

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

**MINUTES OF THE ANNUAL GENERAL MEETING OF THE COMPANY HELD BY WAY OF
ELECTRONIC MEANS ON WEDNESDAY, 28 APRIL 2021 AT 5.30 P.M.**

PRESENT

DIRECTORS

Mr Wee Ee Chao : Chairman of the meeting and managing director (in person)
Mr Kuah Boon Wee : Independent director (in person)
Mr Tang Wee Loke : Independent director (in person)
Mr Andrew Suckling : Independent director (in person)
Mr David Yeow : Independent director (via webcast)
Mr Esmond Choo Liong Gee : Non-executive non-independent director (in person)

IN ATTENDANCE BY INVITATION

As per attendance record maintained by the Company.

SHAREHOLDERS

As per attendance record maintained by the Company.

INTRODUCTION

The Chairman welcomed all joining the webcast annual general meeting (“AGM”). He informed the meeting that due to the COVID-19 pandemic, to minimise physical interactions and transmission risks, the AGM had to be conducted by electronic means. The Chairman informed that the proceedings of the AGM were recorded.

He introduced the attendees present in person at the meeting: Mr Kuah Boon Wee (audit committee chairman), Mr Andrew Suckling (remuneration committee chairman), Mr Tang Wee Loke (nominating committee chairman), Mr Esmond Choo Liong Gee (non-executive non-independent director), Mr Ho Kok Yong (audit partner from Deloitte & Touche LLP) and Ms Josephine Goh (company secretary).

The Chairman informed the meeting that Mr David Yeow (independent director) attended the meeting virtually.

QUORUM

As there was a quorum, the Chairman opened and called the meeting to order.

NOTICE OF MEETING

Since notice of meeting was given to all shareholders, the notice convening the meeting was taken as read.

OPENING ADDRESS

The Chairman informed the shareholders that voting at the meeting was by poll and in view of the COVID-19 alternative arrangements for meetings, all resolutions had been voted prior to the meeting by proxy. As such, all resolutions were deemed proposed and seconded.

It was noted that the poll votes had been collected, counted and validated by the Company appointed scrutineer, Finova BPO Pte. Ltd.

The Chairman further informed that the shareholders had been given the opportunity to ask questions prior to the meeting and the Company had received questions from a few shareholders as well as from SGX.

For questions raised by shareholders and SGX and answers given by the Company, they could be referred to in the Company's posting made on 27 April 2021 on SGXNET and the Company's website. The questions and answers are also attached as Appendix A to the minutes.

BUSINESS OF MEETING

AS ROUTINE BUSINESS ORDINARY RESOLUTIONS

1 AUDITED FINANCIAL STATEMENTS

The ordinary resolution voted on was:

“That the directors’ statement and audited financial statements for the year ended 31 December 2020 and the auditors’ report be received and adopted.”

The Chairman announced the result of the votes as follows:

Percentage of votes “FOR” - 99.99%

Based on the result, the Chairman declared that the ordinary resolution was duly passed.

2 FIRST AND FINAL ONE-TIER TAX EXEMPT DIVIDEND

The ordinary resolution voted on was:

“That a first and final one-tier tax exempt dividend of 9.5 cents per ordinary share for the year ended 31 December 2020 be approved.”

The Chairman announced the result of the votes as follows:

Percentage of votes “FOR” - 99.99%

Based on the result, the Chairman declared that the ordinary resolution was duly passed.

It was noted that members of the Company would have the option to receive the dividend in cash or to elect to receive new shares in lieu of cash in accordance with the provisions stipulated in the Scrip Dividend Scheme Statement dated 6 February 2014.

3 DIRECTORS' FEES

The ordinary resolution voted on was:

“That the sum of S\$265,000 as directors' fees for the year ended 31 December 2020 be approved.”

The Chairman announced the result of the votes as follows:

Percentage of votes “FOR” - 99.99%

Based on the result, the Chairman declared that the ordinary resolution was duly passed.

4 RE-APPOINTMENT OF MR WEE EE CHAO

At this juncture, Mr Wee Ee Chao handed over the chair to Mr Kuah Boon Wee. Mr Kuah conducted this segment of the meeting relating to the re-appointment of Mr Wee as a director of the Company.

The ordinary resolution voted on was:

“That Mr Wee Ee Chao be re-appointed as a director of the Company pursuant to Rule 720(5) of the Listing Manual of the Singapore Exchange Securities Trading Limited.”

Mr Kuah announced the result of the votes as follows:

Percentage of votes “FOR” - 99.34%

Based on the result, Mr Kuah declared that the ordinary resolution was duly passed.

It was noted that Mr Wee would remain the chairman and managing director.

Mr Kuah handed over the chair back to Mr Wee.

5 RE-ELECTION OF MR CHNG SENG HONG, RONNY

The Chairman informed the meeting that Mr Chng Seng Hong, Ronny, a director and audit committee member of the Company, passed away on 22 April 2021 and the Company had made the relevant announcements on his demise on SGXNET.

