

APPENDIX DATED 14 APRIL 2026 (“APPENDIX”)

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

This Appendix is issued by UMS Integration Limited (formerly known as UMS Holdings Limited) (the “**Company**”). **If you are in doubt about its contents or the action that you should take, you should consult your stockbroker, bank manager, solicitor, accountant, financial adviser, tax adviser or other professional adviser(s) immediately.**

If you have sold or transferred all your ordinary shares in the capital of the Company, you should immediately inform the purchaser or transferee or the bank, stockbroker or agent through whom the sale or transfer was effected for onward notification to the purchaser or transferee, that this Appendix (together with the Notice of AGM, the Proxy Form and Request Form) may be accessed via SGXNet and the Company’s website at the URL <http://www.umsgroup.com.sg/ir.html>.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the accuracy of any statements or opinions made, or reports contained in this Appendix.



(Incorporated in the Republic of Singapore)
(Company Registration Number 200100340R)
[Malaysian Registration No. 202402000027 (995911-D)]

APPENDIX TO THE NOTICE OF ANNUAL GENERAL MEETING

IN RELATION TO

THE PROPOSED RENEWAL OF THE SHARE BUY-BACK MANDATE

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DEFINITIONS

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

- “2025 AGM”** : The AGM for the financial year ended 31 December 2024 held on 24 April 2025
- “2026 AGM”** : The AGM for FY2025 to be held at 16 Seletar Aerospace Crescent Singapore 797567 on Thursday, 30 April 2026 at 10.00 a.m. (Singapore Time)
- “ACRA”** : The Accounting and Corporate Regulatory Authority of Singapore
- “AGM” or “Annual General Meeting”** : An annual general meeting of the Company
- “Appendix”** : This Appendix dated 14 April 2026 in relation to the Proposed Renewal of the Share Buy-Back Mandate
- “associate”** : In the case of the Company,
- (a) in relation to any Director, chief executive officer, Substantial Shareholder or controlling shareholder (being an individual) means:
 - (i) his immediate family;
 - (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and
 - (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of thirty per cent. (30%) or more; and
 - (b) in relation to a Substantial Shareholder or a controlling shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of thirty per cent. (30%) or more
- “Average Closing Price”** : The average of the closing market prices of a Share over the last five (5) market days on which transactions in the Shares were recorded, immediately preceding the date of the On-Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the rules of the SGX-ST, for any corporate action that occurs during the relevant five (5)-day period and the date of the On-Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase

DEFINITIONS

“Board”	:	The board of directors of the Company from time to time, which, as at the Latest Practicable Date, comprises Datuk Phang Ah Tong, Mr Luong Andy, Mr Loh Meng Chong, Stanley, Mr Chua Siong Kiat, Datin Poon Lee Fah and Ms Xie Xingbei, Pearlyn
“CDP”	:	The Central Depository (Pte) Limited
“Companies Act”	:	The Companies Act 1967 of Singapore, as amended, modified or supplemented from time to time
“Company”	:	UMS Integration Limited
“Constitution”	:	The constitution of the Company, as amended, modified or supplemented from time to time
“control”	:	The capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of a company
“controlling shareholder”	:	A person who: (a) holds directly or indirectly fifteen per cent. (15%) or more of the total voting shares in a company. The SGX-ST may determine that a person who satisfies this paragraph is not a controlling shareholder; or (b) in fact exercises control over a company
“Director”	:	A director of the Company as at the Latest Practicable Date
“EPS”	:	Earnings per Share
“FY” or “Financial Year”	:	Financial year ended or, as the case may be, ending 31 December
“FY2025”	:	Financial year ended 31 December 2025
“Group”	:	The Company and its subsidiaries
“Latest Practicable Date”	:	31 March 2026, being the latest practicable date prior to the issue of this Appendix
“Listing Manual”	:	The Listing Manual of the SGX-ST, as amended, modified or supplemented from time to time
“Mandate Duration”	:	Unless varied or revoked by the Company in general meeting, the period commencing from the date on which the Proposed Renewal of the Share Buy-Back Mandate is approved and expiring on the earliest of: (a) the date on which the next AGM of the Company is held; (b) the date by which the next AGM of the Company is required by law to be held; or (c) the date on which the purchases or acquisitions of Shares pursuant to the Share Buy-Back Mandate are carried out to the full extent mandated

