



**MANDATORY CONDITIONAL CASH OFFER FOR ORDINARY STOCK UNITS AND
MANDATORY UNCONDITIONAL CASH OFFER FOR PREFERENCE SHARES
OF UNITED ENGINEERS LIMITED**

REVISION OF UEL OFFERS

1. Introduction

1.1 The board of directors (the “**Board**”) of United Engineers Limited (the “**Company**” or “**UEL**”) refers shareholders of the Company (“**Shareholders**”) to:

(a) the announcement (the “**Offer Announcement**”) issued on 25 October 2019 by DBS Bank Ltd. (“**DBS**”) for and on behalf of Yanlord Investment (Singapore) Pte. Ltd. (formerly known as Yanlord Perennial Investment (Singapore) Pte. Ltd.) (the “**Offeror**”) relating to, *inter alia*:

(i) the mandatory conditional cash offer for all the issued and paid-up ordinary stock units in the capital of the Company (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 in accordance with Rule 14 of The Singapore Code on Take-overs and Mergers (the “**Code**”) (the “**UEL Ordinary Share Offer**”); and

(ii) the comparable offer for all the issued and paid-up preference shares in the capital of the Company (the “**UEL Preference Shares**” and collectively with the UEL Ordinary Shares, the “**UEL Shares**”) other than those already owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with the Offeror in accordance with Rule 18 of the Code (the “**UEL Preference Share Offer**” and together with the UEL Ordinary Share Offer, the “**UEL Offers**”); and

(b) the announcement made by the Company on 25 October 2019 in relation to the UEL Offers,

(collectively, the “**Previous Announcements**”).

1.2 All capitalised terms used but not defined in this announcement (“**Announcement**”) shall have the same meanings given to them in the Previous Announcements, unless otherwise expressly stated or the context otherwise requires.

2. Revision of UEL Offers Announcement

2.1 The Board wishes to inform Shareholders that an announcement (the “**Revision of UEL Offers Announcement**”) has been issued by DBS on 12 November 2019 for and on behalf of the Offeror relating to, *inter alia*, the revision of the UEL Offers. A copy of the Revision of UEL Offers Announcement is available on the website of the Singapore Exchange Securities Trading Limited at www.sgx.com. **Shareholders are advised to read the full text of the Revision of UEL Offers Announcement carefully.**

2.2 According to the Revision of UEL Offers Announcement:

Revision of Ordinary Share Offer Price

2.2.1 Pursuant to Rule 21.1 of the Code, the Offeror is revising the Ordinary Share Offer Price as follows:

For each Ordinary Offer Share: S\$2.70 in cash (the “Final Ordinary Share Offer Price”)

2.2.2 **The Offeror does not intend to revise the Final Ordinary Share Offer Price save that the Offeror reserves the right to revise the terms of the Ordinary Share Offer in accordance with the Code if a competitive situation arises.**

2.2.3 The Ordinary Offer Shares will be acquired (a) fully paid-up; (b) free from all liens, equities, mortgages, claims, 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 the Offer Announcement (the “**Announcement Date**”), and thereafter attaching thereto (including the right to receive and retain all dividends, rights and other distributions or return of capital, if any, which may be announced, declared, paid or made thereon by UEL in respect of the UEL Ordinary Shares on or after the Announcement Date). **If any dividend, right or other distribution or return of capital is announced, declared, paid or made by UEL in respect of the UEL Ordinary Shares on or after the Announcement Date, the Offeror reserves the right to reduce the Final Ordinary Share Offer Price by an amount equivalent to such dividend, right, other distribution or return of capital.**

2.2.4 Save as disclosed in the Revision of UEL Offers Announcement, all the other terms and conditions of the Ordinary Share Offer as set out in the Offer Announcement remain unchanged.

