

**UNITED ENGINEERS LIMITED**  
(Company Registration No. 191200018G)  
(Incorporated in Singapore)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the One Hundred and Second Annual General Meeting of United Engineers Limited (the "Company") will be held at UE Convention Centre, 4 Changi Business Park Avenue 1, Singapore 486016 on Friday, 29 April 2016 at 2.30 p.m. to transact the following business:

**ORDINARY BUSINESS**

1. To receive and adopt the Directors' Statement and Audited Financial Statements for the year ended 31 December 2015 and the Auditor's Report.
2. To declare a first and final dividend of 7.5 cents (one-tier tax exempt) per cumulative preference share for the year ended 31 December 2015, as recommended by the Directors.
3. To declare a first and final dividend of 5 cents (one-tier tax exempt) per ordinary stock unit and a special dividend of 3 cents (one-tier tax exempt) per ordinary stock unit for the year ended 31 December 2015, as recommended by the Directors.
4. To re-elect Mr Norman Ip Ka Cheung, a Director retiring by rotation pursuant to Article 99 of the Constitution of the Company and who, being eligible, offers himself for re-election.
5. To re-elect Mr David Wong Cheong Fook, a Director retiring by rotation pursuant to Article 99 of the Constitution of the Company and who, being eligible, offers himself for re-election.
6. To re-appoint Mr Chew Leng Seng, a Director retiring under the resolution passed at last year's One Hundred and First Annual General Meeting pursuant to Section 153(6) of the Companies Act, Chapter 50 of Singapore (which was then in force), as a Director of the Company.
7. (a) To approve Directors' Fees of \$877,000 for the year ended 31 December 2015. (2014: \$944,490)  
(b) To approve the amount of \$261,250 proposed as Special Fee for Mr Norman Ip Ka Cheung for the year ended 31 December 2015. (2014: \$237,500)
8. To re-appoint Ernst & Young LLP as Auditor and to authorise the Directors to fix their remuneration.

**SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following resolution with or without any modifications, as an Ordinary Resolution:

9. That:
  - (a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual ("Chapter 9") of the Singapore Exchange Securities Trading Limited, for the Company, its subsidiaries and associated companies that are considered to be "entities at risk" under Chapter 9, or any of them, to enter into any of the transactions falling within the types of Interested Person Transactions described in Appendix A of the Company's letter to members dated 12 April 2016 (the "Letter"), with any party who is of the classes of Interested Persons described in Appendix A of the Letter, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for Interested Person Transactions (the "IPT Mandate");
  - (b) the IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company; and
  - (c) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the IPT Mandate and/or this Resolution.

By Order of the Board

**Tan Swee Hong**  
Company Secretary  
Singapore  
12 April 2016

**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 Annual General Meeting. 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 Annual General Meeting, 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, 80 Robinson Road #02-00, Singapore 068898 not less than 48 hours before the time set for the Annual General Meeting or any adjournment thereof.

**Additional Information on items of Ordinary and Special Business:**

**Item no. 4** is to re-elect Mr Norman Ip Ka Cheung, who will be retiring by rotation under Article 99 of the Constitution of the Company. Mr Ip is the Group Managing Director of the Company and a member of the Executive Committee. Save as disclosed herein, there are no material relationships (including family relationships) between Mr Ip and the other Directors or the Company or its 10% shareholders (as defined in the Code of Corporate Governance 2012). For further information on Mr Ip, please refer to the "Board of Directors" section in the Annual Report 2015.

**Item no. 5** is to re-elect Mr David Wong Cheong Fook, who will be retiring by rotation under Article 99 of the Constitution of the Company. Mr Wong is a member of the Audit & Risk Committee, and is considered an Independent Director for the purposes of Rule 704(8) of the Listing Manual. There are no material relationships (including family relationships) between Mr Wong and the other Directors or the Company or its 10% shareholders (as defined in the Code of Corporate Governance 2012). For further information on Mr Wong, please refer to the "Board of Directors" section in the Annual Report 2015.

**Item no. 6** is to approve and authorise the continuation of Mr Chew Leng Seng in office, as a Director of the Company, from the date of the One Hundred and Second Annual General Meeting onwards without limitation in tenure save for prevailing applicable laws, listing rules and/or regulations, including the Constitution of the Company. This is consequent upon the repeal of Section 153 of the Companies Act, Chapter 50 of Singapore, with effect from 3 January 2016. The resolution passed pursuant to Section 153(6) of the Companies Act, Chapter 50 of Singapore, at last year's One Hundred and First Annual General Meeting (as Section 153 was then still in force) could only permit the re-appointment of Mr Chew, being over 70 years of age, to hold office as a Director of the Company, until the One Hundred and Second Annual General Meeting. There are no material relationships (including family relationships) between Mr Chew and the other Directors or the Company or its 10% shareholders (as defined in the Code of Corporate Governance 2012). For further information on Mr Chew, please refer to the "Board of Directors" section in the Annual Report 2015.

**Item no. 7(a)** is to facilitate the payment of Directors' Fees of \$877,000 for the year ended 31 December 2015.

**Item no. 7(b)** is to approve the Special Fee to be paid to Mr Norman Ip Ka Cheung for his responsibilities and duties assumed over and above the normal duty and responsibility associated with the office of a Non-Executive Director prior to his appointment as Group Managing Director.

**Item no. 9** is to renew, effective until the conclusion of the next Annual General Meeting, the IPT Mandate to enable the Company, its subsidiaries and associated companies which are considered "entities at risk" to enter in the ordinary course of business into certain types of Interested Person Transactions with specified classes of the Company's Interested Persons. Particulars of the IPT Mandate and the Audit & Risk Committee's confirmation in support of the renewal of the IPT Mandate are set out in the Company's letter to members dated 12 April 2016 accompanying the Annual Report 2015.

**Personal Data Privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting 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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (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.

**NOTICE OF BOOKS CLOSURE**

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of the Company will be closed from 10 May 2016 to 11 May 2016 (both dates inclusive) for the purposes of ascertaining dividend entitlements. Duly completed transfers received by the Company's Share Registrar, Tricor Barbinder Share Registration Services, 80 Robinson Road #02-00, Singapore 068898, up to 5.00 p.m. on 9 May 2016 will be registered to determine such dividend entitlements.

Members (being depositors) whose securities accounts with The Central Depository (Pte) Limited are credited with ordinary stock units or (as the case may be) preference shares as at 5.00 p.m. on 9 May 2016 will rank for the relevant proposed dividends.

The proposed dividends, if approved by members at the One Hundred and Second Annual General Meeting, will be paid on 25 May 2016.