

# 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 51<sup>st</sup> Annual General Meeting (**AGM**) of members of United Overseas Insurance Limited (**Company**) will be convened and held by electronic means on Wednesday, 27 April 2022 at 10:00am 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 2021.
- Resolution 2** To declare a final one-tier tax-exempt dividend of 8.5 cents per share and a special one-tier tax-exempt dividend of 8 cents per share for the year ended 31 December 2021.
- Resolution 3** To approve Directors' fees of \$368,500 for 2021 (2020: \$284,750).
- Resolution 4** To reappoint Ernst & Young LLP as Auditor of the Company and authorise the Directors to fix its remuneration.  
To re-elect the following Directors:
- Resolution 5** Mr Wee Ee Cheong (retiring by rotation)
- Resolution 6** Mr Chng Hwee Hong (retiring by rotation)
- Resolution 7** Mr Chua Kim Leng (retiring by rotation)

Additional information on Messrs Wee Ee Cheong, Chng Hwee Hong and Chua Kim Leng can be found on pages 131 to 137 of the UOI Annual Report 2021.

### AS SPECIAL BUSINESS

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

- 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 Listing Manual of SGX-ST 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 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 Listing Manual of the SGX-ST.

## Explanatory Notes to Resolutions

**Resolution 2** is to approve the final and special dividends. The Transfer Books and Register of Members will be closed on 10 May 2022, for the preparation of the final and special dividends. Registrable transfers received up to 5:00pm on 9 May 2022 (record date) will be entitled to the final and special dividends. If approved, the final and special dividends will be paid on 20 May 2022.

**Resolution 5** is to re-elect Mr Wee Ee Cheong as a Director. Mr Wee is currently a non-executive and non-independent Director.

**Resolution 6** is to re-elect Mr Chng Hwee Hong as a Director. Mr Chng is currently a non-executive and independent Director. If re-elected, Mr Chng will continue as the chairman of the Audit Committee and a member of the Nominating Committee.

**Resolution 7** is to re-elect Mr Chua Kim Leng as a Director. Mr Chua is currently a non-executive and independent Director. If re-elected, Mr Chua will continue as a member of the Audit Committee.

**Resolution 8** is to empower the Directors to issue ordinary shares in the capital of the Company (**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

Vivien Chan  
Company Secretary

Singapore  
5 April 2022

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## Notes

1. The UOI Annual Report 2021, this Notice of AGM, Additional Information on Directors Seeking Re-election, and the Proxy Form for the AGM may be accessed at the:
  - (a) UOI website: [www.uoi.com.sg/uoi/index.html](http://www.uoi.com.sg/uoi/index.html); and
  - (b) SGX website: [www.sgx.com/securities/company-announcements](http://www.sgx.com/securities/company-announcements).
2. The AGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.
3. Members will not be able to attend the AGM in person. Members may participate in the AGM by taking the following steps:
  - (a) pre-registering to observe or listen to the AGM proceedings via “live” audio visual webcast or “live” audio only stream;
  - (b) submitting questions in advance of the AGM; and
  - (c) appointing the Chairman of the Meeting as proxy to attend, to speak and to vote on their behalf at the AGM.
4. The key dates/deadlines that members should take note of are summarised in the table below.

Key dates/ Deadline	Actions
	<b><i>Deadline for Pre-registration for the AGM</i></b>
24 April 2022, 10:00am (Sunday)	<ol style="list-style-type: none"><li>1. Members (including CPF/SRS investors) must pre-register at <a href="https://online.meetings.vision/uoi-agm-registration">https://online.meetings.vision/uoi-agm-registration</a> for the “live” audio-visual webcast or “live” audio-only stream of the AGM proceedings <b>by 10:00am, 24 April 2022</b>.</li><li>2. Members must fill in their name, NRIC/Passport/Company Registration number, shareholding type, mobile number and email address during the pre-registration in order for the Company to verify their status as members.</li><li>3. Investors who hold shares through relevant intermediaries (other than CPF/SRS investors) will not be able to pre-register at the AGM website and should contact their respective relevant intermediaries if they wish to observe or listen to the AGM proceedings, submit questions in advance of the AGM and/or appoint the Chairman of the Meeting as proxy to attend, to speak and to vote on their behalf at the AGM.</li></ol>
	<b><i>Deadline for CPF or SRS investors to appoint Chairman of the Meeting to vote</i></b>
18 April 2022, 5:00pm (Monday)	CPF or SRS investors may appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM by approaching their respective CPF Agent Banks or SRS operators to submit their votes <b>by 5:00pm, 18 April 2022</b> .

