

UNITED ENGINEERS LIMITED

(Company Registration No.: 191200018G)

(Incorporated in Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of United Engineers Limited (the “**Company**”) will be held at UE Convention Centre, 4 Changi Business Park Avenue 1, Singapore 486016 on 28 November 2014 at 10.00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution:-

ORDINARY RESOLUTION

APPROVAL OF THE PROPOSED DISPOSAL OF SHARES IN UE E&C LTD.

- (a) That approval be and is hereby given for the proposed disposal to Universal EC Investments Pte. Ltd. (the “**Offeror**”) of the ordinary shares in the issued and paid-up share capital of UE E&C Ltd. (“**Shares**”) (i) held by the Company directly or indirectly through its wholly-owned subsidiary, UES Holdings Pte. Ltd. (“**UES**”), comprising in aggregate 184,139,126 Shares and (ii) any additional Shares that the Company and/or UES may acquire, or which may be issued to the Company and/or UES (the “**Proposed Disposal**”), on terms and subject to the conditions set out in (aa) the binding term sheet dated 3 October 2014 entered into among the Company, UES, the Offeror and Southern Capital Group Private Limited and (bb) the deeds of undertaking dated 3 October 2014 entered into by the Company and UES respectively in favour of the Offeror; and
- (b) the directors of the Company and each of them be and are hereby authorised to do all such acts and things (including, but not limited to, executing all such agreements and documents as may be required in connection with this Resolution and the Proposed Disposal) as they or he may consider necessary, desirable or expedient or in the interests of the Company to give effect to this Resolution and the Proposed Disposal.

BY ORDER OF THE BOARD

Heng Fook Pyng, Jeslyn
Company Secretary
13 November 2014

Notes:

1. A member of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
2. If the appointor is a corporation, the instrument appointing a proxy must be under seal or the hand of its duly authorised officer or attorney.
3. The instrument appointing a proxy must be deposited at the Company’s registered office at 12 Ang Mo Kio Street 64, #01-01 UE BizHub CENTRAL, Singapore 569088 not less than 48 hours before the time set for the Extraordinary General Meeting or any adjournment thereof.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.