

CIRCULAR DATED 1 April 2021

This circular is important and requires your immediate attention. Please read it carefully.

If you are in any doubt as to the contents herein or as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or any other independent professional adviser immediately.

If you have sold or transferred all your shares in the capital of United Industrial Corporation Limited, please forward this Circular with the Notice of Extraordinary General Meeting and the attached Proxy Form immediately to the purchaser or the transferee or to the bank, stockbroker or agent through whom the sale or transfer was effected for onward transmission to the purchaser or the transferee.

Singapore Exchange Securities Trading Limited takes no responsibility for the correctness of any statements made, reports contained or opinions expressed in this Circular.



UNITED INDUSTRIAL CORPORATION LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 196300181E)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

THE PROPOSED CHANGE OF NAME OF THE COMPANY FROM "UNITED INDUSTRIAL CORPORATION LIMITED" TO "SINGAPORE LAND GROUP LIMITED"

Important Dates and Times

Last date and time for lodgement of Proxy Form : 20 April 2021 at 2.30 p.m.

Date and time of Extraordinary General Meeting : 23 April 2021 at 2.30 p.m. or soon thereafter following the conclusion of the 59th Annual General Meeting of the Company to be held at 2.00 p.m. on the same day at the same place

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DEFINITIONS

In this Circular, the following definitions apply throughout unless the context requires or otherwise stated:

"ACRA"	: Accounting and Corporate Regulatory Authority of Singapore
"Board"	: The board of Directors
"CDP"	: The Central Depository (Pte) Limited
"CPF"	: The Central Provident Fund of Singapore
"Circular"	: This circular to Shareholders dated 1 April 2021
"Companies Act"	: The Companies Act (Chapter 50 of Singapore), as amended or modified from time to time
"Company"	: United Industrial Corporation Limited
"Constitution"	: The constitution of the Company for the time being
"Directors"	: The directors of the Company as at the date of this Circular
"EGM"	: The extraordinary general meeting of the Company to be held on 23 April 2021 at 2.30 p.m. or soon thereafter following the conclusion of the 59 th Annual General Meeting of the Company to be held at 2.00 p.m. on the same day at the same place via electronic means, notice of which is enclosed with this Circular
"Group"	: The Company and its subsidiaries
"Latest Practicable Date"	: The latest practicable date prior to the finalisation of this Circular, being 9 March 2021
"Listing Manual"	: The listing manual of the SGX-ST as may be amended, supplemented or modified from time to time
"Notice of EGM"	: The notice of the EGM, as enclosed with this Circular
"Proposed Change of Name"	: The proposed change of name from "United Industrial Corporation Limited" to "Singapore Land Group Limited"
"Proposed New Name"	: Singapore Land Group Limited
"Proxy Form"	: The proxy form in respect of the EGM as sent with the Notice of EGM
"Register"	: The register maintained by the Company setting out details of the Shareholders and their respective shareholdings
"Securities Account"	: A securities account maintained by a depositor with CDP but does not include a securities sub-account
"SGX-ST"	: Singapore Exchange Securities Trading Limited
"Shareholders"	: Registered holders of Shares in the Register, except that where the registered holder is CDP, the term "Shareholders" shall, where the context admits, mean the persons named as depositors in the Depository Register maintained by CDP and into whose Securities Accounts those Shares are credited
"Shares"	: Ordinary shares in the capital of the Company
"Singland Properties"	: Singland Properties Limited (Company Registration No.: 196300170C) (formerly known as Singapore Land Limited)
"SRS"	: Supplementary Retirement Scheme
"Substantial Shareholder"	: A Shareholder who has an interest or interests in one or more voting Shares (excluding treasury shares) in the Company, and the total votes attached to that Share, or those Shares, is not less than 5% of the total votes attached to all the voting Shares (excluding treasury shares) in the Company
"S\$" and "cents"	: Singapore dollars and cents respectively, being the lawful currency of the Republic of Singapore
"%"	: Percentage

The terms "**depositor**" and "**Depository Register**" shall have the meanings ascribed to them respectively in the Securities and Futures Act (Chapter 289 of Singapore) in force as at the Latest Practicable Date.

