

SINGAPORE LAND LIMITED
(Company Registration No. 196300170C)

POSSIBLE MANDATORY CONDITIONAL CASH OFFER BY UOL EQUITY INVESTMENTS PTE LTD (THE "OFFEROR") FOR THE SHARES IN THE COMPANY

The Board of Directors of Singapore Land Limited (the "**Company**") refers to the announcement (the "**Offer Announcement**") made by United Overseas Bank Limited, DBS Bank Ltd and ANZ Singapore Limited for and on behalf of the Offeror (a wholly-owned subsidiary of UOL Group Limited) on 14 January 2009 relating to the mandatory conditional cash offer (the "**Offer**") by the Offeror for the shares of United Industrial Corporation Limited ("**UIC**") (other than those shares already owned, controlled or agreed to be acquired by the Offeror and the Relevant Parties (as defined in the Offer Announcement)).

A copy of the Offer Announcement is attached.

The Announcement states, *inter alia*, that:

- (a) in the event that the Offer becomes unconditional as to acceptances or pursuant to the Offer (or otherwise) the Offeror acquires statutory control of UIC, the Offeror shall, pursuant to the chain principle in Note 6 to Rule 14.1 of the Singapore Code on Takeovers and Mergers (the "**Code**"), make a mandatory unconditional cash offer (the "**SingLand Offer**") for all the issued ordinary shares ("**Shares**") in the Company, other than those already owned, controlled or agreed to be acquired by the Offeror, UIC and its subsidiaries;
- (b) in accordance with Note 3 to Rule 14.3 of the Code, the offer price for the Shares, if and when it is made, will be S\$3.57 for each Share, which has been computed based on the simple average of the daily volume weighted average traded prices of the Shares (rounded up to the nearest half cent) on the latest 20 trading days prior to the date of the Offer Announcement, being the period from 15 December 2008 to 13 January 2009; and
- (c) further details of the SingLand Offer will be announced, if and when the SingLand Offer is made.

In the meantime, the Company wishes to advise the shareholders of the Company to refrain from taking any action in respect of their Shares which may be prejudicial to their interests, and to exercise caution when dealing in the Shares.

BY ORDER OF THE BOARD

Susie Koh
Company Secretary

14 January 2009

The Directors of the Company (including any who may have delegated 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 has been extracted from published or publicly available sources (including the Offer Announcement), the sole responsibility of the Directors of the Company has been to ensure through reasonable enquiries that such information has been accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this announcement.

MANDATORY CONDITIONAL CASH OFFER

by



United Overseas Bank Limited
(Company Registration No.
193500026Z)
(Incorporated in the Republic of
Singapore)



DBS Bank Ltd
(Company Registration No.
196800306E)
(Incorporated in the Republic of
Singapore)



ANZ Singapore Limited
(Company Registration No.
198602937W)
(Incorporated in the Republic of
Singapore)

for and on behalf of

UOL EQUITY INVESTMENTS PTE LTD
(Company Registration No. 197300618K)
(Incorporated in the Republic of Singapore)

a wholly-owned subsidiary of

UOL GROUP LIMITED
(Company Registration No. 196300438C)
(Incorporated in the Republic of Singapore)

to acquire all the issued ordinary shares in the capital of

UNITED INDUSTRIAL CORPORATION LIMITED
(Company Registration No. 196300181E)
(Incorporated in the Republic of Singapore)

other than those already owned, controlled or agreed to be acquired by
UOL Equity Investments Pte Ltd and parties acting in concert with it

1. Introduction

United Overseas Bank Limited ("UOB"), DBS Bank Ltd ("DBS") and ANZ Singapore Limited ("ANZ") (collectively, the "Financial Advisers"), for and on behalf of UOL Equity Investments Pte Ltd ("UEI" or the "Offeror"), a wholly-owned subsidiary of UOL Group Limited ("UOL"), wish to announce that the Offeror has today agreed to acquire 15,862,000 ordinary shares ("Shares") in United Industrial Corporation Limited ("UIC") representing approximately 1.2% of the total issued Shares¹ at a purchase price of S\$1.20 per Share (the "Acquisition"). Following the Acquisition, and as at the date of this Announcement, the Offeror, together with the Relevant Parties (as defined in paragraph 11 of this Announcement), own, control or have agreed to acquire an aggregate of 415,612,600 Shares, representing approximately 30.2% of the total issued Shares.

