

MANDATORY UNCONDITIONAL CASH OFFER

to acquire all the issued and paid-up ordinary shares in the capital of

WBL CORPORATION LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No.: 191200028Z)

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

by



DBS BANK LTD.

(Incorporated in the Republic of Singapore)

(Company Registration No.: 196800306E)

for and on behalf of

YANLORD INVESTMENT (SINGAPORE) PTE. LTD.

(FORMERLY KNOWN AS YANLORD PERENNIAL INVESTMENT (SINGAPORE) PTE. LTD.)

(Incorporated in the Republic of Singapore)

(Company Registration No.: 201715887D)

OFFER ANNOUNCEMENT

1. INTRODUCTION

1.1 UEL Offers

On 25 October 2019, DBS Bank Ltd. ("**DBS Bank**") released an announcement (the "**UEL Offer Announcement**"), for and on behalf of Yanlord Investment (Singapore) Pte. Ltd. (formerly known as Yanlord Perennial Investment (Singapore) Pte. Ltd.) (the "**Offeror**"), that the Offeror will make:

- (a) a mandatory conditional cash offer for all the issued and paid-up ordinary stock units in the capital of United Engineers Limited ("**UEL**") (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 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 in the capital of UEL (the "**UEL Preference Shares**", and together with the UEL Ordinary Shares, the "**UEL Shares**") 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,

(collectively, the "**UEL Offers**").

The UEL Offers were required to be made following acquisitions by Yanlord Commercial Property Investments Pte. Ltd. ("**Yanlord Commercial**") of ordinary shares representing in aggregate 51% of the issued and paid-up share capital of the Offeror from Perennial UW Pte. Ltd. ("**Perennial UW**") and Heng Yue Holdings Limited ("**Heng Yue**") (the "**Acquisitions**").

1.2 **SIC Ruling**

The Securities Industry Council of Singapore has confirmed in its ruling (the "**SIC Ruling**") that the chain principle set out in Note 7 on Rule 14.1 of the Code applies such that a person (whether Yanlord Commercial or any other party making a competing offer to the UEL Offers) which acquires statutory control of UEL will also be required to make an offer for the issued and paid-up ordinary stock units in the capital of WBL Corporation Limited ("**WBL**") (the "**WBL Shares**") not held by such person and its concert parties.

As mentioned in the UEL Offer Announcement, 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 on Rule 14.1 of the Code, to make a mandatory unconditional cash 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.

1.3 **Satisfaction of WBL Chain Offer Condition**

As announced by DBS Bank, for and on behalf of the Offeror, on 15 November 2019, as at 5.00 p.m. (Singapore time) on 15 November 2019, the total number of (a) UEL Shares owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it; and (b) valid acceptances of the UEL Offers, amount to an aggregate of 328,141,181 UEL Ordinary Shares, representing approximately 51.47%¹ of the total number of UEL Ordinary Shares, and 854,993 UEL Preference Shares, representing approximately 97.71%² of the total number of UEL Preference Shares.

Accordingly, the Ordinary Share Offer has become unconditional as to acceptances and has been declared unconditional in all respects, and correspondingly, the WBL Chain Offer Condition has been satisfied.

1.4 **WBL Offer**

In connection with the above, DBS Bank wishes to announce, for and on behalf of the Offeror,

¹ All percentage shareholdings of UEL Ordinary Shares in this Announcement are computed on the basis of 637,520,399 UEL Ordinary Shares.

² All percentage shareholdings of UEL Preference Shares in this Announcement are computed on the basis of 875,000 UEL Preference Shares.

that the Offeror intends to make a mandatory unconditional cash offer (the "**WBL Offer**") for all the WBL Shares, other than those already owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with the Offeror as at the date of the WBL Offer (the "**WBL Offer Shares**").

