



YANLORD LAND GROUP LIMITED
(Incorporated with limited liability in the Republic of Singapore)
(Registration Number: 200601911K)

**FORMATION OF A CONSORTIUM FOR ACQUISITION OF SHARES IN
UNITED ENGINEERS LIMITED AND WBL CORPORATION LIMITED**

1. INTRODUCTION

- 1.1** The Board of Directors of Yanlord Land Group Limited (the "**Company**", and collectively with its subsidiaries, the "**Group**") refers to the announcement (the "**UEL Offer Announcement**") by United Overseas Bank Limited for and on behalf of Yanlord Perennial Investment (Singapore) Pte. Ltd. (previously known as Perennial V1 Pte. Ltd.) (the "**Offeror**") in relation to certain transactions relating to United Engineers Limited ("**UEL**") and WBL Corporation Limited ("**WBL**") (the "**Proposed Transactions**").
- 1.2** Yanlord Commercial Property Investments Pte. Ltd. ("**Yanlord Commercial**"), a wholly owned subsidiary of the Company, has entered into a shareholders' agreement with Perennial UW Pte. Ltd. ("**Perennial UW**") and Heng Yue Holdings Limited ("**Heng Yue**") in relation to the formation of a consortium ("**Consortium**") to undertake the Proposed Transactions via the Offeror.
- 1.3** Yanlord Commercial has subscribed to 49 ordinary shares at S\$1.00 for each ordinary share, representing 49% of the issued and paid-up capital of the Offeror. The subscription of shares in the Offeror by Yanlord Commercial has been funded by internal resources of the Company.
- 1.4** Shareholders of the Company are advised to read the UEL Offer Announcement which is annexed to this Announcement in full as specific details of the Proposed Transactions and information on the Consortium are set out therein. Capitalised terms in this Announcement shall (unless otherwise defined) have the same meaning ascribed to them in the UEL Offer Announcement.

2. THE UEL ACQUISITION AND WBL ACQUISITION

OCBC and GEH¹ announced on 26 September 2016 ("**Undisturbed Share Price Date**") that they are undertaking a review of strategic options with respect to their combined stakes in UEL and WBL. As set out in the UEL Offer Announcement, the Offeror has on the date of this

¹ Please refer to the joint announcement by OCBC and GEH on their review of strategic options with respect to their combined stakes in UEL and WBL.

Announcement, entered into the UEL SPA and the WBL SPA with the UEL Vendors and the WBL Vendors respectively, pursuant to which it has acquired (a) an aggregate of 213,116,206 UEL Ordinary Shares representing approximately 33.4% of the total number of UEL Ordinary Shares and 614,050 UEL Preference Shares, representing approximately 70.2% of the total number of UEL Preference Shares at the Offer Prices and (b) 28,120,063 WBL Shares, representing 10% of the total number of WBL Shares at the WBL Share Offer Price. The Offer Prices and the WBL Share Offer Price were determined pursuant to a competitive bidding process and based on commercial negotiations between the Offeror and the UEL Vendors and the WBL Vendors, taking into account the net asset value and share prices of the UEL Shares and the net asset value of the WBL Shares.

The Group's proportionate share of the total consideration for the Proposed Transactions will be funded from the borrowings of the Group.

The Board is of the view that the Proposed Transactions constitute an acquisition in, or in connection with, the ordinary course of business of the Company because of the following reasons:

- (a) the core businesses of both UEL and WBL are similar or substantially the same with the core businesses of the Company;
- (b) the assets of UEL comprise mainly of property assets; and
- (c) the key rationale for the Company in entering into the Proposed Transactions is in line with the Company's strategy to expand its property businesses, especially in the People's Republic of China ("PRC") and in Singapore.

Paragraph 3 of Practice Note 10.1 of the Listing Manual also states that shareholders of an issuer should have an opportunity to have their say on the proposed acquisition notwithstanding that the acquisition will not change the main business of the issuer if such acquisition change the risk profile of the issuer. The Board is of the view that the Proposed Transactions will not change the Company's risk profile for the following reasons:

- (a) the Proposed Transactions will not increase the scale of the Company's existing operations significantly;
- (b) the Proposed Transactions will not result in a change of control of the Company; and
- (c) the Proposed Transactions will not have a significant adverse impact on the Company's earnings, working capital and gearing.

As the Proposed Transactions are in, or in connection with, the ordinary course of business of the Company and will not change the Company's risk profile, shareholders' approval under Chapter 10 of the Listing Manual is not required.

3. RATIONALE FOR THE PROPOSED TRANSACTIONS

As both UEL and WBL have property businesses in Singapore and the PRC, the Proposed Transactions will allow the Company to expand its property businesses, especially in the PRC and Singapore. As the Company currently owns and manages significant real estate projects in the PRC, the Company will be able to leverage on its local network and good relationship with Chinese authorities to improve the performance of the existing properties in the PRC.

Based on the abovementioned factors, the Proposed Transactions provide an excellent and timely opportunity for the efficient deployment of the Group's surplus financial resources in order to achieve a better return for the Company's shareholders.

As the Proposed Transactions require a sizeable financial commitment, the Company is undertaking the Proposed Transactions via the Consortium with the Consortium Members to mitigate the risks of the Proposed Transactions to the Company.

4. FINANCIAL EFFECTS

4.1 Net Tangible Assets ("NTA") per share

Assuming that the Proposed Transactions had been completed on 31 December 2016 and that the Offeror acquires 100% of UEL and 32.4% of WBL and based on the latest audited consolidated financial statements for the financial year ended 31 December 2016, the pro forma financial effects on the consolidated NTA per share of the Group were as follows:

	Before the Proposed Transactions	After the Proposed Transactions (based on the Group's 49% interest in the Offeror)
NTA per share (Singapore dollar cents)	226	226

Note:

NTA per share was calculated based on 1,941,585,876 issued shares (excluding treasury shares) as at 31 December 2016.

