

OFFER DOCUMENT DATED 17 DECEMBER 2014

**THIS OFFER DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.**

**If you are in any doubt about this Offer (as defined herein) or the action you should take, you should consult your stockbroker, bank manager, solicitor or other professional adviser immediately.** DMG & Partners Securities Pte Ltd ("**DMG**") is acting for and on behalf of Universal EC Investments Pte. Ltd. (the "**Offeror**") and does not purport to advise the shareholders ("**Shareholders**") of UE E&C Ltd. (the "**Company**"). In preparing its letter to Shareholders on behalf of the Offeror, DMG has not had regard to the general or specific investment objectives, tax position, risk profiles, financial situation or particular needs and constraints of any Shareholder.

The contents of this Offer Document have not been reviewed by any regulatory authority in any jurisdiction. You are advised to exercise caution in relation to the Offer. If you are in any doubt about any of the contents of this Offer Document, you should obtain independent professional advice.

**The views of the Independent Directors (as defined herein) and the independent financial adviser to the Independent Directors on the Offer will be made available to you by the Company in due course. You may wish to consider their views before taking any action in relation to the Offer.**

If you have sold or transferred all of your issued and paid-up ordinary shares in the capital of the Company (the "**Shares**") which are not deposited with The Central Depository (Pte) Limited ("**CDP**"), you should immediately hand this Offer Document and the accompanying Form of Acceptance and Transfer for Offer Shares (as defined herein) ("**FAT**") to the purchaser or the transferee or to the bank, stockbroker or agent through whom you effected the sale or the transfer, for onward transmission to the purchaser or the transferee. If you have sold or transferred all your Shares held through CDP, you need not forward this Offer Document and the accompanying Form of Acceptance and Authorisation for Offer Shares ("**FAA**") to the purchaser or the transferee as arrangements will be made by CDP for a separate Offer Document and FAA to be sent to the purchaser or the transferee.

The Singapore Exchange Securities Trading Limited (the "**SGX-ST**") assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Offer Document.

## **VOLUNTARY CONDITIONAL OFFER**

by



### **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

**ACCEPTANCES SHOULD BE RECEIVED BY THE CLOSE OF THE OFFER AT 5.30 P.M. ON 14 JANUARY 2015, OR SUCH LATER DATE(S) AS MAY BE ANNOUNCED FROM TIME TO TIME BY OR ON BEHALF OF THE OFFEROR. PLEASE REFER TO PARAGRAPH 2.5 OF THIS OFFER DOCUMENT FOR FURTHER DETAILS.**

The procedures for acceptance are set out in **Appendix V** to this Offer Document, and in the accompanying FAA and/or FAT.

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## DEFINITIONS

Except where the context otherwise requires, the following definitions apply throughout this Offer Document, the FAA and the FAT:

|                                                   |   |                                                                                                                                                                                            |
|---------------------------------------------------|---|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <i>“CDP”</i>                                      | : | The Central Depository (Pte) Limited                                                                                                                                                       |
| <i>“Closing Date”</i>                             | : | 5.30 p.m. on 14 January 2015 or such later date(s) as may be announced from time to time by or on behalf of the Offeror, being the last day for the lodgement of acceptances for the Offer |
| <i>“Code”</i>                                     | : | The Singapore Code on Take-overs and Mergers                                                                                                                                               |
| <i>“Companies Act”</i>                            | : | The Companies Act (Chapter 50 of Singapore)                                                                                                                                                |
| <i>“Company”</i>                                  | : | UE E&C Ltd.                                                                                                                                                                                |
| <i>“Company Securities”</i>                       | : | Shall have the meaning ascribed to it in paragraph 1(a) of <b>Appendix III</b> to this Offer Document                                                                                      |
| <i>“Convertible Securities”</i>                   | : | Securities convertible or exchangeable into new Shares or existing Shares                                                                                                                  |
| <i>“CPF”</i>                                      | : | Central Provident Fund                                                                                                                                                                     |
| <i>“CPF Agent Banks”</i>                          | : | Agent banks included under the CPFIS                                                                                                                                                       |
| <i>“CPFIS”</i>                                    | : | Central Provident Fund Investment Scheme                                                                                                                                                   |
| <i>“CPFIS Investors”</i>                          | : | Investors who have purchased Shares using their CPF contributions pursuant to the CPFIS                                                                                                    |
| <i>“DMG”</i>                                      | : | DMG & Partners Securities Pte Ltd                                                                                                                                                          |
| <i>“Date of Receipt”</i>                          | : | Shall have the meaning ascribed to it in paragraph 1(a) of <b>Appendix V</b> to this Offer Document                                                                                        |
| <i>“Derivatives”</i>                              | : | Includes any financial product whose value in whole or in part is determined directly or indirectly by reference to the price of an underlying security or securities                      |
| <i>“Directors”</i>                                | : | The directors of the Offeror as at the Latest Practicable Date                                                                                                                             |
| <i>“Due Diligence Pre-Condition”</i>              | : | Shall have the meaning ascribed to it in paragraph 1.1(a) of this Offer Document                                                                                                           |
| <i>“Due Diligence Pre-Condition Announcement”</i> | : | Shall have the meaning ascribed to it in paragraph 1.2 of this Offer Document                                                                                                              |

|                                       |   |                                                                                                                                                                                                                                                                                                               |
|---------------------------------------|---|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <i>“Electronic Acceptance”</i>        | : | Shall have the meaning ascribed to it in paragraph 1(a) of <b>Appendix V</b> to this Offer Document                                                                                                                                                                                                           |
| <i>“Encumbrances”</i>                 | : | Shall have the meaning ascribed to it in paragraph 2.1 of this Offer Document                                                                                                                                                                                                                                 |
| <i>“FAA”</i>                          | : | Form of Acceptance and Authorisation for Offer Shares which forms part of this Offer Document and which is issued to Shareholders whose Shares are deposited with CDP                                                                                                                                         |
| <i>“FAT”</i>                          | : | Form of Acceptance and Transfer for Offer Shares which forms part of this Offer Document and which is issued to Shareholders whose Shares are not deposited with CDP                                                                                                                                          |
| <i>“Formal Offer Announcement”</i>    | : | Shall have the meaning ascribed to it in paragraph 1.3 of this Offer Document                                                                                                                                                                                                                                 |
| <i>“Independent Directors”</i>        | : | The directors of the Company who are considered to be independent for the purposes of the Offer                                                                                                                                                                                                               |
| <i>“Irrevocable Undertakings”</i>     | : | Shall have the meaning ascribed to it in paragraph 3.1 of this Offer Document                                                                                                                                                                                                                                 |
| <i>“Last Trading Day”</i>             | : | 30 September 2014, being the last full day of trading in the Shares on the SGX-ST immediately prior to the Possible Offer Announcement Date                                                                                                                                                                   |
| <i>“Latest Practicable Date”</i>      | : | 9 December 2014, being the latest practicable date prior to the printing of this Offer Document                                                                                                                                                                                                               |
| <i>“Listing Manual”</i>               | : | The listing manual of the Main Board of the SGX-ST in force as at the Latest Practicable Date                                                                                                                                                                                                                 |
| <i>“Market Day”</i>                   | : | A day on which the SGX-ST is open for trading of securities                                                                                                                                                                                                                                                   |
| <i>“Minimum Acceptance Condition”</i> | : | Shall have the meaning ascribed to it in paragraph 2.3 of this Offer Document                                                                                                                                                                                                                                 |
| <i>“Offer”</i>                        | : | The voluntary conditional offer by DMG, for and on behalf of the Offeror, to acquire all the Offer Shares on the terms and subject to the conditions set out in this Offer Document, the FAA and the FAT, as such offer may be amended, extended and revised from time to time by or on behalf of the Offeror |
| <i>“Offer Document”</i>               | : | This document issued by DMG, for and on behalf of the Offeror, in respect of the Offer                                                                                                                                                                                                                        |
| <i>“Offer Period”</i>                 | : | The period from the Possible Offer Announcement Date until the date the Offer is declared to have closed or lapsed                                                                                                                                                                                            |
| <i>“Offer Price”</i>                  | : | Shall have the meaning ascribed to it in paragraph 2.1 of this Offer Document                                                                                                                                                                                                                                 |