Key dates/ Deadline	Actions
14 April 2022, 12:00 noon (Thursday)	<p data-bbox="405 495 1331 524"><i>Deadline for submission of questions in advance and publication of answers to questions</i></p> <ol style="list-style-type: none"> <li data-bbox="405 555 1501 613">1. Members will not be able to ask questions during the AGM. Therefore it is important that they submit their questions related to the AGM resolutions <b>by 12:00 noon, 14 April 2022</b>.</li> <li data-bbox="405 640 1501 819">2. Members can submit questions in the following manner: <ol style="list-style-type: none"> <li data-bbox="485 698 911 728">(a) by email: <a href="mailto:uoiagm@uoi.com.sg">uoiagm@uoi.com.sg</a>; or</li> <li data-bbox="485 757 1283 819">(b) by post: 146 Robinson Road #02-01, UOI Building, Singapore 068909 (Attention: Mr Aaron Cheong).</li> </ol> </li> <li data-bbox="405 846 1235 875">3. Members are strongly encouraged to submit their questions via email.</li> <li data-bbox="405 902 1501 965">4. Members who submit questions should provide their full name and NRIC/Passport/Company Registration No. for authentication of membership.</li> </ol>
17 April 2022 (Sunday)	<ol style="list-style-type: none"> <li data-bbox="405 987 1501 1046">5. Answers to substantial and relevant questions submitted by members will be published at <a href="http://www.uoi.com.sg/uoi/index.html">www.uoi.com.sg/uoi/index.html</a> and the SGX website by <b>17 April 2022</b>.</li> </ol>
24 April 2022, 10:00am (Sunday)	<p data-bbox="405 1066 895 1095"><i>Deadline for submission of proxy form to vote</i></p> <ol style="list-style-type: none"> <li data-bbox="405 1126 1501 1211">1. A member (whether individual or corporate) who wishes to exercise his voting rights at the AGM must appoint the Chairman of the Meeting as his proxy to attend, to speak and to vote on his behalf at the AGM.</li> <li data-bbox="405 1238 1501 1323">2. A member must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.</li> <li data-bbox="405 1350 1501 1798">3. The instrument appointing the Chairman of the Meeting as proxy (<b>Proxy Form</b>) must be submitted to the Company in the following manner: <ol style="list-style-type: none"> <li data-bbox="485 1447 1501 1509">(a) By post: United Overseas Insurance Limited, c/o Trusted Services Pte. Ltd., 456 Alexandra Road, #14-01 Fragrance Empire Building, Singapore 119962; or</li> <li data-bbox="485 1536 1501 1686">(b) Electronically: <ol style="list-style-type: none"> <li data-bbox="564 1594 1155 1624">(i) via email: <a href="mailto:proxyform@trustedservices.com.sg">proxyform@trustedservices.com.sg</a>; or</li> <li data-bbox="564 1653 1501 1686">(ii) via the pre-registration website: <a href="https://online.meetings.vision/uoi-agm-registration">https://online.meetings.vision/uoi-agm-registration</a>,</li> </ol> </li> </ol> <p data-bbox="485 1715 1501 1798">in each case <b>by 10:00am, 24 April 2022</b> which is <b>not less than 72 hours before</b> the time appointed for holding the AGM. Proxy Forms submitted by post and email must be completed and signed/executed by the member.</p> </li> <li data-bbox="405 1825 1501 1888">4. Members are strongly encouraged to submit their completed Proxy Forms electronically via email or via the pre-registration website.</li> <li data-bbox="405 1915 1342 1946">5. The Chairman of the Meeting, as proxy, need not be a member of the Company.</li> </ol>

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Key dates/ Deadline	Actions
	<b><i>User ID and password to access the AGM proceedings</i></b>
26 April 2022, by 12:00 noon (Tuesday)	<ol style="list-style-type: none"><li>1. Authenticated registrants will receive an email containing login credentials (unique user ID and password) and the link to access the “live” audio-visual webcast or a toll-free land line telephone number (toll charges may apply if using mobile) and conference code to access the “live” audio-only stream of the AGM proceedings (<b>Confirmation Email</b>).</li><li>2. Registrants who do not receive the Confirmation Email by 12 noon on 26 April 2022 should contact the Company’s share registrar, Boardroom Corporate &amp; Advisory Services Pte Ltd at (+65) 6536 5355 during office hours from 8:30am to 5:30pm, Monday to Friday or by email to <a href="mailto:srs.teamb@boardroomlimited.com">srs.teamb@boardroomlimited.com</a>.</li></ol>
	<b><i>AGM commences at 10:00am, 27 April 2022</i></b>
27 April 2022, 10:00am (Wednesday)	<ol style="list-style-type: none"><li>1. The telephone line to access the “live” audio-only stream will be opened from 9:45am. Members will be put on hold until the AGM commences at 10:00am.</li><li>2. The “live” audio-visual webcast will start when the AGM commences at 10:00am.</li></ol> <p>Members are advised to check the Company’s website at <a href="http://www.uoi.com.sg/uoi/index.html">www.uoi.com.sg/uoi/index.html</a> and the SGX website regularly for updates.</p>
	<b><i>Dividend Record Date and Payment Date</i></b>
9 May 2022, 5:00pm (Monday)	Record Date for determining entitlements to final and special dividends, subject to members approving the dividend payment at the AGM.
20 May 2022 (Friday)	Payment date for final and special dividends, subject to members approving the dividend payment at the AGM.

## PERSONAL DATA PRIVACY

By submitting an instrument appointing the Chairman of the Meeting as proxy to attend, to speak and to vote at the AGM and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member’s personal data by the Company\* for the purposes of the processing, administration and analysis by the Company\* of the appointment of the Chairman of the Meeting as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes, notes of discussion and other documents relating to the AGM (including any adjournment thereof), for publication of the names and comments of the members and proxy on the Company’s website, and in order for the Company\* to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

\* including the Company’s agents and/or service providers

Scan the QR  
code to access  
the UOI Annual  
Report 2021