DEFINITIONS

“market day”	:	A day on which the SGX-ST is open for securities trading
“Maximum Price”	:	In relation to a Share to be purchased or otherwise acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) which shall not exceed: (a) in the case of an On-Market Purchase, 105% of the Average Closing Price of the Shares; and (b) in the case of an Off-Market Purchase, 120% of the Average Closing Price of the Shares
“Notice of AGM”	:	The notice of 2026 AGM dated 14 April 2026 convening the 2026 AGM
“NTA”	:	Net tangible assets
“Off-Market Purchase”	:	Off-market purchases (if effected otherwise than on the SGX-ST or, as the case may be, any Other Exchange) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the Listing Manual
“On-Market Purchase”	:	On-market purchases on the SGX-ST or, as the case may be, any Other Exchange
“Ordinary Resolution”	:	The ordinary resolution as set out in the Notice of AGM
“Other Exchange”	:	Any other stock exchange on which the Shares may for the time being be listed and quoted
“Proposed Renewal of the Share Buy-Back Mandate”	:	The proposed renewal of the Share Buy-Back Mandate, as described in Section 2 of this Appendix
“Proxy Form”	:	The proxy form in respect of the 2026 AGM
“Relevant Period”	:	The period commencing from the date of the passing of the Ordinary Resolution relating to the Proposed Renewal of the Share Buy-Back Mandate and expiring on the date on which the next AGM of the Company is held or is required by law to be held, whichever is the earlier
“Request Form”	:	The request form for a printed copy of this Appendix
“Securities Accounts”	:	The securities accounts maintained by Depositors with CDP, but not including the securities accounts maintained with a Depository Agent
“SFA”	:	The Securities and Futures Act 2001 of Singapore, as amended, modified or supplemented from time to time

DEFINITIONS

“SGXNet”	:	A system network used by listed companies to send information and announcements to the SGX-ST or any other system network prescribed by the SGX-ST
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Share Buy-back Guidance Note”	:	The share buy-back guidance note as set out in Appendix 2 to the Take-over Code
“Share Buy-Back Mandate”	:	The general mandate given by Shareholders to authorise the Directors to purchase or otherwise acquire Shares in accordance with the terms set out in this Appendix as well as the rules and regulations in the Companies Act and the Listing Manual
“Share Purchase”	:	The purchase or acquisition of Shares from Shareholders by the Company pursuant to the Share Buy-Back Mandate
“Shareholders”	:	The registered holders of Shares, except that where the registered holder is CDP, the term “Shareholders” in relation to Shares held by CDP shall mean the persons named as Depositors in the Depository Register maintained by CDP and to whose Securities Accounts such Shares are credited
“Shares”	:	Ordinary shares in the share capital of the Company
“SIC”	:	The Securities Industry Council of Singapore
“Substantial Shareholder”	:	A person who has an interest or interests in voting Shares in the Company representing not less than five per cent. (5%) of all the voting Shares
“Take-over Code”	:	The Singapore Code on Take-overs and Mergers, as amended, modified or supplemented from time to time

Currencies, units and others

“S\$” and “S\$ cents”	:	Singapore dollars and cents respectively, the lawful currency of the Republic of Singapore
“%” or “per cent.”	:	Per centum or percentage

The terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

The terms “**subsidiary**”, “**subsidiary holdings**” and “**treasury shares**” shall have the meanings ascribed to them in the Companies Act.

Any reference in this Appendix to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word or term defined under the Companies Act, the SFA, the Listing Manual or any statutory modification thereof and used in this Appendix shall, where applicable, have the same meaning ascribed to it under the Companies Act, the SFA, the Listing Manual or any statutory modification thereof, as the case may be, unless the context requires otherwise.

DEFINITIONS

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 and *vice versa*. References to “persons” shall, where applicable, include corporations.

Any reference to a time of day or date in this Appendix shall be a reference to Singapore time and dates, unless otherwise stated.

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

LETTER TO SHAREHOLDERS

UMS INTEGRATION LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number 200100340R)
[Malaysian Registration No. 202402000027 (995911-D)]

Board of Directors:

Datuk Phang Ah Tong (Chairman and Lead Independent Director)
Mr Luong Andy (Chief Executive Officer)
Mr Loh Meng Chong, Stanley (Executive Director)
Mr Chua Siong Kiat (Independent Director)
Datin Poon Lee Fah (Independent Director)
Ms Xie Xingbei, Pearlyn (Independent Director)

Registered Office:

23 Changi North Crescent
Changi North Industrial Estate
Singapore 499616

14 April 2026

To: The Shareholders of UMS Integration Limited

Dear Sir/Madam,

THE PROPOSED RENEWAL OF THE SHARE BUY-BACK MANDATE

1. INTRODUCTION

1.1 2026 AGM

We refer to the Notice of AGM dated 14 April 2026 convening the 2026 AGM to be held at 16 Seletar Aerospace Crescent Singapore 797567 on Thursday, 30 April 2026 at 10.00 a.m., and in particular, to Ordinary Resolution 11 under the heading “Special Business” relating to the Proposed Renewal of the Share Buy-Back Mandate.

