

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)

DESPATCH OF DOCUMENTS RELATING TO COMPULSORY ACQUISITION OF UEL ORDINARY SHARES PURSUANT TO SECTION 215(1) OF THE COMPANIES ACT AND RIGHTS OF HOLDERS OF UEL ORDINARY SHARES UNDER SECTION 215(3) OF THE COMPANIES ACT

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 connection with:
 - (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 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**");
- (b) the announcement released by DBS Bank, for and on behalf of the Offeror, on 15 November 2019 in relation to, *inter alia*, the Ordinary Share Offer becoming unconditional as to acceptances and being declared to be unconditional in all respects;
- (c) the notification of revision dated 21 November 2019 (the "**Notification of Revision**") 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 (the "**Final Ordinary Share Offer Price**") and the revision of the Preference Share Offer Price to S\$2.70 in cash for each Preference Offer Share;
- (d) the notification dated 16 December 2019 issued by DBS Bank, for and on behalf of the Offeror, in relation to, *inter alia*, the Offeror's position with respect to the listing status of UEL and the exercise of its right of compulsory acquisition under Section 215(1) of the Companies Act;
- (e) the announcement released by DBS Bank, for and on behalf of the Offeror, on 27 December 2019 in relation to, *inter alia*:
 - (i) the non-satisfaction of the Free Float Requirement and the Offeror's intention to take steps to delist UEL from the SGX-ST following the close of the UEL Offers; and
 - (ii) the rights of holders of UEL Ordinary Shares under Section 215(3) of the Companies Act;
- (f) the announcement released by DBS Bank, for and on behalf of the Offeror, on 30 December 2019 in relation to, *inter alia*, the extension of the Ordinary Share Offer Closing Date and the Preference Share Offer Closing Date; and
- (g) the announcement released by DBS Bank, for and on behalf of the Offeror, on 2 January 2020 in relation to, *inter alia*, the Offeror's entitlement to exercise its right of compulsory acquisition under Section 215(1) of the Companies Act in respect of the UEL Ordinary Shares, and the final Ordinary Share Offer Closing Date (the "**Final Ordinary Share Offer Closing Date**") and final Preference Share Offer Closing Date of 20 January 2020 (the "**Compulsory Acquisition Announcement**").

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. **DESPATCH OF DOCUMENTS RELATING TO COMPULSORY ACQUISITION**

As stated in the Compulsory Acquisition Announcement, the Offeror is entitled to, and intends to, exercise its right to compulsorily acquire all the UEL Ordinary Shares of holders of UEL Ordinary Shares who have not accepted the Ordinary Share Offer (the "**Non-Assenting Ordinary Shareholders**") pursuant to Section 215(1) of the Companies Act, at a price equal to the Final Ordinary Share Offer Price for each UEL Ordinary Share.

Accordingly, the Offeror has today despatched to the Non-Assenting Ordinary Shareholders the following documents:

- (a) a letter in relation to, *inter alia*, (i) the exercise of the Offeror's right of compulsory acquisition under Section 215(1) of the Companies Act; and (ii) the right of Non-Assenting Ordinary Shareholders under Section 215(3) of the Companies Act to require the Offeror to acquire the UEL Ordinary Shares held by them, in each case, on the same terms as those set out in the Offer Document and the Notification of Revision (the "**Letter**");
- (b) the relevant notice in the form prescribed under the Companies Act in relation to Section 215(1) of the Companies Act, namely Form 57 ("**Form 57**"); and
- (c) the relevant notice in the form prescribed under the Companies Act in relation to Section 215(3) of the Companies Act, namely Form 58 ("**Form 58**").

Electronic copies of the Letter, Form 57 and Form 58 are available on the website of the SGX-ST at www.sgx.com.

As the Offeror will be proceeding to compulsorily acquire all the UEL Ordinary Shares of the Non-Assenting Ordinary Shareholders pursuant to Section 215(1) of the Companies Act, the Non-Assenting Ordinary Shareholders need not take any action in relation to Form 58 (in relation to Section 215(3) of the Companies Act). Non-Assenting Ordinary Shareholders who wish to exercise their rights under Section 215(3) of the Companies Act are advised to seek their own independent legal and financial advice.

For the avoidance of doubt, holders of UEL Ordinary Shares who have already tendered all their UEL Ordinary Shares in acceptance of the Ordinary Share Offer or who will be tendering all their UEL Ordinary Shares in acceptance of the Ordinary Share Offer between the date of this Announcement and the Final Ordinary Share Offer Closing Date may disregard the Letter, Form 57 and Form 58.

Any holder of UEL Ordinary Shares who is in doubt in relation to the matters referred to in this Announcement or as to the action he/she should take should consult his/her stockbroker, bank manager, solicitor or other professional adviser immediately.

3. 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 January 2020

Any enquiries relating to this Announcement or the UEL Offers should be directed during office hours to:

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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, Yanlord Commercial, 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.