¹ Unless otherwise stated, in this Announcement, all references to the total number of issued Shares shall be to 1,377,481,220 Shares, being the total number of issued Shares as at 13 January 2009.

In accordance with Rule 14.1 of the Singapore Code on Take-overs and Mergers ("**Code**") and Section 139 of the Securities and Futures Act, Chapter 289 of Singapore, the Offeror intends to make a mandatory conditional cash offer (the "**Offer**") for all the Shares, other than those already owned, controlled or agreed to be acquired by the Offeror and the Relevant Parties (the "**Offer Shares**").

2. The Offer

The Offer shall be made subject to the terms and conditions set out in the offer document to be issued by the Financial Advisers for and on behalf of the Offeror (the "**Offer Document**").

The Offeror will make the Offer for the Offer Shares at an offer price (the "**Offer Price**") of **S\$1.20** for each Offer Share.

The Offeror does not intend to revise the Offer Price except that the Offeror reserves the right to do so in a competitive situation.

The Offer Shares are to be acquired (a) fully-paid, (b) free from all liens, equities, mortgages, charges, encumbrances, rights of pre-emption and other third party rights and interests of any nature whatsoever, and (c) together with all rights, benefits and entitlements attached thereto as at the date hereof and hereafter attaching thereto (including the right to receive and retain all dividends, other distributions and return of capital (if any) which may be announced, declared, paid or made thereon by UIC on or after the date of this Announcement). If any dividend, other distribution or return of capital is declared, made or paid on or after the date of this Announcement, the Offeror reserves the right to reduce the Offer Price by the amount of such dividend, distribution or return of capital.

The Offer will be extended, on the same terms and conditions, to all new Shares unconditionally issued or to be issued pursuant to the valid exercise prior to the close of the Offer of any options ("**Options**") to subscribe for new Shares granted under the UIC Share Option Scheme approved and adopted by UIC at the extraordinary general meeting of UIC held on 18 May 2001 ("**UIC ESOS**"). For the purpose of the Offer, the expression "**Offer Shares**" shall include such Shares. As at the date of this Announcement, based on the latest information available to the Offeror², there are 3,486,000 outstanding Options granted under the UIC ESOS.

Neither the Offeror nor any party acting in concert with it has received any irrevocable undertaking from any party to accept or reject the Offer.

3. Condition

Pursuant to Rule 14.2 of the Code, the Offer shall be conditional upon the Offeror having received, by the close of the Offer, valid acceptances in respect of such number of Offer Shares, which when taken together with the number of Shares owned, controlled or agreed to be acquired by the Offeror and persons acting in concert with it (either before or during the Offer and pursuant to the Offer or otherwise), will result in the Offeror and persons acting in concert with it holding such number of Shares carrying more than 50% of the voting rights attributable to the total issued Shares as at the close of the Offer (including any voting rights attributable to the Shares unconditionally issued or to be issued pursuant to the valid exercise of any outstanding Options prior to the close of the Offer).

² Based on the unaudited consolidated financial statements of UIC for the nine (9) months ended 30 September 2008, released by UIC on the SGXNET on 14 November 2008.

Accordingly, the Offer will not become or be capable of being declared unconditional as to acceptances until the close of the Offer, unless at any time prior to the close of the Offer, the Offeror has received valid acceptances in respect of such number of Offer Shares which, when taken together with the number of Shares owned, controlled or agreed to be acquired by the Offeror and persons acting in concert with it (either before or during the Offer and pursuant to the Offer or otherwise), will result in the Offeror and persons acting in concert with it holding such number of Shares carrying more than 50% of the voting rights attributable to the maximum potential issued share capital of UIC. For this purpose, the "**maximum potential issued share capital of UIC**" means the total number of Shares which would be in issue had all the outstanding Options been validly exercised as at the date of such declaration.