1.2 Appendix

The purpose of this Appendix is to provide Shareholders with relevant information relating to, and to seek Shareholders’ approval at the 2026 AGM for, the Proposed Renewal of the Share Buy-Back Mandate.

The SGX-ST assumes no responsibility for the accuracy of any statements or opinions made, or reports contained in this Appendix.

Shareholders who are in any doubt as to the course of action they should take should consult their stockbroker, bank manager, solicitor, accountant or other professional adviser(s) immediately.

1.3 Legal Adviser

Shook Lin & Bok LLP has been appointed as the legal adviser to the Company as to Singapore law in relation to the Proposed Renewal of the Share Buy-Back Mandate.

LETTER TO SHAREHOLDERS

2. THE PROPOSED RENEWAL OF THE SHARE BUY-BACK MANDATE

2.1 Background

It is a requirement under the Companies Act and the Listing Manual that a company that wishes to purchase or otherwise acquire its own shares must obtain the approval of its shareholders at a general meeting. In this regard, at the 2025 AGM, Shareholders approved the adoption of the Share Buy-Back Mandate to enable the Company to purchase or otherwise acquire its Shares upon and subject to the terms of the Share Buy-Back Mandate. The rationale for, the authority and limitations on, and the financial effects of, the Share Buy-Back Mandate were set out in the appendix dated 8 April 2025 to the notice of the 2025 AGM.

The Share Buy-Back Mandate was expressed to take effect on the date of the 2025 AGM and will expire on the date of the forthcoming 2026 AGM. Accordingly, the Directors propose to seek approval from Shareholders for the Proposed Renewal of the Share Buy-Back Mandate at the 2026 AGM under Ordinary Resolution 11.

2.2 Rationale for the Share Buy-Back Mandate

The Directors constantly seek to increase Shareholder value and to improve, *inter alia*, the return on equity of the Group. Share Purchases made at an appropriate price level is one of the ways through which the return on equity of the Group may be enhanced.

Share Purchases provide the Company with a mechanism to facilitate the return of surplus cash over and above its ordinary capital requirements in an expedient, effective and cost-efficient manner. It will also provide the Directors with greater flexibility over the Company's share capital structure with a view to enhancing the EPS of the Group.

The Directors further believe that Share Purchases may help to mitigate short-term market volatility, offset the effects of short-term speculation and bolster Shareholders' confidence.

If and when circumstances permit, the Directors will decide whether to effect On-Market Purchases or Off-Market Purchases, after taking into account the amount of surplus cash available, the prevailing market conditions and the most cost-effective and efficient approach. The Directors do not propose to carry out Share Purchases to an extent that would, or in circumstances that might, result in a material adverse effect on the liquidity and/or the orderly trading of the Shares and/or the financial position of the Group, taking into account the working capital requirements, the availability of financial resources and the gearing levels of the Company and the Group, which, in the opinion of the Directors, are from time to time appropriate for the Company.

2.3 Authority and Limits of the Share Buy-Back Mandate

The authority and limits placed on the Share Purchases by the Company under the Share Buy-Back Mandate, if renewed at the 2026 AGM, are substantially the same as those previously approved by Shareholders at the 2025 AGM, and are summarised below.

LETTER TO SHAREHOLDERS

2.3.1 Maximum Number of Shares

Only Shares that are issued and fully paid-up may be purchased or otherwise acquired by the Company pursuant to the Share Buy-Back Mandate. The maximum number of Shares which may be purchased or otherwise acquired by the Company pursuant to the Share Buy-Back Mandate during the Mandate Duration is limited to that number of issued Shares representing not more than ten per cent. (10%) of the total number of issued Shares as at the date of the passing of the Ordinary Resolution relating to the Proposed Renewal of the Share Buy-Back Mandate (excluding any treasury shares and subsidiary holdings as at that date). If the Company has, at any time during the Relevant Period, reduced its share capital by a special resolution under Section 78C of the Companies Act, or the court has, at any time during the Relevant Period, made an order under Section 78I confirming the reduction of share capital of the Company, the total number of Shares shall be taken to be the total number of Shares as altered by the special resolution of the Company or the order of the court, as the case may be. For the purposes of computing the ten per cent. (10%) limit, any of the Shares which are held as treasury shares or subsidiary holdings shall be disregarded. As at the Latest Practicable Date, the Company does not have any treasury shares or subsidiary holdings.

