

MANDATORY CONDITIONAL CASH OFFER

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

and

MANDATORY UNCONDITIONAL CASH OFFER

to acquire all the issued and paid-up 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



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)

**LEVEL OF ACCEPTANCES OF UEL OFFERS
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1. INTRODUCTION

DBS Bank Ltd. ("**DBS Bank**") refers to:

- (a) the offer document dated 13 November 2019 (the "**Offer Document**") issued by DBS Bank, for and on behalf of Yanlord Investment (Singapore) Pte. Ltd. (the "**Offeror**"), in relation to:
 - (i) the 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 (the "**Ordinary Offer Shares**") in accordance with Rule 14 of the Singapore Code on Take-overs and Mergers (the "**Code**") (the "**Ordinary Share Offer**"); and

(ii) the comparable offer for all the issued and paid-up preference shares in the capital of UEL (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 (the "**Preference Offer Shares**") in accordance with Rule 18 of the Code (the "**Preference Share Offer**" and together with the Ordinary Share Offer, the "**UEL Offers**"); and

(b) the notification of revision dated 21 November 2019 issued by DBS Bank, for and on behalf of the Offeror, in relation to the revision of the Ordinary Share Offer Price to S\$2.70 in cash for each Ordinary Offer Share and the revision of the Preference Share Offer Price to S\$2.70 in cash for each Preference Offer Share (the "**Notification of Revision**").

All capitalised terms used and not defined in this announcement (this "**Announcement**") shall have the same meanings given to them in the Offer Document, unless otherwise expressly stated or the context otherwise requires.

2. LEVEL OF ACCEPTANCES

2.1 Ordinary Share Offer

DBS Bank wishes to announce, for and on behalf of the Offeror, that:

- (a) **Acceptances of the Ordinary Share Offer.** As at 5.00 p.m. (Singapore time) on 16 December 2019, the Offeror has received valid acceptances amounting to 188,692,889 UEL Ordinary Shares, representing approximately 29.60%¹ of the total number of UEL Ordinary Shares.
- (b) **UEL Ordinary Shares held on or before the Offer Announcement Date.** As at the Offer Announcement Date, the Offeror and parties acting in concert with it owned, controlled or had agreed to acquire 224,872,206 UEL Ordinary Shares, representing approximately 35.27% of the total number of UEL Ordinary Shares.
- (c) **UEL Ordinary Shares acquired or agreed to be acquired after the Offer Announcement Date and up to 5.00 p.m. (Singapore time) on 16 December 2019 (other than pursuant to valid acceptances of the Ordinary Share Offer).** Following the Offer Announcement Date and up to 5.00 p.m. (Singapore time) on 16 December 2019, save for the acquisitions of an aggregate of 103,207,292 UEL Ordinary Shares,

¹ All percentage shareholdings of UEL Ordinary Shares in this Announcement are computed on the basis of 637,520,399 UEL Ordinary Shares, and rounded to the nearest two (2) decimal places.

representing approximately 16.19% of the total number of UEL Ordinary Shares², the Offeror and parties acting in concert with it have not acquired or agreed to acquire any UEL Ordinary Shares (other than pursuant to valid acceptances of the Ordinary Share Offer).

2.2 Preference Share Offer

DBS Bank wishes to announce, for and on behalf of the Offeror, that:

- (a) **Acceptances of the Preference Share Offer.** As at 5.00 p.m. (Singapore time) on 16 December 2019, the Offeror has received valid acceptances amounting to 12,642 UEL Preference Shares, representing approximately 1.44%³ of the total number of UEL Preference Shares.
- (b) **UEL Preference Shares held on or before the Offer Announcement Date.** As at the Offer Announcement Date, the Offeror and parties acting in concert with it owned, controlled or had agreed to acquire 854,993 UEL Preference Shares, representing approximately 97.71% of the total number of UEL Preference Shares.
- (c) **UEL Preference Shares acquired or agreed to be acquired after the Offer Announcement Date and up to 5.00 p.m. (Singapore time) on 16 December 2019 (other than pursuant to valid acceptances of the Preference Share Offer).** Following the Offer Announcement Date and up to 5.00 p.m. (Singapore time) on 16 December 2019, the Offeror and parties acting in concert with it have not acquired or agreed to acquire any UEL Preference Shares (other than pursuant to valid acceptances of the Preference Share Offer).

3. RESULTANT SHAREHOLDING

Accordingly, as at 5.00 p.m. (Singapore time) on 16 December 2019:

- (a) the total number of (i) UEL Ordinary Shares owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it; and (ii) valid acceptances of the Ordinary Share Offer, amount to an aggregate of 516,772,387 UEL Ordinary Shares, representing approximately 81.06% of the total number of UEL Ordinary Shares; and
- (b) the total number of (i) UEL Preference Shares owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it; and (ii) valid acceptances of the Preference Share Offer, amount to an aggregate of 867,635 UEL Preference Shares, representing approximately 99.16% of the total number of UEL Preference Shares.

² As stated in the announcements released by DBS Bank, for and on behalf of the Offeror, on 12 November 2019, 13 November 2019, 14 November 2019 and 15 November 2019, an aggregate of 103,207,292 UEL Ordinary Shares were acquired by Yanlord Commercial Property Investments Pte. Ltd. ("YCPI") on behalf of the Offeror. All of the UEL Ordinary Shares acquired by YCPI on behalf of the Offeror have been transferred to the Offeror.