|                                           |   |                                                                                                                      |
|-------------------------------------------|---|----------------------------------------------------------------------------------------------------------------------|
| <i>“Offer Shares”</i>                     | : | Shall have the meaning ascribed to it in paragraph 2.2 of this Offer Document                                        |
| <i>“Offeror”</i>                          | : | Universal EC Investments Pte. Ltd.                                                                                   |
| <i>“Overseas Shareholder”</i>             | : | Shall have the meaning ascribed to it in paragraph 10 of this Offer Document                                         |
| <i>“Possible Offer Announcement”</i>      | : | Shall have the meaning ascribed to it in paragraph 1.1 of this Offer Document                                        |
| <i>“Possible Offer Announcement Date”</i> | : | 3 October 2014                                                                                                       |
| <i>“Pre-Conditions”</i>                   | : | Shall have the meaning ascribed to it in paragraph 1.1 of this Offer Document                                        |
| <i>“Relevant Day”</i>                     | : | Shall have the meaning ascribed to it in paragraph 2(a) of <b>Appendix IV</b> to this Offer Document                 |
| <i>“Relevant Shares”</i>                  | : | Shall have the meaning ascribed to it in paragraph 3.1 of this Offer Document                                        |
| <i>“Restricted Jurisdiction”</i>          | : | Shall have the meaning ascribed to it in paragraph 10 of this Offer Document                                         |
| <i>“S\$” and “cents”</i>                  | : | Singapore dollars and cents, being the lawful currency of Singapore                                                  |
| <i>“SCMF”</i>                             | : | Southern Capital Master Fund Limited                                                                                 |
| <i>“Securities Account”</i>               | : | A securities account maintained by a depositor with CDP but does not include a securities sub-account                |
| <i>“SGX-ST”</i>                           | : | Singapore Exchange Securities Trading Limited                                                                        |
| <i>“Shareholder”</i>                      | : | Holders of Shares (including persons whose Shares are deposited with CDP or who have purchased Shares on the SGX-ST) |
| <i>“Shares”</i>                           | : | Issued and paid-up ordinary shares in the capital of the Company                                                     |
| <i>“SIC”</i>                              | : | Securities Industry Council of Singapore                                                                             |
| <i>“UE E&amp;C Group”</i>                 | : | The Company and its subsidiaries and associated companies                                                            |
| <i>“UE Undertaking Shareholders”</i>      | : | Shall have the meaning ascribed to it in paragraph 1.1(b) of this Offer Document                                     |
| <i>“UEL”</i>                              | : | United Engineers Limited                                                                                             |

|                                   |   |                                                                                  |
|-----------------------------------|---|----------------------------------------------------------------------------------|
| <i>“UEL EGM”</i>                  | : | The extraordinary general meeting of UEL held on 28 November 2014                |
| <i>“UEL Resolution”</i>           | : | Shall have the meaning ascribed to it in paragraph 1.1(b) of this Offer Document |
| <i>“UEL Shareholders”</i>         | : | Shareholders of UEL                                                              |
| <i>“Undertaking Shareholders”</i> | : | Shall have the meaning ascribed to it in paragraph 3.1 of this Offer Document    |
| <i>“VWAP”</i>                     | : | Volume weighted average price                                                    |
| <i>“Warrants”</i>                 | : | Rights to subscribe for or purchase new shares or existing shares                |
| <i>“%”</i>                        | : | Per centum or percentage                                                         |

**Acting in Concert.** The expression “acting in concert” shall have the meaning ascribed to it in the Code.

**Depositors and Depository Agents.** The terms “depositor” and “depository agent” shall have the meanings ascribed to them respectively in Section 130A of the Companies Act.

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

**Headings.** The headings in this Offer Document are inserted for convenience only and shall be ignored in construing this Offer Document.

**Shareholders.** References to “you”, “your” and “yours” in this Offer Document are, as the context so determines, to Shareholders (including persons whose Offer Shares are deposited with CDP or who have purchased Offer Shares on the SGX-ST).

**Statutes.** Any reference in this Offer Document to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined in the Companies Act, the Listing Manual or the Code or any modification thereof and used in this Offer Document shall, where applicable, have the meaning assigned to it under the Companies Act, the Listing Manual or the Code, or any modification thereof, as the case may be, unless the context otherwise requires.

**Time and Date.** Any reference to a time of the day and date in this Offer Document shall be a reference to Singapore time and date, respectively, unless otherwise stated.

**Total Number of issued Shares.** Any reference in this Offer Document to the total number of issued Shares is a reference to a total of 270,000,000 Shares in issue as at the Latest Practicable Date (based on the results of the electronic instant information search of the Company dated the Latest Practicable Date obtained from the Accounting and Corporate Regulatory Authority of Singapore).

**Rounding.** Any discrepancies in figures included in this Offer Document between amounts shown and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Offer Document may not be arithmetic aggregations of the figures that precede them.

#### Forward-Looking Statements

*All statements other than statements of historical facts included in this Offer Document 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”, “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 guarantees any future performance or event or undertakes any obligation to update publicly or revise any forward-looking statements.*



(A member of RHB Banking Group)

**DMG & Partners Securities Pte Ltd**

(Incorporated in the Republic of Singapore)  
(Company Registration No.: 198701140E)

10 Collyer Quay,  
#09-08, Ocean Financial Centre  
Singapore 049315

17 December 2014

To: The Shareholders of UE E&C Ltd.

Dear Sir/Madam

**VOLUNTARY CONDITIONAL OFFER BY DMG, FOR AND ON BEHALF OF THE OFFEROR,  
FOR THE OFFER SHARES**

**1. INTRODUCTION**

- 1.1** On the Possible Offer Announcement Date, DMG announced (the “**Possible Offer Announcement**”), for and on behalf of the Offeror, that the Offeror will make the Offer for the Offer Shares in accordance with Rule 15 of the Code subject to the fulfillment or waiver of the following conditions (the “**Pre-Conditions**”):
- (a) confirmation by the Offeror of the matters set out in Schedule 1 of the Possible Offer Announcement pursuant to the financial, legal and tax due diligence to be conducted by the Offeror on the Company (the “**Due Diligence Pre-Condition**”); and
  - (b) the approval of the UEL Shareholders in accordance with Chapter 10 of the Listing Manual for the proposed disposal of the Relevant Shares (as defined below) held by UEL and UES Holdings Pte. Ltd. (collectively, the “**UE Undertaking Shareholders**”) to the Offeror (the “**UEL Resolution**”).
- 1.2** On 15 October 2014, DMG announced, for and on behalf of the Offeror, that the Due Diligence Pre-Condition has been satisfied (“**Due Diligence Pre-Condition Announcement**”).
- 1.3** On 28 November 2014, UEL announced that it has obtained the approval of the UEL Shareholders for the UEL Resolution. Accordingly, the Pre-Conditions were fulfilled as at 28 November 2014. Further to the satisfaction of the Pre-Conditions, DMG announced on the same day, for and on behalf of the Offeror, the Offeror’s firm intention to make the Offer (the “**Formal Offer Announcement**”).
- 1.4** Copies of the Possible Offer Announcement, the Due Diligence Pre-Condition Announcement and the Formal Offer Announcement are available on the website of the SGX-ST at [www.sgx.com](http://www.sgx.com).
- 1.5** This Offer Document contains the formal offer by DMG, for and on behalf of the Offeror, to acquire all the Offer Shares. We urge you to read this document carefully and properly consider this Offer.

## **2. THE OFFER**

### **2.1 Consideration**

**For each Offer Share: S\$1.25 in cash (the “Offer Price”).**

The Offer Shares will be acquired (a) fully paid-up, (b) free from all liens, equities, mortgages, charges, encumbrances, rights of pre-emption and other third party rights and interests of any nature whatsoever (“**Encumbrances**”), and (c) together with all rights, benefits and entitlements attached thereto as at the Possible Offer Announcement Date and thereafter attaching thereto (including the right to receive and retain all dividends, rights and other distributions or return of capital, if any, which may be announced, declared, paid or made thereon by the Company) on or after the Possible Offer Announcement Date.

If any dividend, right or other distribution or return of capital is announced, declared, paid or made by the Company on or after the Possible Offer Announcement Date, the Offeror reserves the right to reduce the Offer Price payable to such accepting Shareholder by an amount equivalent to such dividend, right, other distribution or return of capital.

### **2.2 Offer Shares**

The Offer is extended, on the same terms and conditions, to all the Shares, 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 (the “**Offer Shares**”).

### **2.3 Conditional Offer**

The Offer is conditional upon the Offeror having received, by the Closing Date, valid acceptances in respect of such number of Shares which, together with the Shares owned, controlled or agreed to be acquired by the Offeror before or during the Offer, will result in the Offeror holding such number of Shares carrying more than 50% of the voting rights attributable to the issued share capital of the Company as at the Closing Date (“**Minimum Acceptance Condition**”).