Revision of Preference Share Offer Price

2.2.5 Following the revision of the Ordinary Share Offer Price, the Preference Share Offer Price will correspondingly be revised as follows:

For each Preference Offer Share: S\$2.70 in cash (the “Final Preference Share Offer Price”)

2.2.6 **The Offeror does not intend to revise the Final Preference Share Offer Price save that the Offeror reserves the right to revise the terms of the Preference Share Offer in accordance with the Code if a competitive situation arises.**

- 2.2.7 The Preference Offer Shares will be acquired (a) fully paid-up; (b) free from all liens, equities, mortgages, claims, 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 Announcement Date, and thereafter attaching thereto (including the right to receive and retain all dividends, rights and other distributions or return of capital, if any, which may be announced, declared, paid or made thereon by UEL in respect of the UEL Preference Shares on or after the Announcement Date). **If any dividend, right or other distribution or return of capital is announced, declared, paid or made by UEL in respect of the UEL Preference Shares on or after the Announcement Date, the Offeror reserves the right to reduce the Final Preference Share Offer Price by an amount equivalent to such dividend, right, other distribution or return of capital.**
- 2.2.8 Save as disclosed in the Revision of UEL Offers Announcement, all the other terms and conditions of the Preference Share Offer as set out in the Offer Announcement remain unchanged.

Despatch of Offer Document and Notification of Revision

- 2.2.9 The Offeror intends to despatch the Offer Document and the relevant form(s) of acceptance (the “**Original Offer Document and Acceptance Forms**”) on or around 13 November 2019.
- 2.2.10 As the Original Offer Document and Acceptance Forms were printed prior to the date of the Revision of UEL Offers Announcement, the terms relating to the UEL Offers as set out in the Original Offer Document and Acceptance Forms do not reflect the Final Ordinary Share Offer Price and the Final Preference Share Offer Price.
- 2.2.11 A written notification (the “**Notification of Revision**”) will be despatched by the Offeror to Shareholders to inform Shareholders of, *inter alia*, the Final Ordinary Share Offer Price and the Final Preference Share Offer Price, shortly after the despatch of the Original Offer Document and Acceptance Forms. As required under Rule 20.1 of the Code, following the revision of the UEL Offers, the UEL Offers must be kept open for at least 14 days from the date of posting of the Notification of Revision to Shareholders.
- 2.2.12 On the basis that the Original Offer Document and Acceptance Forms will be despatched on 13 November 2019, the closing date of each of the UEL Offers will be 11 December 2019 or such later date(s) as may be announced from time to time by or on behalf of the Offeror (the “**Closing Date**”). As the Offeror intends to despatch the Notification of Revision shortly after despatch of the Original Offer Document and Acceptance Forms, the Offeror will be able to comply with Rule 20.1 of the Code without extending the Closing Date.

3. Offeree Circular

- 3.1 A circular containing advice of SAC Capital Private Limited (the “**IFA**”) who is appointed as the independent financial adviser to advise the directors of the Company who are considered to be independent for the purpose of making a recommendation to the Shareholders in respect of the UEL Offers (the “**Recommending Directors**”) and the recommendation of the Recommending Directors of the Company in respect of the UEL Offers will be sent to Shareholders within 14 days from the date of the despatch of the Original Offer Document and Acceptance Forms to be issued by DBS for and on behalf of the Offeror in connection with the UEL Offers.

4. Cautionary Statement

Shareholders are advised to refrain from taking any action in relation to their UEL Shares which may be prejudicial to their interests until they or their advisors have considered the advice of the IFA, the recommendations of the Recommending Directors of the Company and other information which will be set out in the circular to be issued by the Company in due course.

5. Directors' Responsibility Statement

The directors of the Company (including any director who may have delegated detailed supervisions of this Announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Announcement are fair and accurate and that no material facts have been omitted from this Announcement, and they jointly and severally accept responsibility accordingly.

Where information in this Announcement has been extracted from published or otherwise publicly available sources (including, without limitation, the Offer Announcement and the Revision of UEL Offers Announcement) or obtained from a named source, the sole responsibility of the directors of the Company has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Announcement in its proper form and context.

By Order of the Board of
United Engineers Limited

Tan Chee Keong Roy
Group Managing Director and Non-Independent and Executive Director

12 November 2019