

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:

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, 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.



仁恒
YANLORD

YANLORD INVESTMENT (SINGAPORE) PTE. LTD.

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

16 January 2020

To: The holders of UEL Ordinary Shares of United Engineers Limited

Dear Sir/Madam

COMPULSORY ACQUISITION OF UEL ORDINARY SHARES BY YANLORD INVESTMENT (SINGAPORE) PTE. LTD. PURSUANT TO SECTION 215(1) OF THE COMPANIES ACT (CHAPTER 50 OF SINGAPORE) (THE "COMPANIES ACT") AND RIGHTS OF HOLDERS OF UEL ORDINARY SHARES UNDER SECTION 215(3) OF THE COMPANIES ACT

1. INTRODUCTION

1.1 **UEL Offers.** We, Yanlord Investment (Singapore) Pte. Ltd. (the "**Offeror**"), refer to:

- (a) the offer document dated 13 November 2019 (the "**Offer Document**") issued by DBS Bank Ltd. ("**DBS Bank**"), for and on behalf of 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;
- (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 and final Preference Share Offer Closing Date (the "**Compulsory Acquisition Announcement**").

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

- 1.2 **Compulsory Acquisition.** As stated in the Compulsory Acquisition Announcement, as at 5.00 p.m. (Singapore time) on 2 January 2020, the Offeror has received valid acceptances of the Ordinary Share Offer and acquired such number of UEL Ordinary Shares otherwise than through valid acceptances of the Ordinary Share Offer in respect of not less than 90% of the total number of UEL Ordinary Shares (other than those already held by the Offeror, its related corporations or their respective nominees as at the date of the Ordinary Share Offer and excluding any UEL Ordinary Shares held in treasury). Accordingly, the Offeror is entitled to, and intends to, exercise its right of compulsory acquisition under Section 215(1) of the Companies Act at the Final Ordinary Share Offer Price of **S\$2.70** in cash for each Ordinary Offer Share (the aggregate amount payable, the "**Consideration**").
- 1.3 **Non-Acceptance of the Ordinary Share Offer.** According to the records as at 13 January 2020 maintained by The Central Depository (Pte) Limited ("**CDP**") and/or Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.), as the case may be, you have not accepted the Ordinary Share Offer in respect of your UEL Ordinary Shares. Accordingly, we are writing to inform you that the Offeror wishes to exercise its right of compulsory acquisition to acquire all the UEL Ordinary Shares held by you at the Final Ordinary Share Offer Price of **S\$2.70** in cash for each Ordinary Offer Share. We enclose, for this purpose, a Notice to Dissenting Shareholder in the form prescribed under the Companies Act ("**Form 57**").

PLEASE DISREGARD THIS LETTER AND THE ACCOMPANYING FORM 57 AND FORM 58 (AS DEFINED BELOW) IF YOU HAVE ALREADY (A) VALIDLY ACCEPTED THE ORDINARY SHARE OFFER IN RESPECT OF ALL YOUR UEL ORDINARY SHARES OR (B) SOLD ALL YOUR UEL ORDINARY SHARES PRIOR TO THE DATE OF THIS LETTER.

- 1.4 **Final Ordinary Share Offer Closing Date.** As stated in the Compulsory Acquisition Announcement, the Ordinary Share Offer will close at 5.30 p.m. (Singapore time) on 20 January 2020 (the "**Final Ordinary Share Offer Closing Date**"). If you wish to accept the Ordinary Share Offer but have not done so, you should complete, sign and forward your FAA or FAT (as the case may be) and all other relevant documents as soon as possible so as to reach CDP or Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) (as the case may be) no later than 5.30 p.m. (Singapore time) on the Final Ordinary Share Offer Closing Date. Any acceptances received after 5.30 p.m. on the Final Ordinary Share Offer Closing Date will be rejected.
- 1.5 **Consultation.** If you are in any doubt about any of the matters referred to in this Letter or the action you should take, you should consult your stockbroker, bank manager, solicitor or other professional adviser immediately.

2. COMPULSORY ACQUISITION UNDER SECTION 215(1) OF THE COMPANIES ACT

- 2.1 **Compulsory Acquisition.** The Offeror will exercise its right of compulsory acquisition under Section 215(1) of the Companies Act to acquire all the UEL Ordinary Shares held by you on or

after 17 February 2020 (the “**Transfer Date**”), being the date after the expiry of one (1) month from the date on which Form 57 is given, subject to and on the terms set out in the enclosed Form 57.

2.2 **Registration of Transfer.** Upon the payment of the Consideration to UEL by the Offeror, UEL will cause to be transferred to the Offeror all the UEL Ordinary Shares held by you and register the Offeror as the holder of all those UEL Ordinary Shares as soon as practicable. The Consideration in respect of all the UEL Ordinary Shares held by you will be credited by UEL into a separate bank account and held by UEL on trust for you and paid to you in accordance with the settlement procedures set out in paragraph 2.3 below.

2.3 **Settlement.** Subject to and in accordance with the provisions of Section 215(1) of the Companies Act and the terms set out in the enclosed Form 57, as soon as practicable after the Transfer Date:

(a) if your UEL Ordinary Shares are held through a Securities Account maintained with CDP, CDP will, on behalf of UEL, despatch remittances in the form of S\$ cheques for the appropriate amount of the Consideration payable in respect of your UEL Ordinary Shares to your address as it appears in the records of CDP by ordinary post, or by such other manner as you may have agreed with CDP for the payment of any cash distribution (or, if you hold UEL Ordinary Shares which are not deposited with CDP, to your designated agents, as you may direct), in each case at your own risk; and

(b) if your UEL Ordinary Shares are held in scrip form, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) will, on behalf of UEL, despatch a cheque for the appropriate amount of the Consideration payable in respect of your UEL Ordinary Shares to you by ordinary post, at your own risk, to your address as it appears in the register of members of UEL as maintained by Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.).