Words importing the singular shall, where applicable, include the plural and *vice versa*. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall, where applicable, include individuals, firms and corporations.

Any reference to a time of day and to dates in this Circular is made by reference to Singapore time and dates unless otherwise stated.

Any reference in this Circular to any statute or enactment is a reference to any statute or enactment as for the time being amended or re-enacted. Any term defined under the Companies Act, the Listing Manual or any modification thereof and used in this Circular shall have the meaning assigned to it under the Companies Act, the Listing Manual or any modification thereof, as the case may be, unless otherwise provided. Summaries of the provisions of any laws and regulations (including the Listing Manual) contained in this Circular are of such laws and regulations (including the Listing Manual) as at the Latest Practicable Date.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

LETTER TO SHAREHOLDERS



UNITED INDUSTRIAL CORPORATION LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 196300181E)

Directors

Dr Wee Cho Yaw (*Non-Executive Chairman*)
Mr Lance Yu Gokongwei (*Non-Executive Director*)
Mr Wee Ee Lim (*Non-Executive Director*)
Mr Liam Wee Sin (*Non-Executive Director*)
Mr Hwang Soo Jin (*Non-Executive and Independent Director*)
Mr Yang Soo Suan (*Non-Executive and Independent Director*)
Mr Chng Hwee Hong (*Non-Executive and Independent Director*)
Mr Antonio L. Go (*Non-Executive and Independent Director*)
Ms Tan Khiaw Ngoh (*Non-Executive and Independent Director*)
Mr Francis Lee Seng Wee (*Non-Executive and Independent Director*)

Registered Office

24 Raffles Place #22-01/06
Clifford Centre
Singapore 048621

1 April 2021

To: The Shareholders of United Industrial Corporation Limited

Dear Sir/Madam

1. INTRODUCTION

- 1.1 The Board is convening the EGM to seek Shareholders' approval for the proposed change of name of the Company from "United Industrial Corporation Limited" to "Singapore Land Group Limited".
- 1.2 The purpose of this Circular is to provide Shareholders with information relating to the Proposed Change of Name and to seek Shareholders' approval for the Proposed Change of Name at the EGM.
- 1.3 WongPartnership LLP is the Singapore legal adviser to the Company for this Circular.

2. THE PROPOSED CHANGE OF NAME OF THE COMPANY

2.1 Rationale for the Proposed Change of Name of the Company

The Company is proposing to change its name from “United Industrial Corporation Limited” to “Singapore Land Group Limited” (the “**Proposed New Name**”) as part of a Group-wide rebranding exercise.

The Company and its subsidiaries form one of Singapore’s largest property groups and the name “Singapore Land” has a strong historical brand equity within real estate circles as being one of Singapore’s largest commercial landlords. The name “Singapore Land” is also synonymous with premier property developments comprising both office and retail spaces, including Singapore Land Tower, Clifford Centre, SGX Centre, The Gateway, Tampines Plaza 1 and 2, West Mall, as well as Marina Square. The Company’s subsidiary, Singland Properties, is also the registered proprietor of the “Singapore Land” and “SINGLAND” trademarks in Singapore.

The Company is therefore of the view that the Proposed New Name will better reflect the Company’s portfolio of predominantly real estate related businesses and assets, as well as more directly avail the Company of the longstanding goodwill and brand value associated with the “Singapore Land” name.

2.2 Approvals

ACRA has granted its in-principle approval for the Company’s application to reserve the Proposed New Name, and such name has been reserved until 14 July 2021. The Proposed Change of Name is subject to Shareholders’ approval and will only take legal effect upon registration by ACRA.

2.3 No Recall of Existing Share Certificates

Shareholders should note that, notwithstanding the change of name of the Company to “Singapore Land Group Limited”, the existing share certificates of the Company issued prior to the date on which the Proposed Change of Name takes legal effect will continue to be valid. The Company will not undertake a recall of existing share certificates, which will continue to be *prima facie* evidence of title and no further action will be required on the part of Shareholders.

2.4 Administrative Procedures and Transitional Arrangement

If the Proposed Change of Name is approved by Shareholders at the EGM, the Company will make an announcement when the change of the Company’s name is effective.

