

Notice of Annual General Meeting

United Overseas Insurance Limited

(Incorporated in the Republic of Singapore)

Company Registration No. 197100152R

Notice is hereby given that the 53rd Annual General Meeting of members of United Overseas Insurance Limited (the Company) will be held at the Penthouse of United Overseas Bank Limited, 80 Raffles Place, 62nd Storey, UOB Plaza 1, Singapore 048624 on Friday, 19 April 2024 at 11:00am to transact the following business:

AS ORDINARY BUSINESS

- Resolution 1** To receive the audited Financial Statements, the Directors' Statement and the Auditor's Report for the year ended 31 December 2023.
- Resolution 2** To declare a final one-tier tax-exempt dividend of 8.5 cents (2022: 8.5 cents) per share and a special one-tier tax-exempt dividend of 4 cents (2022: 4 cents) per share for the year ended 31 December 2023.
- Resolution 3** To approve Directors' fees of \$346,000 for 2023 (2022: \$311,000).
- Resolution 4** To reappoint Ernst & Young LLP as Auditor of the Company and to authorise the Directors to fix its remuneration.
- To re-elect the following Directors:
- Resolution 5** Mr Chng Hwee Hong (retiring by rotation)
- Resolution 6** Mr Chua Kim Leng (retiring by rotation)
- Resolution 7** Ms Tan Yian Hua (retiring under Article 92(3))

AS SPECIAL BUSINESS

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

- Resolution 8** "THAT authority be and is hereby given to the Directors to:
- (a) (i) issue ordinary 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) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force, notwithstanding that the authority conferred by this Resolution may have ceased to be in force,

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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 50 per cent of the total number of issued Shares, excluding treasury shares and subsidiary holdings (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) shall be less than 10 per cent of the total number of issued Shares, excluding treasury shares and subsidiary holdings (as calculated in accordance with paragraph (2) below);
- (2) (subject to such manner of calculation and adjustment 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 and subsidiary holdings, 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 SGX-ST Listing Manual for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being 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 (AGM) of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier."

In this Resolution 8, "subsidiary holdings" shall have the meaning ascribed to it in the SGX-ST Listing Manual.

NOTES TO RESOLUTIONS

Resolution 2 is to approve the final and special dividends. The Transfer Books and Register of Members will be closed on 6 May 2024, for the purpose of determining shareholders' entitlements to the final and special dividends. Registrable transfers received up to 5:00pm on 3 May 2024 (record date) will be entitled to the final and special dividends.

Resolution 3 is to approve the payment of an aggregate amount of \$346,000 as directors' fees for the non-executive directors of the Company for the year ended 31 December 2023. Additional information on the directors' fees can be found in the Corporate Governance section of the Company's Annual Report 2023.

Resolution 5 is to re-elect Mr Chng Hwee Hong as a Director. Mr Chng is a non-executive and independent Director. If re-elected, Mr Chng will continue as the chairman of the Nominating Committee and a member of the Audit and Risk Committee (formerly the Audit Committee).

Resolution 6 is to re-elect Mr Chua Kim Leng as a Director. Mr Chua is a non-executive and independent Director. If re-elected, Mr Chua will continue to be chairman of the Audit and Risk Committee, and a member of the Nominating and Remuneration Committees.

Resolution 7 is to re-elect Ms Tan Yian Hua as a Director. Ms Tan is a non-executive and independent director.

Detailed information on these Directors can be found in the Additional Information on Directors Seeking Re-election section of the Company's Annual Report 2023.

Resolution 8 is to empower the Directors to issue Shares and to make or grant instruments (such as warrants, debentures or options) convertible into Shares, and to issue Shares in pursuance of such instruments, up to an amount not exceeding in total 50 per cent of the total number of issued Shares, excluding treasury shares and subsidiary holdings, of which the number of Shares that may be issued other than on a *pro rata* basis to shareholders shall be less than 10 per cent of the total number of Shares that may be issued (General Mandate). For the purpose of determining the aggregate number of Shares that may be issued pursuant to the General Mandate, the percentage of issued Shares shall be based on the total number of issued Shares, excluding treasury shares and subsidiary holdings, at the time that Resolution 8 is passed, after adjusting for (a) 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 that Resolution 8 is passed, and (b) any subsequent bonus issue, consolidation or subdivision of Shares.

