

---

## ANNOUNCEMENT

### ALTERNATIVE ARRANGEMENTS FOR THE ADJOURNED ANNUAL GENERAL MEETING TO BE HELD ON 12 JUNE 2020

1. **Background.** United Overseas Insurance Limited (**UOI** or the **Company**) refers to:
  - (a) the Notice of the 49<sup>th</sup> Annual General Meeting of the Company dated 18 March 2020 (**Original AGM Notice**) convening the Annual General Meeting to be held on 16 April 2020 (**49<sup>th</sup> AGM**);
  - (b) its announcement dated 30 April 2020 in relation to, *inter alia*, the automatic time extension of 60 days provided by the Singapore Exchange Regulation to issuers with financial year-ends on or before 31 March 2020 to hold their annual general meetings;
  - (c) its announcement dated 4 April 2020 in relation to the deferment of the 49<sup>th</sup> AGM;
  - (d) the COVID-19 (Temporary Measures) Act 2020 passed by Parliament on 7 April 2020 which enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means; and
  - (e) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (**Order**) which was gazetted on 13 April 2020, and which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies.
2. **Date, time and conduct of Adjourned AGM.** UOI is pleased to announce that pursuant to the Order, the adjourned 49<sup>th</sup> AGM (**Adjourned AGM**) will be convened and held by electronic means, on 12 June 2020 at 11.00 a.m. (Singapore time) to transact the business set out in the Original AGM Notice. The Original AGM Notice was sent to members on 18 March 2020, and can be found at the Company's website and on the SGX website at the URLs listed in paragraph 7 below.
3. **No personal attendance at Adjourned AGM.** Due to the current COVID-19 situation and related safe distancing measures in Singapore, a member will not be able to attend the Adjourned AGM in person.
4. **Alternative arrangements for participation in the Adjourned AGM.** Members may participate in the Adjourned AGM by:
  - (a) pre-registering to observe or listen to the Adjourned AGM proceedings via "live" audio-visual webcast or "live" audio-only stream;
  - (b) submitting questions in advance of the Adjourned AGM; and

- (c) appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the Adjourned AGM.

Details of the steps for pre-registration, pre-submission of questions and voting at the Adjourned AGM are set out in the **Appendix** to this announcement.

- 5. **Persons who hold shares through relevant intermediaries.** Persons who hold UOI shares through relevant intermediaries (as defined in section 181 of the Companies Act, Chapter 50), including CPF and SRS investors, and who wish to participate in the Adjourned AGM by:
  - (a) observing or listening to the Adjourned AGM proceedings via “live” audio-visual webcast or “live” audio-only stream;
  - (b) submitting questions in advance of the Adjourned AGM; and/or
  - (c) appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the Adjourned AGM,

should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective Agent Banks/SRS operators) through which they hold such shares by the deadline shown in the table in paragraph 10 below in order for the necessary arrangements to be made for their participation in the Adjourned AGM.

- 6. **Record and payment dates for final and special dividends.** The Transfer Books and Register of Members will be closed from 5.00 p.m. on 22 June 2020 up to (and including) 23 June 2020, for the purpose of determining members’ entitlements to the final and special dividends. Registrable transfers received up to 5.00 p.m. on 22 June 2020 (**Record Date**) will be entitled to the final and special dividends. If approved at the Adjourned AGM, the final and special dividends will be paid on 3 July 2020.
- 7. **Adjourned AGM Resources.** Printed copies of the Notice of Adjourned AGM, Updated Additional Information on Directors Seeking Re-election and new proxy form will not be sent to members. Instead, these documents may be accessed at the Company’s website, and will also be made available on the SGX website, at the URLs listed below. A copy of this announcement (**AGM Alternative Arrangements Announcement**) may also be accessed at the Company’s website, and will also be made available on the SGX website, at the URLs listed below.

### **Materials**

Original AGM Notice  
Notice of Adjourned AGM  
Updated Additional Information on Directors Seeking Re-election  
Proxy Form  
AGM Alternative Arrangements Announcement  
Frequently Asked Questions  
2019 Annual Report

### **Websites**

[www.uoi.com.sg/uoi/index.html](http://www.uoi.com.sg/uoi/index.html)  
[www.sgx.com/securities/company-announcements](http://www.sgx.com/securities/company-announcements)

8. **Members who had previously submitted proxy forms.** Members who had submitted valid proxy forms appointing the Chairman of the Meeting or other person(s) as proxy(ies) for the 49<sup>th</sup> AGM before 13 April 2020 do not have to submit new proxy forms provided that:
- they had given specific instructions on how they wish to vote for or against, or abstain from voting on, each resolution in the proxy forms that they had submitted; and
  - they do not withdraw the proxy forms that they had submitted.

In these circumstances, if these members are verified as members as at 11.00 a.m. on 9 June 2020, the Company shall be entitled to, and will treat, such proxy forms as valid instruments appointing the Chairman of the Meeting as their proxy to attend, speak and vote at the Adjourned AGM in accordance with their specified instructions.