Shareholders should note that the change of the Company’s name does not affect the identity or legal status of the Company or any of the rights or obligations of the Company or any of the rights of Shareholders, and the existing Shares will continue to be traded on the SGX-ST.

3. **INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS**

- 3.1 The interests of Directors in the Shares, as recorded in the Company's Register of Directors' Shareholdings as at the Latest Practicable Date are set out below:

Director	Direct Interest		Deemed Interest	
	No. of Shares	%⁽¹⁾	No. of Shares	%⁽¹⁾
Dr Wee Cho Yaw	–	–	721,582,791 ⁽²⁾	50.366
Mr Lance Yu Gokongwei	–	–	–	–
Mr Wee Ee Lim	–	–	–	–
Mr Liam Wee Sin	–	–	–	–
Mr Hwang Soo Jin	–	–	–	–
Mr Yang Soo Suan	–	–	–	–
Mr Chng Hwee Hong	–	–	–	–
Mr Antonio L. Go	–	–	–	–
Ms Tan Khiaw Nghoh	–	–	–	–
Mr Francis Lee Seng Wee	–	–	–	–

- 3.2 The interests of Substantial Shareholders, as recorded in the Company's Register of Substantial Shareholders as at the Latest Practicable Date, are as follows:

Substantial Shareholder	Direct Interest		Deemed Interest	
	No. of Shares	%⁽¹⁾	No. of Shares	%⁽¹⁾
UOL Equity Investments Pte Ltd	21,280,442 ⁽³⁾	1.485	666,687,035	46.535
UOL Group Limited	33,615,314 ⁽⁴⁾	2.346	687,967,477 ⁽⁴⁾	48.020
Dr Wee Cho Yaw	–	–	721,582,791 ⁽²⁾	50.366
JG Summit Holdings, Inc	–	–	530,727,364 ⁽⁵⁾	37.045
Telegraph Developments Ltd	530,284,264 ⁽⁵⁾	37.014	–	–

Notes:

- (1) Based on the total number of issued Shares of 1,432,667,362 Shares (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date. The Company does not have any treasury shares or subsidiary holdings.
- (2) Dr Wee Cho Yaw is deemed to have an interest in shares as derived below:
- | | |
|---|-------------|
| UOB Kay Hian Pte Ltd | |
| – Beneficiary: UOL Group Limited | 33,615,314 |
| UOB Kay Hian Pte Ltd | |
| – Beneficiary: UOL Equity Investments Pte Ltd | 666,687,035 |
| UOL Equity Investments Pte Ltd | 21,280,442 |
- (3) UOL Group Limited and Dr Wee Cho Yaw are deemed to have an interest in shares held by UOL Equity Investments Pte Ltd.
- (4) Dr Wee Cho Yaw is deemed to have an interest in shares held by UOL Group Limited.
- (5) JG Summit Holdings, Inc. is deemed to have an interest in shares as derived below:
- | | |
|------------------------------|-------------|
| – Telegraph Developments Ltd | 530,284,264 |
| – Summit Top Investments Ltd | 443,100 |

4. DIRECTORS' RECOMMENDATION

The Directors are of the opinion that the Proposed Change of Name is in the best interests of the Company and accordingly recommend that Shareholders vote in favour of the special resolution relating to the Proposed Change of Name to be proposed at the EGM.

5. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is circulated with this Circular, will be held via electronic means on 23 April 2021 at 2.30 p.m. or soon thereafter following the conclusion of the 59th Annual General Meeting of the Company to be held at 2.00 p.m. on the same day at the same place for the purpose of considering and, if thought fit, passing, with or without modifications, the special resolution as set out in the Notice of EGM.

As stated in the Notice of EGM, the EGM will be conducted by electronic means in place of a physical meeting and members will NOT be able to attend the EGM in person. Instead, members may participate in the EGM by (i) observing and/or listening to the EGM proceedings via live audio-visual webcast or live audio-only stream; (ii) submitting questions in advance of the EGM; and/or (iii) appointing the Chairman of the EGM as proxy to attend and vote on their behalf at the EGM.

