

VOLUNTARY UNCONDITIONAL CASH OFFER

by



UNITED OVERSEAS BANK LIMITED

(Company Registration No.: 193500026Z)

(Incorporated in the Republic of Singapore)

for and on behalf of

UIC ENTERPRISE PTE LTD

(Company Registration No.: 198101542D)

(Incorporated in the Republic of Singapore)

to acquire all the issued and paid-up ordinary shares in the capital of

SINGAPORE LAND LIMITED

(Company Registration No.: 196300170C)

(Incorporated in the Republic of Singapore)

other than those shares held, directly or indirectly, by United Industrial Corporation Limited and its subsidiaries (including UIC Enterprise Pte Ltd) as at the date of the Offer

OFFER ANNOUNCEMENT

1. INTRODUCTION

United Overseas Bank Limited ("**UOB**") wishes to announce, for and on behalf of UIC Enterprise Pte Ltd (the "**Offeror**"), a wholly-owned subsidiary of United Industrial Corporation Limited ("**UIC**"), that the Offeror intends to make a voluntary unconditional cash offer (the "**Offer**") for all the issued and paid-up ordinary shares (the "**Shares**") in the capital of Singapore Land Limited (the "**Company**"), other than those Shares held, directly or indirectly, by UIC and its subsidiaries (including the Offeror) (the "**UIC Group**") as at the date of the Offer (the "**Offer Shares**").

2. THE OFFER

- 2.1 In accordance with Rule 15 of The Singapore Code on Take-overs and Mergers (the "**Code**"), and subject to the terms and conditions set out in the formal offer document to be issued by UOB for and on behalf of the Offeror (the "**Offer Document**"), the Offeror will make the Offer for the Offer Shares on the following basis:

For each Offer Share: S\$9.40 in cash (the "Offer Price**").**

- 2.2 The Offer Shares are to be acquired (a) fully paid, (b) free from all liens, equities, mortgages, charges, encumbrances, rights of pre-emption and other third party rights and interests of any nature whatsoever, and (c) together with all rights, benefits and entitlements attached thereto as at the date of this Announcement (the "**Offer Announcement Date**") and hereafter attaching thereto (including the right to receive and retain all dividends, other distributions and return of capital (if any) which may be announced, declared, paid or made thereon by the Company on or after the Offer Announcement Date). If any dividend, other distribution or return of capital is declared, paid or made by the Company on or after the Offer Announcement Date, the Offeror reserves the right to reduce the Offer Price by the amount of such dividend, distribution or return of capital paid or made by the Company to such shareholders of the Company ("**Shareholders**") who accepts or has accepted the Offer.
- 2.3 Without prejudice to the generality of the foregoing, the Offer Price has been determined on the basis that the Offer Shares will be acquired with the right to receive the first and final tax-exempt (one-tier) dividend of 20.0 cents per Share for the financial year ended 31 December 2013 proposed by the directors of the Company on 21 February 2014 (the "**FY2013 Dividend**") if the FY2013 Dividend is approved by the Shareholders.
- 2.4 Accordingly, the following will apply if the FY2013 Dividend is approved by the Shareholders:
- (a) if the settlement date in respect of the Offer Shares accepted pursuant to the Offer falls on or before the record date of the determination of entitlements to the FY2013 Dividend (the "**Record Date**"), the Offeror will pay the relevant accepting Shareholders the Offer Price for each Offer Share as the Offeror will receive the FY2013 Dividends in respect of those Offer Shares from the Company; and
- (b) if the settlement date in respect of the Offer Shares accepted pursuant to the Offer falls after the Record Date, the FY2013 Dividend will be deducted from the Offer Price payable for such Offer Shares as the Offeror will not receive the FY2013 Dividend in respect of those Offer Shares of the Company.
- 2.5 The Company has announced that the Share Transfer Books and Register of Members of the Company will be closed on 9 May 2014, for the preparation of the dividend warrants.
- 2.6 UIC owns or controls an aggregate of 331,448,384 Shares, representing approximately 80.36% of the total number of issued Shares¹ as at the Offer Announcement Date through its wholly-owned subsidiaries in the following proportion:

	No. of Shares	%
Offeror	245,652,688	59.56
UIC Development (Private) Limited	85,643,196	20.76
UIC Investment Pte Ltd	152,500	0.04
Total	331,448,384	80.36

- 2.7 **The Offer will be unconditional in all respects.**

¹ Unless otherwise stated, all references to the total number of issued Shares of the Company in this Announcement shall be to 412,477,559 Shares.