2.4 **No Action Needed.** No action needs to be taken by you in relation to Form 57 to entitle you to payment, which will be made to you in accordance with paragraphs 2.2 and 2.3 above.

3. RIGHTS OF HOLDERS OF UEL ORDINARY SHARES UNDER SECTION 215(3) OF THE COMPANIES ACT

3.1 **Non-Assenting Shareholder.** Under and subject to Section 215(3) of the Companies Act, you have the right to require the Offeror to acquire your UEL Ordinary Shares. In connection with the foregoing, a Notice to Non-Assenting Shareholder in the form prescribed under the Companies Act (“**Form 58**”) addressed to you is enclosed with this Letter. You may, within three (3) months from the date of the Form 58 (that is, on or before 16 April 2020), require the Offeror to acquire your UEL Ordinary Shares and the Offeror shall be entitled and bound to acquire those UEL Ordinary Shares on the same terms as those set out in the Offer Document and the Notification of Revision.

3.2 **No Action Needed.** As the Offeror would be proceeding to compulsorily acquire your UEL Ordinary Shares pursuant to Section 215(1) of the Companies Act as described in paragraph 2 above, you need not take any action in relation to Form 58. 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.

4. OTHERS

Any enquiries relating to this Letter or the Ordinary Share Offer should be directed during office hours to:

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

Yours faithfully

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



Zhong Ming
Director

THE COMPANIES ACT
(CHAPTER 50)

THE COMPANIES REGULATIONS
SECTION 215(1)/
REGULATION 11(1)

NOTICE TO DISSENTING SHAREHOLDER

FORM

57

Name of Company : UNITED ENGINEERS LIMITED
Company No. : 191200018G

To the dissenting holders of ordinary stock units in the capital of UNITED ENGINEERS LIMITED

In this notice:-

UNITED ENGINEERS LIMITED is referred to as “**the transferor company**”, and

YANLORD INVESTMENT (SINGAPORE) PTE. LTD. is referred to as “**the transferee**”.

On 13 November 2019, the transferee made an offer to all the holders of ordinary stock units in the transferor company. The final offer price for each ordinary stock unit in the transferor company was S\$2.70 in cash.

Up to 2 January 2020 (being a date within four (4) months after the making of the offer in that behalf by the transferee), the offer was approved by the holders of not less than nine-tenths of the total number of ordinary stock units in the transferor company (other than ordinary stock units already held by the transferee, its related corporations or their respective nominees as at the date of the offer and excluding any ordinary stock units held in treasury).

The transferee hereby gives you notice, in pursuance of section 215 of the Companies Act, that it desires to acquire the ordinary stock units held by you in the transferor company.

You are entitled within one (1) month after the date of this notice to require the transferee, by demand in writing served on it, to supply you with a statement of the names and addresses of all other dissenting shareholders, and the transferee will not be entitled or bound to acquire the ordinary stock units of those dissenting shareholders until 14 days after the posting to you of the statement of those names and addresses.

Unless upon an application made to the High Court by you –

- (a) on or before 16 February 2020 (being one (1) month from the date of this notice); or
- (b) on a date within 14 days of a statement being supplied to you pursuant to section 215(2) of the Companies Act,

whichever is the later date, the High Court orders otherwise, the transferee will, in pursuance of those provisions, be entitled and bound to acquire the ordinary stock units held by you in the transferor company on the terms, which, under the scheme or contract to which the abovementioned offer relates, the ordinary stock units of the approving holders of ordinary stock units in the transferor company are to be transferred to the transferee.

Dated this 16th day of January 2020

Signature: _____



Zhong Ming
Director
Yanlord Investment (Singapore) Pte. Ltd.

THE COMPANIES ACT
(CHAPTER 50)

THE COMPANIES REGULATIONS
SECTION 215(3)/
REGULATION 11(2)

NOTICE TO NON-ASSENTING SHAREHOLDER

FORM

58

Name of Company : UNITED ENGINEERS LIMITED
Company No. : 191200018G

To the non-assenting holders of ordinary stock units in the capital of UNITED ENGINEERS LIMITED

In this notice:-

UNITED ENGINEERS LIMITED is referred to as “**the transferor company**”, and

YANLORD INVESTMENT (SINGAPORE) PTE. LTD. is referred to as “**the transferee**”.


A scheme or contract involving the transfer of ordinary stock units in the transferor company to the transferee was, up to 26 December 2019 (being a date within four (4) months after the making of the offer in that behalf by the transferee), approved by the holders of not less than nine-tenths of the total number of ordinary stock units in the transferor company.

In pursuance of that scheme or contract, an aggregate of 352,719,341 ordinary stock units were, up to 2 January 2020, transferred to the transferee or its nominee.

The transferee hereby gives you notice, in pursuance of section 215 of the Companies Act, that those ordinary stock units together with such other ordinary stock units already held by the transferee, its related corporations or their respective nominees at the last mentioned date comprise or include nine-tenths of the total number of ordinary stock units in the transferor company.

In pursuance of the abovementioned provisions you may, within three (3) months from the giving of this notice, give notice that you require the transferee to acquire your holding of ordinary stock units in the transferor company, and if you give that notice the transferee will be entitled and bound to acquire those ordinary stock units on the terms on which under the scheme or contract the ordinary stock units of the approving holders of ordinary stock units in the transferor company were transferred to it, or on such other terms as are agreed or as the High Court on application made to it by you or by the transferee thinks fit to enter.

Dated this 16th day of January 2020

Signature: 

Zhong Ming
Director
Yanlord Investment (Singapore) Pte. Ltd.