Please refer to the Notice of EGM for details of how to pre-register for the EGM, how you can submit your questions to the Company, and how you can have your votes cast on your behalf through appointing the Chairman of the EGM as proxy. The Notice of EGM also sets out separate instructions applicable to persons who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act), including investors who have acquired Shares using CPF and/or SRS monies, and who wish to participate in the EGM.

6. RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Change of Name, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from these sources and/or reproduced in this Circular in its proper form and context.

7. DOCUMENTS FOR INSPECTION

A copy of the Constitution of the Company is available for inspection at the registered office of the Company at 24 Raffles Place #22-01/06 Clifford Centre Singapore 048621 during normal business hours from the date hereof up to and including the date of the EGM.

Yours faithfully

For and on behalf of the Board of Directors of

UNITED INDUSTRIAL CORPORATION LIMITED

Dr Wee Cho Yaw

Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING



NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of United Industrial Corporation Limited (the "**Company**") will be held via electronic means on 23 April 2021 at 2.30 p.m. or soon thereafter following the conclusion of the Annual General Meeting to be held at 2.00 p.m. on the same day at the same place for the purposes of considering and, if thought fit, passing with or without modifications, the following resolution which will be proposed as a special resolution:

SPECIAL RESOLUTION: PROPOSED CHANGE OF NAME OF THE COMPANY FROM "UNITED INDUSTRIAL CORPORATION LIMITED" TO "SINGAPORE LAND GROUP LIMITED"

That:

- (a) the name of the Company be changed from "United Industrial Corporation Limited" to "Singapore Land Group Limited" and that the name "United Industrial Corporation Limited" be deleted and replaced with "Singapore Land Group Limited" wherever the name "United Industrial Corporation Limited" appears in the constitution of the Company; and
- (b) the directors of the Company or any one of them be and are hereby authorised to complete and do any and all such acts and things (including without limitation, to sign, execute and/or deliver, whether under hand or seal all such documents and to approve any amendments, alterations or modifications to any documents) as the directors or any of them may consider necessary, desirable or expedient to give effect to the proposed change of name of the Company.

By Order of the Board

Teo Hwee Ping

Company Secretary

1 April 2021

IMPORTANT NOTES:

In view of the current COVID-19 situation and the related safe distancing measures in Singapore, the Company will be conducting the EGM by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 and the Joint Statement by the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation issued on 1 October 2020 titled "Guidance on the Conduct of General Meetings Amid Evolving COVID-19 Situation".

Shareholders of the Company ("**Members**") should take note of the following EGM arrangements:

- (1) **Attendance in Person:** In view of the current COVID-19 situation, Members will not be able to attend the EGM in person. Members may participate at the EGM by (i) observing and/or listening to the EGM proceedings via live audio-visual webcast or live audio-only stream; (ii) submitting questions in advance of the EGM; and/or (iii) appointing the Chairman of the EGM as proxy to attend and vote on their behalf at the EGM.
- (2) **Pre-registration:** To participate at the EGM, Members are required to register at <https://online.meetings.vision/uic-registration> by 2.30 p.m. on 20 April 2021 (being 72 hours before the time appointed for holding the EGM) to enable the Company to verify their membership. Once verified, authenticated Members will receive an email by 22 April 2021 containing directions and a link to participate at the EGM. Members who do not receive an email by 22 April 2021 but have registered by 2.30 p.m. on 20 April 2021 should contact our share registrar, KCK CorpServe Pte Ltd at 64964993 or uic-agm@kckcs.com.sg.

Submission of proxy form: Members will only be able to vote at the EGM by appointing the Chairman as proxy to vote on their behalf. The proxy form for the EGM is accessible on the Company's website at www.uic.com.sg/investor-relations/agm-egm and on the SGX website at www.sgx.com/securities/company-announcements. A Member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid. Duly completed proxy forms must be deposited (i) by email to proxyform@trustedservices.com.sg or (ii) by post to 456 Alexandra Road #14-02, Fragrance Empire Building, Singapore 119962 by 2.30 p.m. on 20 April 2021 (being 72 hours before the time appointed for holding the EGM). In view of the current COVID-19 situation, Members are strongly encouraged to submit completed proxy forms electronically via email to proxyform@trustedservices.com.sg to ensure that they are received by the Company before the stipulated deadline.

