



DBS BANK LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No.: 196800306E)

16 December 2019

To: The holders of Ordinary Offer Shares and Preference Offer Shares of United Engineers Limited

Dear Sir / Madam

**NOTIFICATION IN RELATION TO
(1) MANDATORY CONDITIONAL CASH OFFER FOR THE ORDINARY OFFER SHARES; AND
(2) MANDATORY UNCONDITIONAL CASH OFFER FOR THE PREFERENCE OFFER SHARES,
BY DBS BANK LTD. ("DBS BANK"), FOR AND ON BEHALF OF
YANLORD INVESTMENT (SINGAPORE) PTE. LTD. (THE "OFFEROR")**

1. INTRODUCTION

We refer to:

- (a) the formal offer document dated 13 November 2019 (the "**Offer Document**") containing, *inter alia*, the details of the following:
 - (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 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 herein shall have the same meanings given to them in the Offer Document, unless otherwise expressly stated or the context otherwise requires.

2. NOTIFICATION ANNOUNCEMENT

- 2.1 On 16 December 2019, DBS Bank, for and on behalf of the Offeror, released an announcement (the "**Notification Announcement**") relating to, *inter alia*, the Offeror's position with respect to the listing status of UEL and the exercise of its right of compulsory acquisition.
- 2.2 Electronic copies of this notification dated 16 December 2019 (this "**Notification**"), the Notification Announcement, the Offer Document and the Notification of Revision are also available on the website of the SGX-ST at www.sgx.com.
- 2.2 In order to make a fully informed decision as to whether or not to accept the Ordinary Share Offer and/or the Preference Share Offer, you are encouraged to read, in their entirety, this Notification, the Notification Announcement, the Offer Document, the Notification of Revision and such other announcements made by or on behalf of the Offeror from time to time.

3. 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, 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 is sending this Notification to Shareholders to inform them of the aforesaid position and it will keep the UEL Offers open for at least 14 days following the date of posting of this Notification (the "**Notification Date**"). 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.

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.

4. EXTENSION OF CLOSING DATES

As stated in paragraph 3 above, the UEL Offers must be kept open for at least 14 days following the Notification Date.

Accordingly, 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 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.**

5. OTHER TERMS

Save as set out in this Notification and the Notification Announcement, 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.

6. NO MATERIAL CHANGE IN INFORMATION

Save as disclosed in this Notification, the Offer Document, the Notification of Revision and announcements released by or on behalf of the Offeror on the SGX-ST (including, *inter alia*, the Notification Announcement), and save for publicly available information on the Yanlord Group and the UEL Group, as far as the Offeror is aware, there has been no material change in any information previously published by or on behalf of the Offeror during the period commencing from 25 October 2019 (being the Offer Announcement Date) and ending on the date of this Notification

7. DIRECTORS' RESPONSIBILITY STATEMENT

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

Where any information in this Notification 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 Notification.

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

Yours faithfully,
DBS BANK LTD.

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

Any enquiries relating to this Notification (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 Notification 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, Yanlord Commercial Property Investments Pte. Ltd., 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.