**Save for the Minimum Acceptance Condition, the Offer will be unconditional in all other respects.**

### **2.4 Warranty**

Acceptance of the Offer will be deemed to constitute an unconditional and irrevocable warranty by the accepting Shareholder that each Offer Share tendered in acceptance of the Offer is sold by the accepting Shareholder, as or on behalf of the beneficial owner(s) thereof, (a) fully paid-up, (b) free from Encumbrances, and (c) together with all rights, benefits and entitlements attached thereto as at the Possible Offer Announcement Date and thereafter attaching thereto (including the right to receive and retain all dividends, rights and other distributions or return of capital, if any, which may be announced, declared, paid or made thereon by the Company on or after the Possible Offer Announcement Date).

## **2.5 Duration of the Offer**

### **(a) Closing Date**

Except insofar as the Offer may be withdrawn with the consent of the SIC and every person released from any obligation incurred thereunder, the Offer will remain open for acceptances by Shareholders for a period of at least 28 days from the date of posting of this Offer Document.

**The Offer will close at 5.30 p.m. on 14 January 2015 or such later date(s) as may be announced from time to time by or on behalf of the Offeror.**

### **(b) Offer to Remain Open for 14 Days thereafter**

Pursuant to Rule 22.6 of the Code, if the Offer becomes or is declared to be unconditional as to acceptances, the Offer will remain open for acceptance for not less than 14 days after the date on which it would otherwise have closed, in order to give those Shareholders who have not accepted the Offer the opportunity to do so. This requirement does not apply if, before the Offer becomes or is declared to be unconditional as to acceptances, the Offeror has given notice in writing to the Shareholders at least 14 days before the specified Closing Date that the Offer will not be open for acceptance beyond that date, provided that such notice may not be given, or if already given, shall not be capable of being enforced in a competitive situation. If a declaration that the Offer is unconditional as to acceptances is confirmed in accordance with paragraph 3(c) of **Appendix IV** to the Offer Document, such period of not less than 14 days during which the Offer shall remain open for acceptance will run from the date of such confirmation, or the date on which the Offer would otherwise have expired, whichever is later.

### **(c) Final Day Rule**

Pursuant to Rule 22.9 of the Code, the Offer (whether revised or not) will not be capable of becoming or being declared to be unconditional as to acceptances after 5.30 p.m. on the 60th day after the date of posting of this Offer Document or of being kept open after the expiry of such period, unless it has previously become or been declared to be unconditional as to acceptances, except with the prior approval of the SIC. The SIC will consider granting such permission in circumstances including but not limited to where a competing offer has been announced.

### **(d) Revision**

Pursuant to Rule 20.1 of the Code, the Offer, if revised, will remain open for acceptance for a period of at least 14 days from the date of despatch of the written notification of the revision to Shareholders. In any case, where the terms are revised, the benefit of the Offer (as so revised) will be made available to each of the Shareholders, including those who had previously accepted the Offer.

### **(e) Subsequent Closing Date**

If there is an extension of the Offer, pursuant to Rule 22.4 of the Code, any announcement of an extension of the Offer will state the next closing date or if the Offer is unconditional as to acceptances, a statement may be made that the Offer will remain open until further notice. In the latter case, those Shareholders who have not accepted the Offer will be notified in writing at least 14 days before the Offer is closed.

(f) **No Obligation to Extend Offer**

The Offeror is not obliged to extend the Offer if the Minimum Acceptance Condition is not fulfilled by the Closing Date(s).

**2.6 Details of the Offer**

**Appendix IV** to this Offer Document sets out further details on (a) the settlement of the consideration for the Offer, (b) the requirements relating to the announcement of the level of acceptances of the Offer, and (c) the right of withdrawal of acceptances of the Offer.

**2.7 Procedures for Acceptance**

**Appendix V** to this Offer Document sets out the procedures for acceptance of the Offer.

**3. IRREVOCABLE UNDERTAKINGS**

- 3.1** The UE Undertaking Shareholders and Mr. Chua Hock Tong (an Executive Director and the chief executive officer of the Company) (collectively, the “**Undertaking Shareholders**”) have entered into deeds of undertaking in favour of the Offeror (collectively, the “**Irrevocable Undertakings**”), pursuant to which each Undertaking Shareholder has undertaken to, *inter alia*, accept the Offer in respect of (a) the Shares held by such Undertaking Shareholder as at the date of its or his Irrevocable Undertaking and (b) any additional Shares that such Undertaking Shareholder may acquire, or which may be issued to such Undertaking Shareholder, after the date of its or his Irrevocable Undertaking (collectively, the “**Relevant Shares**”).

As at the Latest Practicable Date, the Offer Shares held, directly or indirectly, by each of the Undertaking Shareholders are as follows:

| <b>Undertaking Shareholders</b> | <b>Number of Shares</b> | <b>As a percentage of issued Shares (%)</b> |
|---------------------------------|-------------------------|---------------------------------------------|
| UES Holdings Pte. Ltd.          | 148,473,914             | 55.0                                        |
| UEL                             | 35,665,212              | 13.2                                        |
| Mr. Chua Hock Tong              | 15,860,874              | 5.9                                         |
| <b>Total</b>                    | <b>200,000,000</b>      | <b>74.1</b>                                 |

The Irrevocable Undertakings relate to an aggregate of 200,000,000 Offer Shares, representing approximately 74.1% of the total number of issued Shares as at the Latest Practicable Date. Upon receipt by the Offeror of the acceptances from all the Undertaking Shareholders in respect of their respective Relevant Shares pursuant to the terms of their respective Irrevocable Undertakings, the Minimum Acceptance Condition will be fulfilled and the Offer will become unconditional in all respects.

- 3.2** Pursuant to the Irrevocable Undertakings, each of the Undertaking Shareholders undertakes, *inter alia*, to the following terms:

- (a) the Undertaking Shareholder shall accept the Offer (including any revised or improved offer by or on behalf of the Offeror) in respect of the Relevant Shares held by such Undertaking Shareholder;

- (b) during the period commencing on the date of the Irrevocable Undertaking and ending on the Closing Date (or such other date as may be mutually agreed by the parties to the Irrevocable Undertaking):
  - (i) the Undertaking Shareholder 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 such Undertaking Shareholder, 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) the Undertaking Shareholder 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) the Undertaking Shareholder shall notify the Offeror immediately should it or he (as the case may be) 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.

**3.3** The Irrevocable Undertakings will lapse on the date on which the Offer is withdrawn or lapses.

#### **4. INFORMATION ON THE OFFEROR AND THE SOUTHERN CAPITAL GROUP**

##### **4.1 The Offeror**

The Offeror is an investment holding company incorporated in Singapore on 23 September 2014. As at the Latest Practicable Date:

- (a) the Offeror has an issued and paid-up share capital of S\$1.00, consisting of one (1) ordinary share, which is held by Union EC Investments (Cayman) Limited, an indirect wholly-owned subsidiary of SCMF; and
- (b) the directors of the Offeror are Eugene Lai and Jeremy Foo. Eugene Lai is a Managing Director and Co-Managing Partner and Jeremy Foo is a Vice President of the Southern Capital Group.

**Appendix I** to this Offer Document sets out certain additional information on the Offeror.

##### **4.2 Southern Capital Group and SCMF**

The Southern Capital Group is a private equity firm that focuses on buyouts of middle market businesses in Southeast Asia. In respect of Singapore, the Southern Capital Group has acquired various businesses, including Qualitas Medical Group Limited in 2011 and was part of the consortium which acquired Mentor Media Ltd in 2006.

SCMF is an investment fund affiliated with and advised by the Southern Capital Group.

## **5. INFORMATION ON THE COMPANY**

**5.1** Based on publicly available information, the Company was incorporated in Singapore on 9 March 2010 and was listed on the Mainboard of the SGX-ST on 25 February 2011. The Company is a subsidiary of UEL, which is also a company listed on the Mainboard of the SGX-ST.

**5.2** According to publicly available information, the UE E&C Group is involved in the business of providing integrated building solutions. The UE E&C Group provides integrated M&E engineering services that include high and low-voltage electrical power distribution, air-conditioning and mechanical ventilation, and fire protection, alarm and sanitary systems. For its construction business, the UE E&C Group provides a comprehensive range of services, from design and build, civil works to general construction for residential, industrial, commercial and institutional buildings as well as infrastructural works. The UE E&C Group also provides total power solutions, load testing services, rental and supply of metal forms, supply of flooring tiles, and rental and distribution of industrial equipment. In addition, the UE E&C Group also engages in public housing through Executive Condominium projects, as well as private residential property development, through taking up minority stakes in joint ventures. The Company is headquartered in Singapore, and has overseas operations in Brunei, China, Vietnam, Indonesia and Malaysia.