Submission by a Member of a valid proxy form appointing the Chairman of the EGM as proxy by 2.30 p.m. on 20 April 2021 will supersede any previous proxy form appointing a proxy(ies) submitted by that Member.

- (3) **Voting by Relevant Intermediary Shareholders:** CPF or SRS investors who wish to vote should approach their respective CPF Agent Banks or SRS Operators at least seven working days before the EGM in order to allow sufficient time for their respective intermediaries to submit a proxy form by 2.30 p.m. on 20 April 2021 (being 72 hours before the time appointed for holding the EGM) to the Company to appoint the Chairman of the EGM to vote on their behalf.

- (4) **Submission of Questions:** Authenticated Members may submit questions relating to the resolution by email to agm@uic.com.sg or by post to 24 Raffles Place #22-01/06 Clifford Centre Singapore 048621 (Attention: The Company Secretary) by 2.30 p.m. on 16 April 2021.

In view of the current COVID-19 situation, Members are strongly encouraged to submit questions by email to ensure that they are received by the Company by the stipulated deadline. The Company will endeavour to address substantial and relevant questions relating to the resolution (as may be determined by the Company in its sole discretion) and answers shall be made available on the Company's corporate website at www.uic.com.sg/investor-relations/agm-egm and on the SGX website at www.sgx.com/securities/company-announcements prior to the EGM.

EGM-related documents are available on the Company's corporate website at www.uic.com.sg/investor-relations/agm-egm and on the SGX website at www.sgx.com/securities/company-announcements.

Due to the constantly evolving COVID-19 outbreak, the Company may be required to change its EGM arrangements at short notice. Members are advised to check the Company's corporate website regularly for updates on the EGM. For more information, Members may refer to the FAQs on the Company's corporate website at www.uic.com.sg/investor-relations/agm-egm and on the SGX website at www.sgx.com/securities/company-announcements.

PERSONAL DATA PRIVACY

By submitting an instrument appointing the Chairman of the EGM as proxy to attend and vote at the EGM and/or any adjournment thereof, a Member 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 the appointment of the Chairman of the EGM as proxy 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.

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PROXY FORM

EXTRAORDINARY GENERAL MEETING ("EGM")

1. In view of the current COVID-19 situation, the EGM will be conducted by electronic means. Members will only be able to vote at the EGM by appointing the Chairman as proxy to vote on their behalf.
2. Members are advised to refer to the Notice of EGM dated 1 April 2021, accessible on the Company's website at www.uic.com.sg/investor-relations/aggm-egm and on the SGX website at www.sgx.com/securities/company-announcements, for further details on the EGM.
3. For CPF/SRS investors who have used their CPF/SRS monies to buy United Industrial Corporation Limited shares, this form of proxy is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF/SRS investors should contact their respective Agent Banks/SRS Operators if they have any queries regarding the appointment of proxies.
4. By submitting an instrument appointing the Chairman of the EGM as proxy, you accept and agree to the personal data privacy terms set out in the Notice of EGM.

IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM

I/We _____ (Name) _____ (NRIC/Passport/Co Reg Number)

of _____ (Address)

being a member/members of United Industrial Corporation Limited (the "**Company**"), hereby appoint the **Chairman of the EGM** as my/our proxy, to attend and vote for me/us on my/our behalf at the EGM of the Company to be held via electronic means on Friday, 23 April 2021 at 2.30 p.m. or soon thereafter following the conclusion of the Annual General Meeting to be held at 2.00 p.m. on the same day at the same place and at any adjournment thereof. I/We direct the Chairman of the EGM to vote for or against or to abstain from voting on the Resolution to be proposed at the EGM as indicated below. If no specific direction(s) as to voting is given, the appointment of the Chairman of the EGM as my/our proxy for that resolution will be treated as invalid.

No.	Special Resolution	No. of Votes For *	No. of Votes Against*	No. of Votes Abstained*
1.	To approve the proposed change of name of the Company from "United Industrial Corporation Limited" to "Singapore Land Group Limited".			