4.2 Earnings

Assuming that the Proposed Transactions had been completed on 1 January 2016, and based on the latest audited consolidated financial statements for financial year ended 31 December 2016, the pro forma financial effects on the consolidated earnings of the Group were as follows:

	Before the Proposed Transactions	After the Proposed Transactions (based on the Group's 49% interest in the Offeror)
Profit after tax and non-controlling interests (S\$'000)	562,525	575,151
Earnings per share (cents)	29	30
Diluted earnings per share (cents)	29	30

Note:

Earnings per share and diluted earnings per share were calculated based on 1,946,655,581 weighted average number of shares (excluding treasury shares).

5. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

As at the date of this Announcement, Lieutenant-General (Ret) Ng Jui Ping (“**General Ng**”) holds in aggregate 36,000 shares of UEL comprising 0.0056% shareholding interest in UEL. As General Ng is presumed to be a concert party of the Offeror, the Offers are not extended to General Ng.

General Ng had abstained from all deliberations and decisions of the board of directors of the Company in relation to the formation of the Consortium and the Proposed Transactions.

Save as set out in this Announcement and the directors’ respective shareholding interests in the Company which have been publicly disclosed, none of the directors or controlling shareholders of the Company has any interest, direct or indirect, in the formation of the Consortium and/or the Proposed Transactions.

Submitted by:

Zhong Sheng Jian
Chairman and Executive Officer

13 July 2017

ANNEX

UEL OFFER ANNOUNCEMENT

MANDATORY CONDITIONAL CASH OFFER

to acquire all the issued and paid-up ordinary stock units

and

MANDATORY UNCONDITIONAL CASH OFFER

to acquire all the preference shares in the capital of

UNITED ENGINEERS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No.: 191200018G)

other than those already owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with the Offeror

by



UNITED OVERSEAS BANK LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No.: 193500026Z)

for and on behalf of

YANLORD PERENNIAL INVESTMENT (SINGAPORE) PTE. LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No.: 201715887D)

OFFER ANNOUNCEMENT

1. INTRODUCTION

The Offer

United Overseas Bank Limited (the "**Financial Adviser**") wishes to announce, for and on behalf of Yanlord Perennial Investment (Singapore) Pte. Ltd. (the "**Offeror**"), that the Offeror intends to make:

- (a) a mandatory conditional cash offer for all the issued and paid-up ordinary stock units (the "**UEL Ordinary Shares**") in the capital of United Engineers Limited ("**UEL**") other than those already owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with the Offeror in accordance with Rule 14 of the Singapore Code on Take-Overs and Mergers (the "**Code**") (the "**Ordinary Share Offer**"); and
- (b) a comparable offer for all the issued and paid-up preference shares (the "**UEL Preference Shares**") and collectively with the UEL Ordinary Shares, the "**UEL Shares**") in the capital of UEL other than those already owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with the Offeror in accordance with Rule 18 of the Code (the "**Preference Share Offer**") and together with the Ordinary Share Offer, the "**Offers**").

For the avoidance of doubt, the Ordinary Share Offer is extended to the 21,712,000 UEL Ordinary Shares (the "**Subsidiary Holdings**") held by WBL Corporation Limited ("**WBL**"), being a subsidiary of UEL.

Further information on the Offeror and the Consortium (as defined in Section 7.2 below) is set out in Section 7 below.

2. THE ACQUISITION

2.1 Prior to the date of this Announcement (the "**Announcement Date**"), the Offeror and the other Relevant Persons (as defined in Section 11.2 below) own 36,000 UEL Ordinary Shares, representing approximately 0.0056% of the total number of UEL Ordinary Shares¹.

2.2 The Offeror has today entered into a sale and purchase agreement (the "**UEL SPA**") with several shareholders of UEL, namely (a) Oversea-Chinese Banking Corporation Limited ("**OCBC**"), (b) certain subsidiaries of Great Eastern Holdings Limited ("**GEH**") and (c) other vendors (collectively, the "**UEL Vendors**"), pursuant to which the Offeror has acquired an aggregate of 213,116,206 UEL Ordinary Shares, representing approximately 33.4% of the total number of UEL Ordinary Shares and 614,050 UEL Preference Shares, representing approximately 70.2% of the total number of UEL Preference Shares² from the UEL Vendors (the "**Acquisition**").

2.3 As a result of the Acquisition, the Offeror and the other Relevant Persons own, control or have agreed to acquire an aggregate of 213,152,206 UEL Ordinary Shares, representing approximately 33.4% of the total number of UEL Ordinary Shares and 614,050 UEL Preference Shares, representing approximately 70.2% of the total number of UEL Preference Shares.

2.4 As a consequence of the Acquisition:

- (a) in accordance with Rule 14 of the Code, the Offeror is required to make a mandatory conditional cash offer for all the UEL Ordinary Shares other than those already owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with the Offeror; and
- (b) in accordance with Rule 18 of the Code, the Offeror is required to make a comparable offer for all the UEL Preference Shares other than those already owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with the Offeror.

3. TERMS OF THE ORDINARY SHARE OFFER

3.1 Offer Terms

Subject to the terms and conditions to be set out in the formal offer document to be issued by the Financial Adviser for and on behalf of the Offeror ("**Offer Document**"), the Offeror will make the Ordinary Share Offer for all the UEL Ordinary Shares other than those already owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it ("**Offer Shares**") in accordance with Rule 14 of the Code on the following basis:

¹ All percentage shareholdings of UEL Ordinary Shares in this Announcement are computed on the basis of 637,508,148 UEL Ordinary Shares including the Subsidiary Holdings but excluding the UEL Ordinary Shares to be issued pursuant to exercise of the Share Options.

