

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company will be convened and held by way of electronic means on Wednesday, 28 April 2021 at 5.30 p.m. to transact the business as set out below.

This notice has been made available on SGXNET and the Company's website at www.uobkayhian.com. Printed copies of this notice will not be despatched to members.

Routine Business

- 1 To receive and adopt the directors' statement and audited financial statements for the year ended 31 December 2020 and the auditors' report thereon.
- 2 To declare a first and final one-tier tax exempt dividend of 9.5 cents per ordinary share for the year ended 31 December 2020.
- 3 To approve the sum of S\$265,000 as directors' fees for the year ended 31 December 2020 (2019: S\$220,000).
- 4 To re-appoint Mr Wee Ee Chao as a director pursuant to Rule 720(5) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST").

Note: Mr Wee Ee Chao is the chairman and managing director. Upon his re-appointment as a director, he will continue in the said capacities. Detailed information on Mr Wee is set out in the "Corporate Information" and "Profile of Directors & Key Management Personnel" sections in the Annual Report and "Additional Information on Directors Seeking Re-appointment/Re-election" in this notice.

- 5 To re-elect Mr Chng Seng Hong, Ronny, a director who will retire by rotation pursuant to Regulation 91 of the Company's Constitution and who, being eligible, will offer himself for re-election.

Note: Mr Chng Seng Hong, Ronny, is a non-executive non-independent director and a member of the audit committee. Upon his re-election as a director, he will continue in the said capacities. Detailed information on Mr Chng is set out in the "Corporate Information" and "Profile of Directors & Key Management Personnel" sections in the Annual Report and "Additional Information on Directors Seeking Re-appointment/Re-election" in this notice.

- 6 To re-elect Mr Tang Wee Loke, a director who will retire by rotation pursuant to Regulation 91 of the Company's Constitution and who, being eligible, will offer himself for re-election.

Note: Mr Tang Wee Loke is an independent director and a member of the audit committee, a member of the remuneration committee and the chairman of the nominating committee. Upon the passing of this resolution for his re-election as a director and resolutions 11 and 12 for his continued appointment as an independent director, he will continue in the said capacities. Detailed information on Mr Tang is set out in the "Corporate Information" and "Profile of Directors & Key Management Personnel" sections in the Annual Report and "Additional Information on Directors Seeking Re-appointment/Re-election" in this notice.

- 7 To re-appoint Deloitte & Touche LLP as auditors of the Company and to authorise the directors to fix their remuneration.

Special Business

To consider and, if thought fit, to pass with or without any modifications, the following resolutions as ordinary resolutions:

- 8 Authority to allot and issue shares and convertible securities

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 and subsidiary holdings, if any) 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

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Company does not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) 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 and subsidiary holdings, if any) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) 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.

9 Authority to allot and issue shares pursuant to the UOB-Kay Hian Holdings Limited Scrip Dividend Scheme

That pursuant to Section 161 of the Companies Act, Cap. 50, the directors of the Company 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.

10 Renewal of Share Buyback Mandate

All capitalised terms in this resolution which are not defined herein shall have the same meanings ascribed to them in the Addendum to Shareholders dated 9 April 2021.

That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, the exercise by the directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company ("**Shares**") not exceeding in aggregate the number of issued Shares representing 10% of the total number of issued Shares as at the date of the passing of this resolution (excluding any Shares which are held as treasury shares or which comprise subsidiary holdings, if any, as at that date) (the "**Maximum Percentage**"), at such price or prices as may be determined by the directors of the Company from time to time up to the Maximum Price, whether by way of:
- (i) on-market purchases, transacted on the Singapore Exchange Securities Trading Limited through the ready market, and which may be transacted through the Company's subsidiary, a licensed stockbroker, or through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
 - (ii) off-market purchases, otherwise than on an approved exchange as defined in the Companies Act, in accordance with an equal access scheme(s) as may be determined or formulated by the directors of the Company as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the Listing Manual,

on the terms set out in the Addendum, be and is hereby authorised and approved generally and unconditionally (the "**Share Buyback Mandate**");

- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the directors of the Company pursuant to the Share Buyback Mandate may be exercised by the directors of the Company at any time and from time to time during the period commencing from the date of the passing of this resolution and expiring on the earliest of:
- (i) the date on which the next annual general meeting is held or required by law to be held; or
 - (ii) the date on which the authority conferred by the Share Buyback Mandate is revoked or varied by the Company in general meeting, whichever is earlier; or
 - (iii) the date on which the share buybacks are carried out to the full extent mandated; and

- (c) the directors of the Company and each of them be and is hereby authorised to do such acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they and/or he may consider necessary, desirable or expedient to give effect to the transactions contemplated and/or authorised by this resolution.