* Voting will be conducted by poll. If you wish to exercise all your votes "For" or "Against", or "Abstained", please tick (✓) within the box provided. Otherwise, please indicate the number of votes as appropriate.

Dated this _____ day of _____ 2021

Shares in:	Total No. of Shares Held
(a) Depository Register	
(b) Register of Members	
Total	

Signature(s) or Common Seal of Member(s)

Notes:

1. A member should insert the total number of shares held. If the member has shares entered against his/her/their name in the Depository Register (maintained by The Central Depository (Pte) Limited), he/she/they should insert that number of shares. If the member has shares registered in his/her/their name in the Register of Members (maintained by or on behalf of the Company), he/she/they should insert that number of shares. If the member has shares entered against his/her/their name in the Depository Register and shares registered in his/her/their name in the Register of Members, he/she/they should insert the aggregate number of shares. If no number is inserted, the instrument appointing a proxy shall be deemed to relate to all the shares held by the member.
2. The Chairman of the EGM as proxy, need not be a member of the Company.
3. This form of proxy is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by relevant intermediaries (including CPF or SRS investors). Such investors who wish to vote should approach their respective CPF Agent Banks or SRS Operators at least seven working days before the EGM in order to allow sufficient time for their respective intermediaries to submit a proxy form by 2.30 p.m. on 20 April 2021 (being 72 hours before the time fixed for holding the EGM) to the Company to appoint the Chairman of the EGM to vote on their behalf.
4. The instrument appointing the Chairman of the EGM as proxy must be submitted by 2.30 p.m. on 20 April 2021, being 72 hours before the time fixed for holding the EGM:
 - (a) by email at proxyform@trustedservices.com.sg; or
 - (b) by post to 456 Alexandra Road #14-02, Fragrance Empire Building, Singapore 119962.
5. A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above. In view of the current COVID-19 situation, Members are strongly encouraged to submit completed proxy forms electronically via email to ensure that they are received by the Company by the stipulated deadline.
6. The instrument appointing the Chairman of the EGM as proxy must be under the hand of the appointor or his attorney duly authorised in writing. Where the appointor is a corporation, the instrument of proxy must be executed either under its common seal or under the hand of its duly authorised officer or attorney. A corporation which is a member may appoint, by resolution of its directors or other governing body, the Chairman of the EGM to act as its representative at the EGM, in accordance with Section 179 of the Companies Act, Cap. 50.
7. The Company shall be entitled to, and will, treat any valid instrument appointing the Chairman of the EGM as proxy which was delivered by a member of the Company on or before 2.30p.m. on 20 April 2021 as a valid instrument appointing the Chairman of the EGM as proxy to attend and vote at the EGM if:
 - (a) the member had indicated how he/she/they wished to vote or abstain from voting on each resolution; and
 - (b) the member has not withdrawn the appointment.
8. A member may withdraw an instrument appointing a proxy by notifying the Company via email at agm@uic.com.sg, by 2.30 p.m. on 20 April 2021.
9. Submission by a member of a valid instrument appointing a proxy by 2.30 p.m. on 20 April 2021 will supersede any previous instrument appointing a proxy submitted by that member.
10. Any alteration made in this instrument appointing a proxy must be initialed by the person who signs it.
11. The Company shall be entitled to reject the instrument appointing or treated as appointing the Chairman of the EGM as proxy if it is incomplete, improperly completed or illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointor specified in the instrument appointing or treated as appointing the Chairman of the EGM as proxy (including any related attachment). In addition, in the case of a member whose shares are entered against his/her/their name in the Depository Register, the Company shall be entitled to reject any instrument appointing or treated as appointing the Chairman of the EGM as proxy lodged if such members are not shown to have shares entered against his/her/their name in the Depository Register as at 72 hours before the time appointed for holding the EGM as certified by The Central Depository (Pte) Limited to the Company.

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PROXY FORM

Affix
Postage
Stamp

The Company Secretary
UNITED INDUSTRIAL CORPORATION LIMITED
c/o Trusted Services Pte. Ltd.
456 Alexandra Road #14-02
Fragrance Empire Building
Singapore 119962

2nd fold

3rd fold Fold and glue overleaf. Do not staple.