



United
Engineers
Limited

UNITED ENGINEERS LIMITED

(Company Registration No. 191200018G)

(Incorporated in Singapore)

(the "Company")

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of the Company will be held at The Auditorium, 12 Ang Mo Kio Street 64, UE BizHub CENTRAL, Singapore 569088 on 23 February 2018 at 3.30 p.m. for the purpose of considering and, if thought fit, passing, with or without amendment, the following Resolution, which will be proposed as an ordinary resolution:

"ORDINARY RESOLUTION

Approval for the Proposed Interested Person Transaction Arising From the Proposed Voluntary Unconditional Cash Offer for WBL Corporation Limited

RESOLVED THAT:

- (a) approval be and is hereby given for the acquisition of the Existing YPIS Shares and the 19.9% WBL Shares (in each case as defined in the Circular to Shareholders dated 31 January 2018 (the "**Circular**")) as may be tendered in acceptance of the proposed voluntary unconditional cash offer (the "**Offer**") by Deloitte & Touche Corporate Finance Pte Ltd, for and on behalf of UE Centennial Venture Pte. Ltd. (the "**Offeror**"), a direct wholly-owned subsidiary of the Company, to acquire all the issued ordinary stock units in WBL Corporation Limited, other than those already owned, controlled or agreed to be acquired by the Offeror, its related corporations and their respective nominees as at the date of the Offer, details of which have been set out in the Circular; and
- (b) the Directors of the Company and each of them be and are hereby authorised to execute and do all such acts and things, or procure to be executed and done, all such documents, deeds, acts and things as may be considered necessary, expedient or desirable in connection with the Offer and/or to give effect to this Resolution, as they or he may deem fit."

BY ORDER OF THE BOARD

Gn Jong Yuh Gwendolyn

Group Company Secretary

31 January 2018

Notes:

- (1) (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the EGM. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
- (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"**Relevant intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50 of Singapore.

- (2) A proxy need not be a member of the Company.
- (3) If the appointer is a corporation, the instrument appointing a proxy or proxies must be under seal or the hand of its duly authorised officer or attorney.
- (4) The instrument appointing a proxy or proxies must be deposited at the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road #11-02, Singapore 068898 not less than 48 hours before the time appointed for the EGM or any adjournment thereof.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.