3. INFORMATION ON UIC AND THE OFFEROR

3.1 UIC

UIC is a company incorporated under the laws of Singapore on 3 July 1963 and was listed on the Main Board of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") on 17 March 1971. The principal activity of UIC is that of an investment holding company. The principal activities of the UIC Group consist of development of properties for investment and trading, investment holding, property management, investment in hotels and retail centres, trading in computers and related products, and provision of information technology services.

As at the Offer Announcement Date, UIC has an issued and paid-up capital of S\$1,403,772,076.11 consisting of 1,378,924,220 ordinary shares. The board of directors of UIC is comprised of:

- (a) Wee Cho Yaw (Non-Executive Chairman);
- (b) John Gokongwei, Jr. (Non-Executive Deputy Chairman);
- (c) Lim Hock San (President & Chief Executive Officer);
- (d) Antonio L. Go (Non-Executive and Independent Director);
- (e) James L. Go (Non-Executive Director);
- (f) Lance Yu Gokongwei (Non-Executive Director);
- (g) Gwee Lian Kheng (Non-Executive Director);
- (h) Hwang Soo Jin (Non-Executive and Independent Director);
- (i) Wee Ee Lim (Non-Executive Director);
- (j) Yang Soo Suan (Non-Executive and Independent Director); and
- (k) Yeo Khirn Hai Alvin (Non-Executive and Independent Director).

3.2 The Offeror

The Offeror is a company incorporated under the laws of Singapore on 9 April 1981, and is one of the investment holding companies and a wholly-owned subsidiary of UIC.

As at the Offer Announcement Date, the Offeror has an issued and paid-up capital of S\$1,099,999,982.00 consisting of 110,000,000 ordinary shares. The board of directors of the Offeror is comprised of:

- (a) Donald Quek Jee Kwee; and
- (b) Loy Chee Chang.

4. INFORMATION ON THE COMPANY

- 4.1 Based on publicly available information, the Company was incorporated under the laws of Singapore on 21 June 1963 and is listed on the Main Board of the SGX-ST. The principal activity of the Company is that of an investment holding company. The principal activities of the Company and its subsidiaries ("**Group**") consist of development of properties for investment and trading, investment holding, property management, and investment in hotels and retail centres.
- 4.2 As at the Offer Announcement Date, based on publicly available information, the Company has an issued and paid-up capital of S\$840,348,143.00 consisting of 412,477,559 Shares.
- 4.3 Based on publicly available information, as at the Offer Announcement Date:
- (a) the board of directors of the Company as at the Offer Announcement Date comprises the following:
 - (i) Wee Cho Yaw (Non-Executive Chairman);
 - (ii) John Gokongwei, Jr. (Non-Executive Deputy Chairman);
 - (iii) Lim Hock San (President & Chief Executive Officer);
 - (iv) James L. Go (Non-Executive Director);
 - (v) Lance Yu Gokongwei (Non-Executive Director);
 - (vi) Gwee Lian Kheng (Non-Executive Director);
 - (vii) Hwang Soo Jin (Non-Executive and Independent Director);
 - (viii) Roberto R. Romulo (Non-Executive and Independent Director);
 - (ix) Wee Ee Lim (Non-Executive Director);
 - (x) Yang Soo Suan (Non-Executive and Independent Director); and
 - (xi) Yeo Khirn Hai Alvin (Non-Executive and Independent Director);
 - (b) the Company has no shares held in treasury; and
 - (c) the Company has not granted any options or issued any rights, warrants or other securities convertible into, exercisable for or redeemable with any Shares.