By ORDER OF THE BOARD

Theresa Sim
Company Secretary

Singapore
28 March 2024

Notes

- UOI Annual Report 2023 and AGM Documents.** Printed copies of the UOI Annual Report 2023 will not be sent to members. The following documents may be accessed at the Company's website: www.uoi.com.sg and the SGX website: www.sgx.com/securities/company-announcements:
 - UOI Annual Report 2023;
 - this Notice of AGM;
 - Additional Information on Directors Seeking Re-election at the AGM; and
 - Proxy Form (collectively, AGM Documents).
- Date, time and venue of the AGM.** The AGM is being convened, and will be held in a wholly physical format at the Penthouse of United Overseas Bank Limited, 80 Raffles Place, 62nd Storey, UOB Plaza 1, Singapore 048624 on Friday, 19 April 2024 at 11:00am. **There will be no option for members to participate virtually.**

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3. **Arrangements for participation in the AGM.** Members may participate in the AGM by taking the following steps:

- (a) submitting questions in advance of the AGM;
- (b) attending in person at the AGM to speak and vote; and
- (c) appointing a proxy or the Chairman of the Meeting to attend, speak and vote on their behalf at the AGM.

Investors who hold shares through relevant intermediaries¹ (other than CPF/SRS investors) should contact their respective relevant intermediaries if they wish to submit questions in advance of the AGM and/or appoint a proxy or appoint the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the AGM.

¹ "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

4. **Key dates/deadlines.** Members should take note of the following important dates:

Key dates	Actions
4 April 2024 (Thursday)	<ol style="list-style-type: none"> 1. Last day for all members, including CPF/SRS investors, to submit questions related to the AGM resolutions. 2. Questions may be submitted: <ul style="list-style-type: none"> (a) by email: uoiagm@uoi.com.sg; or (b) by post: 146 Robinson Road, #02-01, UOI Building, Singapore 068909 (Attention: Mr Aaron Cheong). 3. Members are encouraged to submit their questions via email. 4. Members should provide their full names and NRIC/Passport/Company registration numbers for authentication of their membership. Members should also provide the following details: <ul style="list-style-type: none"> (a) address; (b) contact number; and (c) the manner in which the shares in UOI are held (e.g., via CDP, CPF, SRS and/or scrip).
On or before 7 April 2024 (Sunday)	UOI to publish answers to substantial and relevant questions received from authenticated members. The answers will be published on www.uoi.com.sg and the SGX website.
8 April 2024, 5:00pm (Monday)	<ol style="list-style-type: none"> 1. Last day for CPF/SRS investors to appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM. They should approach their respective Agent Banks/SRS operators to submit their votes. 2. CPF/SRS investors who wish to attend the AGM should contact their respective CPF Agent Banks/SRS Operators, and request to be appointed as proxies to attend the AGM.

Key dates	Actions
16 April 2024, 11:00am (Tuesday)	<p>1. All Proxy Forms must reach the Company:</p> <p>(a) by post/submitted in person at: United Overseas Insurance Limited, c/o Boardroom Corporate & Advisory Services Pte. Ltd (Boardroom), 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632; or</p> <p>(b) via email: uoiagm2024@boardroomlimited.com.</p> <p>In either case, the Proxy Form must reach the physical location or email address of Boardroom stated above by 11:00am on 16 April 2024, which is not less than 72 hours before the time appointed for holding the AGM. The Proxy Form must be completed and signed/executed by the member.</p> <p>2. Members are strongly encouraged to submit their completed Proxy Forms via email.</p> <p>3. A proxy need not be a member of the Company.</p> <p>4. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such member's Proxy Form appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy must be specified in the Proxy Form.</p> <p>(b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's Proxy Form appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed must be specified in the Proxy Form.</p> <p>"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.</p>
Date and time of AGM - 19 April 2024, 11:00am (Friday)	<p>Members, including CPF and SRS investors, and (where applicable) duly appointed proxies may attend the AGM in person at the Penthouse of United Overseas Bank Limited, 80 Raffles Place, 62nd Storey, UOB Plaza 1, Singapore 048624.</p> <p>Attendees should bring their NRIC/passport so as to enable the Company to verify their identity. Please arrive early to facilitate the registration process.</p>
3 May 2024, 5:00pm (Friday)	Record Date for determining entitlements to final and special dividends, subject to members approving the dividend payment at the AGM.
15 May 2024 (Wednesday)	Payment date for final and special dividends, subject to members approving the dividend payment at the AGM.

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PERSONAL DATA PRIVACY

By attending the AGM or submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or 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* for the processing, administration and analysis by the Company* of proxies and representatives appointed for the AGM (including any adjournment thereof), the preparation and compilation of the attendance lists, minutes, notes of discussion and other documents relating to the AGM (including any adjournment thereof), collation of votes, publication of the names and comments of the members, proxies and representatives on the Company's website, any other purposes in connection with administration and conduct of the AGM (including any adjournment thereof), and in order for the Company* to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the **Purposes**);
- (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company*, the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company* of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and agrees to provide the Company with written evidence of such prior consent upon reasonable request; and
- (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

* including the Company's agents and/or service providers



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