**5.3** As at the Latest Practicable Date, based on publicly available information:

(a) the board of directors of the Company comprises the following:

(i) Dr. Tan Eng Liang (Independent Non-Executive Chairman);

(ii) Mr. Chua Hock Tong (Executive Director and Chief Executive Officer);

(iii) Mr. Yeo Yun Seng Bernard (Independent Non-Executive Director);

(iv) Mr. Tan Soo Kiang (Independent Non-Executive Director); and

(v) Mr. Norman Ip Ka Cheung (Independent Non-Executive Director).

(b) the Company has an issued and paid-up share capital of S\$89,614,003 consisting of 270,000,000 Shares;

(c) the Company does not hold any treasury shares; and

(d) the Company does not have any share option scheme.

**Appendix II** to this Offer Document sets out additional information on the Company.

## **6. RATIONALE FOR THE OFFER AND INTENTIONS IN RELATION TO THE COMPANY**

**6.1 Intention to Delist and Privatisise the Company.** As set out in paragraph 8.3 below, the Offer is made by the Offeror with a view to delisting the Company from the Mainboard of the SGX-ST and depending on the outcome of the Offer, the Offeror intends to exercise its rights of compulsory acquisition under the Companies Act if it is entitled to do so.

**6.2 Greater Management Flexibility.** The Offeror believes that privatisation of the Company from the Mainboard of the SGX-ST will give more flexibility in managing the business of the UE E&C Group and optimise the use of the UE E&C Group's management and capital resources.

### 6.3 Offeror's Intentions in relation to the Company

The Offeror intends for the UE E&C Group to continue its existing business activities and the Offeror currently has no intention to introduce any major changes to the existing business of the Company, employment of the employees of the UE E&C Group, or to re-deploy any of the fixed assets of the Company, other than in the ordinary course of business.

## 7. FINANCIAL EVALUATION OF THE OFFER

The Offer Price represents the following premium over/discount to the historical transacted prices of the Shares on the SGX-ST:

| Description                                                                                    | Share Price<br>(S\$) <sup>(1)</sup> | Offer Price's<br>Premium over/<br>(Discount to)<br>Share Price<br>(%) |
|------------------------------------------------------------------------------------------------|-------------------------------------|-----------------------------------------------------------------------|
| (a) Last transacted price per Share on 30 September 2014, being the Last Trading Day           | 1.28                                | (2.3)                                                                 |
| (b) VWAP per Share for the one (1)-month period up to and including the Last Trading Day       | 1.22                                | 2.7                                                                   |
| (c) VWAP per Share for the six (6)-month period up to and including the Last Trading Day       | 1.29                                | (2.9)                                                                 |
| (d) VWAP per Share for the twelve (12)-month period up to and including the Last Trading Day   | 1.17                                | 6.9                                                                   |
| (e) VWAP per Share for the eighteen (18)-month period up to and including the Last Trading Day | 0.97                                | 28.5                                                                  |

**Note:**

(1) Source: Bloomberg L.P..

## 8. LISTING STATUS AND COMPULSORY ACQUISITION

### 8.1 Listing Status

Pursuant to Rule 1105 of the Listing Manual, upon an announcement by the Offeror that acceptances have been received pursuant to the Offer that bring the Shares owned by the Offeror and parties acting in concert with it to more than 90% of the total number of issued Shares (excluding any Shares held by the Company as treasury shares), the SGX-ST may suspend the trading of the Shares in the Ready and Unit Share markets until it is satisfied that at least 10% of the total number of issued Shares (excluding any Shares held by the Company as treasury shares) are held by at least 500 Shareholders who are members of the public.

Rule 1303(1) of the Listing Manual provides that if the Offeror succeeds in garnering acceptances exceeding 90% of the total number of issued Shares (excluding any Shares held by the Company as treasury shares), thus causing the percentage of the total number of issued Shares (excluding any Shares held by the Company as treasury shares) held in public hands to fall below 10%, the SGX-ST will suspend trading of the Shares only at the Closing Date.

Pursuant to Rule 724(1) of the Listing Manual, if the percentage of the Shares held in public hands falls below 10%, the Company must, as soon as possible, announce that fact and the SGX-ST may suspend trading of all the Shares. Rule 724(2) of the Listing Manual states that the SGX-ST may allow the Company a period of three (3) months, or such longer period as the SGX-ST may agree, to raise the percentage of the Shares held in public hands to at least 10%, failing which the Company may be delisted.

## 8.2 Compulsory Acquisition

Pursuant to Section 215(1) of the Companies Act, in the event that the Offeror acquires not less than 90% of the total number of issued Shares (other than those already held by the Offeror, its related corporations or their respective nominees as at the date of the Offer and excluding any Shares held by the Company as treasury shares), the Offeror would be entitled to exercise the right to compulsorily acquire all the Shares from Shareholders who have not accepted the Offer at a price equal to the Offer Price.

In addition, pursuant to Section 215(3) of the Companies Act, if the Offeror acquires such number of Shares which, together with the Shares held by it, its related corporations and their respective nominees, comprise 90% or more of the total number of issued Shares, the Shareholders who have not accepted the Offer will have a right to require the Offeror to acquire their Shares at the Offer Price. Such Shareholders who wish to exercise such a right are advised to seek their own independent legal advice.

## 8.3 Offeror's Intentions in respect of the Listing Status of the Company

The Offeror intends to make the Company its wholly-owned subsidiary and does not intend to preserve the listing status of the Company. **Accordingly, the Offeror if and when entitled, intends to exercise its rights of compulsory acquisition under Section 215(1) of the Companies Act and does not intend to take steps for any trading suspension of the Shares by the SGX-ST to be lifted in the event that, *inter alia*, less than 10% of the total number of Shares (excluding any Shares held by the Company as treasury shares) are held in public hands.** In addition, the Offeror also reserves the right to seek a voluntary delisting of the Company from the Mainboard of the SGX-ST pursuant to Rules 1307 and 1309 of the Listing Manual.

## 9. CONFIRMATION OF FINANCIAL RESOURCES

DMG, as financial adviser to the Offeror in connection with the Offer, confirms that sufficient financial resources are available to the Offeror to satisfy full acceptance of the Offer by the holders of the Offer Shares on the basis of the Offer Price.

## 10. OVERSEAS SHAREHOLDERS

The availability of the Offer to Shareholders whose addresses are outside Singapore, as shown on the register of members of the Company or, as the case may be, in the records of CDP (each, an "**Overseas Shareholder**") may be affected by the laws of the relevant overseas jurisdictions. Accordingly, any Overseas Shareholder should inform himself about and observe any applicable legal requirements, and exercise caution in relation to the Offer, as this Offer Document, the FAAs and the FATs have not been reviewed by any regulatory authority in any overseas jurisdiction. **Where there are potential restrictions on sending this Offer Document, the FAAs and/or the FATs to any overseas jurisdictions, the Offeror, DMG and CDP each reserves the right not to send these documents to Shareholders in such overseas jurisdictions. For the avoidance of doubt, the Offer is open to all Shareholders, including those to whom this Offer Document, the FAAs and/or the FATs have not been, or may not be, sent.**

Copies of this Offer Document and any other formal documentation relating to the Offer are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any jurisdiction where the making of or the acceptance of the Offer would violate the law of that jurisdiction (a "**Restricted Jurisdiction**") and will not be capable of acceptance by any such use, instrumentality or facility within any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction.

The Offer (unless otherwise determined by the Offeror and permitted by applicable law and regulation) will not be made, directly or indirectly, in or into, or by the use of mails of, or by any means or instrumentality (including without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of, any Restricted Jurisdiction, and the Offer will not be capable of acceptance by any such use, means, instrumentality or facilities.

Overseas Shareholders may, nonetheless, obtain copies of this Offer Document, the FAAs and/or the FATs and any related documents, during normal business hours and up to the Closing Date, from the Offeror through its receiving agent, Boardroom Corporate & Advisory Services Pte. Ltd. (if he is a scripholder) at its office located at 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623 or The Central Depository (Pte) Limited (if he is a depositor), 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588. Alternatively, an Overseas Shareholder may write to the Offeror through Boardroom Corporate & Advisory Services Pte. Ltd. (if he is a scripholder) at the address listed above or The Central Depository (Pte) Limited (if he is a depositor) at Robinson Road Post Office P.O. Box 1984 Singapore 903934, to request for this Offer Document, the FAAs and/or the FATs and any related documents to be sent to an address in Singapore by ordinary post at the Overseas Shareholder's own risk, up to three (3) Market Days prior to the Closing Date.