4. Information on the Offeror and UOL

4.1 The Offeror

UEI is one of the investment holding companies, and a wholly-owned subsidiary, of UOL.

As at the date of this Announcement, the Offeror has an issued share capital of S\$280,000,000 divided into 150,000,000 ordinary shares and 1,300,000 preference shares. The directors of the Offeror are Mr Gwee Lian Kheng, Mr Liam Wee Sin and Mr Foo Thiam Fong Wellington.

4.2 UOL

UOL and its subsidiaries (the "**UOL Group**") is one of Singapore's largest property companies. UOL is listed on the Singapore Exchange Securities Trading Limited ("**SGX-ST**"). The UOL Group has a track record of developing high quality commercial and residential properties in prime locations both in Singapore and overseas. It also has interests in hotel ownership and management through UOL's 81.6% owned subsidiary, Hotel Plaza Limited, which is also listed on the SGX-ST.

The UOL Group has assets and operations in Singapore, Malaysia, the People's Republic of China, Australia, Vietnam and Myanmar. The UOL Group's commercial properties in Singapore include Odeon Towers, Pan Pacific Serviced Suites, United Square and retained interests in Faber House, Novena Square and The Plaza. The UOL Group also owns the following hotels: Pan Pacific Orchard, Parkroyal on Beach Road and Parkroyal on Kitchener Road, in Singapore; Parkroyal Kuala Lumpur and Parkroyal Penang, in Malaysia; Sheraton Suzhou Hotel & Towers and Sofitel Plaza Xiamen, in the People's Republic of China; Crowne Plaza Darling Harbour, Crowne Plaza Parramatta and Sheraton Perth Hotel, in Australia; Parkroyal Saigon and Hotel Sofitel Plaza Hanoi, in Vietnam and Parkroyal Yangon in Myanmar.

UOL has an issued share capital of S\$1,075,315,550 divided into 796,072,154 ordinary shares, and a market capitalisation of S\$1,727,476,574.³ The directors of UOL are Mr Wee Cho Yaw, Mr Gwee Lian Kheng, Mr Alan Choe Fook Cheong, Mr Lim Kee Ming, Mr Wee Ee Chao, Mr Low Weng Keong, Mr James Koh Cher Siang, Mr Wee Ee Lim and Dr Pongsak Hoontrakul.

5. Information on UIC

UIC was incorporated in Singapore on 3 July 1963 as a private limited company under the Singapore Companies Ordinance (Chapter 174, 1955 Edition). UIC was converted into a public company on 18 June 1969 and was listed on the main board of The Stock Exchange of

³ Based on the volume weighted average price of the shares in UOL of S\$2.17 on the SGX-ST on 13 January 2009, being the latest full trading date prior to the date of this Announcement.

Singapore Limited (now the Singapore Exchange Securities Trading Limited) on 17 March 1971.

The principal activity of UIC is that of an investment holding company. The principal activities of UIC and its subsidiaries (the "**UIC Group**") consist of development of properties for investment and trading, investment holding, property management, development management and consultancy, investment in hotels and retail centres, trading in computers and related products, and provision of information technology services.

6. Possible Offer for SingLand

The UIC Group owns an aggregate of 298,728,384 ordinary shares in Singapore Land Limited ("**SingLand**") ("**SingLand Shares**"), representing approximately 72.4% of the total issued SingLand Shares⁴. SingLand is also listed on the Main Board of the SGX-ST.

The principal activity of SingLand is that of an investment holding company. The principal activities of SingLand and its subsidiaries consist of development of properties for investment and trading, investment holding, property management, development management and consultancy, and investment in hotels and retail centres.

In the event that the Offer becomes unconditional as to acceptances or pursuant to the Offer (or otherwise) the Offeror acquires statutory control of UIC, the Offeror shall pursuant to the chain principle in Note 6 to Rule 14.1 of the Code, make a mandatory unconditional cash offer for all the issued SingLand Shares, other than those already owned, controlled or agreed to be acquired by the Offeror, parties acting in concert with the Offeror and the UIC Group (the "**SingLand Offer**").