5. RATIONALE FOR THE OFFER AND THE OFFEROR'S INTENTIONS FOR THE COMPANY

5.1 Generally Low Trading Liquidity of Shares and Opportunity to Realise Investments with an Upfront Premium

The trading volume of the Shares has been low. The average daily trading volume of the Shares was approximately 40,000 Shares, 36,000 Shares and 63,000 Shares during the one (1)-month period, six (6)-month period and 12-month period up to and including the last full day of trading in the Shares on the SGX-ST immediately prior to the Offer Announcement Date (the "**Last Trading Day**"). This represents only approximately 0.01%, 0.01% and 0.02% of the total number of issued Shares respectively. Hence, the Offer represents a unique cash exit opportunity for the shareholders of the Company ("**Shareholders**") to realise their entire investment at a premium over the market prices of the Shares up to and including the Last Trading Day as stated in paragraph 6 below, an option which may not otherwise be readily available due to the low trading liquidity of the Shares, without incurring brokerage and other trading costs.

5.2 Greater Management Flexibility

As noted in paragraph 7 below, the Offeror is making the Offer with a view to delisting the Company from the SGX-ST and exercising any rights of compulsory acquisition that may arise under Section 215(1) of the Companies Act (Chapter 50 of Singapore) (the "**Companies Act**"). UIC believes that privatising the Company will give the UIC Group and the management of the Company more flexibility to manage the business of the Group and optimise the use of its management and capital resources.

5.3 Compliance Costs of Maintaining Listing

In maintaining its listed status, the Company incurs compliance and associated costs. In the event that the Company is delisted from the SGX-ST, the Company will be able to save on expenses relating to the maintenance of a listed status and focus its resources on its business operations.

5.4 Offeror's Intentions for the Company

Following the close of the Offer, assuming that the Company is successfully privatised, the UIC Group will have greater management flexibility to review the operations, management and financial position of the Group, and to evaluate various options or opportunities which may present themselves which it regards to be in the interests of the UIC Group and/or the Group.

Save as disclosed above, the Offeror does not currently have any intention to make major changes to (a) the business of the Group; (b) the deployment of the fixed assets of the Group; or (c) the employment of the employees of the Group.

6. FINANCIAL EVALUATION OF THE OFFER

The Offer Price is the highest price to be paid per Share based on the daily closing prices in the past six (6) years prior to the Offer Announcement Date and represents the following premia over the historical traded prices of the Shares:

	Description	Share Price (S\$) ⁽¹⁾	Premium over Share Price ⁽²⁾ (%)
(a)	Last transacted price per Share on 19 February 2014 (being the Last Trading Day)	8.450	11.24
(b)	Volume weighted average price (" VWAP ") of the Shares traded on the SGX-ST for the one-month period prior to and including the Last Trading Day	8.040	16.92
(c)	VWAP for the three-month period prior to and including the Last Trading Day	8.255	13.87
(d)	VWAP for the six-month period prior to and including the Last Trading Day	8.471	10.97
(e)	VWAP for the 12-month period prior to and including the Last Trading Day	8.716	7.85

Notes:

- (1) The figures set out in paragraph 6 are based on data extracted from Bloomberg.
(2) Computed based on the share prices which were rounded to the nearest three (3) decimal places.

7. LISTING STATUS AND COMPULSORY ACQUISITION

7.1 Listing Status

Pursuant to Rule 1105 of the listing manual of the SGX-ST (the "**Listing Manual**"), upon an announcement by the Offeror that acceptances have been received pursuant to the Offer that brings the holdings owned by the Offeror and parties acting in concert with it to above 90% of the total number of issued Shares (excluding any Shares held by the Company as treasury shares), the SGX-ST may suspend the trading of the Shares in the Ready and Unit Share markets until it is satisfied that at least 10% of the total number of issued Shares (excluding any Shares held by the Company as treasury shares) are held by at least 500 Shareholders who are members of the public.

