

## 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



### UNITED OVERSEAS BANK LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No.: 193500026Z)

for and on behalf of

### YANLORD PERENNIAL INVESTMENT (SINGAPORE) PTE. LTD.

(Incorporated in the Republic of Singapore)

(Company Registration No.: 201715887D)

## DESPATCH OF OFFER DOCUMENT

### 1. INTRODUCTION

United Overseas Bank Limited ("**UOB**"), refers to the announcement released by UOB, for and on behalf of Yanlord Perennial Investment (Singapore) Pte. Ltd. (the "**Offeror**"), on 13 July 2017 in relation to, *inter alia*:

- (a) the mandatory conditional cash offer for all the issued and paid-up ordinary stock units (the "**UEL Ordinary Shares**") in the capital of United Engineers Limited ("the **Company**") other than those already owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with the Offeror ("**Ordinary Offer Shares**") in accordance with Rule 14 of the Singapore Code on Take-Over and Mergers (the "**Code**") (the "**Ordinary Share Offer**"); and
- (b) the comparable offer for all the issued and paid-up preference shares in the capital of the Company (the "**UEL Preference Shares**", and together with the UEL Ordinary Shares, the "**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**", and together with the Ordinary Offer Shares, the "**Offer Shares**") in accordance with Rule 18 of the Code (the "**Preference Share Offer**" and together with the Ordinary Share Offer, the "**Offers**").

All capitalised terms used in this announcement (the "**Announcement**") shall have the same meanings as defined in the Offer Document (as defined herein), unless otherwise expressly stated or the context otherwise requires.

## 2. **DESPATCH OF OFFER DOCUMENT**

UOB wishes to announce, for and on behalf of the Offeror, that the offer document dated 1 August 2017 (the "**Offer Document**") which contains, *inter alia*, details of the Offers, together with the accompanying Forms of Acceptance and Authorisation for Ordinary Offer Shares and Preference Offer Shares ("**FAA**") and/or Forms of Acceptance and Transfer for Ordinary Offer Shares and Preference Offer Shares ("**FAT**"), have been despatched today to the shareholders of the Company ("**Shareholders**").

Electronic copies of the Offer Document, FAA and FAT are available on the website of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") at [www.sgx.com](http://www.sgx.com).

## 3. **REQUEST FOR OFFER DOCUMENT AND ACCEPTANCE FORMS**

### **Request by Depositors**

Shareholders whose securities accounts with The Central Depository (Pte) Limited ("**CDP**") are credited with Shares ("**Depositors**") who do not receive the Offer Document and/or the FAA within a week from the date of this Announcement should contact CDP immediately at the address and telephone number set out below:

#### **The Central Depository (Pte) Limited**

9 North Buona Vista Drive  
#01-19/20  
The Metropolis  
Singapore 138588  
Tel: +65 6535 7511

Copies of the Offer Document and FAA may be obtained by Depositors from CDP during normal business hours and up to the Ordinary Share Offer Closing Date or the Preference Share Offer Closing Date (both as defined in paragraph 4 below) (as relevant) (the "**Closing Date**"), upon production of satisfactory evidence that they are Shareholders or have purchased the Offer Shares on the SGX-ST (as the case may be).

### **Request by Scrip Shareholders**

Shareholders whose names appear in the register of members of the Company ("**Scrip Shareholders**") who do not receive the Offer Document and/or the FAT should contact Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) immediately at the address and telephone number set out below:

#### **Tricor Barbinder Share Registration Services**

(a division of Tricor Singapore Pte. Ltd.)  
80 Robinson Road  
#11-02  
Singapore 068898  
Tel: +65 6236 3550 or +65 6236 3555

Copies of the Offer Document and 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 the Closing Date, upon production of satisfactory evidence that they are Shareholders.

#### 4. CLOSING DATE

**The Ordinary Share Offer will close at 5:30 p.m. (Singapore time) on 29 August 2017 or such later date(s) as may be announced from time to time by or on behalf of the Offeror (the "Ordinary Share Offer Closing Date").**

**The Preference Share Offer will close at 5:30 p.m. (Singapore time) on 29 August 2017 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").**

Full details of the procedures for acceptance of the Offers are set out in **Appendix V** to the Offer Document and in the accompanying FAA and/or FAT (as applicable).