For illustration purposes only, on the basis of 888,167,856 Shares in issue as at the Latest Practicable Date (excluding nil treasury shares and nil subsidiary holdings), and assuming that on or prior to the 2026 AGM (i) no additional Shares are allotted and issued, (ii) no Shares are purchased or otherwise acquired and held as treasury shares or cancelled, and (iii) no Shares are held as subsidiary holdings, not more than 88,816,785 Shares (representing ten per cent. (10%) of the total number of issued Shares excluding treasury shares and subsidiary holdings as at that date), may be purchased or otherwise acquired by the Company pursuant to the Share Buy-Back Mandate.

2.3.2 Duration of Authority

Unless varied or revoked by Shareholders in general meeting, if the Proposed Renewal of the Share Buy-Back Mandate is approved by Shareholders at the 2026 AGM, the authority conferred on the Directors pursuant to the Share Buy-Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of the Ordinary Resolution relating to the Proposed Renewal of the Share Buy-Back Mandate and expiring on the earliest of:

- (a) the date on which the next AGM of the Company is held;
- (b) the date by which the next AGM of the Company is required by law to be held; or
- (c) the date on which the purchases or acquisitions of Shares pursuant to the Share Buy-Back Mandate are carried out to the full extent mandated.

The Share Buy-Back Mandate may be renewed at each AGM or other general meeting of the Company. When seeking the approval of Shareholders for the renewal of the Share Buy-Back Mandate, the Company is required to disclose details of any Share Purchases made by the Company pursuant to the Share Buy-Back Mandate in the previous 12 months (whether by way of On-Market Purchases, or Off-Market Purchases in accordance with an equal access scheme), including the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for the purchases or acquisitions, where relevant, the total consideration paid for the purchases or acquisitions, and whether the Shares purchased or otherwise acquired by the Company will be cancelled or kept as treasury shares.

LETTER TO SHAREHOLDERS

2.3.3 Manner of Share Purchases

Share Purchases may be made by way of:

- (a) on-market purchases transacted through the SGX-ST's trading system or, as the case may be, on another stock exchange on which the Shares may for the time being be listed and quoted (the "**Other Exchange**") ("**On-Market Purchases**"); and/or
- (b) off-market purchases (if effected otherwise than on the SGX-ST or, as the case may be, the Other Exchange) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act ("**Off-Market Purchases**").

The Board may impose such terms and conditions as it deems fit in the interests of the Company in connection with, or in relation to, an equal access scheme provided that such terms and conditions are consistent with the Companies Act, the Listing Manual and the Share Buy-Back Mandate.

Pursuant to the Companies Act, Off-Market Purchases in accordance with an equal access scheme must satisfy all the following conditions:

- (a) the offers under the equal access scheme are to be made to every person who holds shares to purchase or acquire the same percentage of their shares;
- (b) all of those persons have a reasonable opportunity to accept the offers made to them; and
- (c) the terms of all the offers are the same, except that there shall be disregarded:
 - (i) differences in consideration attributable to the fact that the offers relate to shares with different accrued dividend entitlements;
 - (ii) differences in consideration attributable to the fact that the offers relate to shares with different amounts remaining unpaid; and
 - (iii) differences in the offers introduced solely to ensure that each member is left with a whole number of shares.

In addition, pursuant to Rule 885 of the Listing Manual, an issuer making an Off-Market Purchase in accordance with an equal access scheme must issue an offer document to all shareholders containing at least the following information:

- (a) the terms and conditions of the offer;
- (b) the period and procedures for acceptances;
- (c) the reasons for the Off-Market Purchase in accordance with the equal access scheme;
- (d) the consequences, if any, of Share Purchases by the Company that will arise under the Take-over Code or other applicable take-over rules;
- (e) whether Share Purchases, if made, could affect the listing of the Company's equity securities on the SGX-ST;

LETTER TO SHAREHOLDERS

- (f) details of any Share Purchases made by the Company in the previous 12 months (whether by On-Market Purchases or Off-Market Purchases in accordance with an equal access scheme), giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for the purchases or acquisitions, where relevant, and the total consideration paid for the purchases or acquisitions; and
- (g) whether the Shares purchased or otherwise acquired by the Company will be cancelled or kept as treasury shares.