It is the responsibility of any Overseas Shareholder who wishes to (a) request for this Offer Document, the FAAs and/or the FATs and/or any related documents, or (b) accept the Offer, to satisfy himself as to the full observance of the laws of the relevant jurisdiction in that connection, including the obtaining of any governmental or other consent which may be required, and compliance with all necessary formalities or legal requirements and the payment of any taxes, imposts, duties or other requisite payments due in such jurisdiction. Such Overseas Shareholder shall be liable for any such taxes, imposts, duties or other requisite payments payable and the Offeror and any person acting on its behalf (including DMG) shall be fully indemnified and held harmless by such Overseas Shareholder for any such taxes, imposts, duties or other requisite payments as the Offeror and/or any person acting on its behalf (including DMG) may be required to pay. In (i) requesting for this Offer Document, the FAAs and/or the FATs and any related documents and/or (ii) accepting the Offer, the Overseas Shareholder represents and warrants to the Offeror and DMG that he is in full observance of the laws of the relevant jurisdiction in that connection, and that he is in full compliance with all necessary formalities or legal requirements. **Any Overseas Shareholder who is in any doubt about his position should consult his professional adviser in the relevant jurisdiction.**

The Offeror and DMG each reserves the right to notify any matter, including the fact that the Offer has been made, to any or all Overseas Shareholders by announcement to the SGX-ST and if necessary, paid advertisement in a daily newspaper published and circulated in Singapore, in which case such notice shall be deemed to have been sufficiently given notwithstanding any failure by any Shareholder to receive or see such announcement or advertisement.

## **11. DIRECTORS' RESPONSIBILITY STATEMENT**

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

Where any information has been extracted or reproduced from published or publicly available sources or obtained from the Company, the sole responsibility of the Directors 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 Offer Document.

The Directors jointly and severally accept full responsibility accordingly.

## **12. GENERAL**

Any omission relating to the despatch of this Offer Document, the FAAs and/or the FATs, or any notice, advertisement or announcement required to be given under the terms of the Offer to, or any failure to receive the same by, any person to whom the Offer is made or should be made shall not invalidate the Offer in any way.

The Offer, this Offer Document, the FAAs and/or the FATs, all acceptances of the Offer, all contracts made pursuant thereto and all actions taken or deemed to be taken in connection with any of the foregoing shall be governed by, and construed in accordance with, the laws of Singapore and all accepting Shareholders agree, by accepting the Offer, to submit to the non-exclusive jurisdiction of the Singapore courts.

CPFIS Investors will receive further information on how to accept the Offer from the CPF Agent Banks directly. CPFIS Investors are advised to consult their respective CPF Agent Banks should they require further information, and if they are in any doubt as to the action they should take, CPFIS Investors should seek independent professional advice. CPFIS Investors who wish to accept the Offer are to reply to their respective CPF Agent Banks by the deadline stated in the letter from their respective CPF Agent Banks. CPFIS Investors who accept the Offer will receive the Offer Price payable in respect of their Offer Shares in their CPF investment accounts.

Unless expressly provided otherwise in this Offer Document, the FAAs and/or the FATs, a person who is not a party to any contracts made pursuant to the Offer, this Offer Document, the FAAs and/or the FATs has no rights under the Contracts (Rights of Third Parties) Act (Chapter 53B of Singapore) to enforce any term of such contracts. Notwithstanding any term contained herein, the consent of any third party is not required for any subsequent agreement by the parties hereto to amend or vary (including any release or compromise of any liability) or terminate such contracts. Where third parties are conferred rights under such contracts, those rights are not assignable or transferable.

The Offeror and DMG each reserves the right to treat acceptances of the Offer as valid if received by or on behalf of either of them at any place or places determined by them otherwise than as stated herein or in the FAA or the FAT, or if made otherwise than in accordance with the provisions herein and in the FAA and the FAT.

DMG is acting for and on behalf of the Offeror and does not purport to advise the Shareholders. In preparing its letter to the Shareholders for and on behalf of the Offeror, DMG has not had regard to the general or specific investment objectives, tax position, risk profiles, financial situation or particular needs and constraints of any Shareholder.

**The views of the Independent Directors and the independent financial adviser to the Independent Directors on the Offer will be made available to Shareholders in due course and in any event, the Independent Directors are required under the Code to despatch their views within 14 days of the posting of this Offer Document. Shareholders may wish to consider their advice before taking any action in relation to the Offer.**

**Appendix III** to this Offer Document sets out additional general information relating to the Offer. Your attention is drawn to all the Appendices which form part of this Offer Document.

Issued by  
**DMG & PARTNERS SECURITIES PTE LTD**

For and on behalf of  
Universal EC Investments Pte. Ltd.

17 December 2014

## **APPENDIX I – ADDITIONAL INFORMATION ON THE OFFEROR**

### **1. DIRECTORS OF THE OFFEROR**

The name, address and description of the Directors as at the Latest Practicable Date are as follows:

| <b>Name</b>    | <b>Address</b>                                     | <b>Description</b> |
|----------------|----------------------------------------------------|--------------------|
| Mr. Eugene Lai | c/o 80 Robinson Road<br>#02-00<br>Singapore 068898 | Director           |
| Mr. Jeremy Foo | c/o 80 Robinson Road<br>#02-00<br>Singapore 068898 | Director           |

### **2. REGISTERED OFFICE OF THE OFFEROR**

The registered office of the Offeror is at 80 Robinson Road #02-00, Singapore 068898.

### **3. PRINCIPAL ACTIVITIES OF THE OFFEROR**

The Offeror is a special purpose vehicle incorporated in Singapore as a private limited company on 23 September 2014. Its principal activity is investment holding. The Offeror has not carried on any business since its incorporation, except to enter into the Irrevocable Undertakings and certain agreements relating to the Offer.

### **4. SUMMARY OF FINANCIAL INFORMATION**

As the Offeror was recently incorporated on 23 September 2014, no audited financial statements of the Offeror have been prepared since the date of its incorporation. As no audited financial statements of the Offeror have been prepared to date, there are no significant accounting policies to be noted.

### **5. MATERIAL CHANGES IN FINANCIAL POSITION**

As at the Latest Practicable Date, save for making and financing the Offer, there has been no known material changes in the financial position of the Offeror since the date of its incorporation.

## **APPENDIX II – ADDITIONAL INFORMATION ON THE COMPANY**

### **1. DIRECTORS**

The names, addresses and descriptions of the directors of the Company as at the Latest Practicable Date are as follows:

| <b>Name</b>              | <b>Address</b>                                                       | <b>Description</b>                             |
|--------------------------|----------------------------------------------------------------------|------------------------------------------------|
| Dr. Tan Eng Liang        | 9 Balmoral Park<br>#07-02<br>Balmoral Hills<br>Singapore 259844      | Independent Non-Executive Chairman             |
| Mr. Chua Hock Tong       | 22A Moonbeam Walk<br>Singapore 277244                                | Executive Director and Chief Executive Officer |
| Mr. Yeo Yun Seng Bernard | 25A Jalan Tua Kong<br>Ji Chang Villa<br>Singapore 457227             | Independent Non-Executive Director             |
| Mr. Tan Soo Kiang        | 261 River Valley Road<br>#10-07<br>Aspen Heights<br>Singapore 238307 | Independent Non-Executive Director             |
| Mr. Norman Ip Ka Cheung  | 1 George Street<br>#23-03<br>One George Street<br>Singapore 049145   | Independent Non-Executive Director             |

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the Company has an issued and paid-up share capital of S\$89,614,003 consisting of 270,000,000 Shares. The Shares are ordinary shares carrying equal ranking rights to dividend, voting at general meetings and return of capital. As at the Latest Practicable Date, the Company does not hold any treasury shares and does not have any other class of share capital.

As at the Latest Practicable Date, the Company has not granted any other options or issued any rights, warrants or other securities convertible into, exercisable for or redeemable with any Shares.

There is no restriction in the memorandum or articles of association of the Company on the right to transfer any Shares, which has the effect of requiring the holders of the Offer Shares, before transferring them, to first offer them for purchase to Shareholders or to any other person.

### **3. MATERIAL CHANGES IN FINANCIAL POSITION**

As at the Latest Practicable Date, save (a) as disclosed in this Offer Document and (b) for information on the Company which is publicly available (including the last unaudited financial statements of the Company for the third quarter ended 30 September 2014 which was released by the Company on the SGXNET on 13 November 2014), there has not been, within the knowledge of the Offeror, any material change in the financial position or prospects of the Company since 31 December 2013, being the date of the last balance sheet of the Company laid before Shareholders in a general meeting.

### **4. REGISTERED OFFICE**

The registered office of the Company is at 12 Ang Mo Kio Street 64, #03-13, UE BizHub Central Singapore 569088.

