

NOTICE OF EXTRAORDINARY GENERAL MEETING



NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of **UMS Holdings Limited** (the “**Company**”) will be held at 16 Seletar Aerospace Crescent Singapore 797567 on Wednesday, 4 September 2024 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications the following special resolution:

*All capitalised terms in the Notice of EGM which are not defined herein shall have the same meaning ascribed to them in the Circular to Shareholders dated 13 August 2024 (the “**Circular**”).*

Special Resolution: Proposed Change of Name

That:

- (a) the name of the Company be changed to “UMS Integration Limited” and the name “UMS Holdings Limited” be substituted by “UMS Integration Limited” wherever the former name appears in the Company’s Constitution; and
- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things, including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required, and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this resolution and implement any of the foregoing as they think fit and in the interests of the Company.

BY ORDER OF THE BOARD

Siau Kuei Lian
Company Secretary

Singapore, 13 August 2024

Important Notes to Shareholders on arrangements for the Extraordinary General Meeting:

1. The Extraordinary General Meeting (“**EGM**”) will be held physically at 16 Seletar Aerospace Crescent Singapore 797567 on Wednesday, 4 September 2024 at 10.00 a.m.. There will be no option for Shareholders to participate virtually.
2. The Circular, together with this Notice of EGM, the accompanying Proxy Form, and Request Form has been made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and the website of the Company at the URL <http://www.umsgroup.com.sg/ir.html>. A hardcopy of the Circular will not be sent to shareholders. However, the Notice of EGM and accompanying Proxy Form and Request Form, will be mailed to all Shareholders. Shareholders may request printed copies of the Circular by completing and returning the Request Form no later than 21 August 2024.
3. Arrangements relating to submission of comments, queries and/or questions to the Chairman of the EGM in advance of and at the EGM of the Company, addressing of substantial and relevant comments, queries and/or questions at least 48 hours prior to the closing date and time for the lodgement of the Proxy Forms and during the EGM, and voting physically or appointing proxy(ies) (including the Chairman of the EGM) to vote at the EGM of the Company, are set out in this Notice of EGM.
4. Shareholders (whether individual or corporate) may vote at the EGM by themselves or may appoint proxy(ies) (including the Chairman of the EGM) to attend, speak and vote on his/her/its behalf at the EGM in accordance with the instructions on the Proxy Form if such Shareholder wishes to exercise his/her/its voting rights at the EGM.
5. A Shareholder:
 - (a) who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM on his/her/its behalf. Where such Shareholder’s form of proxy appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy. Where a member appoints two (2) proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy;
 - (b) who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM on his/her/its behalf, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such Shareholder. Where such Shareholder’s form of proxy appoints more than two (2) proxies, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the form of proxy. Where a member appoints more than (2) proxies, the appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed.

“**Relevant Intermediary**” shall have the same meaning ascribed to it in Section 181 of the Companies Act 1967.

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6. CPF/SRS investors:
 - (a) may vote at the EGM if they are appointed as proxies by their respective CPF agent banks or SRS operators, and should contact their respective CPF agent banks or SRS operators if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the EGM as proxy, in which case they should approach their respective CPF agent banks or SRS operators to submit their votes by 5.00 p.m. on Friday, 23 August 2024 (that is, at least seven (7) working days before the date of the EGM).
7. Duly appointed proxy(ies), including the Chairman of the EGM acting as proxy, need not be a Shareholder of the Company. A Shareholder may choose to appoint the Chairman of the EGM as his/her/its proxy.
8. The Proxy Form must be submitted to the Company in the following manner:
 - (a) if submitted by post, be lodged at the Company's registered office at 23 Changi North Crescent, Singapore 499616; or
 - (b) if submitted by email, in Portable Document Format (PDF) format to the Company at egmaug2024@umsgroup.com.sg

in either case, by 10.00 a.m. on Sunday, 1 September 2024 (that is, not less than 72 hours before the time fixed for holding the EGM). A Shareholder who wishes to submit the Proxy Form must first complete and sign the Proxy Form, before submitting it by post to the address provided above, or by scanning and submitting it by way of electronic means via email to the email address provided above. Shareholders are strongly encouraged to submit the completed Proxy Forms by way of electronic means.

9. Shareholders may submit comments, queries and/or questions relating to the resolution in the Notice of EGM in advance of the EGM of the Company, in the following manner:
 - (a) if submitted by post, to the Company's registered office at 23 Changi North Crescent, Singapore 499616; or
 - (b) if submitted by way of electronic means, be submitted via email to the Company at egmaug2024@umsgroup.com.sg

in either case, by 10.00 a.m. on Wednesday, 21 August 2024

When submitting questions, please provide the Company with the following details, for verification purposes:-

- (i) Full name;
- (ii) NRIC number;
- (iii) Current address;
- (iv) Contact number; and
- (v) Number of shares held.

Please also indicate the manner in which you hold shares in the Company (e.g. via CDP, CPF or SRS).

10. Shareholders or (where applicable) their duly appointed proxy(ies) and representatives will also be able to raise questions at the EGM of the Company itself.
11. The Company will endeavour to address all substantial and relevant comments, queries and/or questions received from Shareholders before the EGM. The Company will publish its responses to comments, queries and/or questions on the Company's website at the URL <http://www.umsgroup.com.sg/ir.html> and on SGXNET at the URL <https://www.sgx.com/securities/company-announcements> by 10.00 a.m. on Friday, 30 August 2024 (forty-eight hours prior to the closing date and time for the lodgement of the proxy forms).
12. Shareholders and (where applicable) duly appointed proxies and representatives may participate in the EGM physically at 16 Seletar Aerospace Crescent Singapore 797567. There will be no option for Shareholders to participate virtually.
13. The Company will publish the minutes of the EGM on the Company's website at the URL <http://www.umsgroup.com.sg/ir.html> and on SGXNET at the URL <https://www.sgx.com/securities/company-announcements> within one (1) month after the EGM.

Personal data privacy:

By submitting the Proxy Form appointing a proxy(ies) (including the Chairman of the EGM) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a Shareholder of the Company (a) consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (b) warrants that where the Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the Shareholder 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (c) agrees to indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty. In addition, by attending the EGM and/or any adjournment thereof, a Shareholder consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for any of the Purposes.