³ All percentage shareholdings of UEL Preference Shares in this Announcement are computed on the basis of 875,000 UEL Preference Shares, and rounded to the nearest two (2) decimal places.

4. LISTING STATUS AND COMPULSORY ACQUISITION

In paragraph 9.3 of the Offer Announcement, it is stated that:

"It is the current intention of the Offeror to maintain the present listing status of UEL on the Main Board 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 Free Float Requirement at the close of the UEL Offers, the Offeror reserves the right to re-evaluate its position, including its right of compulsory acquisition (if applicable) as described in paragraph 9.2 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".

A similar statement is also set out in paragraph 10.3 of the Offer Document.

The Offeror has noted and is grateful for the strong support for the UEL Offers. Having evaluated its current level of shareholding in UEL Shares as disclosed in paragraph 3 above, the Offeror has decided that in the event that the Free Float Requirement is not satisfied, the Offeror does not intend to preserve the listing status of UEL and has no intention of undertaking or supporting any action to satisfy the Free Float Requirement and/or for any trading suspension of the UEL Shares by the SGX-ST to be lifted. Furthermore, the Offeror, if and when entitled, intends to exercise its rights of compulsory acquisition under Section 215(1) of the Companies Act.

The Offeror will send a written notification to Shareholders to inform them of the aforesaid position (the "**Written Notification**") and it will keep the UEL Offers open for at least 14 days following the Notification Date (as defined below). Shareholders who have accepted any of the UEL Offers prior to the Notification Date will have the right (if they so choose) to withdraw their acceptances within eight (8) days of the Notification Date, in which case they will be required to repay any cash consideration received by them for their UEL Shares to the Offeror in order to effect the withdrawal of their acceptances.

5. DESPATCH OF WRITTEN NOTIFICATION

DBS Bank wishes to announce, for and on behalf of the Offeror, that the Written Notification has been despatched to Shareholders today, 16 December 2019 (the "**Notification Date**").

NO ACTION is required to be taken by Shareholders who have accepted the UEL Offers prior to the Notification Date and who do not wish to withdraw their acceptances, regardless of whether they have received the cash consideration or are awaiting payment of the cash consideration.

An electronic copy of the Written Notification is available on the website of the SGX-ST at www.sgx.com.

6. EXTENSION OF CLOSING DATES

As stated in paragraph 4 above, the UEL Offers will be kept open for at least 14 days following the Notification Date.

Accordingly, DBS Bank wishes to announce, for and behalf of the Offeror, that the Ordinary Share Offer Closing Date is extended from 5.30 p.m. (Singapore time) on 26 December 2019 to **5.30 p.m. on 30 December 2019 or such later date(s) as may be announced from time to time by or on behalf of the Offeror** (the "**Extended Ordinary Share Offer Closing Date**").

The Preference Share Offer Closing Date is also extended from 5.30 p.m. (Singapore time) on 26 December 2019 to **5.30 p.m. on 30 December 2019 or such later date(s) as may be announced from time to time by or on behalf of the Offeror** (the "**Extended Preference Share Offer Closing Date**").

7. OTHER TERMS

Save as set out in this Announcement and the Written Notification, all other terms and conditions of the Ordinary Share Offer and the Preference Share Offer as set out in the Offer Document and the Notification of Revision remain unchanged.

8. PROCEDURES FOR ACCEPTANCE

Shareholders who wish to accept the Ordinary Share Offer and/or the Preference Share Offer but have not done so should complete, sign and forward their FAA and/or FAT (as the case may be) and all other relevant documents as soon as possible so as to reach the Offeror no later than 5.30 p.m. (Singapore time) on the Extended Ordinary Share Offer Closing Date or the Extended Preference Share Offer Closing Date (as the case may be).

Shareholders who have not received or who have misplaced the Offer Document, the FAA and/or the FAT (as the case may be) should contact CDP (for Shareholders whose Securities Accounts are and/or will be credited with UEL Shares ("**Depositors**")) or Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) (for Shareholders whose names appear in the register of members of UEL ("**Scrip Shareholders**")), as the case may be, immediately at the following respective addresses:

The Central Depository (Pte) Limited

9 North Buona Vista Drive
#01-19/20 The Metropolis
Singapore 138588

**Tricor Barbinder Share Registration
Services**

(a division of Tricor Singapore Pte. Ltd.)
80 Robinson Road, #11-02
Singapore 068898

Copies of the Offer Document and the FAA may be obtained by Depositors from CDP during normal business hours and up to 5.30 p.m. (Singapore time) on the Extended Ordinary Share Offer Closing Date or the Extended Preference Share Offer Closing Date (as the case may be),

upon production of satisfactory evidence that they are Depositors or have purchased the Offer Shares on the SGX-ST (as the case may be).

Copies of the Offer Document and the FAT may be obtained by Scrip Shareholders from Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) during normal business hours and up to 5.30 p.m. (Singapore time) on the Extended Ordinary Share Offer Closing Date or the Extended Preference Share Offer Closing Date (as the case may be), upon production of satisfactory evidence that they are Shareholders.

Electronic copies of the Offer Document, the FAA and the FAT are also available on the website of the SGX-ST at www.sgx.com.

9. 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 December 2019

Any enquiries relating to this Announcement (including the withdrawal of acceptances of the UEL Offers) or the UEL Offers should be directed during office hours to:

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

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 and investors should not place undue reliance on such forward-looking statements, and none of the Offeror, YCPI, Yanlord Land Group Limited 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.