

POSSIBLE VOLUNTARY CONDITIONAL OFFER

by



(A member of RHB Banking Group)

DMG & Partners Securities Pte Ltd

(Incorporated in the Republic of Singapore)

(Company Registration No.: 198701140E)

for and on behalf of

UNIVERSAL EC INVESTMENTS PTE. LTD.

(Incorporated in the Republic of Singapore)

(Company Registration No.: 201428273R)

to acquire all the issued and paid up ordinary shares in the capital of

UE E&C LTD.

(Incorporated in the Republic of Singapore)

(Company Registration No.: 201005048D)

other than those already owned, controlled or agreed to be acquired by the Offeror, its related corporations and their respective nominees

ADDITIONAL IRREVOCABLE UNDERTAKING

1. INTRODUCTION

DMG & Partners Securities Pte Ltd ("**DMG**") refers to the following announcements made for and on behalf of Universal EC Investments Pte. Ltd. (the "**Offeror**"):

- (a) the announcement issued on 3 October 2014 (the "**Possible Offer Announcement**") in relation to the possible voluntary conditional offer (the "**Offer**") for all the issued and paid-up ordinary shares ("**Shares**") in the capital of UE E&C Ltd. (the "**Company**"), other than those already owned, controlled or agreed to be acquired by the Offeror, its related corporations and their respective nominees; and
- (b) the announcement issued on 15 October 2014 in relation to the fulfilment of the Due Diligence Pre-Condition ("**15 October Announcement**").

All capitalised terms used but not defined herein shall have the same meanings given to them in the Possible Offer Announcement and the 15 October Announcement.

The Offer will not be made unless and until the UEL Resolution Pre-Condition is fulfilled. Accordingly, all references to the Offer in this Announcement refer to the possible Offer which will only be made if and when such UEL Resolution Pre-Condition is fulfilled.

Shareholders should exercise caution and seek appropriate independent advice when dealing in the Shares.

2. DETAILS OF ADDITIONAL IRREVOCABLE UNDERTAKING RECEIVED

- 2.1 As stated in the Possible Offer Announcement, the Offeror has received separate Irrevocable Undertakings ("**Initial Irrevocable Undertakings**") from each of UEL and UES (the "**Undertaking Shareholders**") pursuant to which the Undertaking Shareholders have undertaken to, *inter alia*, accept the Offer in respect of the Shares held by them.
- 2.2 DMG wishes to announce, for and on behalf of the Offeror, that Mr. Chua Hock Tong ("**Mr Chua**"), an Executive Director and the Chief Executive Officer of the Company, has provided an irrevocable undertaking (the "**Additional Irrevocable Undertaking**") to the Offeror, pursuant to which Mr Chua has undertaken to, *inter alia*:
- (a) accept the Offer (including any revised or improved offer by or on behalf of the Offeror) in respect of (i) the Shares held by him as at the date of the Additional Irrevocable Undertaking and (ii) any additional Shares that he may acquire, or which may be issued or allotted to him, after the date of the Additional Irrevocable Undertaking (collectively, the "**Relevant Shares**").
 - (b) during the period commencing on the date of the Additional Irrevocable Undertaking and ending on the Closing Date (or such other date as may be mutually agreed by the parties to the Additional Irrevocable Undertaking):
 - (i) he shall not accept any other offer from any party other than the Offeror or a party approved in writing by the Offeror for all or any of the Relevant Shares held by him, whether or not such offer is at a higher price than the Offer Price and/or on more favourable terms than under the Offer;
 - (ii) he shall not, and shall not authorise any person to, directly or indirectly, participate in, initiate, solicit, entertain, assist or encourage any negotiations or discussions, or negotiate, discuss, entertain, assist, recommend, vote or agree to vote for (where applicable) or participate in (including, without limitation, accepting any tender offer), any proposal with any person or entity (other than the Offeror and its advisers), relating to or concerning any competing proposal or any transaction similar to, or having the same effect as, the Offer; and
 - (iii) he shall notify the Offeror immediately should he become aware of any negotiations or discussions or of any approach or attempt to initiate any negotiations or discussions, or of any intention to make such an approach or attempt to initiate any negotiations or discussions, in respect of any competing proposal.
- 2.3 According to the terms of the Additional Irrevocable Undertaking, the Additional Irrevocable Undertaking shall lapse if, *inter alia*:
- (a) the UEL Resolution is not approved;
 - (b) the Offer (if and when made) is withdrawn or lapses;
 - (c) subject to the fulfilment or waiver of the Pre-Conditions, the Offeror, or DMG (for and on behalf of the Offeror), fails to release the Formal Offer Announcement on or before the date falling one (1) market day after the UEL Resolution has been approved, or such other date as may be mutually agreed in writing by the Offeror and Mr Chua, subject to the consent of the Securities Industry Council ("**SIC**") and the requirements of the Code; or

- (d) the Offeror fails to despatch the Offer Document on or before the date falling 21 days after the date of the Formal Offer Announcement, or such other date as may be mutually agreed in writing by the Offeror and Mr Chua, subject to the consent of the SIC and the requirements of the Code.
- 2.4 As at the date of this Announcement, Mr Chua holds 15,860,874 Shares, representing approximately 5.9% of the total issued Shares.
- 2.5 If the Offer is made, pursuant to the Initial Irrevocable Undertakings and the Additional Irrevocable Undertaking, the Offeror will receive acceptances in respect of an aggregate 200,000,000 Shares, representing approximately 74.1% of the total issued Shares.

3. DIRECTORS' RESPONSIBILITY STATEMENT

The directors of the Offeror (including any director who may have delegated detailed supervision of the preparation of this Announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Announcement (other than those relating to Mr Chua) are fair and accurate and that there are no other material facts not contained in this Announcement, the omission of which would make any statement in this Announcement misleading.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from Mr Chua, the sole responsibility of the directors of the Offeror has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

The directors of the Offeror jointly and severally accept responsibility accordingly.

Issued by
DMG & Partners Securities Pte Ltd

For and on behalf of
Universal EC Investments Pte. Ltd.
20 November 2014

Forward-Looking Statements

All statements other than statements of historical facts included in this Announcement are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as "seek", "expect", "anticipate", "estimate", "believe", "intend", "project", "plan", "strategy", "forecast" and similar expressions or future or conditional verbs such as "will", "would", "shall", "should", "could", "may" and "might". These statements reflect the Offeror's current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Shareholders and investors should not place undue reliance on such forward-looking statements, and neither the Offeror nor DMG undertakes any obligation to update publicly or revise any forward-looking statements.

Any enquiries relating to this Announcement or the Offer should be directed during office hours to:

Ng Boon Eng

Director
Head, Corporate Finance

Telephone: +65 6232 3699

Wong Kee Seong

Senior Vice President
Corporate Finance

Telephone: +65 6232 3695

Foong Chong Hung

Senior Vice President
Corporate Finance

Telephone: +65 6232 3689

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