#### 5. OVERSEAS SHAREHOLDERS

The availability of the Offers to Shareholders whose mailing addresses are outside Singapore as shown in the register of members of the Company or in the records of CDP (as the case may be) (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. Overseas Shareholders should also exercise caution in relation to the Offers, as the Offer Document, the FAA and the FAT have not been reviewed by any regulatory authority in any overseas jurisdictions. **Where there are potential restrictions on sending the Offer Document, the FAA and/or the FAT to any overseas jurisdiction, the Offeror, UOB and CDP each reserves the right not to send these documents to Shareholders in such overseas jurisdictions. For the avoidance of doubt, the Offers are open to all Shareholders, including those to whom the Offer Document, the FAA and/or the FAT have not been, or may not be, sent.**

Copies of the Offer Document and any other formal documentation relating to the Offers 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 Offers would violate the laws 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 Offers (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 Offers will not be capable of acceptance by any such use, means, instrumentality or facilities.

Overseas Shareholders may, nonetheless, obtain copies of the Offer Document, the FAA and/or the FAT and any related documents, during normal business hours and up to 5:30 p.m. (Singapore time) on the Closing Date, from the Offeror through its receiving agent, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.), at its office located at 80 Robinson Road, #11-02, Singapore 068898, or CDP at 9 North Buona Vista

Drive, #01-19/20 The Metropolis, Singapore 138588. Alternatively, an Overseas Shareholder may write to the Offeror through Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) at the address listed above to request for the Offer Document, the FAA and/or the FAT and any related documents to be sent to an address in Singapore by ordinary post at the Overseas Shareholder's own risk, up to three (3) Market Days prior to the Closing Date.

It is the responsibility of any Overseas Shareholder who wishes to (a) request for the Offer Document, the FAA and/or the FAT and/or any related documents, or (b) accept either or both of the Offers, to satisfy himself as to the full observance of the laws of the relevant jurisdiction in that connection, including the obtaining of any governmental or other consent which may be required, and compliance with all necessary formalities or legal requirements and the payment of any taxes, imposts, duties or other requisite payments due in such jurisdiction. Such Overseas Shareholder shall be liable for any such taxes, imposts, duties or other requisite payments payable and the Offeror and any person acting on its behalf (including UOB) shall be fully indemnified and held harmless by such Overseas Shareholder for any such taxes, imposts, duties or other requisite payments as the Offeror and/or any person acting on its behalf (including UOB) may be required to pay. In (i) requesting for the Offer Document, the FAA and/or the FAT and any related documents and/or (ii) accepting either or both of the Offers, the Overseas Shareholder represents and warrants to the Offeror and UOB that he is in full observance of the laws of the relevant jurisdiction in that connection, and that he is in full compliance with all necessary formalities or legal requirements. **Any Overseas Shareholder who is in any doubt about his position should consult his professional adviser in the relevant jurisdiction.**

The Offeror and UOB each reserves the right to notify any matter, including the fact that the Offers have been made, to any or all Overseas Shareholders by announcement to the SGX-ST or notice and if necessary, paid advertisement in a daily newspaper published and circulated in Singapore, in which case such notice shall be deemed to have been sufficiently given notwithstanding any failure by any Shareholder to receive or see such announcement, notice or advertisement.

## **6. INFORMATION PERTAINING TO CPFIS INVESTORS AND SRS INVESTORS**

Investors who have purchased Shares using their Central Provident Fund ("**CPF**") contributions pursuant to the CPF Investment Scheme ("**CPFIS**" and such investors, "**CPFIS Investors**") and investors who have purchased Shares using their Supplementary Retirement Scheme ("**SRS**") contributions pursuant to the SRS ("**SRS Investors**") should receive further information on how to accept either or both of the Offers from their respective agent banks included under the CPFIS ("**CPF Agent Banks**") and the SRS ("**SRS Agent Banks**"). CPFIS Investors and SRS Investors are advised to consult their respective CPF Agent Banks and SRS Agent Banks should they require further information, and if they are in any doubt as to the action they should take, CPFIS Investors and SRS Investors should seek independent professional advice. CPFIS Investors and SRS Investors who wish to accept either or both of the Offers are to reply to their respective CPF Agent Banks and SRS Agent Banks by the deadline stated in the letter from their respective CPF Agent Banks and SRS Agent Banks, which may be earlier than the Closing Date. CPFIS Investors and SRS Investors will receive the Offer Price(s) payable in respect of their Offer Shares validly tendered in acceptance of the Offer(s) through appropriate intermediaries in their respective CPF investment accounts and SRS investment accounts.

## **7. 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 has been extracted or reproduced from published or otherwise publicly available sources or obtained from UEL and its subsidiaries, the sole responsibility of the directors of the Offeror has been to ensure, through reasonable enquiries, that such information is accurately and correctly 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 full responsibility accordingly.

Issued by

**United Overseas Bank Limited**

For and on behalf of

**YANLORD PERENNIAL INVESTMENT (SINGAPORE) PTE. LTD.**

1 August 2017

Any inquiries relating to this Announcement of the Offers should be directed during office hours to the UOB helpline at (65) 6539 7066.

#### **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 neither the Offeror nor UOB 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.