² Computed on the basis of 875,000 UEL Preference Shares.

(a) **Offer Price**

For each Offer Share: S\$2.60 in cash ("**Ordinary Share Offer Price**")

The Offeror **DOES NOT** intend to increase the Ordinary Share Offer Price save that the Offeror reserves the right to do so in a competitive situation. Therefore, in accordance with Rule 20.2 of the Code, save in a competitive situation, the Offeror will not be allowed to subsequently amend the terms of the Ordinary Share Offer, including the Ordinary Share Offer Price, in any way.

(b) **No Encumbrances**

The Offer Shares will be acquired:

- (i) fully paid-up;
- (ii) free from all liens, equities, mortgages, charges, encumbrances, rights of pre-emption and other third party rights and interests of any nature whatsoever; and
- (iii) together with all rights, benefits and entitlements attached thereto as at the Announcement Date and thereafter attaching thereto (including the right to receive and retain all dividends, rights and other distributions or return of capital, if any, which may be announced, declared, paid or made thereon by UEL in respect of UEL Ordinary Shares) on or after the Announcement Date.

If any dividend, right or other distribution or return of capital is announced, declared, paid or made by UEL in respect of UEL Ordinary Shares on or after the Announcement Date, the Offeror reserves the right to reduce the Ordinary Share Offer Price by an amount equivalent to such dividend, right, other distribution or return of capital.

(c) **No Option Proposal**

Based on the unaudited financial statements for UEL group for the first quarter ended 31 March 2017, as at 31 March 2017, there are 165,721 outstanding share options granted by the Company (the "**Share Options**") pursuant to the United Engineers Share Option Scheme 2000 (the "**Scheme**") approved by the shareholders of UEL at the extraordinary general meeting held on 21 June 2000. Under the rules of the Scheme, the Share Options are not transferable by the holders thereof. In view of this restriction, the Offeror will not make an offer to acquire the Share Options, although, for the avoidance of doubt, the Ordinary Share Offer will be extended to all new UEL Ordinary Shares unconditionally issued prior to the final closing date of the Ordinary Share Offer (the "**Closing Date**") pursuant to the valid exercise of outstanding Share Options. For the purposes of the Ordinary Share Offer, the expression "**Offer Shares**" shall include such new UEL Ordinary Shares.

(d) **Minimum Acceptance Condition**

The Ordinary Share Offer will be conditional upon the Offeror having received, by the Closing Date, valid acceptances in respect of such number of Offer Shares which, when taken together with the UEL Ordinary Shares owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it (either before or during the Ordinary Share Offer and pursuant to the Ordinary Share Offer or otherwise), will result in the Offeror and parties acting in concert with it holding such number of UEL Ordinary

Shares carrying more than 50% of the total voting rights attributable to the UEL Ordinary Shares (excluding the Subsidiary Holdings to the extent they remain as subsidiary holdings of UEL) as at the Closing Date (the "**Minimum Acceptance Condition**").

Accordingly, the Ordinary Share Offer will not become or be capable of being declared unconditional as to acceptances until the Closing Date, unless at any time prior to the Closing Date, the Offeror has received valid acceptances in respect of such number of UEL Ordinary Shares which, when taken together with the UEL Ordinary Shares owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it (either before or during the Ordinary Share Offer and pursuant to the Ordinary Share Offer or otherwise), will result in the Offeror and parties acting in concert with it holding such number of UEL Ordinary Shares carrying more than 50% of the voting rights attributable to the maximum potential issued UEL Ordinary Shares. For the purposes of this Announcement, the "**maximum potential issued UEL Ordinary Shares**" means the total number of UEL Ordinary Shares which would be in issue had all the outstanding Share Options (as defined in Section 3.1(c) above) been validly exercised.

Save for the Minimum Acceptance Condition, the Ordinary Share Offer is unconditional in all other respects.

3.2 Further Information

Further information on the Ordinary Share Offer and the terms and conditions upon which the Ordinary Share Offer will be made, shall be set out in the Offer Document to be issued.

4. TERMS OF THE PREFERENCE SHARE OFFER

4.1 Preference Share Offer Terms

Subject to the terms and conditions to be set out in the Offer Document, the Offeror will make the Preference Share Offer for all the UEL Preference Shares other than those already owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it ("**Preference Offer Shares**") in accordance with Rule 18 of the Code on the following basis:

(a) Offer Price

For each Preference Offer Share: S\$2.60 in cash ("Preference Share Offer Price**") and together with the Ordinary Share Offer Price, the "**Offer Prices**")**

The Offeror DOES NOT intend to increase the Preference Share Offer Price save that the Offeror reserves the right to do so in a competitive situation. Therefore, in accordance with Rule 20.2 of the Code, save in a competitive situation, the Offeror will not be allowed to subsequently amend the terms of the Preference Share Offer, including the Preference Share Offer Price, in any way.

(b) No Encumbrances

The Preference Offer Shares will be acquired:

- (i) fully paid-up;
- (ii) free from all liens, equities, mortgages, charges, encumbrances, rights of pre-emption and other third party rights and interests of any nature whatsoever; and

- (iii) together with all rights, benefits and entitlements attached thereto as at the Announcement Date and thereafter attaching thereto (including the right to receive and retain all dividends, rights and other distributions or return of capital, if any, which may be announced, declared, paid or made thereon by UEL in respect of UEL Preference Shares) on or after the Announcement Date.

If any dividend, right or other distribution or return of capital is announced, declared, paid or made by UEL in respect of UEL Preference Shares on or after the Announcement Date, the Offeror reserves the right to reduce the Preference Share Offer Price by an amount equivalent to such dividend, right, other distribution or return of capital.

