

**CIRCULAR DATED 13 AUGUST 2024**

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

**If you are in any doubt about the contents of this Circular or the action that you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.**

*Unless otherwise stated, capitalised terms on this cover are defined in this Circular under the section titled "DEFINITIONS".*

If you have sold or transferred all your ordinary shares (the "**Shares**") in the capital of UMS Holdings Limited (the "**Company**") held through The Central Depository (Pte) Limited (the "**CDP**"), you need not forward the Notice of Extraordinary General Meeting ("**EGM**"), accompanying Proxy Form, and Request Form to the purchaser or transferee as arrangements will be made by CDP for a separate Notice of EGM, accompanying Proxy Form, and Request Form to be sent to the purchaser or transferee. If you have sold or transferred all your Shares represented by physical share certificate(s), you should immediately forward the Notice of EGM, accompanying Proxy Form, and Request Form to the purchaser or transferee, or the bank, stockbroker or agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. You should also inform the purchaser or transferee, or bank, stockbroker or agent through whom the sale or transfer was effect for onward notification to the purchaser, that this Circular, together with the Notice of EGM, accompanying Proxy Form, and Request Form are 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>. In accordance with the Company's Constitution, a printed copy of this Circular will NOT be despatched to Shareholders.

This Circular has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") and the SGX-ST assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made or reports contained in this Circular.



(Company Registration Number 200100340R)  
(Incorporated in Singapore on 17 January 2001)

## **CIRCULAR TO SHAREHOLDERS**

### **IN RELATION TO**

### **PROPOSED CHANGE OF NAME FROM "UMS HOLDINGS LIMITED" TO "UMS INTEGRATION LIMITED"**

#### **IMPORTANT DATES AND TIMES:**

Last date and time for lodgement of proxy form : Sunday, 1 September 2024 at 10.00 a.m.

Date and time of Extraordinary General Meeting : Wednesday, 4 September 2024 at 10.00 a.m.

Place of Extraordinary General Meeting : 16 Seletar Aerospace Crescent Singapore 797567

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## DEFINITIONS

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In this Circular, the following definitions apply throughout unless the context otherwise requires or unless otherwise stated:

### General

<b>“ACRA”</b>	:	Accounting and Corporate Regulatory Authority of Singapore
<b>“Board” or “Directors”</b>	:	The board of Directors of the Company as at the Latest Practicable Date
<b>“CDP”</b>	:	The Central Depository (Pte) Limited
<b>“Circular”</b>	:	This circular to Shareholders dated 13 August 2024
<b>“Companies Act” or “Act”</b>	:	The Companies Act 1967 of Singapore as amended, modified or supplemented from time to time
<b>“Company”</b>	:	UMS Holdings Limited (Company Registration Number 200100340R) having its registered office at 23 Changi North Crescent, Singapore 499616
<b>“Constitution”</b>	:	The Constitution of the Company, as amended, modified or supplemented from time to time
<b>“EGM”</b>	:	The extraordinary general meeting of the Company in relation to the Proposed Resolution to be held on Wednesday, 4 September 2024 at 10.00 a.m., notice of which is set out in pages N-1 to N-3
<b>“Group”</b>	:	The Company and its subsidiaries, collectively
<b>“Latest Practicable Date”</b>	:	7 August 2024, being the latest practicable date prior to the finalisation and release of this Circular
<b>“Listing Manual”</b>	:	The listing manual of the SGX-ST, as amended, modified, or supplemented from time to time
<b>“Listing Rules”</b>	:	Rules of the Listing Manual, as may be amended or modified from time to time
<b>“Notice of EGM”</b>	:	The notice of the EGM which is set out in pages N-1 to N-3
<b>“Proposed Change of Name”</b>	:	The proposed change of name of the Company from “UMS Holdings Limited” to “UMS Integration Limited” as described in Section 1 of this Circular
<b>“Proposed Resolution”</b>	:	Has the meaning ascribed to it in Section 1.1 of this Circular
<b>“Proxy Form”</b>	:	The proxy form in respect of the EGM as attached to this Circular
<b>“Register of Members”</b>	:	The register of members of the Company
<b>“SFA”</b>	:	The Securities and Futures Act 2001 of Singapore, as amended, modified or supplemented from time to time
<b>“SGX-ST”</b>	:	Singapore Exchange Securities Trading Limited