## APPENDIX III – ADDITIONAL GENERAL INFORMATION

### 1. DISCLOSURE OF INTERESTS

- (a) As at the Latest Practicable Date, none of the Offeror, the Directors of the Offeror and any of the parties acting or deemed to be acting in concert with the Offeror owns, controls or has agreed to acquire any (i) Shares, (ii) securities which carry voting rights in the Company, or (iii) Convertible Securities, Warrants, Options or Derivatives in respect of (i) or (ii) (collectively, the “**Company Securities**”).
- (b) None of the Offeror, DMG, the Undertaking Shareholders or any of the parties acting or deemed to be acting in concert with the Offeror has dealt for value in the Company Securities during the period commencing three (3) months prior to 3 October 2014 (being the Possible Offer Announcement Date) and ending on the Latest Practicable Date.
- (c) As at the Latest Practicable Date, save for the Irrevocable Undertakings, no person has given any undertaking to the Offeror, or any party acting in concert with it, to accept or reject the Offer.
- (d) As at the Latest Practicable Date, save for the Irrevocable Undertakings, neither the Offeror nor any party acting in concert with it has entered into any arrangement of the kind referred to in Note 7 on Rule 12 of the Code, including indemnity or option arrangements and any agreement or understanding, formal or informal, of whatever nature, relating to the Shares which may be an inducement to deal or refrain from dealing in the Shares.
- (e) The Offeror has undertaken to each UE Undertaking Shareholder that the Offeror will not sell or transfer the Relevant Shares obtained from the UE Undertaking Shareholders (or any interest therein) at a price above the Offer Price for each Relevant Share before the date falling 12 months after the date of the Formal Offer Announcement, save for the creation of security interest over the Relevant Shares in connection with financing arrangements. As at the Latest Practicable Date, save for the foregoing and the Irrevocable Undertakings, there is no agreement, arrangement or understanding between (i) the Offeror or any party acting in concert with it, and (ii) any of the present or recent directors of the Company, or any of the present or recent Shareholders or any other person that is conditional upon, or has any connection with or dependence upon, the Offer.
- (f) As at the Latest Practicable Date, there is no agreement, arrangement or understanding whereby any of the Offer Shares acquired by the Offeror pursuant to the Offer will or may be transferred to any other person save for the creation of security interest over the Offer Shares to be acquired pursuant to the Offer in favour of financial institutions which have extended credit facilities to it.
- (g) As at the Latest Practicable Date, there is no agreement, arrangement or understanding for payment or other benefit being made or given to any director of the Company or to any director of any corporation which is by virtue of Section 6 of the Companies Act deemed to be related to the Company, as compensation for loss of office or as consideration for, or in connection with, his retirement from office or otherwise in connection with the Offer.

- (h) Save as disclosed in this Offer Document, there has been no material change in any information previously published by or on behalf of the Offeror during the period commencing from the Possible Offer Announcement Date and ending on the Latest Practicable Date.
- (i) Save as disclosed in this Offer Document, as at the Latest Practicable Date, none of the Offeror or any party acting in concert with the Offeror has (A) granted a security interest over any Company Securities to another person, whether through a charge, pledge or otherwise, (B) borrowed from another person any Company Securities (excluding borrowed Company Securities which have been on-lent or sold), or (C) lent any Company Securities to another person.

## **2. GENERAL**

### **2.1 Consent**

DMG has given and has not withdrawn its written consent to the issue of this Offer Document with the inclusion herein of its name and letter and all references thereto in the form and context in which they respectively appear.

### **2.2 Costs and Expenses**

All costs and expenses of or incidental to the Offer including the preparation and circulation of this Offer Document, the FAA and the FAT (other than professional fees and other costs relating to the Offer incurred or to be incurred by the Company) and stamp duty and transfer fees resulting from acceptances of the Offer will be paid by the Offeror.

## **3. MARKET QUOTATIONS**

The closing price of the Shares on the SGX-ST, as reported by Bloomberg L.P., on (a) the Latest Practicable Date was S\$1.275 and on (b) the Last Trading Day was S\$1.280. The closing prices of the Shares on the SGX-ST on the last Market Day (on which there were trades in respect of the Shares) of each of the nine (9) calendar months preceding the Possible Offer Announcement Date, as reported by Bloomberg L.P., are set out below:

| <b>Date</b>       | <b>Closing Price<br/>(S\$)</b> |
|-------------------|--------------------------------|
| 30 January 2014   | 1.005                          |
| 28 February 2014  | 1.090                          |
| 31 March 2014     | 1.265                          |
| 30 April 2014     | 1.310                          |
| 30 May 2014       | 1.275                          |
| 30 June 2014      | 1.190                          |
| 31 July 2014      | 1.190                          |
| 29 August 2014    | 1.225                          |
| 30 September 2014 | 1.280                          |

During the period commencing nine (9) months preceding the Possible Offer Announcement Date and ending on the Latest Practicable Date (being 4 January 2014 to 9 December 2014 (both dates inclusive)):

- (i) the highest closing price of the Shares on the SGX-ST, as reported by Bloomberg L.P., was S\$1.485, which was transacted on 15 April 2014 and 17 April 2014; and
- (ii) the lowest closing price of the Shares on the SGX-ST, as reported by Bloomberg L.P., was S\$0.995, which was transacted on 3 February 2014 and 4 February 2014.

During the period commencing six (6) months preceding the Possible Offer Announcement Date and ending on the Latest Practicable Date (being 4 April 2014 to 9 December 2014 (both dates inclusive)):

- (iii) the highest closing price of the Shares on the SGX-ST, as reported by Bloomberg L.P., was S\$1.485, which was transacted on 15 April 2014 and 17 April 2014; and
- (iv) the lowest closing price of the Shares on the SGX-ST, as reported by Bloomberg L.P., was S\$1.130, which was transacted on 19 August 2014.

#### **4. DOCUMENTS FOR INSPECTION**

Copies of the following documents may be inspected at the office of DMG at 10 Collyer Quay, #09-08, Ocean Financial Centre Singapore 049315 during normal business hours, while the Offer remains open for acceptance:

- (a) the memorandum and articles of association of the Offeror;
- (b) the Possible Offer Announcement, the Due Diligence Pre-Condition Announcement and the Formal Offer Announcement;
- (c) the Irrevocable Undertakings as referred to in paragraph 3 of this Offer Document; and
- (d) the letter of consent from DMG referred to in paragraph 2.1 of this **Appendix III**.

## APPENDIX IV – DETAILS OF THE OFFER

### 1. SETTLEMENT

Subject to the receipt by the Offeror of valid acceptances, complete in all respects and in accordance with the instructions given in this Offer Document and the FAA, FAT and/or the terms and conditions for Electronic Acceptance (as the case may be) and in the case of a depositor, the receipt by the Offeror of confirmation satisfactory to it that the relevant number of Offer Shares are standing to the credit of the “Free Balance” of the depositor’s Securities Account at the relevant time(s), remittances in the form of S\$ cheques drawn on a bank in Singapore for the appropriate amounts will be despatched, pursuant to Rule 30 of the Code, to the accepting Shareholder (or, in the case of a Shareholder holding share certificate(s) which is not deposited with CDP, his designated agent (if any)) by ordinary post and at the risk of the accepting Shareholder or in such manner as he may have agreed with CDP for payment of any cash distribution as soon as practicable but in any event :

- (a) in respect of acceptances of the Offer which are complete and valid in all respects and are received on or before the date on which the Offer becomes or is declared to be unconditional in all respects, within 10 days of that date; or
- (b) in respect of acceptances of the Offer which are complete and valid in all respects and are received after the Offer becomes or is declared to be unconditional in all respects, but before the Offer closes, within 10 days of the date of such receipt.

### 2. ANNOUNCEMENTS

- (a) Pursuant to Rule 28.1 of the Code, by 8.00 a.m. on the dealing day (the “**Relevant Day**”) immediately after the day on which the Offer is due to expire, or becomes or is declared to be unconditional as to acceptances, or is revised or extended (if applicable), the Offeror will announce and simultaneously inform the SGX-ST of the total number of Offer Shares (as nearly as practicable):

- (i) in respect of which valid acceptances of the Offer have been received;
  - (ii) held by the Offeror and any party acting in concert with it before the Offer Period; and
  - (iii) acquired or agreed to be acquired by the Offeror and any party acting in concert with it during the Offer Period,

and will specify the percentages of the issued share capital of the Company represented by such numbers.