4.2 Unconditional Offer

As at the Announcement Date, the Offeror and the other Relevant Persons hold an aggregate of 614,050 UEL Preference Shares, representing approximately 70.2% of the total number of UEL Preference Shares, and as such, the Preference Share Offer will be unconditional in all respects.

4.3 Further Information

Further information on the Preference Share Offer and the terms and conditions upon which the Preference Share Offer will be made, shall be set out in the Offer Document to be issued.

5. POSSIBLE CHAIN OFFER FOR WBL CORPORATION LIMITED AND WBL SHARES ACQUISITION

5.1 Possible Chain Offer

As at the Announcement Date, UEL indirectly owns an aggregate of 190,056,316 issued and paid-up ordinary shares in the capital of WBL Corporation Limited ("**WBL**"), representing approximately 67.6%³ of the total number of issued and paid-up ordinary shares (the "**WBL Shares**") in the capital of WBL. WBL was delisted from the Mainboard of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") on 18 February 2014 and as at the Announcement Date, WBL is an unlisted public company. The principal activity of the WBL group include property development, property investment, engineering, manufacturing and distribution.

The SIC had on 23 June 2017 confirmed that the chain principle set out in note 7 to Rule 14.1 of the Code applies such that a party (whether the Offeror or any other party making a competing offer for the UEL Ordinary Shares) which acquires statutory control of UEL will also be required to make an offer for WBL Shares not held by such offeror and its concert parties. Accordingly, in the event that the Ordinary Share Offer becomes unconditional as to acceptances or the Offeror acquires statutory control of UEL, whether pursuant to the Ordinary Share Offer or otherwise ("**WBL Chain Offer Condition**"), the Offeror will be required, pursuant to the chain principle in Note 7 to Rule 14.1 of the Code, to make a mandatory unconditional cash offer ("**WBL Chain Offer**") for all the issued WBL Shares, other than those already owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with the Offeror ("**WBL Offer Shares**").

³ All percentage shareholdings of WBL Shares in this Announcement are computed on the basis of 281,200,630 WBL Shares.

The WBL Chain Offer will not be made unless and until the WBL Chain Offer Condition is satisfied.

5.2 WBL Acquisition

As at the Announcement Date, the Offeror has entered into a sale and purchase agreement ("**WBL SPA**") with (a) OCBC, (b) certain subsidiaries of GEH and (c) other vendors (collectively, the "**WBL Vendors**") pursuant to which:

- (a) the Offeror has acquired 28,120,063 WBL Shares, representing 10.0% of the total number of WBL Shares ("**Initial Tranche WBL Shares**") from the WBL Vendors at a price of S\$2.07 per WBL Share ("**WBL Acquisition Price**");
- (b) the Offeror has undertaken to the WBL Vendors that the Offeror will, or will procure its concert party to, acquire 55,958,925 WBL Shares representing approximately 19.9% of the total number of WBL Shares ("**Second Tranche WBL Shares**") at the WBL Acquisition Price (save that if any dividend, right or other distribution or return of capital is announced, declared, paid or made by WBL in respect of the WBL Shares on or after the Announcement Date, the Offeror reserves the right to reduce the WBL Acquisition Price by an amount equivalent to such dividend, right, other distribution or return of capital) ("**Second Tranche WBL Acquisition Price**") on the date falling one (1) business day after the Reference Date if by the Reference Date, the WBL Vendors have not completed the sale of the Second Tranche WBL Shares to any other person. "**Reference Date**" refers to the date falling 90 days after the earlier of (i) the lapse or close of the Ordinary Share Offer and (ii) the date the Ordinary Share Offer becomes unconditional in all respects;
- (c) if any person other than the Offeror has made or announced an intention to make a general offer to acquire the WBL Shares at a price per WBL Share at least equal to the WBL Acquisition Price (or, as the case may be, the Second Tranche WBL Acquisition Price) (the "**Competing WBL Offer**") on or prior to the Reference Date, the Offeror (or its concert party) will acquire the Second Tranche WBL Shares from the WBL Vendors at the WBL Acquisition Price (or, as the case may be, the Second Tranche WBL Acquisition Price) on the Other Second Tranche Closing Date if either (A) the WBL Vendors have tendered the Second Tranche WBL Shares in acceptance of such Competing WBL Offer but such Competing WBL Offer has not become unconditional in all respects as at the close of such Competing WBL Offer or (B) the WBL Vendors have tendered the Second Tranche WBL Shares in acceptance of such Competing WBL Offer and such Competing WBL Offer has become unconditional in all respects as at the close of such Competing WBL Offer but the WBL Vendors have not received payment for the Second Tranche WBL Shares which they have tendered in acceptance of such Competing WBL Offer.

"Other Second Tranche Closing Date" means:

- (i) where the WBL Vendors have tendered the Second Tranche WBL Shares in acceptance of such Competing WBL Offer but such Competing WBL Offer has not become unconditional in all respects as at the close of such Competing WBL Offer, the date falling on the later of:
 - (A) one (1) business day after the lapse or close of the relevant Competing WBL Offer; and
 - (B) five (5) business days after the date that written confirmation from the WBL Vendors is received by the Purchaser confirming that all

documents required for the completion of the Second Tranche WBL Shares to be delivered by the WBL Vendors are in order and in the WBL Vendors' possession and that the WBL Vendors are ready and willing to proceed to completion of the Second Tranche WBL Share;
or