Rule 1303(1) of the Listing Manual provides that if the Offeror succeeds in garnering acceptances exceeding 90% of the total number of issued Shares (excluding any Shares held by the Company as treasury shares), thus causing the percentage of the total number of issued Shares (excluding any Shares held by the Company as treasury shares) held in public hands to fall below 10%, the SGX-ST will suspend trading of the Shares only at the close of the Offer.

Under Rule 724(1) of the Listing Manual, if the percentage of the Shares held in public hands falls below 10%, the Company must, as soon as possible, announce that fact and the SGX-ST may suspend trading of all the Shares. Rule 724(2) of the Listing Manual states that the SGX-ST may allow the Company a period of three (3) months, or such longer period as the SGX-ST may agree, to raise the percentage of the Shares held in public hands to at least 10%, failing which the Company may be delisted².

The Offeror does not intend to preserve the listing status of the Company. Accordingly, the Offeror, when entitled, intends to exercise its rights of compulsory acquisition under Section 215(1) of the Companies Act and does not intend to take steps for any trading suspension of the Shares by the SGX-ST to be lifted in the event that, *inter alia*, less than 10% of the total number of Shares (excluding any Shares held by the Company as treasury shares) are held in public hands. In addition, the Offeror also reserves the right to seek a voluntary delisting of the Company from the SGX-ST pursuant to Rules 1307 and 1309 of the Listing Manual.

7.2 Compulsory Acquisition

Pursuant to Section 215(1) of the Companies Act, in the event that the Offeror acquires not less than 90% of the total number of issued Shares (other than those already held by the Offeror, its related corporations or their respective nominees as at the date of the Offer and excluding any Shares held by the Company as treasury shares), the Offeror would be entitled to exercise the right to compulsorily acquire all the Shares from Shareholders who have not accepted the Offer at a price equal to the Offer Price.

In addition, pursuant to Section 215(3) of the Companies Act, if the Offeror acquires such number of Shares which, together with the Shares held by it, its related corporations and their respective nominees, comprise 90% or more of the total number of issued Shares, the Shareholders who have not accepted the Offer have a right to require the Offeror to acquire their Shares at the Offer Price. Such Shareholders who wish to exercise such a right are advised to seek their own independent legal advice.

8. DISCLOSURE OF SHAREHOLDINGS AND DEALINGS

8.1 Save as disclosed in the Appendix to this Announcement, as at the Offer Announcement Date, none of (a) UIC and the Offeror, (b) directors of UIC and the Offeror and (c) UOB (as financial adviser to the Offeror in connection with the Offer) (each, a "**Relevant Person**" and together, the "**Relevant Persons**"):

- (i) owns, controls or has agreed to acquire any:
 - (A) Shares;
 - (B) securities which carry voting rights in the Company; or
 - (C) convertible securities, warrants, options or derivatives in respect of such Shares or securities,(collectively, the "**Company Securities**");
- (ii) has received any irrevocable undertaking from any party to accept or reject the Offer;

²

The term "**public**" is defined in the Listing Manual as persons other than (a) directors, chief executive officer, substantial shareholders, or controlling shareholders of the issuer or its subsidiary companies, and (b) associates of the persons set out in (a). As at the date of this Announcement, based on publicly available information, approximately 11.38% of the total number of issued Shares are held by members of the public.

- (iii) has entered into any arrangement (whether by way of option, indemnity or otherwise) in relation to shares of the Offeror or the Company which might be material to the Offer; or
- (iv) has:
 - (A) granted a security interest over any Company Securities to another person, whether through a charge, pledge or otherwise;
 - (B) borrowed from another person any Company Securities (excluding borrowed Company Securities which have been on-lent or sold); or
 - (C) lent any Company Securities to another person.

8.2 In the interest of confidentiality, the Offeror has not made enquiries in respect of certain other parties who are or may be deemed to be acting in concert with it in connection with the Offer. For the same reason, UOB has not made enquiries in respect of its subsidiaries and associated companies and their respective directors. Further enquiries will be made of such persons by the Offeror and UOB and the relevant disclosures, if any, will be made in the Offer Document.