2.3.4 Maximum Price

The purchase price (excluding brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) to be paid by the Company for the purchase or acquisition of Shares from Shareholders (the “**Maximum Price**”), as determined by the Board, shall not exceed:

- (a) in the case of an On-Market Purchase, 105% of the Average Closing Price of the Shares; and
- (b) in the case of an Off-Market Purchase, 120% of the Average Closing Price of the Shares.

For the above purposes:

“**Average Closing Price**” means the average of the closing market prices of a Share over the last five (5) market days on which transactions in the Shares were recorded, immediately preceding the date of the On-Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the rules of the SGX-ST, for any corporate action that occurs during the relevant five (5)-day period and the date of the On-Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase; and

“**date of the making of the offer**” means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from Shareholders, stating therein the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

2.4 **Status of Purchased Shares**

Any Shares purchased or otherwise acquired by the Company from Shareholders pursuant to the Share Buy-Back Mandate shall, unless held as treasury shares in accordance with the Companies Act, be deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to such Shares will expire on such cancellation). All cancelled Shares will be automatically delisted by the SGX-ST, and (where applicable) all certificates in respect thereof will be cancelled and destroyed by the Company as soon as reasonably practicable following settlement of such Share Purchase. Accordingly, the total number of issued Shares will be diminished by the number of Shares purchased or otherwise acquired by the Company which are not held as treasury shares.

At the time of each purchase or acquisition of Shares, the Directors will decide whether the Shares purchased or acquired will be cancelled or kept as treasury shares, or partly cancelled and partly kept as treasury shares, depending on the needs of the Company and as the Directors deem fit in the interests of the Company at that time.

LETTER TO SHAREHOLDERS

2.5 Treasury Shares

Under the Companies Act, Shares purchased or acquired by the Company may be held or dealt with as treasury shares. Some of the provisions of the Companies Act relating to treasury shares are summarised below.

2.5.1 Maximum Holdings

The aggregate number of Shares held as treasury shares¹ cannot at any time exceed ten per cent. (10%) of the total number of issued Shares at that time.

Where the aggregate number of Shares held as treasury shares exceeds ten per cent. (10%) of the total number of issued Shares, the Company shall dispose of or cancel the excess treasury shares before the end of the period of six (6) months beginning with the day on which such limit is exceeded, or such further period as ACRA may allow.

2.5.2 Voting and Other Rights

The Company shall not exercise any right in respect of the treasury shares and any purported exercise of such a right is void. In particular, the Company shall not exercise any right to attend and vote at meetings, and for the purposes of the Companies Act, the Company shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution (whether in cash or otherwise) of the Company's assets may be made, to the Company in respect of treasury shares. However, an allotment and issue of Shares as fully paid bonus Shares in respect of treasury shares is allowed and the subdivision or consolidation of any treasury shares into treasury shares of a smaller or larger number is also allowed if the total value of the treasury shares after the subdivision or consolidation is the same as the total value of the treasury share before the subdivision or consolidation, as the case may be.

2.5.3 Disposal and Cancellation

Where Shares are held by the Company as treasury shares, the Company may at any time:

- (a) sell the treasury shares (or any of them) for cash;
- (b) transfer the treasury shares (or any of them) for the purposes of or pursuant to any share option scheme, performance share plan or share incentive scheme of the Company then in force, whether for employees, directors or other persons;
- (c) transfer the treasury shares (or any of them) as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (d) cancel the treasury shares (or any of them); or
- (e) sell, transfer or otherwise use the treasury shares for such other purposes as the Minister of Finance of Singapore may by order prescribe.

¹ For these purposes, "treasury shares" shall be read as including shares held by a subsidiary under Sections 21(4B) or 21(6C) of the Companies Act.

LETTER TO SHAREHOLDERS

2.6 Source of Funds

The Company may only apply funds legally available for Share Purchases pursuant to the Share Buy-Back Mandate in accordance with the Constitution of the Company and the applicable laws in Singapore. The Company may not purchase or otherwise acquire its own Shares for a consideration other than cash or, in the case of On-Market Purchases, for settlement other than in accordance with the SGX-ST's trading rules.