- (ii) where the WBL Vendors have tendered the Second Tranche WBL Shares in acceptance of such Competing WBL Offer and such Competing WBL Offer has become unconditional in all respects as at the close of such Competing WBL Offer but the WBL Vendors have not received payment for the Second Tranche WBL Shares which they have tendered in acceptance of such Competing WBL Offer, the date falling on the later of:
 - (A) one (1) Business Day after the lapse or close of the relevant Competing WBL Offer; and
 - (B) five (5) Business Days after the date that written confirmation from the WBL Vendors is received by the Offeror confirming that all documents required for the completion of the Second Tranche WBL Shares to be delivered by the WBL Vendors are in order and in the WBL Vendors' possession and that the WBL Vendors are ready and willing to proceed to completion of the Second Tranche WBL Shares; and
- (d) the WBL Vendors have provided an undertaking to the Offeror that they:
 - (i) will not accept the WBL Chain Offer (if made by the Offeror) in respect of the Second Tranche WBL Shares; and
 - (ii) during the period commencing on the Announcement Date and ending on the date of the close, lapse or withdrawal of the WBL Chain Offer, none of the WBL Vendors shall directly or indirectly, *inter alia*, offer, sell, transfer, give or otherwise dispose of, all or any of the WBL Shares owned by the WBL Vendors or any interest therein other than through *inter alia* (aa) the acceptance of any Competing WBL Offer made by a person other than the Offeror and/or (bb) the acceptance of any general offer made by the Offeror or a concert party of the Offeror for the WBL Shares with respect to the WBL Vendors' remaining WBL Shares (which for the avoidance of doubt would be the number of WBL Shares after deducting the Initial Tranche WBL Shares and Second Tranche WBL Shares from the total WBL Shares held by the WBL Vendors as at the Announcement Date).

5.3 Offer Price for WBL Chain Offer

The offer price for the WBL Chain Offer, if and when made, shall be the WBL Acquisition Price of S\$2.07 per WBL Offer Share ("**WBL Share Offer Price**").

5.4 No Encumbrances

If and when the WBL Chain Offer is made, the WBL Offer Shares will be acquired:

- (a) fully paid-up;
- (b) free from all liens, equities, mortgages, charges, encumbrances, rights of pre-emption and other third party rights and interests of any nature whatsoever; and

- (c) together with all rights, benefits and entitlements attached thereto as at the Announcement Date and thereafter attaching thereto (including the right to receive and retain all dividends, rights and other distributions or return of capital, if any, which may be announced, declared, paid or made thereon by WBL in respect of the WBL Shares) on or after the Announcement Date.

If any dividend, right or other distribution or return of capital is announced, declared, paid or made by WBL in respect of WBL Shares on or after the Announcement Date, the Offeror reserves the right to reduce the WBL Share Offer Price by an amount equivalent to such dividend, right, other distribution or return of capital.

5.5 UEL Undertaking

UE Centennial Venture Pte. Ltd., being a wholly owned subsidiary of UEL and the shareholder holding approximately 67.6% interest in WBL, has provided an undertaking to the Offeror that it will not prior to the close, lapse or withdrawal of the Offers, *inter alia*, offer, sell, transfer or otherwise dispose of any of its WBL Shares at a price below the WBL Acquisition Price.

6. FINANCIAL EVALUATION OF OFFER PRICES

6.1 UEL Ordinary Share Offer Price

The Ordinary Share Offer Price represents the following premium or discount over the historical transacted prices of the UEL Ordinary Shares on the SGX-ST:

Description	Benchmark Price (S\$) ⁽¹⁾	Premium / (Discount) over Benchmark Price (%) ⁽²⁾
Last transacted price per UEL Ordinary Share on 11 July 2017, the last market day on which UEL Ordinary Shares were traded on the SGX-ST prior to the Announcement Date (the " <u>Last Trading Date</u> ")	2.710	(4.1)
Volume-weighted average price (" <u>VWAP</u> ") of the UEL Ordinary Shares traded on the SGX-ST for the one (1)-month period prior to and including the Last Trading Date	2.763	(5.9)
Last transacted price per UEL Ordinary Share on 26 September 2016, the last market day prior to the joint announcement by OCBC and GEH on their review of strategic options with respect to their combined stakes in UEL and WBL (the " <u>Undisturbed Share Price Date</u> ")	2.410	7.9
MWAP of the UEL Ordinary Shares traded on the SGX-ST for the one (1)-month period prior to and including the Undisturbed Share Price Date	2.340	11.1
MWAP of the UEL Ordinary Shares traded on the SGX-ST for the three (3)-month period prior to and including the Undisturbed Share Price Date	2.305	12.8

MWAP of the UEL Ordinary Shares traded on the SGX-ST for the six (6)-month period prior to and including the Undisturbed Share Price Date	2.307	12.7
MWAP of the UEL Ordinary Shares traded on the SGX-ST for the twelve (12)-month period prior to and including the Undisturbed Share Price Date	2.136	21.7

Notes:

(1) Based on data extracted from Bloomberg L.P.. Figures rounded to the nearest 3 decimal places.

(2) Figures rounded to the nearest 1 decimal place.

6.2 UEL Preference Share Offer Price

While the UEL Preference Shares are traded on the SGX-ST, there were no trades in UEL Preference Shares over the course of the six (6) months preceding 11 July 2017 (being the full trading day prior to the Announcement Date).

7. INFORMATION ON THE OFFEROR AND THE CONSORTIUM

7.1 The Offeror

The Offeror is a special purpose vehicle incorporated in the Republic of Singapore for the purposes of the Acquisition and the Offers (the "**Proposed Transactions**").

As at the Announcement Date, the share capital of the Offeror amounts to S\$100 divided into 100 issued and fully paid-up shares, which are held by the shareholders of the Offeror (collectively, the "**Consortium Members**") as follows:

- | | | |
|-----|---|-------|
| (a) | Yanlord Commercial Property Investments Pte. Ltd. (" Yanlord Commercial ") | 49% |
| (b) | Perennial UW Pte. Ltd. (" Perennial SPV ") | : 45% |
| (c) | Heng Yue Holdings Limited (" Heng Yue ") | : 6% |

The board of directors of the Offeror comprises the following individuals:

- (i) Mr. Zhong Sheng Jian;
- (ii) Mr. Zhong Ming;
- (iii) Mr. Kung Chun Lung;
- (iv) Mr. Pua Seck Guan; and
- (v) Ms. Belinda Gan Chui Chui.