11 Approval for the continued appointment of Mr Tang Wee Loke as an independent director for purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST by all shareholders

That contingent upon the passing of resolutions 6 and 12 and pursuant to Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST which will take effect on 1 January 2022:

- (a) the continued appointment of Mr Tang Wee Loke as an independent director be and is hereby approved; and
- (b) the authority conferred by this resolution shall continue in force until the earlier of the retirement or resignation of Mr Tang as a director or the conclusion of the third annual general meeting of the Company following the passing of this resolution.

12 Approval for the continued appointment of Mr Tang Wee Loke as an independent director for purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST by shareholders, excluding the directors and the chief executive officer of the Company and their respective associates

That contingent upon the passing of resolutions 6 and 11 and pursuant to Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST which will take effect on 1 January 2022:

- (a) the continued appointment of Mr Tang Wee Loke as an independent director be and is hereby approved; and
- (b) the authority conferred by this resolution shall continue in force until the earlier of the retirement or resignation of Mr Tang as a director or the conclusion of the third annual general meeting of the Company following the passing of this resolution.

13 To transact such other business as can be transacted at an annual general meeting of the Company.

By Order of the Board

Josephine Goh
Company Secretary
Singapore, 9 April 2021

Explanatory notes and statements pursuant to Regulation 54 of the Company's Constitution

Resolution 2 if passed, will give the members the option to participate in the UOB-Kay Hian Holdings Limited Scrip Dividend Scheme to receive new shares in lieu of all of the cash amount of the said dividend pursuant to the terms and conditions as set out in the Scrip Dividend Scheme Statement dated 6 February 2014.

Resolution 8 is to authorise the directors from the date of this meeting until the date of the next annual general meeting, to allot and issue shares and convertible securities in the Company. The aggregate number of shares and convertible securities which the directors may allot and issue under this resolution shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company at the time this resolution is passed. For issues of shares and convertible securities other than on a pro rata basis to all shareholders, the aggregate number of shares and convertible securities to be issued shall not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company at the time this resolution is passed.

Resolution 9 is to empower the directors to allot and issue new shares in the Company from time to time, as may be required pursuant to the UOB-Kay Hian Holdings Limited Scrip Dividend Scheme.

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Resolution 10 is to renew the Share Buyback Mandate. In the event the Company were to purchase or acquire its Shares, the Company will use internal cash resources and/or external borrowings to finance the purchase or acquisition of those Shares. In purchasing or acquiring Shares pursuant to the Share Buyback Mandate, the directors of the Company will, principally, consider the availability of internal resources. The amount of financing required for the Company to purchase or acquire its Shares, and the impact on the Company's financial position, cannot be ascertained as at the date of this notice as these will depend on whether the Shares are purchased or acquired out of capital or profits, the number of Shares purchased or acquired, the price at which such Shares are purchased or acquired and whether the Shares purchased or acquired are held in treasury or cancelled.

An illustration of the total number of Shares which may be purchased or acquired by the Company up to the Maximum Percentage, pursuant to the Share Buyback Mandate, is contained in section 2.3.1 of the Addendum.

An illustration of the maximum amount of financing or funds required for the purchase or acquisition of Shares up to the Maximum Percentage at the relevant Maximum Price in the case of on-market purchases and an illustration of the maximum amount of financing or funds required for the purchase or acquisition of Shares up to the Maximum Percentage at the relevant Maximum Price in the case of off-market purchases, pursuant to the Share Buyback Mandate, are contained in section 2.7.3 of the Addendum.