Accordingly, the ordinary resolution on the re-election of Mr Chng pursuant to Regulation 91 of the Company’s Constitution would not be considered.

The board of directors recorded its utmost appreciation to Mr Chng for his invaluable contribution and dedicated service to the Company during his tenure as a director and audit committee members.

6 RE-ELECTION OF MR TANG WEE LOKE

The ordinary resolution voted on was:

“That Mr Tang Wee Loke, retiring pursuant to Regulation 91 of the Company’s Constitution, be re-elected as a director of the Company.”

The Chairman announced the result of the votes as follows:

Percentage of votes “FOR” - 99.25%

Based on the result, the Chairman declared that the ordinary resolution was duly passed.

It was noted that Mr Tang, would remain an independent director, a member of the audit committee, a member of the remuneration committee and the chairman of the nominating committee.

7 AUDITORS

The ordinary resolution voted on was:

“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.”

The Chairman announced the result of the votes as follows:

Percentage of votes “FOR” - 99.99%

Based on the result, the Chairman declared that the ordinary resolution was duly passed.

AS SPECIAL BUSINESS
ORDINARY RESOLUTIONS

8 AUTHORITY TO ALLOT AND ISSUE SHARES AND CONVERTIBLE SECURITIES

The ordinary resolution voted on was:

“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 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.”

The Chairman announced the result of the votes as follows:

Percentage of votes “FOR” - 99.27%

Based on the result, the Chairman declared that the ordinary resolution was duly passed.

9 AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO THE UOB-KAY HIAN HOLDINGS LIMITED SCRIP DIVIDEND SCHEME

The ordinary resolution voted on was:

“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.”

The Chairman announced the result of the votes as follows:

Percentage of votes "FOR" - 99.99%

Based on the result, the Chairman declared that the ordinary resolution was duly passed.

10 RENEWAL OF SHARE BUYBACK MANDATE

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

The ordinary resolution voted on was:

"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."

The Chairman announced the result of the votes as follows:

Percentage of votes "FOR" - 99.99%

Based on the result, the Chairman declared that the ordinary resolution was duly passed.

11 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

The Chairman informed the meeting of the following:

- that with effect from 1 January 2022, Listing Rule 210(5)(d)(iii) would provide that a director would 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; and
- that Mr Tang Wee Loke, an independent director, has served the Company for more than nine years. Accordingly, the Company sought the requisite approval from shareholders for Mr Tang's continued appointment as an independent director via a two-tier voting process for a three-year term at the AGM.

The ordinary resolution voted on was:

"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."

The Chairman announced the result of the votes as follows:

Percentage of votes "FOR" - 99.25%

Based on the result, the Chairman declared that the ordinary resolution was duly passed.

12 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

The ordinary resolution voted on by shareholders, excluding the directors and the chief executive officer of the Company and their respective associates, was:

"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:

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- (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.”

The Chairman announced the result of the votes as follows:

Percentage of votes “FOR” - 98.64%

Based on the result, the Chairman declared that the ordinary resolution was duly passed.

CONCLUSION

There being no other business to transact, the Chairman declared the meeting closed at 5.43 p.m. and thanked everyone for their attendance.



Mr Wee Ee Chao
Chairman

UOB-KAY HIAN HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
Company Registration No. 200004464C
("Company" and together with its subsidiaries, the "Group")

- (I) **Response to SGX Queries Regarding Annual Report for the financial year ended 31 December 2020**
- (II) **Annual General Meeting to be held on 28 April 2021 – Responses to Questions from Shareholders**
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- (I) **Response to SGX Queries Regarding Annual Report for the financial year ended 31 December 2020**

The Board of Directors ("**Board**") of UOB-Kay Hian Holdings Limited, in response to SGX RegCo's queries on 26 April 2021 with regard to the Company's Annual Report for the financial year ended 31 December 2020 ("**Annual Report FY2020**"), wish to provide additional information as follows:

SGX RegCo's query 1

If there are material discrepancies between an the issuer's interim full year results and its audited full year results, the issuer is required to disclose and explain the material discrepancies via an SGXNET announcement under Listing Rule 704(6).

Please explain the material discrepancy in the values in total non-current liabilities in: (a) the Company's Consolidated Statement of Financial Position found on page 45 of the FY2020 Annual Report; (b) the Company's full year financial statements for FY2020. Please also explain how the Company has complied with Listing Rule 704(6).

Company's reply

The variance was due to a reclassification of some of trade and other payables and lease liabilities to non-current based on those underlying with maturities over a year. The total of trade and other payables and lease liabilities remain unchanged with no profit or loss impact.

SGX RegCo's query 2

Listing Rule 1207(10C) requires the Audit Committee's comments on whether the internal audit function is independent, effective and adequately resourced. Please provide the Audit Committee's comment on whether the internal audit function is effective.

Company's reply

The Audit Committee regularly reviews the Company's internal audit function and is of the opinion that it remains effective. The Audit Committee is also satisfied that the internal audit function is independent and is currently adequately resourced.