7.2 The Consortium Members

The Consortium Members have agreed to form a consortium (the "**Consortium**") to undertake the Offers through the Offeror. Details of the Consortium Members are set out below:

(a) Yanlord Commercial Property Investments Pte. Ltd.

Yanlord Commercial is a wholly-owned subsidiary of Yanlord Land Group Limited ("**Yanlord**"), a company listed on SGX-ST. Yanlord is a leading developer of high end residential, commercial and integrated developments in the People's Republic of China (the "**PRC**"). With an established presence across 12 cities, Yanlord has a diverse portfolio of commercial and investment properties including offices, hotels and high street retail. Yanlord is a constituent of the SGX Real Estate 20 Index which tracks the 20 largest real estate stocks listed in Singapore.

(b) Perennial UW Pte. Ltd.

The Perennial SPV is held by the following shareholders (collectively, the "**Perennial SPV Members**") as follows:

(i)	Perennial Singapore Investment Holdings Pte Ltd: (" Perennial Singapore ")	72.22%
(ii)	HPRY Holdings Limited (" HPRY ")	: 16.67%
(iii)	WCA Pte. Ltd. (" WCA ")	: 11.11%

Details of the Perennial SPV Members are set out below:

(A) Perennial Singapore Investment Holdings Pte Ltd

Perennial Singapore is a wholly-owned subsidiary of Perennial Real Estate Holdings Limited ("**Perennial**"), an integrated real estate and healthcare company headquartered and listed on SGX-ST. As a real estate owner, developer and manager, the Perennial group focuses strategically on large-scale mixed-use developments and has a presence in the PRC, Singapore, Malaysia and Ghana with a combined portfolio spanning about 54 million square feet in gross floor area. The Perennial group is also a healthcare services owner and operator focused predominantly on the PRC and its healthcare business services include medical, hospital, eldercare and senior housing, as well as maternal and child health management.

(B) HPRY Holdings Limited

HPRY is an investment holding company and its sole shareholder is Mr Kuok Khoon Hong, who is also the Chairman, Non-Independent and Non-Executive Director of Perennial.

(C) WCA Pte. Ltd.

WCA is a wholly owned subsidiary of Wilmar International Limited ("**Wilmar**"), an agribusiness company headquartered in Singapore and listed on SGX-ST. The Wilmar group's business include oil palm cultivation, oilseed crushing, edible oils refining, sugar milling and refining, manufacturing of consumer products, specialty fats, oleochemicals, biodiesel and fertilisers as well as flour and rice milling.

(c) Heng Yue Holdings Limited

Heng Yue is an investment holding company incorporated in the British Virgin Islands and its sole shareholder is Mr Kung Chun Lung.

8. INFORMATION ON UEL

Founded in 1912, UEL is one of Singapore's pioneer companies and over the years has evolved into a corporation with key business activities in property rental, hospitality, property development, engineering, distribution and manufacturing. UEL is listed on the Mainboard of the SGX-ST.

Based on a search conducted at the Accounting and Corporate Regulatory Authority of Singapore on the Announcement Date, the share capital of UEL comprises S\$828,373,398.23 divided into 637,508,148 issued and fully paid-up UEL Ordinary Shares and S\$875,000 divided into 875,000 issued and fully paid-up UEL Preference Shares.

The board of directors of UEL comprises the following individuals:

- (a) Koh Poh Tiong;
- (b) Koh Beng Seng;
- (c) Norman Ka Cheung Ip;
- (d) Wong Cheong Fook David Cecil Vivian;
- (e) Lim Chun Leng Michael Dr;
- (f) Tan Ngiap Joo; and
- (g) Lee Lap Wah, George.

9. RATIONALE FOR THE PROPOSED TRANSACTIONS

UEL is primarily a real estate company with property businesses mainly in Singapore and the PRC. Yanlord and Perennial, who are both sponsors of the Offeror, are also real estate companies which own and manage sizeable portfolios primarily in the same countries. The Proposed Transactions will allow Yanlord and Perennial to strengthen their positions in their existing markets and through strategic review of the business and operations of UEL, uncover areas of long-term value for all stakeholders.

In Singapore, the Offeror intends to leverage on the asset and project management skills of Yanlord and Perennial and work with the board and management team of UEL to unlock the inherent value of UEL and WBL's income-producing and freehold assets through selective enhancement works.

In the PRC, Yanlord has a comprehensive network of high quality residential, commercial and hospitality assets across 12 major tier-1 and 2 cities namely Shanghai, Chengdu, Shenzhen, Nanjing, Suzhou, Tianjin, Zhuhai, Nantong, Sanya, Zhongshan, Tangshan and Wuhan. With over 24 years of developmental experience, Yanlord has won numerous national accolades for its developments as well as its property management services and commands a highly recognised brand known for its product quality. In 2016, Yanlord sold over 7,600 new homes in the PRC with accumulated pre-sale for properties and car parks exceeding RMB33.257 billion.

Perennial similarly has a well-established presence in the PRC with sizeable integrated mixed-use developments, comprising residential, hotel, serviced apartment, retail, office and healthcare assets, as well as healthcare businesses across 10 major cities in the PRC, including Beijing, Shanghai, Chengdu, Xi'an, Shenyang, Shenzhen, Zhuhai, Guangzhou, Foshan and Wuhan. Perennial's landmark real estate projects include two regional commercial hubs which are adjacent and directly linked to the two (2) largest high speed railway ("**HSR**") stations in the PRC, being Chengdu East HSR Integrated Development and Xi'an North HSR Integrated Development

Yanlord and Perennial own and manage properties in the same PRC cities in which WBL's properties are predominantly located, namely Chengdu and Shenyang. Yanlord and Perennial have good track records of operating in those cities and are familiar with the local regulations. By leveraging on Yanlord and Perennial's expertise and execution capabilities, as well as their existing network and strong relationships with local authorities, the Offeror hopes to improve the current performance of WBL's properties in the PRC.