As at the date of this Announcement (the "**WBL Offer Announcement Date**"), the Offeror holds an aggregate of 84,078,988 WBL Shares, representing approximately 29.90%³ of the total number of WBL Shares. In addition, based on publicly available information⁴, UEL (a subsidiary and a concert party of the Offeror) holds through its wholly-owned subsidiary, UE Centennial Venture Pte. Ltd. ("**UE Centennial**"), an aggregate of 194,431,242 WBL Shares, representing approximately 69.14% of the total number of WBL Shares. For the avoidance of doubt, the WBL Offer is extended to all WBL Shares other than those held by the Offeror and UE Centennial.

2. TERMS OF THE WBL OFFER

2.1 WBL Share Offer Price

Subject to the terms and conditions set out in the formal offer document to be issued by DBS Bank, for and on behalf of the Offeror (the "**WBL Offer Document**"), the Offeror will make the WBL Offer for all the WBL Offer Shares on the following basis:

For each WBL Offer Share: S\$2.5947 in cash (the "WBL Share Offer Price")

As per the SIC Ruling, the WBL Share Offer Price is no less than the value of S\$2.5947 that is attributed to each WBL Share in the amount paid to Perennial UW and Heng Yue pursuant to the Acquisitions.

DBS Bank, for and on behalf of the Offeror, wishes to announce that **the Offeror does not intend to revise the WBL Share Offer Price**. Therefore, in accordance with Rule 20.2 of the Code, the Offeror will not be allowed to subsequently amend the WBL Share Offer Price in any way.

The aggregate WBL Share Offer Price payable in cash to each shareholder of WBL (each, a "**WBL Shareholder**") for the WBL Offer Shares held by such WBL Shareholder will be rounded up to the nearest whole cent.

2.2 No Encumbrances

The WBL Offer Shares will be acquired:

- (a) fully paid-up;
- (b) free from all liens, equities, mortgages, claims, charges, encumbrances, rights of pre-

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

⁴ Based on the business profile of WBL extracted from the Accounting and Corporate Regulatory Authority of Singapore on 15 November 2019.

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 25 October 2019, being the date of the UEL Offer Announcement (the "**UEL Offer 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 UEL Offer Announcement Date).

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 UEL Offer 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.

2.3 Unconditional Offer

The WBL Offer will be unconditional in all respects.

2.4 Further Information

Further information on the WBL Offer and the terms and conditions of the WBL Offer will be set out in the WBL Offer Document.

3. INFORMATION ON THE OFFEROR

3.1 The Offeror

The Offeror is a special purpose vehicle incorporated in the Republic of Singapore, and is a wholly-owned subsidiary of Yanlord Commercial.

As at the WBL Offer Announcement Date:

- (a) the Offeror has an issued and paid-up share capital of S\$100 comprising 100 ordinary shares; and
- (b) the board of directors of the Offeror comprises Mr. Zhong Sheng Jian and Mr. Zhong Ming.

3.2 The Yanlord Group

Yanlord Commercial is a wholly-owned subsidiary of Yanlord Land Group Limited ("**Yanlord**"), a company listed on the Main Board of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"). Yanlord and its subsidiaries (the "**Yanlord Group**") focus on developing high-end fully-fitted residential, commercial and integrated property projects in strategically selected key and high-growth cities in the People's Republic of China (the "**PRC**"). With an established presence in fifteen (15) key high-growth cities within six (6) major economic regions of the PRC,

the Yanlord Group has a diverse portfolio of residential, commercial and investment properties including retail malls, offices, hotels and serviced residence developments.

In addition, the Yanlord Group also provides property management services primarily for the projects it develops.

4. INFORMATION ON WBL

4.1 WBL was delisted from the Main Board of the SGX-ST on 18 February 2014 and as at the WBL Offer Announcement Date, WBL is an unlisted public company. The principal activities of WBL and its subsidiaries (the "**WBL Group**") include property development, property investment, engineering, manufacturing and distribution.

