

## UMS HOLDINGS LIMITED

(Incorporated in the Republic of Singapore) (Unique Entity No: 200100340R)

---

### NOTICE OF EXTRAORDINARY GENERAL MEETING

---

NOTICE IS HEREBY GIVEN that an Extraordinary General meeting of UMS Holdings Limited (the "Company") will be held at 25 Changi North Rise, Singapore 498778 on 30 April 2010 at 11.00 a.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held at 10.00 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary resolution:-

#### ORDINARY RESOLUTION

##### The Share Buy-Back Mandate (to be voted on by taking of a poll)

That:-

- (a) for the purposes of the Companies Act, (Chapter 50) of Singapore (the "**Act**"), the Directors of the Company be and are hereby authorised generally and unconditionally to purchase or otherwise acquire from time to time issued ordinary shares fully paid in the capital of the Company (the "**Shares**"), not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:-
- (i) on-market purchase(s) (each an "**On-market Purchase**") on the Singapore Exchange Securities Trading Limited ("**SGX-ST**"); and /or
  - (ii) off-market purchase(s) (each an "**Off-market Purchase**") in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Act,

and otherwise in accordance will all other laws, regulations and rules, including but not limited to, the provisions of the Act and the Listing Manual of the SGX-ST as may for the time being be applicable (the "**Share Buy-Back Mandate**");

- (b) unless varied or revoked by the members of the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buy-Back Mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the date of the passing of this Ordinary Resolution and expiring on the earlier of (a) the date on which the next annual general meeting of the Company is held or is required by law to be held, or (b) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buy-Back Mandate are carried out to the full extent mandated;

- (c) In this Ordinary Resolution:-

"**Average Closing Price**" means the average of the closing market prices of a Share on the SGX-ST for each of the 5 consecutive market days on which transactions in Shares were recorded immediately preceding the date of the On-Market Purchase by the Company or, as the case may be, immediately preceding

the date that the Company makes an announcement of an offer under an equal access scheme, and deemed to be adjusted for any corporate actions occurring after the relevant 5-day period;

**“Maximum Limit”** means such number of issued Shares representing 10 per cent. of the issued ordinary shared capital of the Company as at the date of the passing of this Ordinary Resolution unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Act, at any time during the Relevant period, in which event the issued share capital of the Company shall be taken to be the issued share capital of the Company as altered (excluding any treasury shares that may be held by the Company from time to time);

**“Maximum Price”** in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and service tax and other related expenses) which in the case of both On-Market Purchases and Off-Market Purchases, shall not exceed 105 per cent. of the Average Closing Price; and

**“Relevant Period”** means the period commencing from the date of the extraordinary general meeting at which the Share Buy-Back Mandate is approved and expiring on the date the next annual general meeting of the Company is held or is required by law to be held, whichever is earlier, after the date of this Ordinary Resolution;

- (d) the Directors of the Company and/or any of them be and are hereby authorised to deal with the Shares purchased or acquired by the Company, pursuant to the Share Buy-Back Mandate, in any manner as they think fit, which is permissible under the Act; and
- (e) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such things and acts (including executing such documents as may be required) as they and/or he may think necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or by this Ordinary Resolution.

### **By order of the Board of Directors**

Shirley Lim Guat Hua  
Company Secretary  
15 April 2010  
Singapore

### **Notes:-**

1. A member of the Company entitled to attend and vote at the above Meeting may appoint not more than two proxies to attend and vote on his behalf.

2. Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies. A proxy need not be a member of the Company.
3. If the member is a corporation, the instrument appointing the proxy must be executed under seal or the hand of an officer or attorney duly authorised.
4. The instrument appointing a proxy must be deposited at the registered office of the Company at 23 Changi North Crescent Changi North Industrial Estate Singapore 499616 not less than 48 hours before the time fixed for holding the above Meeting.