Company to hold such office until the next Annual General Meeting of the Company.
- Resolution 5** To re-appoint Mr Gwee Lian Kheng, pursuant to Section 153(6) of the Companies Act, Cap. 50, as Director of the Company to hold such office until the next Annual General Meeting of the Company.
- Resolution 6** To re-elect Mr Low Weng Keong, who retires by rotation pursuant to Article 94 of the Company's Articles of Association, as Director of the Company.
- Resolution 7** To re-elect Mr Wee Ee-chao, who retires by rotation pursuant to Article 94 of the Company's Articles of Association, as Director of the Company.
- Resolution 8** To re-appoint Messrs PricewaterhouseCoopers LLP as Auditors of the Company and authorise the Directors to fix their remuneration.

## AS SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without amendments, the following resolutions as Ordinary Resolutions:

- Resolution 9** "That approval be and is hereby given to the Directors of the Company to offer and grant options in accordance with the regulations of the UOL 2012 Share Option Scheme (the "2012 Scheme") and to allot and issue such number of shares as may be issued pursuant to the exercise of share options under the 2012 Scheme, provided always that the aggregate number of shares to be issued pursuant to the 2012 Scheme shall not exceed ten per cent (10%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time."

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# NOTICE OF ANNUAL GENERAL MEETING

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ANNUAL  
REPORT  
2014

**Resolution 10** “That authority be and is hereby given to the Directors of the Company to:

- (a) (i) issue shares in the capital of the Company (“shares”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “Instruments”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions, and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided that:

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to Shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed twenty per cent (20%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited (“SGX-ST”)) for the purpose of determining the aggregate number of shares that may be issued under paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Resolution is passed, after adjusting for:
  - (i) new shares arising from the conversion or exercise of any convertible securities or share options, or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
  - (ii) any subsequent bonus issue, consolidation or subdivision of shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association of the Company; and
- (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.”

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LIMITED

**Resolution 11** “That authority be and is hereby given to the Directors of the Company to allot and issue from time to time such number of ordinary shares as may be required to be allotted and issued pursuant to the UOL Scrip Dividend Scheme (“Scheme”) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.”

## BY ORDER OF THE BOARD

Foo Thiam Fong Wellington  
Yeong Sien Seu  
Secretaries

Singapore, 30 March 2015

## Notes:

1. A Member entitled to attend and vote at the Meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a Member of the Company. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 101 Thomson Road, #33-00 United Square, Singapore 307591 not less than 48 hours before the time for holding the Meeting.
2. **Personal Data Privacy:** All personal data collected by the Company (including its agents/service providers) shall be subject to the Company’s data protection policy, which is published on its corporate website ([www.uol.com.sg](http://www.uol.com.sg)). In particular, by attending, speaking, voting or submitting any instrument to appoint any proxy and/or representative to attend, speak and vote at the Meeting (including any adjournment thereof), a Member of the Company (i) consents to the collection, use and disclosure of the Member’s personal data by the Company (including its agents/service providers) for the purposes of processing, administration and analysis in relation to the appointment of any proxy and/or representative by that Member, preparation and compilation of attendance lists, minutes and any other document related to the Meeting (including any adjournment thereof), general administration and analysis undertaken in connection with the Meeting, and compliance with any applicable laws, listing rules, regulations and/or guidelines (collectively the “Purposes”); (ii) warrants that where the Member discloses the personal data of any proxy and/or representative to the Company (including its agents/service providers), the Member has obtained the prior consent of such proxy and/or representative for the collection, use and disclosure by the Company (including its agents/service providers) of the personal data of such proxy and/or representative for the Purposes; and (iii) agrees that the Member will indemnify the Company against any claim, cost (including legal cost), damage, demand, expense, liability, loss, penalty or proceeding arising from the Member’s breach of warranty.

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ANNUAL  
REPORT  
2014

## Notes to Resolutions

1. In relation to **Resolution 4**, Dr Wee Cho Yaw will, upon re-appointment, continue as the Chairman of the Board of Directors and the Executive Committee, and as a Member of the Remuneration and Nominating Committees. He is considered a non-independent Director. Dr Wee is the father of Mr Wee Ee-chao and Mr Wee Ee Lim, who are both Directors and substantial Shareholders of the Company. Dr Wee is also the father of Mr Wee Ee Cheong, substantial Shareholder of the Company. Please refer to the 'Board of Directors' section of the Company's Annual Report 2014 for information on the current directorships in other listed companies and other principal commitments of Dr Wee.
2. In relation to **Resolution 5**, Mr Gwee Lian Kheng will, upon re-appointment, continue as a Member of the Executive Committee. He is considered a non-independent Director. There are no relationships (including immediate family relationships) between Mr Gwee and the other Directors, the Company or its 10% Shareholders\* save that he is employed by the Company as the Group Chief Executive. Please refer to the 'Board of Directors' section of the Company's Annual Report 2014 for information on the current directorships in other listed companies and other principal commitments of Mr Gwee.  
  
\* "10% Shareholder" is a person who has an interest or interests in one or more voting shares in the Company and the total votes attached to that share, or those shares, is not less than 10% of the total votes attached to all the voting shares in the Company. "Voting shares" exclude treasury shares.
3. In relation to **Resolution 6**, Mr Low Weng Keong will, upon re-election, continue as the Chairman of the Audit and Risk Committee and Nominating Committee, and as a Member of the Executive Committee and the Remuneration Committee. He is considered an independent Director. Please refer to the 'Board of Directors' section of the Company's Annual Report 2014 for information on the current directorships in other listed companies and other principal commitments of Mr Low.
4. In relation to **Resolution 7**, Mr Wee Ee-chao will, upon re-election, continue as a Member of the Executive Committee. He is considered a non-independent Director. Mr Wee is the son of Dr Wee Cho Yaw, Chairman and substantial Shareholder of the Company. Mr Wee is also the brother of Mr Wee Ee Lim, Director and substantial Shareholder of the Company and Mr Wee Ee Cheong, substantial Shareholder of the Company. Please refer to the 'Board of Directors' section of the Company's Annual Report 2014 for information on the current directorships in other listed companies and other principal commitments of Mr Wee.
5. **Resolution 9** is to empower the Directors to offer and grant options and to issue shares in the share capital of the Company pursuant to the 2012 Scheme, which was approved at the Annual General Meeting of the Company on 19 April 2012. A copy of the Rules governing the 2012 Scheme is available for inspection by Shareholders during normal office hours at the Company's Registered Office.
6. **Resolution 10** is to empower the Directors from the date of this Meeting until the next Annual General Meeting held or is required by law to be held, or the next General Meeting during which such authority is varied or revoked, whichever is the earlier, to issue, or agree to issue shares and/or grant instruments that might require shares to be issued, up to an amount not exceeding fifty per cent (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (calculated as described) of which the total number of shares to be issued other than on a pro rata basis to Shareholders of the Company does not exceed twenty per cent (20%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (calculated as described).
7. **Resolution 11** is to authorise the Directors to issue ordinary shares pursuant to the Scheme should the Company decide to apply the Scheme to any dividend declared by the Company from the date of this Meeting until the next Annual General Meeting held or is required by law to be held, or the next General Meeting during which such authority is varied or revoked, whichever is the earlier. Please refer to the Company's announcement dated 31 March 2014 for details on the Scheme.