An illustration of the financial effects of a purchase or acquisition of Shares by the Company pursuant to the Share Buyback Mandate on the audited financial statements of the Company and its subsidiaries, for the year ended 31 December 2020 is set out in section 2.7 of the Addendum.

Resolutions 11 and 12 are in anticipation of Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST which will take effect on 1 January 2022.

With effect from 1 January 2022, Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST will provide that a director will not be independent if he has been a director for an aggregate period of more than nine years and his continued appointment as an independent director has not been sought and approved in separate resolutions by (A) all shareholders; and (B) shareholders, excluding the directors and the chief executive officer of the Company and their respective associates.

Mr Tang Wee Loke is an independent director who has served for more than nine years. The Company is proposing to seek the requisite approval from shareholders for his continued appointment as an independent director via a two-tier voting process for a three-year term, with effect from the passing of these resolutions until the conclusion of the third annual general meeting of the Company following the passing of these resolutions.

Notes

- 1 The annual general meeting 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.
- 2 To minimise physical interactions and COVID-19 transmission risks, members will not be able to attend the annual general meeting in person. Members will be able to watch the proceedings of the annual general meeting through a live webcast via their mobile phones, tablets or computers or listen to these proceedings through a live audio feed via telephone. In order to do so, members who wish to watch the live webcast or listen to the live audio feed must pre-register by 5.30 p.m. on 25 April 2021 at <https://attendee.gotowebinar.com/register/6311512717087132173>. Following which members will receive email instructions on how to access the webcast and audio feed of the proceedings of the annual general meeting by 3.00 p.m. on 27 April 2021. Members who do not receive an email by 3.00 p.m. on 27 April 2021 should contact Ms Josephine Goh, by email at: AGM2021@uobkayhian.com.
- 3 Members may submit questions relating to the resolutions to be tabled for approval at the annual general meeting. To do so, all questions must be submitted by 5.30 p.m. on 25 April 2021:
 - (a) by email to: AGM2021@uobkayhian.com; or
 - (b) via the Company's corporate website at <https://www.uobkayhian.com/agm.html>; or
 - (c) in hard copy by post to 8 Anthony Road, #01-01, Singapore 229957.

Please note that members will not be able to ask questions at the annual general meeting "live" during the live webcast or live audio feed. The Company will address substantial questions relating to the resolutions either before or during the annual general meeting.

- 4 Members (whether individuals or corporates) who wish to exercise their voting rights at the annual general meeting must appoint the Chairman of the Meeting as their proxy to attend, speak and vote on their behalf at the annual general meeting. In appointing the Chairman of the Meeting as proxy, members (whether individuals or corporates) must give specific instructions as to voting, or abstentions from voting, in respect of each 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.

CPF/SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks/SRS Operators to submit their votes at least 7 working days before the date of the meeting (i.e. by 5.00 p.m. on 16 April 2021).

- 5 The Chairman of the Meeting, as proxy, need not be a member of the Company.

- 6 The instrument appointing the Chairman of the Meeting as proxy must:

- (a) if submitted by email, be received by the Company at: ProxyForms2021@uobkayhian.com; or
- (b) if sent by post, be lodged at the registered office of the Company at 8 Anthony Road, #01-01, Singapore 229957,

in either case, by no later than 5.30 p.m. on 25 April 2021, and in default the instrument of proxy shall not be treated as valid.

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation in Singapore, members are strongly encouraged to submit completed proxy forms via email.

- 7 The Annual Report for the financial year ended 31 December 2020 and the Addendum to Shareholders dated 9 April 2021 in relation to the proposed renewal of the Share Buyback Mandate have been made available on SGXNET and may be accessed at the Company's website as follows:
- (a) the Annual Report at <https://ir2.chartnexus.com/uobkh/doc/AR/ar2020.pdf>; and
 - (b) the Addendum to Shareholders at <https://ir2.chartnexus.com/uobkh/doc/ADD/2021.pdf>.

IMPORTANT REMINDER

Due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to change its annual general meeting arrangements at short notice. Members are advised to check the Company's website or announcements released on SGXNET for the latest updates on the annual general meeting.