Submission by a member of a valid proxy form appointing the Chairman of the Meeting as proxy by 11.00 a.m. on 9 June 2020 will supersede any previous instrument appointing a proxy(ies) submitted by that member.

9. **Withdrawal of proxy form.** A member may withdraw a proxy form appointing the Chairman of the Meeting or other person(s) as proxy(ies) which had previously been submitted by sending an email to [uoiagm@uoi.com.sg](mailto:uoiagm@uoi.com.sg) to notify the Company of the withdrawal by 11.00 a.m. on 9 June 2020.
10. **Key dates/deadlines.** The key dates/deadlines which members should take note of are summarised in the table below:

Key dates	Actions
20 May 2020 (Wednesday)	Members may begin to pre-register at <a href="https://smartagm.sg/uoiagm2020">https://smartagm.sg/uoiagm2020</a> for “live” audio-visual webcast or “live” audio-only stream of the Adjourned AGM proceedings
3 June 2020 at 5.00 p.m. (Wednesday)	Deadline for CPF or SRS investors to approach their respective Agent Banks/SRS operators for arrangements to be made for them if they wish to observe or listen to the proceedings at the Adjourned AGM, submit questions in advance and/or appoint the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the Adjourned AGM
8 June 2020 at 5.00 p.m. (Monday)	Deadline for questions from members for the Adjourned AGM to reach the Company
9 June 2020 at 11.00 a.m. (Tuesday)	Deadline for members to: <ul style="list-style-type: none"> <li>pre-register for “live” audio-visual webcast or “live” audio-only stream of the Adjourned AGM proceedings; and</li> <li>submit proxy forms</li> </ul>
11 June 2020 by 12 noon (Thursday)	Authenticated registrants will receive an email which will contain a unique user ID and password, the link to access the “live” audio-visual webcast and a toll-free telephone number (toll-free applies to landline only; toll

Key dates	Actions
	<p>charges may apply if using mobile) to access the “live” audio-only stream of the Adjourned AGM proceedings (<b>Confirmation Email</b>)</p> <p>Registrants who do not receive the Confirmation Email by 12 noon on 11 June 2020 should contact UOI’s share registrar, Boardroom Corporate &amp; Advisory Services Pte Ltd at +65 6536 5355 during office hours from 9.00 a.m. to 4.00 p.m., Monday to Friday</p>
12 June 2020 at 11.00 a.m. (Friday)	<p>Adjourned AGM</p> <ul style="list-style-type: none"> <li>• The telephone line to access the “live” audio-only stream will open from 10.45 a.m. onwards. Members will be put on hold until the Adjourned AGM commences at 11.00 a.m.</li> <li>• The “live” audio-visual webcast will start when the Adjourned AGM commences at 11.00 a.m.</li> </ul> <p><i>Note: The following changes originally scheduled to take effect at the conclusion of the 49<sup>th</sup> AGM on 16 April 2020 will take effect instead from the conclusion of the Adjourned AGM:</i></p> <ul style="list-style-type: none"> <li>• Retirement of Mr N Ganesan as a Director;</li> <li>• Cessation of Mr Yang Soo Suan as Audit Committee (AC) Chairman. Mr Yang will remain as a member of the AC;</li> <li>• Appointment of Mr Chng Hwee Hong as AC Chairman; and</li> <li>• Appointment of Mr Chua Kim Leng as AC member.</li> </ul>
22 June 2020 at 5.00 p.m. (Monday)	Record Date for determining entitlements to final and special dividends, subject to members’ approval at the Adjourned AGM
3 July 2020 (Friday)	Payment date for final and special dividends, subject to members’ approval at the Adjourned AGM

11. **Further information.** For more information, members can refer to the Frequently Asked Questions for Members for the UOI Adjourned Annual General Meeting 2020 (**Frequently Asked Questions**) at the URL listed in paragraph 7 above.
12. **Important reminder.** Due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to change its arrangements for the Adjourned AGM at short notice. Members should check the Company’s website and the SGX website for the latest updates.

UOI would like to thank all members for their patience and co-operation in enabling us to hold our Adjourned AGM via electronic means amidst the current COVID-19 pandemic.

BY ORDER OF THE BOARD

Vivien Chan  
Company Secretary

Singapore  
20 May 2020

## APPENDIX

### Steps for pre-registration, pre-submission of questions and voting at the Adjourned AGM

Members will need to complete the following steps to be able to observe or listen to the Adjourned AGM proceedings through a “live” audio-visual webcast or “live” audio-only stream, submit questions in advance of the Adjourned AGM and vote by appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the Adjourned AGM.