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## DEFINITIONS

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- “Shareholders”** : Registered holders of Shares in the Register of Members of the Company, except that where the registered holder is the CDP, the term **“Shareholders”** shall, in relation to such Shares and where the context admits, mean the persons named as Depositors in the Depository Register maintained by CDP whose securities accounts are credited with those Shares
- “Share(s)”** : Ordinary share(s) in the share capital of the Company
- “Substantial Shareholder”** : A person who has an interest (directly or indirectly) in one (1) or more voting Shares and the total votes attaching to that Share, or those Shares, is not less than 5% of the total votes attached to all the voting Shares in the Company

The terms **“Depositor”**, **“Depository”**, **“Depository Agent”** and **“Depository Register”** shall have the meanings ascribed to them in Section 81F of the Securities and Futures Act 2001. The term **“treasury shares”** shall have the meaning ascribed to it the Act.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

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 genders. References to persons shall, where applicable, include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Act, the Listing Rules or any statutory modification thereof and used in this Circular shall have the meaning assigned to it under the said Act, the Listing Rules or such statutory modification thereof, as the case may be, unless otherwise provided.

Any reference to a time of a day in the Circular is a reference to Singapore time unless otherwise stated.

Any discrepancies in figures included in this Circular between the amounts listed and the totals thereof are due to rounding. Accordingly, figure shown as totals in this Circular may not be an arithmetic aggregation of the figures that precede them.

Shook Lin & Bok LLP has been appointed as the legal adviser to the Company as to Singapore law in relation to this Circular.

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## LETTER TO SHAREHOLDERS

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### UMS HOLDINGS LIMITED

(Company Registration Number 200100340R)  
(Incorporated in Singapore on 17 January 2001)

#### Board of Directors:

Mr Luong Andy (Chairman and Chief Executive Officer)  
Mr Loh Meng Chong, Stanley (Executive Director)  
Datuk Phang Ah Tong (Lead Independent Director)  
Ms Gn Jong Yuh Gwendolyn (Independent Director)  
Mr Chua Siong Kiat (Independent Director)

#### Registered Office:

23 Changi North Crescent,  
Singapore 499616

13 August 2024

To: The Shareholders of UMS Holdings Limited

Dear Sir/Madam,

#### PROPOSED CHANGE OF NAME FROM “UMS HOLDINGS LIMITED” TO “UMS INTEGRATION LIMITED”

### 1. INTRODUCTION

#### 1.1 EGM

The Directors are convening the EGM to seek approval of Shareholders in relation to the Proposed Change of Name of the Company from “UMS Holdings Limited” to “UMS Integration Limited” (“**Proposed Resolution**”). Notice of the EGM dated 13 August 2024 to Shareholders is set out on pages N-1 to N-3 of this Circular.

#### 1.2 Circular to Shareholders

The purpose of this Circular is to provide Shareholders with the rationale for and information relating to, and to seek the approval of Shareholders for the Proposed Resolution to be tabled at the EGM.

The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this Circular. If a Shareholder is in any doubt as to the action he/she should take, he/she should consult his/her stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

### 2. PROPOSED CHANGE OF NAME

#### 2.1 Background and Rationale

As announced by the Company on 17 July 2024, the Company is proposing to seek a secondary listing of its entire issued shares on the Main Market of Bursa Malaysia Securities Berhad (the “**Proposed Secondary Listing**”). In this regard and in connection with the Proposed Secondary Listing, the Directors are proposing for the name of the Company to be changed from “UMS Holdings Limited” to “UMS Integration Limited” to better reflect the identity and status of the Group following the Proposed Secondary Listing, and to distinguish the Company from similarly named companies in Malaysia.

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## LETTER TO SHAREHOLDERS

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In addition, while the Company continues to focus on its traditional business as a one-stop strategic integration partner providing equipment manufacturing and engineering services to original equipment manufacturers of semiconductors and related products, it is constantly seeking to expand its operations and provide best-in-class facilities to support the growing manufacturing needs of its clients and potential clients as more global semiconductor supply chains shift into the region. As announced on 1 July 2024, the Company through its wholly-owned subsidiary, Ultimate Manufacturing Solutions (M) Sdn Bhd, has acquired 5.38 acres or approximately 235,000 sq ft of leasehold industrial land in Penang Science Park North, Malaysia. By doing so, the Group is growing its manufacturing footprint in Malaysia which has an established semiconductor eco-system. As such, the Board is of the view that the Proposed Change of Name would be essential for the Company and would help to boost the Company's profile and image as it carries on with the expansion of its business. The Company's new name also help clients to identify the Company and its subsidiaries as a cohesive group capable of providing comprehensive services for their needs.