Pursuant to the Companies Act, the Company may purchase or otherwise acquire its own Shares out of the Company's capital or profits so long as the Company is solvent. It is an offence for a Director or chief executive officer of the Company to approve or authorise the purchase or acquisition of the Company's own Shares, knowing that the Company is not solvent. Pursuant to Section 76F(4) of the Companies Act, the Company is solvent if at the date of the payment the following conditions are satisfied:

- (a) there is no ground on which the Company could be found to be unable to pay its debts;
- (b) if:
 - (i) it is intended to commence winding up of the Company within the period of twelve (12) months immediately after the date of the payment, the Company will be able to pay its debts in full within the period of twelve (12) months after the date of commencement of the winding up; or
 - (ii) it is not intended to commence winding up, the Company will be able to pay its debts as they fall due during the period of twelve (12) months immediately after the date of the payment; and
- (c) the value of the Company's assets is not less than the value of its liabilities (including contingent liabilities) and will not, after the proposed purchase or acquisition of its own Shares, become less than the value of its liabilities (including contingent liabilities).

The Company intends to use its internal resources, external borrowings, or a combination of both to finance its Share Purchases (including any brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses incurred directly in relation to the Share Purchases). The Share Purchases by the Company will only be undertaken if such purchase or acquisition can benefit the Company and its Shareholders. The Company will only make purchases or acquisitions of Shares from Shareholders in circumstances where the Board believes that such purchases or acquisitions will not result in any material adverse effect on the financial condition of the Group, or cause illiquidity or affect orderly trading of the Shares.

2.7 Financial Effects

The financial effects on the Company and on the Group arising from the purchase or acquisition of Shares from Shareholders by the Company pursuant to the Share Buy-Back Mandate will depend on, *inter alia*, whether the Shares purchased or acquired is an On-Market Purchase or an Off-Market Purchase, whether the Shares are purchased or acquired out of the Company's capital or profits, the number of Shares purchased or otherwise acquired by the Company pursuant to the Share Buy-Back Mandate, the consideration paid for such Shares and whether the Shares purchased or otherwise acquired are held as treasury shares or cancelled immediately on purchase or acquisition.

LETTER TO SHAREHOLDERS

2.7.1 Purchase or Acquisition of Shares out of Profits and/or Capital

Where the purchase or acquisition of Shares is made out of distributable profits, the amount available for the distribution of cash dividends by the Company will be correspondingly reduced. Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced.

Where Shares of the Company are purchased or acquired, and cancelled, the Company shall:

- (a) reduce the amount of its share capital where the Shares were purchased or acquired out of the capital of the Company;
- (b) reduce the amount of its profits where the Shares were purchased or acquired out of the profits of the Company; or
- (c) reduce the amount of its share capital and profits proportionately where the Shares were purchased or acquired out of both the capital and the profits of the Company,

by the total amount of the purchase price paid by the Company for the Shares cancelled, together with any expenses (including brokerage or commission) incurred directly in the purchase or acquisition of the Shares of the Company which is paid out of the Company's capital and/or profits.

Where Shares of the Company are purchased or acquired and not cancelled, but held by the Company as treasury shares, there shall be no change in the amount of the Company's share capital.

2.7.2 Illustrative Financial Effects

For illustration purposes only, the financial effects on the Company and on the Group arising from the purchase or acquisition of Shares from Shareholders by the Company pursuant to the Share Buy-Back Mandate have been prepared based on the audited consolidated financial statements of the Group for FY2025 and subject to, *inter alia*, the following assumptions:

- (a) the aggregate number of Shares purchased or otherwise acquired by the Company pursuant to the Share Buy-Back Mandate comprised 88,816,785 Shares, representing ten per cent. (10%) of the total number of issued Shares (excluding nil treasury shares and nil subsidiary holdings) as at the Latest Practicable Date, and assuming that on or prior to the 2026 AGM (i) no additional Shares are allotted and issued, (ii) no Shares are purchased or otherwise acquired and held as treasury shares or cancelled, and (iii) no Shares are held as subsidiary holdings;
- (b) in the case of On-Market Purchases, the Maximum Price was S\$1.6506 per Share (being 105% of the Average Closing Price of the Shares immediately preceding the Latest Practicable Date), and accordingly, the maximum amount of funds required for effecting such On-Market Purchases (excluding brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) would amount to approximately S\$146,600,985;

