

UOB-KAY HIAN HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
Company Registration No. 200004464C

CLARIFICATION ANNOUNCEMENT

The Board of Directors (the “**Board**”) of UOB-Kay Hian Holdings Limited (the “**Company**”) notes that Mr Tang Wee Loke’s (“**Mr Tang**”) aggregate interest in the shares of the Company (the “**Shares**”), through his direct and deemed interest, has increased to approximately 5 per cent. of the total number of issued Shares, following the issuance of additional Shares pursuant to his participation in the UOB-Kay Hian Holdings Limited scrip dividend scheme for the financial year ended 31 December 2022. As such, Mr Tang is now deemed to be a substantial shareholder of the Company for the purposes of Securities and Futures Act 2001. Mr Tang has been an independent non-executive director of the Company since 1 January 2015.

The Code of Corporate Governance 2018 Practice Guidance (the “**Guidance**”) states the Nominating Committee (the “**NC**”) and Board should consider certain circumstances in which a director should be deemed to be non-independent, including as an example, a director who is a substantial shareholder. The Guidance then states “...these examples are meant to illustrate situations of likely non-independence and the NC and Board can still consider a director to be independent notwithstanding the existence of any of the above-mentioned situations.”

The impact of Mr Tang’s shareholding on his independence has been considered by NC and Board as part of the regular review process to consider the position of all independent directors. In particular, on 3 February 2022, the NC recommended to the Board that Mr Tang should still be considered to be independent if his shareholding marginally crossed the 5 per cent. substantial shareholder threshold. The Nominating Committee met on 8 August 2023 and has reaffirmed its recommendation on Mr Tang’s independence.

The NC’s recommendation, endorsed by the Board, is first and foremost based on Mr Tang’s independent character, independent conduct and ability to exercise objective judgement with regard to the best interests of the Company and that the substantial shareholding interest of Mr Tang does not interfere with any of the foregoing. In addition, the NC has considered the nature of the circumstances regarding the increase in the level of Mr Tang’s shareholding (arising from participating in the scrip dividend scheme applicable to all shareholders) and its relative size compared with the other substantial shareholders of the Company.

The NC will continue to review the prevailing circumstances and Mr Tang’s independence regularly, and will make updated recommendations to the Board if there is any change in its assessment.

By Order of the Board

Wee Ee Chao
Singapore, 11 August 2023