### **2.2 Approvals**

The Company made an application on 30 July 2024 to ACRA for the change of its name to "UMS Integration Limited". ACRA subsequently approved the application and has indicated that the name "UMS Integration Limited" would be reserved for 120 days until 27 November 2024 and no further extension of the name reservation is allowed.

The Proposed Change of Name is subject to shareholders' approval and will be tabled as a special resolution at the EGM.

Upon obtaining shareholders' approval and making the relevant registration with ACRA, the Company's name shall be changed to "UMS Integration Limited" with effect from the date of issue of the notice of change of name by ACRA and the name "UMS Holdings Limited" shall be substituted by "UMS Integration Limited" wherever the former name appears in the Company's Constitution.

An announcement would be made when the Proposed Change of Name takes effect. Shareholders should note that the change of the Company's name, if effected, will not affect (i) the identity or legal status of the Company, (ii) any of the rights or obligations of the Company, (iii) any of the rights of Shareholders, or (iv) the Group's day-to-day business operations and financial position. The existing Shares will continue to be traded on the SGX-ST.

### **2.3 Existing Share Certificates**

Notwithstanding the Proposed Change of Name, the Company will not be recalling existing share certificates of the Company from Shareholders. Existing share certificates of the Company bearing the current name, "UMS Holdings Limited", issued prior to the date on which the Proposed Change of Name takes effect, will continue to be prima facie evidence of legal title. There is no further action required by Shareholders in relation to their existing share certificates.

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## LETTER TO SHAREHOLDERS

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### 3. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

Based on the Register of Directors' Shareholdings and the Register of Substantial Shareholders, as at the Latest Practicable Date, the shareholding interests of the Directors and Substantial Shareholders are set out below:

	Number of Shares			Total Percentage Interest (%) <sup>(2)</sup>
	Direct	Deemed <sup>(1)</sup>	Total	
<b>Directors</b>				
Mr Luong Andy <sup>(3)</sup>	–	108,363,286	108,363,286	15.25
Mr Loh Meng Chong, Stanley	950,000	–	950,000	0.13
Datuk Phang Ah Tong	–	–	–	–
Ms Gn Jong Yuh Gwendolyn	–	–	–	–
Mr Chua Siong Kiat	–	–	–	–
<b>Substantial Shareholders (other than Directors)</b>				
abrnd Holdings Limited <sup>(4)</sup>	–	36,405,500	36,405,500	5.12
abrnd plc <sup>(5)</sup>	–	36,405,500	36,405,500	5.12

**Notes:**

- (1) Deemed interests refer to interests determined pursuant to Section 4 of the SFA.
- (2) The percentage shareholding interest is computed based on 710,535,941 Shares (excluding treasury shares) as at the Latest Practicable Date.
- (3) Mr Luong Andy is deemed to be interested in:
  - (a) 47,229,338 shares registered in the name of UBS AG Singapore;
  - (b) 46,230,028 shares registered in the name of 71 Trust LLC (held through UBS AG Singapore); and
  - (c) 14,903,920 shares registered in the name of SY Private Trust LLC (held through UBS AG Singapore).
- (4) abrnd Holdings Limited is the parent company of its subsidiaries who act as the investment managers for various clients/funds and have the power to exercise, or control the exercise of, a right to vote attached to the securities and has the power to dispose of, or control the disposal of, the securities. The registered holder(s) of the securities is the client's or fund's custodian.
- (5) abrnd plc is the parent company of abrnd Holdings Limited.

Other than through their respective shareholdings in the Company and as set out in Section 3 of this Circular and for Gn Jong Yuh Gwendolyn, who is a partner at Shook Lin & Bok LLP, being the law firm advising the Company on the Proposed Change of Name, none of the Directors or Substantial Shareholders has any interest, direct or indirect, in the Proposed Resolution.

### 4. DIRECTORS' RECOMMENDATIONS

Having considered and reviewed, amongst others, the rationale of the Proposed Change of Name and all other relevant facts set out in this Circular, the Directors are of the opinion that the Proposed Change of Name is in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend that the Shareholders vote in favour of the Proposed Change of Name.

Shareholders are advised to read this Circular in its entirety and, for those who may require advice in the context of their specific investments, to consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers.

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## LETTER TO SHAREHOLDERS

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### 5. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages N-1 to N-3 of this Circular, will be held at 16 Seletar Aerospace Crescent Singapore 797567 on Wednesday, 4 September 2024 at 10.00 a.m. (or any adjournment thereof) for the purpose of considering and, if thought fit, passing (with or without modification) the resolution as set out in the notice of EGM.