- (b) Under Note 5 to Rule 28.1 of the Code, purchases made through the SGX-ST by the Offeror and parties acting in concert with it with no pre-agreement or collusion between the parties to such transactions or their agents, may be counted towards satisfying the acceptance condition. All other purchases by the Offeror and parties acting in concert with it (i.e. off market purchases) may only be counted when fully completed and settled.
  - (c) Under Rule 28.2 of the Code, if the Offeror is unable, within the time limit, to comply with paragraph 2(a) above, the SIC will consider requesting the SGX-ST to suspend dealings in the Shares until the relevant information is given.

- (d) In this Offer Document, references to the making of any announcement or the giving of notice by the Offeror include the release of an announcement by DMG or advertising agents, for and on behalf of the Offeror, to the press or the delivery of or transmission by telephone or facsimile or through SGXNET or otherwise of an announcement to the SGX-ST. An announcement made otherwise than to the SGX-ST shall be notified simultaneously to the SGX-ST.
- (e) In computing the number of Offer Shares represented by acceptances, the Offeror will at the time of making an announcement take into account acceptances which are valid in all respects.

### **3. RIGHT OF WITHDRAWAL**

- (a) Except as expressly provided in this Offer Document and the Code, acceptances of the Offer shall be irrevocable.
- (b) If the Offer has become or been declared unconditional as to acceptances, but the Offeror fails to comply with any of the requirements of Rule 28.1 of the Code by 3.30 p.m. on the Relevant Day, then immediately thereafter:
  - (i) any Shareholder holding Offer Shares which are deposited with CDP and accepting the Offer will be entitled to withdraw his acceptance by written notice to Universal EC Investments Pte. Ltd. c/o The Central Depository (Pte) Limited, 9 North Buona Vista Drive, #01-19/20, The Metropolis, Singapore 138588; and
  - (ii) any Shareholder holding Offer Shares which are not deposited with CDP and accepting the Offer will be entitled to withdraw his acceptance by written notice to Universal EC Investments Pte. Ltd. c/o Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623 (such notice of withdrawal shall be effective only when actually received by the Offeror).
- (c) Subject to Rule 22.9 of the Code, this right of withdrawal may be terminated not less than eight (8) days after the Relevant Day by the Offeror confirming (if that be the case) that the Offer is still unconditional and complying with Rule 28.1 of the Code. For the purpose of the 14-day period referred to in Rule 22.6 of the Code (referred to in paragraph 2.5(b) of this Offer Document), such period will run from the date of such confirmation (if given), or the date on which the Offer would otherwise have expired, whichever is later.
- (d) A Shareholder who accepts the Offer will be entitled to withdraw his acceptance after 14 days from the first Closing Date, if the Offer has not by then become unconditional as to acceptances. Such entitlement to withdraw will be exercisable until the Offer becomes or is declared to be unconditional as to acceptances.
- (e) In a competitive situation, if one (1) offer becomes unconditional as to acceptances, then Shareholders who have tendered their acceptances for the other offer (the “**Unsuccessful Offer**”) can, if they wish, immediately withdraw their acceptances for the Unsuccessful Offer.

## APPENDIX V – PROCEDURES FOR ACCEPTANCE

### 1. PROCEDURES FOR ACCEPTANCE OF THE OFFER BY DEPOSITORS WHOSE SECURITIES ACCOUNTS ARE AND/OR WILL BE CREDITED WITH OFFER SHARES

#### (a) Depositors whose Securities Accounts are credited with Offer Shares

If you have Offer Shares standing to the credit of your Securities Account, you are entitled to receive this Offer Document together with the FAA. If you wish to accept the Offer, you should complete and sign the accompanying FAA in accordance with the provisions and instructions in this Offer Document and the provisions and instructions printed on the FAA (which provisions and instructions shall be deemed to form part of the terms of the Offer) and submit the duly completed and signed FAA, **either by hand** to:

**UNIVERSAL EC INVESTMENTS PTE. LTD.**

c/o The Central Depository (Pte) Limited  
9 North Buona Vista Drive  
#01-19/20  
The Metropolis  
Singapore 138588

or **by post** in the enclosed pre-addressed envelope **at your own risk**, to:

**UNIVERSAL EC INVESTMENTS PTE. LTD.**

c/o The Central Depository (Pte) Limited  
Robinson Road Post Office  
P.O. Box 1984  
Singapore 903934

**so as in either case to arrive not later than 5.30 p.m. on the Closing Date.**

If you have sold or transferred all your Offer Shares, you need not forward this Offer Document and/or the FAA to the purchaser or the transferee (the “**Purchaser**”) as arrangements will be made by CDP for a separate Offer Document and FAA to be sent to the Purchaser. Purchasers should note that CDP will, on behalf of the Offeror, send a copy of this Offer Document and the FAA by ordinary post at the Purchasers’ own risk to their respective addresses as they appear in the records of CDP.

If you wish to accept the Offer, you must insert in Part A of the FAA the number of Offer Shares already standing to the credit of the “Free Balance” of your Securities Account in respect of which the Offer is accepted.

If you are a depository agent as defined under Section 130A of the Companies Act, you may accept the Offer via the SGX-SSH Service provided by CDP as listed in Schedule 3 of the Terms and Conditions for User Services for Depository Agents (“**Electronic Acceptance**”). Such Electronic Acceptances must be submitted **not later than 5.30 p.m. on the Closing Date**. CDP has been authorised by the Offeror to receive Electronic Acceptances on its behalf. Such Electronic Acceptances submitted will be deemed irrevocable and subject to each of the terms and conditions contained in the FAA and this Offer Document as if the FAA has been duly completed, signed in its originality and submitted to CDP.

Subject to paragraph 1(b) below, if the number of Offer Shares inserted in Part A of the FAA or submitted through Electronic Acceptance exceeds the number of Offer Shares standing to the credit of the "Free Balance" of your Securities Account as at 5.00 p.m. on the date of receipt of the FAA by CDP (the "**Date of Receipt**") or, in the case where the Date of Receipt is on the Closing Date, as at 5.30 p.m. on the Closing Date (provided always that the Date of Receipt is on or before the Closing Date) or, if no such number of Offer Shares is inserted in Part A, then you are deemed to have accepted the Offer in respect of all the Offer Shares already standing to the credit of the "Free Balance" of your Securities Account as at 5.00 p.m. on the Date of Receipt or, in the case where the Date of Receipt is on the Closing Date, as at 5.30 p.m. on the Closing Date (provided always that the Date of Receipt is on or before the Closing Date).

**(b) Depositors whose Securities Accounts will be credited with Offer Shares**

If you purchase Offer Shares on the SGX-ST and such Offer Shares are in the process of being credited to the "Free Balance" of your Securities Account, you should also receive this Offer Document together with a FAA. If you wish to accept the Offer in respect of such Offer Shares, you should, after the "Free Balance" of your Securities Account has been credited with such number of Offer Shares, complete, sign and submit the duly completed and signed original of the accompanying FAA in accordance with the provisions and instructions in this Offer Document and the provisions and instructions printed on the FAA (which provisions and instructions shall be deemed to form part of the terms of the Offer) and return the duly completed and signed FAA, **either by hand** to:

**UNIVERSAL EC INVESTMENTS PTE. LTD.**

c/o The Central Depository (Pte) Limited  
9 North Buona Vista Drive  
#01-19/20  
The Metropolis  
Singapore 138588

or **by post** in the enclosed pre-addressed envelope **at your own risk**, to:

**UNIVERSAL EC INVESTMENTS PTE. LTD.**

c/o The Central Depository (Pte) Limited  
Robinson Road Post Office  
P.O. Box 1984  
Singapore 903934

**so as in either case to arrive not later than 5.30 p.m. on the Closing Date.**

If you purchase Offer Shares on the SGX-ST, your acceptance in respect of such Offer Shares will be rejected if the "Free Balance" of your Securities Account is not credited with such Offer Shares by 5.00 p.m. on the Date of Receipt (if the FAA is received by the CDP prior to the Closing Date) or 5.30 p.m. on the Closing Date (if the FAA is received by CDP on the Closing Date).

**None of the Offeror, DMG or CDP accepts any responsibility or liability in relation to such rejection, including the consequences thereof.**

**(c) Depositors whose Securities Accounts are and will be credited with Offer Shares**

If you already have Offer Shares standing to the credit of the “Free Balance” of your Securities Account, and if you have also purchased additional Offer Shares on the SGX-ST that are in the process of being credited to your Securities Account, you may accept the Offer in respect of the Offer Shares standing to the credit of the “Free Balance” of your Securities Account but in respect of the additional Offer Shares purchased which are in the process of being credited to your Securities Account, you may accept the Offer in respect of such additional Offer Shares only **after** the “Free Balance” of your Securities Account has been credited with such number of Offer Shares. The provisions set out above shall apply in the same way to your acceptance(s).

