



UMS HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 200100340R)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of **UMS Holdings Limited** (the “**Company**”) will be held at 25 Changi North Rise, Singapore 498778 on 1 February 2012 at 10 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution as an ordinary resolution:

Ordinary Resolution

THE PROPOSED TRANSACTION

That approval be and is hereby given for:

- (a) the proposed acquisitions by:
- (i) the Company of one (1) ordinary share of Integrated Manufacturing Technologies Pte. Ltd. (“**IMT-S**”), representing the entire issued and paid-up capital of IMT-S, from Luong Andy for a cash consideration of S\$19,803,374 on the terms and conditions of the sale and purchase agreement dated 2 December 2011 entered into between the Company and Luong Andy (“**IMT-S SPA**”); and
 - (ii) ASL International Trading, Inc. (“**ASL**”) of 5,535,435 ordinary shares of Integrated Manufacturing Technologies, Inc. (“**IMT-USA**”), representing the entire issued and paid-up capital of IMT-USA, from Luong Andy and Quest World Investment Limited (“**Quest World**”) for a cash consideration of S\$8,196,626 on the terms and conditions of the sale and purchase agreement dated 2 December 2011 entered into between ASL, IMT-USA, Luong Andy and Quest World (“**IMT-USA SPA**”),
- (collectively, the “**Proposed Transaction**”); and
- (b) the Directors of the Company (other than Luong Andy and Lee Luong Sylvia SY, who are deemed to be interested in the Proposed Transaction) be and are hereby authorised to do any and all such acts and things as they may, in their absolute discretion deem fit, expedient or necessary to give effect to the Proposed Transaction and/or the IMT-S SPA and IMT-USA SPA.

By Order of the Board

Soh Gim Teik

Chairman

Singapore, 12 January 2012

Notes:

- (1) A member of the Company entitled to attend and vote at the EGM of the Company is entitled to appoint not more than two proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company.
- (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.
- (3) A corporation which is a member may appoint an authorised representative or representatives in accordance with Section 179 of the Companies Act, Cap. 50 of Singapore to attend and vote for and on behalf of such corporation.
- (4) The instrument appointing a proxy or proxies 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 appointed for holding the EGM of the Company.