LETTER TO SHAREHOLDERS

- (c) in the case of Off-Market Purchases, the Maximum Price was S\$1.8864 per Share (being 120% of the Average Closing Price of the Shares immediately preceding the Latest Practicable Date), and accordingly, the maximum amount of funds required for effecting such Off-Market Purchases (excluding brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) would amount to approximately S\$167,543,983;
- (d) expenses (including brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) incurred in relation to the Share Purchases are assumed to be insignificant and have thus been ignored for the purposes of computing the illustrative financial effects;
- (e) the Share Purchases pursuant to the Share Buy-Back Mandate were completed on 1 January 2025; and
- (f) the Share Purchases were made entirely out of the Company's profits and financed entirely by external borrowings,

the effects of:

- (i) the purchase or acquisition of 88,816,785 Shares by the Company in an On-Market Purchase or Off-Market Purchase and the cancellation of such Shares; and
- (ii) the purchase or acquisition of 88,816,785 Shares by the Company in an On-Market Purchase or Off-Market Purchase and the holding of such Shares as treasury shares,

on the financial position of the Group and the Company are as follows:

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Scenario 1 – Assuming Shares were Purchased or otherwise Acquired and Cancelled immediately on Purchase or Acquisition

	Group			Company		
	Before Share Purchases	After Share Purchases		Before Share Purchases	After Share Purchases	
		On-Market Purchase	Off-Market Purchase		On-Market Purchase	Off-Market Purchase
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
As at 31 December 2025						
Share capital (including treasury shares)	186,541	39,940	18,997	186,541	39,940	18,997
Share capital of existing treasury shares	–	–	–	–	–	–
Reserves	(8,978)	(8,978)	(8,978)	–	–	–
Shareholders' equity	456,506	309,905	288,962	320,234	173,633	152,690
NTA	369,155	222,554	201,611	320,234	173,633	152,690
Current assets	237,832	237,832	237,832	50,171	50,171	50,171
Current liabilities	53,461	200,062	221,005	10,300	156,901	177,844
Total borrowings	–	146,601	167,544	–	146,601	167,544
Net profit for FY2025 attributable to shareholders	41,596	41,596	41,596	122,810	122,810	122,810
Number of Shares ('000)	710,536 ⁽⁵⁾	621,719	621,719	710,536 ⁽⁵⁾	621,719	621,719
Weighted average number of Shares (excluding treasury shares) ('000)	710,536	621,719	621,719	710,536	621,719	621,719
Financial ratios						
NTA per Share (Singapore cents) ⁽¹⁾	51.95	35.80	32.43	45.07	27.93	24.56
Gearing (%) ⁽²⁾	0.00	47.31	57.98	0.00	84.43	109.73
Current ratio (times) ⁽³⁾	4.45	1.19	1.08	4.87	0.32	0.28
EPS (Singapore cents) ⁽⁴⁾	5.85	6.69	6.69	17.28	19.75	19.75

Notes:

- (1) "NTA per Share" represents NTA divided by number of Shares (excluding treasury shares) as at 31 December 2025.
- (2) "Gearing" represents total borrowings divided by Shareholders' equity.
- (3) "Current ratio" represents current assets divided by current liabilities.
- (4) "EPS" represents net (loss) profit for FY2025 divided by the weighted average number of Shares (excluding treasury shares).
- (5) For the avoidance of doubt, the figure of 710,536 in the table above refers to the 710,535,941 Shares in issue as at 31 December 2025, expressed in '000, prior to the Company's issuance of 177,631,915 bonus Shares on 15 January 2026. As at the Latest Practicable Date, the total number of Shares in issue is 888,167,856.

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Scenario 2 – Assuming Shares were Purchased or otherwise Acquired and held as Treasury Shares