4.2 As at the WBL Offer Announcement Date, based on publicly available information⁵:

- (a) the issued and paid-up share capital of WBL comprises 281,200,630 WBL Shares; and
- (b) the board of directors of WBL comprises:
 - (i) Mr. Tan Chee Keong Roy; and
 - (ii) Mr. Norman Ka Cheung Ip.

5. RATIONALE FOR THE WBL OFFER AND OFFEROR'S INTENTIONS

5.1 Compliance with the Code

As mentioned in paragraph 1.2 above, the Offeror is required to make the WBL Offer 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. Since the Ordinary Share Offer has become unconditional as to acceptances on 15 November 2019 and the WBL Chain Offer Condition has therefore been satisfied, the Offeror is making the WBL Offer in compliance with the requirements of the Code.

5.2 Exit Opportunity for WBL Shareholders in an Unlisted Company

Following the delisting of WBL from the Main Board of the SGX-ST on 18 February 2014, it has become difficult for WBL Shareholders to realise their investments in the WBL Shares given the lack of a public market for the WBL Shares. The WBL Offer presents WBL Shareholders with an opportunity to realise the value of their WBL Shares in cash. If WBL Shareholders do not accept the WBL Offer, there is no guarantee that another opportunity will arise for them to realise the value of their WBL Shares.

⁵ Based on the business profile of WBL extracted from the Accounting and Corporate Regulatory Authority of Singapore on 15 November 2019.

5.3 Offeror's Intentions for WBL

The Offeror currently intends for WBL to continue with its existing business activities and has no current plans to (a) introduce any major changes to the business of the WBL Group, (b) re-deploy the WBL Group's fixed assets, or (c) discontinue the employment of the existing employees of any member of the WBL Group, in each case, other than in the ordinary and usual course of business. The Offeror however retains the flexibility at any time to consider options or opportunities which may present themselves.

6. COMPULSORY ACQUISITION

6.1 Right to compulsorily acquire WBL Shares

Pursuant to Section 215(1) of the Companies Act (Chapter 50 of Singapore) (the "**Companies Act**"), in the event that the Offeror receives valid acceptances pursuant to the WBL Offer and/or acquires WBL Shares otherwise than through valid acceptances of the WBL Offer in respect of not less than 90% of the total number of the WBL Shares (other than those already held by the Offeror, its related corporations or their respective nominees as at the WBL Offer Announcement Date and excluding any WBL Shares held in treasury), the Offeror would be entitled to exercise the right to compulsorily acquire all the WBL Shares of WBL Shareholders who have not accepted the WBL Offer (the "**Dissenting Shareholders**") at a price equal to the WBL Share Offer Price.

6.2 Right to require the Offeror to acquire WBL Shares

In addition, pursuant to Section 215(3) of the Companies Act, if the Offeror acquires such number of WBL Shares which, together with the WBL Shares held by it, its related corporations and their respective nominees, comprise 90% or more of the total number of issued WBL Shares, the Dissenting Shareholders will have a right to require the Offeror to acquire their WBL Shares at the WBL Share Offer Price. **Such Dissenting Shareholders who wish to exercise such a right are advised to seek their own independent legal advice.**

6.3 Offeror's Intentions

The Offeror, if and when entitled, intends to exercise its right of compulsory acquisition under Section 215(1) of the Companies Act.

7. DISCLOSURE OF SHAREHOLDINGS AND DEALINGS

7.1 Shareholdings

As at the WBL Offer Announcement Date, based on the latest information available to the Offeror, save as set out in the Appendix to this Announcement, none of (a) the Offeror and its directors; (b) Yanlord Commercial and its directors; (c) Yanlord and its directors; and (d) DBS Bank (collectively, the "**Relevant Persons**") owns, controls or has agreed to acquire any (i) WBL Shares, (ii) securities which carry voting rights in WBL, or (iii) convertible securities,

warrants, options or derivatives in respect of the WBL Shares or securities which carry voting rights in WBL (collectively, "**WBL Securities**").

