

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

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the One Hundred and First 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, 24 April 2015 at 3.00 p.m. to transact the following business:

**ORDINARY BUSINESS**

1. To receive and adopt the Directors' Report and Audited Financial Statements for the year ended 31 December 2014 and the Auditor's Report thereon.
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 2014, 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 5 cents (one-tier tax exempt) per ordinary stock unit for the year ended 31 December 2014, as recommended by the Directors.
4. To re-elect Mr Tan Ngiap Joo, a Director retiring pursuant to Article 99 of the Articles of Association of the Company and who, being eligible, offers himself for re-election.
5. To re-elect Mr Koh Poh Tiong, a Director retiring pursuant to Article 99 of the Articles of Association of the Company and who, being eligible, offers himself for re-election.
6. To re-appoint Mr Chew Leng Seng as a Director of the Company to hold such office from the date of this Annual General Meeting until the next Annual General Meeting of the Company, pursuant to Section 153(6) of the Companies Act, Chapter 50 of Singapore.
7. (a) To approve Directors' Fees of \$944,490 for the year ended 31 December 2014. (2013: \$891,285)  
(b) To approve the amount of \$237,500 proposed as Special Fee for Mr Norman Ip Ka Cheung for the year ended 31 December 2014.
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 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 7 April 2015 (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.

**NOTICE OF BOOKS CLOSURE**

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of the Company will be closed from 5 May 2015 to 6 May 2015 (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 4 May 2015 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 4 May 2015 will rank for the relevant proposed dividends.

The proposed dividends, if approved by members at the One Hundred and First Annual General Meeting, will be paid on 13 May 2015.

By Order of the Board

**Heng Fook Pyng, Jeslyn**  
Company Secretary

Singapore  
7 April 2015

**Notes:**

- 1) A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
- 2) If the appointer is a corporation, the instrument appointing a proxy must be under seal or the hand of its duly authorised officer or attorney.
- 3) The instrument appointing a proxy must be deposited at the Company's registered office 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 Tan Ngiap Joo, who will be retiring by rotation under Article 99 of the Articles of Association of the Company. Mr Tan is considered an Independent and Non-Executive Director. There are no material relationships (including immediate family relationships) between Mr Tan and the other Directors or the Company or its 10% shareholders. For further information on Mr Tan, please refer to the "Board of Directors" section in the Annual Report 2014.

**Item no. 5** is to re-elect Mr Koh Poh Tiong, who will be retiring by rotation under Article 99 of the Articles of Association of the Company. Mr Koh is considered an Independent and Non-Executive Director. There are no material relationships (including immediate family relationships) between Mr Koh and the other Directors or the Company or its 10% shareholders. For further information on Mr Koh, please refer to the "Board of Directors" section in the Annual Report 2014.

**Item no. 6** is to re-appoint Mr Chew Leng Seng as a Director of the Company to hold such office from the date of this Annual General Meeting until the next Annual General Meeting of the Company, pursuant to Section 153(6) of the Companies Act, Chapter 50 of Singapore. Mr Chew is considered an Independent and Non-Executive Director. There are no material relationships (including immediate family relationships) between Mr Chew and the other Directors or the Company or its 10% shareholders. For further information on Mr Chew, please refer to the "Board of Directors" section in the Annual Report 2014.

**Item no. 7(a)** is to facilitate the payment of Directors' Fees of \$944,490 for the year ended 31 December 2014. The increase in the Directors' Fees is due to an increase in the attendance fee per board meeting from \$1,000 to \$2,000.

**Item no. 7(b)** is to approve the payment of \$237,500 as Special Fee for Mr Norman Ip Ka Cheung for his responsibilities and duties assumed over and above the normal duties and responsibilities associated with the office of a Non-Executive 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 7 April 2015 accompanying the Annual Report 2014.

**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) for the purpose of the processing and administration by the Company (or its agents) 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) to comply with any applicable laws, listing 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), 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) 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.