No.	Steps	Details
1.	<b>Pre-registration</b>	<p>Members must pre-register at the pre-registration website at <a href="https://smartagm.sg/uoiaqm2020">https://smartagm.sg/uoiaqm2020</a> from 20 May 2020 till 11.00 a.m. on 9 June 2020 to enable UOI to verify their status as members.</p> <p>Members will be required to fill in their name, NRIC/Passport/Company Registration number, shareholding type, mobile number and email address during the pre-registration.</p> <p>Registrants whose names do not appear on UOI’s Register of Members/CDP Depository Register/CPF and SRS agent or operators’ lists as at 11.00 a.m. on 9 June 2020 will be rejected.</p> <p>Authenticated registrants will receive an email by 12 noon on 11 June 2020 which will contain a unique user ID and password, the link to access the “live” audio-visual webcast and a toll-free telephone number (toll-free applies to landline only; toll charges may apply if using mobile) to access the “live” audio-only stream of the Adjourned AGM proceedings (<b>Confirmation Email</b>).</p> <p>Registrants who do not receive the Confirmation Email by 12 noon on 11 June 2020 should contact UOI’s share registrar, Boardroom Corporate &amp; Advisory Services Pte Ltd at +65 6536 5355 during office hours from 9.00 a.m. to 4.00 p.m., Monday to Friday.</p>
2.	<b>Submit questions in advance</b>	<p><b>Members will not be able to ask questions at the Adjourned AGM during the “live” audio-visual webcast or “live” audio-only stream, and therefore it is important for members to submit their questions in advance of the Adjourned AGM.</b></p> <p><b>Submission of questions.</b> Members can submit questions related to the resolutions to be tabled for approval at the Adjourned AGM to the Chairman of the Meeting, in advance of the Adjourned AGM, in the following manner:</p> <p>(a) by email to <a href="mailto:uoiaqm@uoi.com.sg">uoiaqm@uoi.com.sg</a>; or</p>

No.	Steps	Details
		<p>(b) by post to 80 Raffles Place, #04-20, UOB Plaza 2, Singapore 048624 (Attention: The Company Secretary).</p> <p>To ensure that questions are received by the Company by the stipulated deadline, members are strongly encouraged to submit questions by email.</p> <p>When sending questions, members should also provide their full name and NRIC/Passport/Company Registration No. for verification. Mobile phone numbers provided will help the Company to reach out more easily if clarification is required.</p> <p><b>Deadline to submit questions.</b> All questions must reach the Company by 5.00 p.m. on 8 June 2020.</p> <p><b>Addressing questions.</b> The Company will endeavour to address substantial and relevant questions received from members before the Adjourned AGM. Answers to substantial and relevant questions will be published on <a href="http://www.uoi.com.sg/uoi/index.html">www.uoi.com.sg/uoi/index.html</a>.</p> <p><b>Minutes of Adjourned AGM.</b> The Company will publish the minutes of the Adjourned AGM on the Company's website and on the SGX website.</p>
3.	<b>Submit proxy form to vote</b>	<p><b>Appointment of Chairman of the Meeting as proxy.</b> Due to the current COVID-19 situation and related safe distancing measures in Singapore, a member will not be able to attend the Adjourned AGM in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his proxy to attend, speak and vote on his behalf at the Adjourned AGM if such member wishes to exercise his voting rights at the Adjourned AGM.</p> <p><b>Specific voting instructions to be given.</b> Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his proxy, he must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.</p> <p><b>Submission of proxy forms.</b> A member who wishes to submit an instrument of proxy appointing the Chairman of the Meeting as proxy must first download, complete and sign the proxy form, before scanning and sending it by email to <a href="mailto:uoiagm@uoi.com.sg">uoiagm@uoi.com.sg</a> or submitting it by post to 80 Raffles Place, #04-20 UOB Plaza 2, Singapore 048624 (Attention: The Company Secretary), not less than 72 hours before the time appointed for holding the Adjourned AGM.</p> <p><b>In view of the current COVID-19 situation and the related</b></p>

No.	Steps	Details
		<p><b>safe distancing measures in Singapore, it may be difficult for members to submit completed proxy forms by post and for the Company to process completed proxy forms which are submitted by post. There may also be delays in the delivery of completed proxy forms which are submitted by post. Therefore, members are strongly encouraged to submit completed proxy forms electronically via email to <a href="mailto:uoiagm@uoi.com.sg">uoiagm@uoi.com.sg</a> to ensure that they are received by the Company by the stipulated deadline.</b></p> <p>CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should submit their voting instructions to their respective Agent Banks/SRS operators by 5.00 p.m. on 3 June 2020 in order for their voting instructions to be forwarded to UOI by 11.00 a.m. on 9 June 2020.</p> <p><b>Members who had previously submitted proxy forms.</b> Members who had submitted valid proxy forms appointing the Chairman of the Meeting or other person(s) as proxy(ies) for the 49<sup>th</sup> AGM before 13 April 2020 do not have to submit new proxy forms provided that:</p> <ul style="list-style-type: none"> <li>(a) they had indicated in the proxy forms they had submitted how they wish to vote for or vote against or abstain from voting on each resolution; and</li> <li>(b) they do not withdraw the proxy form that they had submitted.</li> </ul> <p>Please refer to paragraph 8 of the AGM Alternative Arrangements Announcement for more details.</p>