10. LISTING STATUS AND COMPULSORY ACQUISITION

10.1 Listing Status

Pursuant to Rule 1105 of the Listing Manual of the SGX-ST ("**Listing Manual**"), upon an announcement by the Offeror that acceptances have been received pursuant to the Ordinary Share Offer that bring the holdings owned by the Offeror and its concert parties to above 90% of the total number of issued UEL Ordinary Shares (excluding treasury shares), the SGX-ST may suspend the trading of the UEL Shares in the Ready and Unit Share markets until it is satisfied that at least 10% of the total number of issued UEL Ordinary Shares (excluding treasury shares) are held by at least 500 shareholders who are members of the public. Rule 1303(1) of the Listing Manual provides that if the Offeror succeeds in garnering acceptances exceeding 90% of the total number of issued UEL Ordinary Shares (excluding treasury shares), thus causing the percentage of the total number of issued UEL Ordinary Shares (excluding treasury shares) held in public hands to fall below 10%, the SGX-ST will suspend trading of the UEL Shares only at the close of the Offers.

In addition, under Rule 724(1) of the Listing Manual, if the percentage of the total number of issued UEL Ordinary Shares (excluding treasury shares) held in public hands falls below 10%, UEL must, as soon as practicable, announce that fact and the SGX-ST may suspend the trading of the UEL Shares. Rule 724(2) of the Listing Manual states that the SGX-ST may allow UEL a period of three (3) months, or such longer period as the SGX-ST may agree, to raise the percentage of UEL Ordinary Shares (excluding treasury shares) in public hands to at least 10%, failing which UEL may be removed from the official list of the SGX-ST.

10.2 Compulsory Acquisition

Pursuant to Section 215(1) of the Companies Act (Chapter 50 of Singapore) (the "**Companies Act**"), in the event that the Offeror acquires not less than 90% of the total number of the issued UEL Ordinary Shares and/or UEL Preference Shares (other than those already held by the Offeror, its related corporations or their respective nominees as at the Announcement Date and which, for the avoidance of doubt, excludes any UEL Ordinary Shares held by UEL as treasury shares), the Offeror would be entitled to exercise the right to compulsorily acquire all the UEL Ordinary Shares and/or UEL Preference Shares (as the case may be) of shareholders of UEL who have not accepted the Ordinary Share Offer and/or the Preference Share Offer at a price equal to the Ordinary Share Offer Price and/or Preference Share Offer Price (as the case may be).

In addition, pursuant to Section 215(3) of the Companies Act, if the Offeror acquires such number of UEL Ordinary Shares and/or UEL Preference Shares which, together with the UEL Ordinary Shares and/or UEL Preference Shares (as the case may be) held by it, its related corporations and their respective nominees, comprise 90% or more of all the UEL Ordinary Shares or UEL Preference Shares (as the case may be), shareholders of UEL who have not accepted the Ordinary Share Offer or the Preference Share Offer (as the case may be) have a right to require the Offeror to acquire their UEL Ordinary Shares and/or UEL Preference Shares (as the case may be) at the Ordinary Share Offer Price and/or Preference Share Offer Price (as the case may be). **Shareholders of UEL who wish to exercise such a right are advised to seek their own independent legal advice.**

10.3 Offeror's Intentions

It is the current intention of the Offeror to maintain the present listing status of UEL on the Mainboard of the SGX-ST and the Offeror does not intend to exercise its right of compulsory acquisition under Section 215(1) of the Companies Act. However, in the event that UEL does not meet the minimum public float required under the Listing Manual at the close of the Offers, the Offeror reserves the right to re-evaluate its position, including its right of compulsory acquisition (if applicable) as described in Section 10 of this Announcement, depending on, *inter alia*, the ultimate level of acceptances received by the Offeror and the prevailing market conditions at the relevant time.

11. DISCLOSURE OF SHAREHOLDINGS AND DEALINGS

11.1 Shareholdings

As at the Announcement Date, Lieutenant General (Ret) Ng Jui Ping, an independent director of Yanlord, owns 36,000 UEL Ordinary Shares representing approximately 0.0056% of the total number of UEL Ordinary Shares.

11.2 No Other Holdings or Dealings

Save as disclosed in Sections 2 and 11.1 of this Announcement, as at the Announcement Date and based on the latest information available to the Offeror, none of:

- (a) the Offeror and its directors;
- (b) the Consortium Members (being Yanlord Commercial, Perennial SPV and Heng Yue) and their respective directors;
- (c) the Perennial SPV Members (being Perennial Singapore, HPRY and WCA) and their respective directors;
- (d) Yanlord and its directors;
- (e) Perennial and its directors;
- (f) Wilmar and its directors; and
- (g) the Financial Adviser,

(collectively, the "**Relevant Persons**"),

(i) owns, controls or has agreed to acquire any (A) UEL Shares, (B) securities which carry voting rights in UEL or (C) convertible securities, warrants, options or derivatives in respect of the UEL

Shares or securities which carry voting rights in UEL (collectively, "**UEL Securities**") or (ii) has dealt for value in any UEL Securities during the six (6)-month period immediately preceding the Announcement Date.

11.3 Other Arrangements

The UEL Shares (a) acquired by the Offeror pursuant to the Acquisition and (b) to be acquired by the Offeror pursuant to the Offers or otherwise during the period of the Offers, will be charged in favour of United Overseas Bank Limited (as security agent) as security for the financing arrangements for the Acquisition and the Offers.