In accordance with Note 3 to Rule 14.3 of the Code, the offer price for the SingLand Shares under the SingLand Offer (the "**SingLand Offer Price**"), if and when it is made, will be S\$3.57 for each SingLand Share, which has been computed based on the simple average of the daily volume weighted average traded prices of SingLand Shares (rounded up to the nearest half cent) on the latest 20 trading days prior to the date of this Announcement, being the period from 15 December 2008 to 13 January 2009.

Further details of the SingLand Offer will be announced, if and when the SingLand Offer is made.

7. Rationale for the Offer

The Offeror is making the Offer for the following reasons:

7.1 Allow the Offeror to acquire a majority interest in UIC

Through the Offer, UOL wishes to increase its shareholding in the UIC Group. If UOL is able to obtain a majority shareholding in UIC, it would like to achieve the following objectives:

(a) Better align the strategic objectives of the UIC Group with that of the UOL Group

The UOL Group is one of Singapore's largest property companies, and has a track record of developing high quality commercial and residential properties in prime locations both in Singapore and overseas. Through UOL's 81.6% owned subsidiary,

⁴ Unless otherwise stated, in this Announcement, all references to the total number of issued SingLand Shares shall be to 412,477,559 SingLand Shares, being the total number of issued SingLand Shares as at 13 January 2009.

Hotel Plaza Limited, the UOL Group also has interests in hotel ownership and management. The UOL Group's diversified portfolio of investment and development properties comprises residential apartments, offices, retail malls, hotels, spas and restaurants.

The UIC Group is one of Singapore's largest office landlords in the Central Business District and also has indirect interests in three five-star hotels in the fast developing Marina Bay area. It is a major real estate developer, with a portfolio of more than 2 million square feet of office space and more than 1 million square feet of retail space in Singapore.

As the principal activities of the UOL Group and the UIC Group are substantially the same, UOL is of the view that the Offer represents an opportunity to better align the strategic objectives of the UIC Group with those of the UOL Group. Furthermore, this allows the UOL Group to increase its exposure to the UIC Group's portfolio of quality property assets and to expand its core business.

(b) Improve efficiency in the allocation of resources

The UOL Group and the UIC Group currently have co-investments in certain retail, commercial and hotel investments. In addition, the UOL Group and the UIC Group are involved in jointly developing residential projects in Singapore. If UOL is able to obtain a majority shareholding in UIC, the UOL Group will be able to streamline the interests of both groups in these co-investments.

7.2 The Offer represents an opportunity for shareholders of UIC to realise their investment

UOL is of the view that the Offer presents the shareholders of UIC with an opportunity to realise their investment in the Shares for cash at a price that is at approximately 9.1% premium to UIC's closing share price of S\$1.10 on 13 January 2009.

In addition, the trading liquidity of the Shares has been low, with an average daily trading volume of approximately 584,361 Shares over the 12-month period immediately preceding the date of this Announcement, representing approximately 0.04% of the total issued Shares. In view of the low trading liquidity, the Offer therefore represents an opportunity for the shareholders of UIC to realise their investment in the Shares.

7.3 Comply with the requirements of the Code

As set out in paragraph 1 of this Announcement, the Offeror is making the Offer in compliance with the requirements of the Code.

8. Compulsory Acquisition and Listing Status

Pursuant to Section 215(1) of the Companies Act (Chapter 50) of Singapore ("**Companies Act**"), in the event the Offeror receives acceptances of the Offer in respect of 90% or more of the 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 treasury shares held in UIC), the Offeror would be entitled to exercise the right to compulsorily acquire all the Shares of the shareholders of UIC who have not accepted the Offer at a price equal to the Offer Price.

Pursuant to Rule 1105 of the listing manual of the SGX-ST (the "**Listing Manual**"), upon an announcement by the Offeror that acceptances have been received pursuant to the Offer that bring the holdings owned by the Offeror and parties acting in concert with it to above 90% of the total number of issued Shares excluding treasury shares, the SGX-ST may suspend the listing of the Shares in the Ready and Odd-Lots markets until it is satisfied that at least 10% of the total number of issued Shares excluding treasury shares are held by at least 500 UIC

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 treasury shares, thus causing the percentage of the total number of Shares excluding treasury shares held in public hands to fall below 10%, the SGX-ST will suspend trading of the Shares only at the close of the Offer.

