

**UOB-KAY HIAN HOLDINGS LIMITED**  
(Incorporated In The Republic Of Singapore)  
Company Registration No. 200004464C

The following ordinary resolutions put to the annual general meeting of the Company held on 29 April 2014 were duly passed:-

- 1 That the audited financial statements for the year ended 31 December 2013 and the reports of the directors and auditors be received and adopted.
- 2 That a first and final one-tier tax exempt dividend of 6.5 cents per ordinary share for the year ended 31 December 2013 be approved.
- 3 That the sum of S\$294,000 as directors' fees for the year ended 31 December 2013 be approved.
- 4(a) That Mr Walter Tung Tau Chyr, a director retiring by rotation pursuant to Article 91 of the Company's Articles of Association, be re-elected as a director of the Company.  
  
(Mr Walter Tung Tau Chyr is an independent director. He will remain a member of the remuneration committee.)
- 4(b) That Mr Neo Chin Sang, a director retiring by rotation pursuant to Article 91 of the Company's Articles of Association, be re-elected as a director of the Company.
- 4(c) That Mr Francis Lee Chin Yong, a director retiring by rotation pursuant to Article 91 of the Company's Articles of Association, be re-elected as a director of the Company.  
  
(Mr Francis Lee Chin Yong is a non-independent director. He will remain a member of the audit committee.)
- 5 That Deloitte & Touche LLP be re-appointed auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company at a remuneration to be fixed by the directors of the Company.
- 6 That pursuant to Section 161 of the Companies Act, Cap. 50 and the listing rules of the Singapore Exchange Securities Trading Limited, authority be and is hereby given to the directors of the Company to allot and issue shares and convertible securities in the Company (whether by way of rights, bonus or otherwise) at any time and from time to time thereafter to such persons and upon such terms and conditions and for such purposes as the directors may in their absolute discretion deem fit, provided always that the aggregate number of shares and convertible securities to be issued pursuant to this resolution does not exceed 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company as at the date of the passing of this resolution, of which the aggregate number of shares and convertible securities to be issued other than on a pro rata basis to shareholders of the Company does not exceed 20% of the total number of issued shares (excluding treasury shares) in the capital of the Company as at the date of the passing of this resolution, and for the purpose of this resolution, the total number of issued shares (excluding treasury 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 new shares arising from the conversion or exercise of convertible securities or exercise of share options or vesting of share awards which are outstanding or subsisting at the time this resolution is passed and any subsequent bonus issue, consolidation or subdivision of the Company's shares), and unless revoked or varied by the Company in general meeting, such authority 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.
- 7 That pursuant to Section 161 of the Companies Act, Cap. 50, the directors be empowered to allot and issue from time to time such number of shares in the capital of the Company as may be required to be allotted and issued pursuant to the UOB-Kay Hian Holdings Limited Scrip Dividend Scheme.