9. OVERSEAS SHAREHOLDERS

This Announcement does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy any security, nor is it a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of the securities referred to in this Announcement in any jurisdiction in contravention of applicable law. The Offer will be made solely by the Offer Document and the relevant form(s) of acceptance accompanying the Offer Document, which will contain the full terms and conditions of the Offer, including details of how the Offer may be accepted.

The release, publication or distribution of this Announcement in certain jurisdictions may be restricted by law and therefore persons in any such jurisdictions into which this Announcement is released, published or distributed should inform themselves about and observe such restrictions.

Copies of this Announcement and any formal documentation relating to the Offer 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 Offer would violate the law 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 Offer (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 Offer will not be capable of acceptance by any such use, means, instrumentality or facilities.

The ability of Shareholders who are not resident in Singapore to accept the Offer may be affected by the laws of the relevant jurisdictions in which they are located. Persons who are not resident in Singapore should inform themselves of, and observe, any applicable requirements.

The Offeror reserves the right to notify any matter, including the fact that the Offer has been made, to any or all Shareholders who are not resident in Singapore by announcement to the SGX-ST and if necessary, by 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 or advertisement.

10. CONFIRMATION OF FINANCIAL RESOURCES

UOB, as financial adviser to the Offeror in connection with the Offer, confirms that sufficient financial resources are available to the Offeror to satisfy full acceptance of the Offer by the holders of the Offer Shares on the basis of the Offer Price.

11. OFFER DOCUMENT

The Offer Document setting out the terms and conditions of the Offer and enclosing the relevant form(s) of acceptance will be despatched to Shareholders not earlier than 14 days and not later than 21 days from the Offer Announcement Date.

Shareholders of the Company should exercise caution and seek appropriate independent professional advice when dealing in the Shares.

12. RESPONSIBILITY STATEMENT

The directors of UIC and the Offeror respectively (including any director 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 the Company, the sole responsibility of the directors of UIC and 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 UIC and the Offeror jointly and severally accept full responsibility accordingly.

Issued by

UNITED OVERSEAS BANK LIMITED

For and on behalf of
UIC ENTERPRISE PTE LTD
24 February 2014

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" 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 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 UIC, the Offeror or UOB undertakes any obligation to update publicly or revise any forward-looking statements.

APPENDIX

Disclosure of Holdings of Shares

As at the date hereof, the Relevant Persons collectively own, control or have agreed to acquire an aggregate of 331,868,384 Shares, representing approximately 80.46% of the total number of issued Shares, details of which are set out below:

	No. of Shares	% ⁽¹⁾
UIC ^{(2) (3)}	331,448,384	80.36
Lim Hock San	340,000	0.08
Gwee Lian Kheng ⁽⁴⁾	80,000	0.02
Total	331,868,384	80.46

Notes:

- (1) Based on 412,477,559 Shares, being the total number of issued Shares as at the Offer Announcement Date.
- (2) UIC is deemed to be interested in the 331,448,384 Shares held by three (3) of its wholly-owned subsidiaries, namely, the Offeror (245,652,688 Shares), UIC Development (Private) Limited (85,643,196 Shares) and UIC Investment Pte Ltd (152,500 Shares).
- (3) John Gokongwei, Jr. is deemed to have an interest in the 331,448,384 Shares by virtue of his interest of no less than 20% of the voting shares in JG Summit Holding Inc, the holding company of JG Summit Philippines Limited, which in turn is the holding company of Telegraph Developments Limited ("**Telegraph**"). By virtue of Telegraph's interest in UIC's shares, Telegraph has a deemed interest in the 331,448,384 Shares. As such, John Gokongwei, Jr. is deemed to have an interest in the 331,448,384 Shares.
- (4) Gwee Lian Kheng is deemed to be interested in 30,000 Shares held by his spouse, Low Rowee, and 50,000 Shares held by Melda Investment Pte Ltd, a company which his spouse has a controlling interest.