In addition, under Rule 724 of the Listing Manual, if the percentage of the total number of issued Shares excluding treasury shares held in public hands falls below 10%, UIC must, as soon as practicable, announce that fact and the SGX-ST may suspend the trading of all the Shares. Rule 725 of the Listing Manual states that the SGX-ST may allow UIC a period of three (3) months, or such longer period as the SGX-ST may agree, to raise the percentage of Shares in public hands to at least 10%, failing which UIC may be delisted from the SGX-ST.

In light of the fact that the Offer is not open for acceptance by the Relevant Parties (as defined in paragraph 11 of this Announcement), the Offeror does not expect to have any rights of compulsory acquisition in connection with the Offer. It is the present intention of the Offeror to maintain the listing status of UIC on the SGX-ST. However, in the event the SGX-ST suspends the listing of the Shares pursuant to the rules under the Listing Manual, the Offeror will reassess its position in respect of its shareholdings in UIC.

9. **Benchmarking the Offer**

The information below relating to certain financial aspects of the Offer has been based on data extracted from Bloomberg on 13 January 2009.

The Offer Price of S\$1.20 for each Offer Share represents a premium of:

- (a) approximately 9.1% over the last transacted price of S\$1.10 per Share on the SGX-ST on 13 January 2009, being the latest full trading date prior to the date of this Announcement;
- (b) approximately 12.1% over the volume weighted average price ("VWAP") of Shares on the SGX-ST of S\$1.07 over the last one (1) month prior to the date of this Announcement (from 14 December 2008 to 13 January 2009 inclusive); and
- (c) approximately 5.3% over the VWAP of Shares on the SGX-ST of S\$1.14 over the last three (3) months prior to the date of this Announcement (from 14 October 2008 to 13 January 2009 inclusive).

Note: Any differences between the amounts and the actual totals thereof are due to rounding.

From 2 January 2008 to 13 January 2009 (being the latest full trading date prior to the date of this Announcement), the price of the Shares as traded on the SGX-ST has depreciated by 60.0%, whilst the Straits Times Index (widely seen as a proxy for the general Singapore stock market) and the FTSE ST Real Estate Index (which tracks the share price performance of selected stocks in the Singapore real estate sector, including both UOL and UIC) have declined by approximately 48.8% and approximately 57.7% respectively. Accordingly, the Shares have significantly underperformed against the wider applicable market.

10. **Listing Manual Requirements**

The Offer and the SingLand Offer constitute a major transaction by UOL under Chapter 10 of the Listing Manual.

In connection with Rule 1014 of the Listing Manual, a major transaction is generally made conditional upon the approval by the shareholders of UOL at a general meeting. However, the SGX-ST had granted UOL a waiver of Rule 1014 of the Listing Manual subject to the announcement of the waiver at the same time as this Announcement. Accordingly, the approval of the shareholders of UOL is not required for the Offer and the SingLand Offer and hence neither offer need be made conditional upon such approval.

11. Disclosures of Shareholdings and Dealings

As at the date hereof, excluding the Acquisition, (i) the Offeror and its directors; (ii) UOL, its directors and its wholly-owned subsidiaries; (iii) United Overseas Bank Limited ("UOB"); (iv) Haw Par Corporation Limited ("HPC"); and (v) Mr Wee Cho Yaw (collectively, excluding the Offeror, the "Relevant Parties") own, control or have agreed to acquire an aggregate of 399,750,600 Shares, representing approximately 29.0% of the total number of issued Shares as set out below:

- (a) the Offeror directly and beneficially owns 164,459,200 Shares representing approximately 11.9% of the total issued Shares;
- (b) UOL beneficially owns 32,318,000 Shares representing approximately 2.4% of the total issued Shares;
- (c) UOB beneficially owns 133,553,900 Shares representing approximately 9.7% of the total issued Shares;
- (d) HPC indirectly (through its subsidiaries) owns 67,558,000 Shares representing approximately 4.9% of the total issued Shares;
- (e) Mr Wee Cho Yaw directly and beneficially owns 1,857,000 Shares representing approximately 0.1% of the total issued Shares; and
- (f) Mr James Koh Cher Siang directly owns 4,500 Shares.