PERSONAL DATA PRIVACY

By (a) submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the annual general meeting and/or any adjournment thereof, (b) completing the pre-registration in accordance with this notice, or (c) submitting any question(s) prior to the annual general meeting in accordance with this notice, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing, administration and analysis by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the Meeting as proxy for the annual general meeting (including any adjournment thereof);
- (ii) processing of the pre-registration for purposes of granting access to members to the live webcast or live audio feed of the annual general meeting proceedings and providing them with any technical assistance where necessary;
- (iii) addressing substantial and relevant questions from members received before the annual general meeting and if necessary, following up with the relevant members in relation to such questions;
- (iv) preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the annual general meeting (including any adjournment thereof); and
- (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

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ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-APPOINTMENT/RE-ELECTION

The following additional information on Mr Wee Ee Chao, Mr Chng Seng Hong, Ronny and Mr Tang Wee Loke, all of whom are seeking re-appointment/re-election as directors at the annual general meeting, is to be read in conjunction with their respective key information as set out in the “Corporate Information” and “Profile of Directors & Key Management Personnel” sections of the annual report on pages 2 and 35 to 37.

	Wee Ee Chao Executive Director, Chairman and Managing Director	Chng Seng Hong, Ronny Non-Executive Non- Independent Director	Tang Wee Loke Non-Executive Independent Director
Date of appointment	1 August 1990	1 June 2017	1 August 1990 (Executive Director)
Date of last re-appointment	N.A.	24 April 2018	26 April 2019
Age	66	49	73
Country of principal residence	Singapore	Singapore	Singapore
The Board’s comments on this re-appointment/re-election	The Board has considered the Nominating Committee’s recommendation and assessment of Mr Wee’s performance, experience, contributions and suitability for re-appointment as an Executive Director. The Board is satisfied that Mr Wee will continue to contribute to the effectiveness of the Board.	The Board has considered the Nominating Committee’s recommendation and assessment of Mr Chng’s performance, experience, contributions and suitability for re-election as a Non-Executive Non-Independent Director. The Board is satisfied that Mr Chng will continue to contribute to the effectiveness of the Board.	The Board has considered the Nominating Committee’s recommendation and assessment of Mr Tang’s performance, experience, contributions and suitability for re-election as a Non-Executive Independent Director. The Board is satisfied that Mr Tang will continue to contribute to the effectiveness of the Board.
Working experience and occupation(s) during the past 10 years	2011 to present – Chairman & Managing Director of UOB-Kay Hian Holdings Limited	2017 to present – Managing Director, Head of Corporate Banking Overseas & Multinational Corporate (MNC) of United Overseas Bank Limited (“UOB”) 2011 to 2016 – Head of Group Investment Banking as well as Head of Debt Capital Markets of UOB	2015 to present – Non-Executive Independent Director of UOB-Kay Hian Holdings Limited 2012 to 2014 – Non-Executive Director of UOB-Kay Hian Holdings Limited 2008 to 2011 – 1) Executive Director and Deputy Managing Director of UOB Kay Hian Private Limited 2) Executive Director of UOB-Kay Hian Holdings Limited
Shareholding interest in the listed issuer and its subsidiaries	Deemed interest in 258,195,206 ordinary shares held in UOB-Kay Hian Holdings Limited	Nil	Direct and deemed interest in 41,376,708 ordinary shares held in UOB-Kay Hian Holdings Limited

Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Brother-in-law of Mr Lim Seng Bee, a Senior Executive Director of certain subsidiaries of UOB-Kay Hian Holdings Limited	No	No
Conflict of interest (including any competing business)	No	No	No
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes	Yes
Other Principal Commitments Including Directorships	(1) Haw Par Corporation Ltd (2) UOL Group Limited	Nil	Nil

	Wee Ee Chao	Chng Seng Hong, Ronny	Tang Wee Loke
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No	No
(c) Whether there is any unsatisfied judgment against him?	No	No	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No	No

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	Wee Ee Chao	Chng Seng Hong, Ronny	Tang Wee Loke
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No	No
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No	No
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of :—			
(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No	No	No
(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No	No
(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No	No	No
(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere,	No	No	No
in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No	No	No
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No	No