

UMS HOLDINGS LIMITED

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

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 24 November 2008 at 10 a.m. for the purpose of considering and, if thought fit, passing with or without modifications the following ordinary resolution:-

ORDINARY RESOLUTION

The renewal of the Share Buy-Back Mandate

That:-

- (a) for the purposes of Sections 76C and 76E of the Companies Act (Chapter 50) of Singapore ("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 ("Shares"), up to a maximum of ten per centum (10%) of the total number of issued Shares as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares as at that date) at any price which the Directors may determine at their discretion, up to the Maximum Price (as defined below), and such purchases and acquisitions of the Shares may be effected by way of:-
- (i) an on-market share buy-back ("On-Market Purchase") transacted on the Main Board of the Singapore Exchange Securities Trading Limited ("SGX-ST"); and/or
 - (ii) an off-market share buy-back ("Off-Market Purchase") effected otherwise than on the Main Board of the SGX-ST pursuant to 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 with all other laws, regulations and rules of the SGX-ST as may for the time being applicable ("Share Buy-Back Mandate");
- (b) the Share Buy-Back Mandate shall, unless varied or revoked by the Company in general meeting, continue in force until (a) the date on which the next annual general meeting of the Company is or is required by law to be held, or (b) the date on which the share buy-backs are fulfilled up to the full extent of the Share Buy-Back Mandate, whichever is earlier;
- (c) in this Resolution, the purchase price (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) to be paid for a Share will be determined by the Directors. The purchase price to be paid for the Shares pursuant to the Share Buy-Back Mandate (both Market Purchase and Off-Market Purchase) must not exceed 105% of the Average Closing Price of the Shares, excluding related expenses of the purchase or acquisition ("Maximum Price");

For the above purposes:-

“Average Closing Price” means the average closing prices of Shares on the Main Board of 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 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 market day period;

- (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 each of them be authorised and empowered to complete and do and execute all such things and acts as they or he may think necessary or expedient to give effect to this Resolution, with such modifications thereto (if any) as they or he shall think fit in the interests of the Company.

By Order of the Board of Directors

Shirley Lim Guat Hua
Company Secretary
7 November 2008
Singapore

Notes:-

1. A member of the Company entitled to attend and vote at the above Meeting is entitled to appoint a proxy (or in the case of a corporation, appoint its authorised representative or proxy) to attend and vote in his stead.
2. A proxy need not be a member of the Company.
3. The Proxy Form must be lodged at the Company's registered office at 23 Changi North Crescent Singapore 499616 not less than 48 hours before the time fixed for holding the Meeting.