Further to the acquisition of the 15,862,000 Shares referred to above, the Offeror and the Relevant Parties collectively own, control or have agreed to acquire 415,612,600 Shares representing approximately 30.2% of the total issued Shares as at the date of this Announcement.

Save as disclosed above and in Appendix I to this Announcement, none of the Offeror, the Relevant Parties or the Financial Advisers (A) owns, controls or has agreed to acquire Shares as at the date hereof, (B) has dealt for value in any Shares during the six-month period immediately preceding the date of this Announcement or (C) has received any irrevocable undertaking from any party to accept or reject the Offer, as at the date of this Announcement.

In the interests of confidentiality, the Offeror has not made enquiries in respect of certain other parties who are or may be deemed to be acting in concert with it in connection with the Offer. Similarly, the Financial Advisers have also not made any enquiries in respect of other members of their respective groups. Further enquiries will be made of such persons and the relevant disclosures, if any, will be made in due course and in the Offer Document.

12. Overseas Shareholders

This Announcement does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy any security, nor is it a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of the securities referred to in this

Announcement in any jurisdiction in contravention of applicable law. The Offer will be made solely by the Offer Document and the forms of acceptance accompanying the Offer Document, which will contain the full terms and conditions of the Offer, including details of how the Offer may be accepted.

The release, publication or distribution of this Announcement in certain jurisdictions may be restricted by law and therefore persons in any such jurisdictions into which this Announcement is released, published or distributed should inform themselves about and observe such restrictions.

Copies of this Announcement and any 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 ("**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.

The availability of the Offer to shareholders of UIC whose addresses are outside Singapore, as shown in the register of members of UIC or as the case may be, in the records of CDP ("**Overseas UIC Shareholders**") may be affected by the laws of the relevant overseas jurisdictions in which they are located. Accordingly, Overseas UIC Shareholders should inform themselves of, and observe, any applicable requirements. Where there are potential restrictions on sending the Offer Document and the forms of acceptance accompanying the Offer Document to any overseas jurisdiction, the Offeror and the Financial Advisers reserve the right not to send these documents to Overseas UIC Shareholders in such overseas jurisdictions. For the avoidance of doubt, the Offer will be open to all shareholders of UIC holding Offer Shares (other than the Relevant Parties) including those to whom the Offer Document and the relevant forms of acceptance may not be sent. Further details in relation to Overseas UIC Shareholders will be contained in the Offer Document.

13. Confirmation of Financial Resources

UOB, DBS and ANZ, as joint Financial Advisers to the Offeror, confirm that sufficient financial resources are available to the Offeror to satisfy in full all acceptances in respect of the Offer and if made, the SingLand Offer.

14. Offer Document

The formal Offer Document setting out the terms and conditions of the Offer and enclosing a Form of Acceptance and Authorisation and/or a Form of Acceptance and Transfer will be despatched to holders of Offer Shares not earlier than 14 days and not later than 21 days from the date of this Announcement.

Shareholders are advised to exercise caution when dealing in the Shares and SingLand Shares.

15. Responsibility Statement

The Directors of the Offeror and the Directors of UOL (including those who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Announcement are fair and accurate and that no material facts have been omitted from this Announcement, the omission of which would make any statement in this Announcement misleading.

Where any information has been extracted from published or otherwise publicly available sources or obtained from UIC or SingLand, the sole responsibility of the Directors of the Offeror and the Directors of UOL has been to ensure, through reasonable enquiries, that such information has been accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this Announcement.

The Directors of the Offeror and the Directors of UOL jointly and severally accept responsibility accordingly.

Issued by

United Overseas Bank Limited DBS Bank Ltd

ANZ Singapore Limited

for and on behalf of
UOL Equity Investments Pte Ltd

14 January 2009

For more information, please contact during office hours:

United Overseas Bank Limited

DBS Bank Ltd

ANZ Singapore Limited

Chan Heng Toong
Managing Director

Choe Tse Wei
Managing Director

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Managing Director

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Forward-Looking Statements

All statements other than statements of historical facts included in this Announcement are or may be forward looking statements. Forward-looking statements include but are not limited to those using words such as "seek", "expect", "anticipate", "estimate", "believe", "intend", "project", "plan", "strategy", "forecast" and similar expressions or future or conditional verbs such as "will", "would", "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, UOL nor any of the Financial Advisers undertakes any obligation to update publicly or revise any forward-looking statements.