### 6. ACTIONS TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the EGM and who wish to appoint a proxy to attend and vote on their behalf, should complete, sign and return the attached proxy form attached to this Circular in accordance with the instructions printed thereon as soon as possible and, in any event, so as to arrive at the registered office of the Company at 23 Changi North Crescent, Singapore 499616, or if submitted electronically, be submitted via email to the Company at [egmaug2024@umsgroup.com.sg](mailto:egmaug2024@umsgroup.com.sg), and in either case, not later than 72 hours before the time for holding the EGM. The completion and return of the proxy form by a Shareholder will not prevent him from attending and voting in person at the EGM in place of his proxy if he so wishes.

A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register 72 hours before the EGM.

### 7. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Change of Name, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

### 8. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at 23 Changi North Crescent, Singapore 499616, during normal business for three (3) months from the date of this Circular:

- (a) the existing Constitution of the Company;
- (b) the approval of ACRA for the Company's application for the reservation of the name "UMS Integration Limited"; and
- (c) the annual report of the Company for the financial year ended 31 December 2023.

Yours faithfully

For and on behalf of the Board of Directors of  
**UMS Holdings Limited**

Luong Andy  
Chief Executive Officer



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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**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

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### 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
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](mailto: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](mailto:egmaug2024@umsgroup.com.sg)in either case, by 10.00 a.m. on Wednesday, 21 August 2024.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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.

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# UMS HOLDINGS LIMITED

(Company Registration Number 200100340R)  
(Incorporated in Singapore on 17 January 2001)

## PROXY FORM EXTRAORDINARY GENERAL MEETING

### IMPORTANT

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. Pursuant to Section 181(1C) of the Companies Act 1967, Relevant Intermediaries (as defined in the Companies Act 1967) may appoint more than 2 proxies to attend, speak and vote at the EGM.
3. 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).
4. This Proxy Form is not valid for use by CPF Investors and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by CPF Investors and SRS Investors.

I/We, \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC/Passport/Company Registration Number)

of \_\_\_\_\_ (Address)

being a member/members of UMS Holdings Limited (the "Company"), hereby appoint:

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or\* failing him/her\* (delete as appropriate)

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing him/her/them\*, the Chairman of the EGM as my/our\* proxy/proxies\* to vote for me/us\* on my/our\* behalf at the EGM to be held at 16 Seletar Aerospace Crescent Singapore 797567 on Wednesday, 4 September 2024 at 10.00 a.m. and at any adjournment thereof. I/We\* direct my/our\* proxy/proxies\* to vote for or against the resolution to be proposed at the EGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the proxy/proxies\* will vote or abstain from voting at his/her/their\* discretion.

\* Please delete where appropriate.

(Please indicate your vote "For" or "Against" with a tick [✓] within the box provided.)

No.	Resolution	For**	Against**	Abstain**
	<b>Special Business</b>			
1	Proposed Change of Name			

\*\* If you wish to exercise all your votes "For" or "Against" or "Abstain", please tick (✓) in the box provided. Otherwise, please indicate the number of votes as appropriate. If you mark the abstain box for a particular resolution, you are directing your proxy not to vote on that resolution on a poll and your votes will not be counted in computing the required majority on a poll).

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2024

Total number of Shares in:	No. of Shares
(a) Depository Register	
(b) Register of Members	



\_\_\_\_\_  
Signature and/or Common Seal of Member(s)

**IMPORTANT: PLEASE READ NOTES BELOW CAREFULLY BEFORE COMPLETING THIS FORM**

**Notes:**

1. The Extraordinary General Meeting (“EGM”) will be held 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 accompanying Proxy Form, and Request Form will be mailed to all Shareholders.
  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 prior to the EGM 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.
6. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the SFA), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, this Proxy Form shall be deemed to relate to all the Shares held by you.
  7. 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).
  8. 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.
  9. 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](mailto: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.
  10. Where this Proxy Form is executed by an individual, it must be executed under the hand of the individual or his attorney duly authorised. Where this Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
  11. Where a Proxy Form is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof shall (failing previous registration with the Company) be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.

**GENERAL:**

The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form. In addition, in the case of shares entered in the Depository Register, the Company may reject a Proxy Form if the Shareholder, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time fixed for holding the EGM, as certified by the Central Depository (Pte) Limited to the Company. A Depositor shall not be regarded as a Shareholder of the Company entitled to attend, speak and vote at the EGM unless his name appears on the Depository Register 72 hours before the time set for 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.