**(d) General**

For reasons of confidentiality, CDP will not entertain telephone enquiries relating to the number of Offer Shares in your Securities Account. You can verify the number of Offer Shares in your Securities Account (i) through CDP Online if you have registered for CDP Internet Access Service or (ii) through CDP Phone Service if you have a T-Pin. Alternatively, you may proceed to CDP in person with your identity card or passport to verify the number of Offer Shares credited to your Securities Account.

CDP will, upon receipt on behalf of the Offeror of the duly completed and signed original of the FAA or Electronic Acceptance, and all other relevant documents (if any), transfer the Offer Shares in respect of which you have accepted the Offer from the “Free Balance” of your Securities Account to a “Suspense Account” until the consideration for the Offer Shares has been despatched to you.

**Except as specifically provided for in this Offer Document and the Code, acceptance of the Offer is irrevocable.**

No acknowledgement will be given for submissions made. All communications, notices, documents and payments will be sent by ordinary post at the risk of the person(s) entitled thereto to the mailing address appearing in the records of CDP. Settlement of the consideration under the Offer will be subject to the receipt of confirmation satisfactory to the Offeror that the Offer Shares to which the FAA relates are credited to the “Free Balance” of your Securities Account and such settlement cannot be made until all relevant documents have been properly completed and lodged with Universal EC Investments Pte. Ltd. c/o The Central Depository (Pte) Limited, **by hand** at 9 North Buona Vista Drive, #01-19/20, The Metropolis, Singapore 138588 or **by post** at your own risk using the enclosed pre-addressed envelope at Robinson Road Post Office P.O. Box 1984 Singapore 903934.

CDP will send you a notification letter stating the number of Offer Shares debited from your Securities Account together with payment of the Offer Price by way of a S\$ cheque drawn on a bank in Singapore for the appropriate amount, or in such other manner as you may have agreed with CDP for the payment of any cash distributions.

If you do not have any existing Securities Account in your name at the time of acceptance of the Offer, your acceptance as contained in the FAA will be rejected.

If you are a depositor whose Securities Account is or will be credited with Offer Shares but you do not receive the FAA, you may obtain such a FAA upon production of satisfactory evidence that you are a Shareholder or have purchased the Offer Shares on the SGX-ST (as the case may be), from The Central Depository (Pte) Limited, at 9 North Buona Vista Drive, #01-19/20, The Metropolis, Singapore 138588.

**2. PROCEDURES FOR ACCEPTANCE OF THE OFFER BY SHAREHOLDERS WHO HOLD OFFER SHARES WHICH ARE NOT DEPOSITED WITH CDP**

If you hold Offer Shares which are not deposited with CDP, you are entitled to receive this Offer Document together with the FAT. If you wish to accept the Offer, you should complete and sign the FAT (which is available upon request from **Universal EC Investments Pte. Ltd.** c/o Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623) in accordance with the provisions and instructions in this Offer Document including the provisions and instructions printed on the FAT (which provisions and instructions shall be deemed to form part of the terms of the Offer) and forward with the relevant share certificate(s) and/or other document(s) of title and/or any other relevant document(s) required by the Offeror **by hand or by post** to:

**UNIVERSAL EC INVESTMENTS PTE. LTD.**

c/o Boardroom Corporate & Advisory Services Pte. Ltd.  
50 Raffles Place  
#32-01  
Singapore Land Tower  
Singapore 048623

**so as to arrive not later than 5.30 p.m. on the Closing Date.**

If the number of Offer Shares in respect of acceptances for the Offer as inserted by you in the FAT exceeds the number of Offer Shares represented by the share certificate(s) and/or other document(s) of title accompanying the FAT, or if no such number of Offer Shares is inserted by you, then you shall be deemed to have accepted the Offer in respect of all the Offer Shares as represented by the share certificate(s) and/or other document(s) of title accompanying the FAT.

**General**

If your Offer Shares are represented by share certificate(s) which are not registered with the Company in your own name, you must send in, at your own risk, the relevant share certificate(s), other document(s) of title and/or other relevant documents required by the Offeror together with a duly completed and signed original FAT accompanied by transfer form(s), duly completed and executed by the person(s) registered with the Company as the holder of the Offer Shares and stamped, with the particulars of the transferee left blank (to be completed by the Offeror or a person authorised by it).

It is your responsibility to ensure that the FAT is properly completed in all respects. The Offeror, DMG and/or Boardroom Corporate & Advisory Services Pte. Ltd. will be entitled to reject any acceptance which does not comply with the provisions and instructions contained herein and in the FAT, or (subject to the preceding paragraph) which is not accompanied by the relevant share certificate(s), other document(s) of title and/or any other relevant document(s) required by the Offeror, or which is otherwise incomplete, incorrect, unsigned, signed but not in its originality or invalid in any respect. Any decision to reject the FAT on the grounds that it has been incompletely, incorrectly or invalidly signed, completed or submitted,

unsigned or signed but not in its originality will be final and binding, and none of the Offeror, DMG or Boardroom Corporate & Advisory Services Pte. Ltd. accepts any responsibility or liability for the consequences of such a decision.

**Except as specifically provided for in this Offer Document and the Code, acceptance of the Offer is irrevocable.**

No acknowledgement of receipt of any FAT, share certificate(s), other document(s) of title, transfer form(s) and/or any other relevant document(s) required by the Offeror will be given.

All communications, notices, certificates, documents and remittances will be sent by ordinary post at the risk of the person(s) entitled thereto.

Payment will be sent to you (or your designated agent or, in the case of joint accepting Shareholders who have not designated any agent, to the one first named in the register of members of the Company) by ordinary post at your address as it appears in the register of members of the Company at your own risk (or to such different name and address as may be specified by you in the FAT and at your own risk), by way of a S\$ cheque drawn on a bank in Singapore for the appropriate amount.

If you are a Shareholder who holds Offer Shares which are not deposited with CDP but you do not receive the FAT, you may obtain such a FAT upon production of satisfactory evidence that you are a Shareholder, from **Universal EC Investments Pte. Ltd.** c/o Boardroom Corporate & Advisory Services Pte. Ltd. at its office located at 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623.

### **3. OTHER RELEVANT INFORMATION IN RESPECT OF THE PROCEDURES FOR ACCEPTANCE**

If you hold share certificate(s) of some of the Offer Shares beneficially owned by you and if you have deposited the rest of the Offer Shares beneficially owned by you with CDP, you are required to complete the FAT in respect of the Offer Shares represented by share certificate(s) and the FAA in respect of the Offer Shares which are deposited with CDP, if you wish to accept the Offer in respect of all such Offer Shares. Both the FAT and the FAA must be completed, signed and accompanied by the relevant documents and sent to the Offeror in accordance with the respective procedures for acceptance set out in paragraphs 1 and 2 of this **Appendix V**.

If you hold share certificate(s) of the Offer Shares beneficially owned by you and you wish to accept the Offer in respect of such Offer Shares, you should not deposit the share certificate(s) with CDP during the period commencing on the date of this Offer Document and ending on the Closing Date (both dates inclusive) as your Securities Account may not be credited with the relevant number of Offer Shares in time for you to accept the Offer.

If you wish to accept the Offer, it is your responsibility to ensure that the FAA and/or FAT, as the case may be, is properly completed in all respects, submitted with original signature(s) and all required documents are provided. The Offeror, DMG, CDP and/or Boardroom Corporate & Advisory Services Pte. Ltd. will be entitled, at their sole and absolute discretion, to reject any acceptance which does not comply with the provisions and instructions contained herein and in the FAA and/or FAT, as the case may be, or which is otherwise incomplete, incorrect, unsigned, signed but not in its originality or invalid in any respect. Any decision to reject any acceptance will be final and binding, and none of the Offeror, DMG, CDP or Boardroom Corporate & Advisory Services Pte. Ltd. accepts any responsibility or liability for the consequences of such a decision.

Acceptances in the form of the FAA and/or FAT received by the Offeror, DMG, CDP and/or Boardroom Corporate & Advisory Services Pte. Ltd., on a Saturday, Sunday or public holiday will only be processed and validated on the next business day.

Submission of the duly completed and signed original of the FAA and/or FAT through CDP and/or Boardroom Corporate & Advisory Services Pte. Ltd. and/or, as the case may be, the Offeror or DMG, shall be conclusive evidence in favour of the Offeror, DMG, CDP and Boardroom Corporate & Advisory Services Pte. Ltd. of the right and title of the persons signing it to deal with the same and with the Offer Shares to which it relates.

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