As at the Announcement Date and based on the latest information available to the Offeror, save as disclosed in this Section 11.3, none of the Relevant Persons has:

- (a) granted any security interest relating to any UEL Securities to another person, whether through a charge, pledge or otherwise;
- (b) borrowed any UEL Securities from another person (excluding borrowed UEL Securities which have been on-lent or sold); or
- (c) lent any UEL Securities to another person.

11.4 No Irrevocable Undertakings

As at the Announcement Date and based on the latest information available to the Offeror, save as disclosed in this Announcement, none of the Relevant Persons has received any irrevocable undertaking from any party to accept or reject the Offers.

11.5 Further Enquiries

In the interests of confidentiality, the Offeror has not made enquiries in respect of certain other parties (save for the Relevant Persons) who are or may be presumed to be acting in concert with the Offeror in connection with the Offers. Similarly, the Financial Adviser has not made enquiries in respect of certain parties who are or may be presumed to be acting in concert with the Financial Adviser in connection with the Offers. Further enquiries will be made of such persons and the relevant disclosures will be made in due course and in the Offer Document.

11.6 Disclosure of Dealings

In accordance with the Code, the associates (as defined under the Code, and which includes all substantial shareholders) of UEL and the Offeror are hereby reminded to disclose their dealings in any securities of UEL under Rule 12 of the Code.

12. CONFIRMATION OF FINANCIAL RESOURCES

The Financial Adviser, as financial adviser to the Offeror in connection with the Offers, confirms that sufficient financial resources are available to the Offeror to satisfy full acceptance of the Offers in respect of the Offer Shares and the Preference Offer Shares.

13. OVERSEAS SHAREHOLDERS OF UEL

13.1 Overseas Jurisdictions

This Announcement does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy any security, nor is it a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of the securities referred to in this Announcement in any jurisdiction in contravention of any applicable law. The Offers will be made solely by the Offer Document and the relevant form(s) of acceptance accompanying the Offer Document, which will contain the full terms and conditions of the Offers, including details of how the Offers may be accepted. For the avoidance of doubt, the Offers are open to all shareholders holding the relevant UEL Shares, including those to whom the Offer Document and relevant form(s) of acceptance may not be sent.

The release, publication or distribution of this Announcement in certain jurisdictions may be restricted by law and therefore persons in any such jurisdictions into which this Announcement is released, published or distributed should inform themselves about and observe such restrictions.

Copies of this Announcement and any formal documentation relating to the Offers are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any jurisdiction where the making of or the acceptance of the Offers would violate the law of that jurisdiction (a "**Restricted Jurisdiction**") and will not be capable of acceptance by any such use, instrumentality or facility within any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction.

The Offers (unless otherwise determined by the Offeror and permitted by applicable law and regulation) will not be made, directly or indirectly, in or into, or by the use of mails of, or by any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of, any Restricted Jurisdiction and the Offers will not be capable of acceptance by any such use, means, instrumentality or facilities.

13.2 Overseas Shareholders of UEL

The availability of the Offers to shareholders of UEL whose addresses are outside Singapore as shown in the register of members of UEL or in the records of The Central Depository (Pte) Limited (as the case may be) (each, an "**Overseas Shareholder**") may be affected by the laws of the relevant overseas jurisdictions in which they are located. Accordingly, Overseas Shareholders should inform themselves of, and observe, any applicable requirements in the relevant overseas jurisdictions. Further details in relation to Overseas Shareholders will be contained in the Offer Document.

The Offeror and the Financial Adviser each reserves the right to notify any matter, including the fact that the Offers have been made, to any or all shareholders of UEL who are not resident in Singapore by announcement to the SGX-ST or notice and if necessary, by paid advertisement in a newspaper published and circulated in Singapore, in which case such notice shall be deemed to have been sufficiently given notwithstanding any failure by any shareholder of UEL to receive or see such announcement, notice or advertisement.

14. OFFER DOCUMENT

The Offer Document setting out the terms and conditions of the Offers and enclosing the appropriate form(s) of acceptance of the Offers will be despatched to shareholders of UEL not earlier than 14 days and not later than 21 days from the Announcement Date. The Offers will remain open for acceptances by shareholders of UEL for a period of at least 28 days from the date of posting of the Offer Document. **Shareholders of UEL are advised to exercise caution and seek appropriate independent professional advice when dealing in the UEL Shares.**

15. DIRECTORS' RESPONSIBILITY STATEMENT

The directors of the Offeror (including those who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Announcement are fair and accurate and that there are no other material facts not contained in this Announcement, the omission of which would make any statement in this Announcement misleading.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from UEL and its subsidiaries, the sole responsibility of the directors of the Offeror has been to ensure, through reasonable enquiries, that such information is accurately and correctly extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

The directors of the Offeror jointly and severally accept full responsibility accordingly.

Issued by
UNITED OVERSEAS BANK LIMITED

For and on behalf of

YANLORD PERENNIAL INVESTMENT (SINGAPORE) PTE. LTD.

13 July 2017

Any inquiries relating to this Announcement should be directed during office hours to the UOB helpline at (65) 6539 7066.

FORWARD-LOOKING STATEMENTS

All statements other than statements of historical facts included in this Announcement are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as "seek", "expect", "anticipate", "estimate", "believe", "intend", "project", "plan", "strategy", "forecast", "target" and similar expressions or future or conditional verbs such as "will", "would", "should", "could", "may" and "might". These statements reflect the Offeror's current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results or outcomes may differ materially from those described in such forward-looking statements. Shareholders of UEL and investors should not place undue reliance on such forward-looking statements, and none of the Offeror, Consortium Members or the Financial Adviser undertakes any obligation to update publicly or revise any forward-looking statements, subject to compliance with all applicable laws and regulations and/or rules of the SGX-ST and/or any other regulatory or supervisory body or agency.