SGX RegCo's query 3

It is disclosed on page 16 of the Company's FY2020 Annual Report that Mr. Tang Wee Loke, has an overall tenure which spans more than nine years since his first appointment as a director. The Company has not indicated that a rigorous review of Mr. Tang Wee Loke's independence had been conducted. As per Paragraph 2.4 of the Code of Corporate Governance 2012, please clarify whether Mr. Tang Wee Loke's independence as Independent Director of the Board has been subject to particularly rigorous review and provide the Board's explanation on why Mr. Tang Wee Loke should be considered independent in spite of the long tenure of more than 9 years as directors of the Company.

Company's reply

The Nominating Committee ("NC") had conducted a rigorous review of Mr Tang Wee Loke's independence and with the concurrence of the Board is satisfied that Mr Tang is considered independent.

Mr Tang has at all times, expressed his individual viewpoints, objectively debated issues brought up at meetings of the Board and/or Board Committees and closely scrutinised Board matters and Board Committee matters. He has also sought clarification and advice, as and when necessary, from Management and exercised strong independence in character and impartial judgment whilst discharging his duties as a member of the Board and Board Committees. In reviewing the independence of Mr Tang, the NC has taken into consideration the factors as set out in page 16 of the Company's Annual Report FY2020. As Mr Tang is the NC Chairman, Mr Tang naturally recused himself from the NC's and Board's review of his independence.

(II) Annual General Meeting to be held on 28 April 2021 – Responses to Questions from Shareholders

The Board thanks shareholders for submitting their questions in advance of the Annual General Meeting ("AGM") to be held by electronic means on 28 April 2021 at 5.30 p.m.. The responses to the questions raised as follows:

Question 1

UOBKH Market Share/Positioning

- What is UOBKH current market share in Singapore post-acquisition of DBSV?
- How does UOBKH differentiate itself from other local brokers, such as CGS-CIMB, MBKE, OCBC, Phillip Securities, L&T and others?
- What is UOBKH's competitive advantage and strengths versus the other local brokers, such as CGS-CIMB, MBKE, OCBC, Phillip Securities, L&T and others?

Company's reply

- (i) UOBKH's market share in Singapore has increased post the transfer of DBSV's retail business of securities and stockbroking, and we continue to maintain significant market share.
- (ii) We continue to focus on delivering enhanced customer service experience along with being a trusted financial partner. Delivering education and conducting seminars to our clients and Trading Representatives to keep them abreast with market trends and developments are some ways we differentiate ourselves from others.
- (iii) We constantly survey the markets to stay ahead of trends.
- (iv) We believe we have a regional presence unmatched by local competitors.

Question 2

Rise of Low Cost Brokerages

I note there is a rise in the number of low cost brokerages that offer very competitive rates and very comprehensive investment platforms with access to many major markets worldwide. Some examples include Tiger Brokers, MooMoo, etc. These new trading platforms have gained much popularity and I daresay market share from established players like UOBKH.

- What is UOBKH's current market share vs these new trading platforms?
- Is the company concerned about the threats and competition coming from these new brokers?
- What is the company doing to contain and/or manage this threat/competition?

Company's reply

- (i) UOBKH is aware of such competition and is monitoring the developments closely. Such new trading platforms usually attract the younger self directed market segments and plans are in the pipeline to capture the growing younger generation of investors.
- (ii) We provide a higher touch service and deep research which have helped differentiate our services from low value added competitors.
- (iii) UOBKH is a well trusted name in an industry where trust is important to our customers.

Question 3

Cryptocurrencies

I note there is a rise in interest in crypto currencies such as bitcoin.

- Does UOBKH's platform support crypto trading?
- What is the company's view on crypto currencies such as bitcoin?
- Is the rise of Cryptocurrencies a threat to traditional banks such as UOB and by extension UOBKH?
- Does the company plan to introduce crypto trading on its UOBKH platform in the near future?

Company's reply

- (i) UOBKH's trading platform does not support crypto trading due to regulatory considerations.
- (ii) Whilst constantly keeping ourselves updated on development of crypto trading, we do not expect to introduce a crypto trading platform in the near future.

Question 4

Given that the company's share price has been trading below it's net asset value for many years, do you think privatisation or share buybacks would be an appropriate way to unlock shareholder value?

Company's reply

In near future, the Company has no intention for privatisation and share buyback.

Question 5

I note that there is an "Investment in a corporate bond – Hong Kong" of \$24,885,624. Can the Group clarify if the investment is in a single company and whether the company is credit worthy.

Company's reply

The investment was made in high yield corporate bonds in a single company and the company is credit worthy.

Question 6

Under "Other current assets", there is a significant increase in "Other receivables" from \$9,978,325 in 2019 to \$68,451,710 in 2020. What is the nature of these receivables and what is the reason for such a large increase?

Company's reply

These are substantially cash that is deposited with brokerages to support foreign market transactions for markets where we are not an exchange member.

Question 7

Please also comment on the increase in non current "Trade and other receivables".

Company's reply

These are mainly structured term loans with tenures beyond 12 months. There has been an overall increase in activity within this business segment in 2020. Please also see our reply to SGX RegCo's query 1 above.