APPENDIX I

DEALINGS BY THE RELEVANT PERSONS AND THE FINANCIAL ADVISERS

The dealings (if any) of the Relevant Persons or the Financial Advisers, in respect of the Shares for the period commencing six (6) months prior to the date of this Announcement, are as follows:

Name	Date of Transaction	Price per Share (S\$)	No. of Shares acquired	No. of Shares sold
UOB	14 July 2008	2.8628	-	35,000
UOB	15 July 2008	2.8376	-	34,000
UOB	16 July 2008	2.8595	-	21,000
UOB	17 July 2008	2.8680	-	15,000
UOB	23 July 2008	2.8900	-	8,000
UOB	25 July 2008	2.8600	-	5,000
UOB	28 July 2008	2.8700	-	55,000
UOB	29 July 2008	2.8645	-	18,000
UOB	30 July 2008	2.9033	-	15,000
UOB	5 August 2008	2.8209	-	81,000
UOB	7 August 2008	2.7600	-	10,000
UOB	8 August 2008	2.7600	-	32,000
UOB	11 August 2008	2.7771	-	7,000
UOB	13 August 2008	2.7550	-	20,000
UOB	14 August 2008	2.8176	-	42,000
UOB	15 August 2008	2.8673	-	134,000
UOB	20 August 2008	2.8023	-	26,000
UOB	21 August 2008	2.7935	-	28,000
UOB	22 August 2008	2.7721	-	19,000
UOB	25 August 2008	2.7800	-	2,000
UOB	26 August 2008	2.7100	-	5,000
UOB	27 August 2008	2.7361	-	13,000
UOB	4 September 2008	2.3505	-	36,000
UOB	5 September 2008	2.3200	-	12,000
UOB	25 September 2008	2.1422	-	77,000
UOB	26 September 2008	2.1375	-	84,000
UOB	29 September 2008	2.1274	-	171,000
UOB	30 September 2008	2.0856	-	193,000
UOB	2 October 2008	2.0577	-	63,000
UOB	3 October 2008	2.0097	-	186,000
UOB	6 October 2008	2.0000	-	40,000
UOB	13 October 2008	1.3500 ⁵	60,000	-
UOB	14 October 2008	1.5360	-	50,000
UOB	15 October 2008	1.4350	-	10,000
UOB	16 October 2008	1.4300	-	30,000

⁵UOB had embarked on a limited sale of part of its stake in UIC between July 2008 and November 2008. On 13 October 2008, an erroneous instruction was given to purchase these 60,000 Shares. This purchase, effected through the SGX-ST system, could not be reversed, cancelled or nullified. Since this purchase was a mistake that could not be reversed, cancelled or nullified, UOB proceeded to dispose of the same 60,000 Shares on the next two (2) trading days of 14 and 15 October 2008. The Securities Industry Council had on 8 January 2009 ruled that this erroneous purchase may be disregarded for the purpose of determining the Offer Price pursuant to Rule 14.3 of the Code.

Name	Date of Transaction	Price per Share (S\$)	No. of Shares acquired	No. of Shares sold
UOB	17 October 2008	1.4100	-	37,000
UOB	20 October 2008	1.4038	-	80,000
UOB	21 October 2008	1.4100	-	27,000
UOB	22 October 2008	1.4002	-	54,000
UOB	23 October 2008	1.3921	-	138,000
UOB	29 October 2008	1.3367	-	112,000
UOB	30 October 2008	1.3436	-	250,000
UOB	31 October 2008	1.3332	-	288,000
UOB	3 November 2008	1.3567	-	265,000
UOB	4 November 2008	1.3362	-	45,000
UOB	5 November 2008	1.3575	-	20,000
UEI	14 January 2009	1.2000	15,862,000	-