7.2 **Other Arrangements**

As at the WBL Offer Announcement Date, the WBL Shares which are owned by the Offeror are charged in favour of DBS Bank.

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

- (a) entered into any arrangement (whether by way of option, indemnity or otherwise) in relation to any WBL Securities or the securities of the Offeror which might be material to the WBL Offer;
- (b) granted any security interest relating to any WBL Securities to another person, whether through a charge, pledge or otherwise;
- (c) borrowed any WBL Securities from another person (excluding borrowed WBL Securities which have been on-lent or sold); or
- (d) lent any WBL Securities to another person.

7.3 **No Irrevocable Commitment**

As at the WBL Offer Announcement Date and based on the latest information available to the Offeror, none of the Relevant Persons has received any irrevocable commitment from any party to accept the WBL Offer.

7.4 **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 WBL Offer. Similarly, DBS Bank also has not made enquiries in respect of certain other parties who are or may be presumed to be acting in concert with DBS Bank in connection with the WBL Offer. Further enquiries will be made of such persons after the WBL Offer Announcement Date and the relevant disclosures, if any, will be made in due course and in the WBL Offer Document.

7.5 **Disclosure of Dealings**

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

8. CONFIRMATION OF FINANCIAL RESOURCES

DBS Bank, as financial adviser to the Offeror in connection with the WBL Offer, confirms that sufficient financial resources are available to the Offeror to satisfy full acceptance of the WBL Offer by the holders of the WBL Offer Shares on the basis of the WBL Share Offer Price.

9. OVERSEAS SHAREHOLDERS OF WBL

9.1 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 applicable law. The WBL Offer will be made solely by the WBL Offer Document and the relevant form(s) of acceptance accompanying the WBL Offer Document, which will contain the full terms and conditions of the WBL Offer, including details of how the WBL Offer may be accepted. For the avoidance of doubt, the WBL Offer shall be open to all WBL Shareholders holding the relevant WBL Shares, including those to whom the WBL 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 WBL Offer 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 WBL Offer 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 WBL Offer (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 WBL Offer will not be capable of acceptance by any such use, means, instrumentality or facilities.

9.2 Overseas Shareholders of WBL

The availability of the WBL Offer to WBL Shareholders whose addresses are outside Singapore as shown in the register of members of WBL (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 WBL Offer Document.

The Offeror and DBS Bank each reserves the right to notify any matter, including the fact that the WBL Offer has been made, to any or all WBL Shareholders 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 WBL Shareholder to receive or see such announcement, notice or advertisement.

10. WBL OFFER DOCUMENT

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

11. 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 in this Announcement has been extracted or reproduced from published or publicly available sources or obtained from UEL, WBL and their respective subsidiaries, the sole responsibility of the directors of the Offeror has been to ensure, through reasonable enquiries, that such information is accurately 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 responsibility accordingly.

Issued by
DBS BANK LTD.

For and on behalf of
YANLORD INVESTMENT (SINGAPORE) PTE. LTD.
16 November 2019

Any enquiries relating to this Announcement or the WBL Offer should be directed during office hours to:

DBS Bank Ltd.
Strategic Advisory
Tel: +65 6878 8563

ANNOUNCEMENTS

This Announcement and all future announcements relating to or in connection with the WBL Offer will be posted on UEL's corporate website at <https://uel.sg/>.

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. WBL Shareholders and investors should not place undue reliance on such forward-looking statements, and none of the Offeror, Yanlord or DBS Bank 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.

APPENDIX

DETAILS OF WBL SHARES HELD BY RELEVANT PERSONS

Name	No. of WBL Shares	% ⁽¹⁾
Offeror	84,078,988	29.90

Note:

⁽¹⁾ Calculated based on 281,200,630 WBL Shares in issue and rounded to the nearest two decimal places.