
MANDATORY CONDITIONAL CASH OFFER FOR UNITED ENGINEERS LIMITED

1. INTRODUCTION

- 1.1 The board of directors (the “**Board**”) of United Engineers Limited (the “**Company**”) refers shareholders of the Company (“**Shareholders**”) to the announcement (the “**Offer Announcement**”) issued on 25 October 2019 by DBS Bank Ltd. (“**DBS**”), for and on behalf of Yanlord Investment (Singapore) Pte. Ltd. (formerly known as Yanlord Perennial Investment (Singapore) Pte. Ltd.) (the “**Offeror**”), relating to:
- (a) a mandatory conditional cash offer for all the issued and paid-up ordinary stock units in the capital of the Company (the “**UEL Ordinary Shares**”) other than those already owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with the Offeror in accordance with Rule 14 of the Singapore Code on Take-Over and Mergers (the “**Code**”) (the “**UEL Ordinary Share Offer**”);
 - (b) a comparable offer for all the issued and paid-up preference shares in the capital of the Company (the “**UEL Preference Shares**” and collectively with the UEL Ordinary Shares, the “**UEL Shares**”) other than those already owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with the Offeror in accordance with Rule 18 of the Code (the “**UEL Preference Share Offer**” and together with the UEL Ordinary Share Offer, the “**UEL Offers**”); and
 - (c) (in the event that the UEL Ordinary Share Offer becomes unconditional as to acceptances or the Offeror acquires statutory control of the Company, whether pursuant to the UEL Ordinary Share Offer or otherwise) the mandatory unconditional cash offer (the “**WBL Chain Offer**”) to be made by the Offeror pursuant to Note 7 to Rule 14.1 of the Code for all the issued and paid-up ordinary shares in the capital of WBL Corporation Limited (“**WBL**”) (“**WBL Shares**”), other than those already owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with the Offeror.
- 1.2 According to the Offer Announcement, the formal offer document to be issued by DBS for and on behalf of the Offeror (the “**Offer Document**”) setting out the terms and conditions of the UEL Offers and enclosing the appropriate form(s) of acceptance of the UEL Offers, will be despatched to Shareholders not earlier than 14 days and not later than 21 days from 25 October 2019, which is the date of the Offer Announcement.
- 1.3 A copy of the Offer Announcement is available on the website of the Singapore Exchange Securities Trading Limited at www.sgx.com. Shareholders are advised to refer to the full text of the Offer Announcement for, *inter alia*, the principal terms of the UEL Offers and (if applicable) the WBL Chain Offer.

2. INDEPENDENT FINANCIAL ADVISER

- 2.1 The Board will appoint an independent financial adviser to advise the directors of the Company who are considered independent for the purposes of the UEL Offers (the “**Recommending Directors**”) in connection with the UEL Offers. An announcement relating to the same will be made by the Company in due course.

- 2.2 A circular containing the advice of the independent financial adviser and the recommendation of the Recommending Directors of the Company in respect of the UEL Offers will be sent to Shareholders within 14 days from the date of the despatch of the Offer Document to be issued by the Offeror.
- 2.3 **In the meantime, Shareholders are advised to refrain from taking any action in relation to their UEL Shares which may be prejudicial to their interests until they or their advisers have considered the information and the recommendations of the Recommending Directors of the Company as well as the advice of the independent financial adviser which will be set out in the circular to be issued by the Company in due course.**

3. RESPONSIBILITY STATEMENT

The directors of the Company (including any director who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Announcement are fair and accurate and that no material facts have been omitted from this Announcement, and they jointly and severally accept responsibility accordingly.

Where any information in this Announcement has been extracted from published or otherwise publicly available sources (including, without limitation, the Offer Announcement) or obtained from a named source, the sole responsibility of the directors of the Company has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Announcement in its proper form and context.

By Order of the Board of
United Engineers Limited

Tan Chee Keong Roy
Group Managing Director and Non-Independent and Executive Director

25 October 2019