	Group			Company		
	Before Share Purchases	After Share Purchases		Before Share Purchases	After Share Purchases	
		On-Market Purchase	Off-Market Purchase		On-Market Purchase	Off-Market Purchase
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
As at 31 December 2025						
Share capital (including treasury shares)	186,541	186,541	186,541	186,541	186,541	186,541
Share capital of existing treasury shares	–	–	–	–	–	–
Share capital of new treasury shares	–	146,601	167,544	–	146,601	167,544
Reserves	(8,978)	(8,978)	(8,978)	–	–	–
Shareholders' equity	456,506	309,905	288,962	320,234	173,633	152,690
NTA	369,155	222,554	201,611	320,234	173,633	152,690
Current assets	237,832	237,832	237,832	50,171	50,171	50,171
Current liabilities	53,461	200,062	221,005	10,300	156,901	177,844
Total borrowings	–	146,601	167,544	–	146,601	167,544
Net profit for FY2025 attributable to shareholders	41,596	41,596	41,596	122,810	122,810	122,810
Number of Shares ('000)	710,536 ⁽⁵⁾	710,536	710,536	710,536 ⁽⁵⁾	710,536	710,536
Weighted average number of Shares (excluding treasury shares) ('000)	710,535	621,719	621,719	710,536	621,719	621,719
Financial ratios						
NTA per Share (Singapore cents) ⁽¹⁾	51.95	31.32	28.37	45.07	24.44	21.49
Gearing (%) ⁽²⁾	0.00	47.31	57.98	0.00	84.43	109.73
Current ratio (times) ⁽³⁾	4.45	1.19	1.08	4.87	0.32	0.28
EPS (Singapore cents) ⁽⁴⁾	5.85	5.85	5.85	17.28	17.28	17.28

Notes:

- (1) "NTA per Share" represents NTA divided by number of Shares (excluding treasury shares) as at 31 December 2025.
- (2) "Gearing" represents total borrowings divided by Shareholders' equity.
- (3) "Current ratio" represents current assets divided by current liabilities.
- (4) "EPS" represents net (loss) profit for FY2025 divided by the weighted average number of Shares (excluding treasury shares).
- (5) For the avoidance of doubt, the figure of 710,536 in the table above refers to the 710,535,941 Shares in issue as at 31 December 2025, expressed in '000, prior to the Company's issuance of 177,631,915 bonus Shares on 15 January 2026. As at the Latest Practicable Date, the total number of Shares in issue is 888,167,856.

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Shareholders should note that the financial effects set out above are for illustration purposes only and are based on the aforementioned assumptions. In particular, Shareholders should note that the financial effects set out above are based on the audited consolidated financial statements of the Group for FY2025 and are not necessarily representative of the future financial performance of the Company and the Group. Although the Share Buy-Back Mandate would authorise the Company to purchase or otherwise acquire not more than ten per cent. (10%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings), the Company may not necessarily purchase or otherwise acquire Shares, or be able to carry out purchases or acquisitions of Shares to the full extent mandated pursuant to the Share Buy-Back Mandate.

The Share Purchases will only be undertaken as and when the Board considers it to be in the best interests of the Company and its Shareholders. The Board does not propose to carry out Share Purchases to such an extent that would, or in circumstances that might, result in a material adverse effect on the financial condition of the Group, or cause illiquidity or affect orderly trading of the Shares. In particular, the Board will only carry out the Share Purchases after taking into consideration relevant factors such as the amount of surplus cash available, working capital requirements and prevailing market conditions.

2.8 Tax Implications

Shareholders who are in doubt as to their respective tax positions or the tax implications of the Share Purchases by the Company pursuant to the Share Buy-Back Mandate or who may be subject to tax whether in or outside Singapore should consult their tax advisers or other professional advisers.

2.9 Listing Status

Pursuant to Rule 723 of the Listing Manual, an issuer must ensure that at least ten per cent. (10%) of the total number of issued shares (excluding treasury shares, preference shares and convertible equity securities) in a class that is listed is at all times held by the public. The term “**public**”, as defined under the Listing Manual, are persons other than the directors, chief executive officer, substantial shareholders or controlling shareholders of the issuer or its subsidiary companies, the associates of such persons and founding shareholders and management team of special purpose acquisition company and their associates.

As at the Latest Practicable Date, there are 669,331,431 Shares in the hands of the public, representing approximately 75.36% of the total number of issued Shares (excluding treasury shares and subsidiary holdings).

For illustration purposes only, assuming that the Company carries out purchases or acquisitions of Shares to the full ten per cent. (10%) limit mandated under the Share Buy-Back Mandate and all such Shares purchased are held by the public, the total number of issued Shares (excluding any treasury shares and subsidiary holdings) held by the public would be reduced to 580,514,646 Shares, representing approximately 72.62% of the total number of issued Shares (excluding treasury shares and subsidiary holdings). Accordingly, the Company is of the view that there is a sufficient number of Shares in issue held by public Shareholders which would permit the Company to undertake purchases or acquisitions of its Shares up to the full ten per cent. (10%) pursuant to the Share Buy-Back Mandate without affecting the listing status of the Shares on the SGX-ST, and that the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity.

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In undertaking any Share Purchases, the Directors will use their best efforts to ensure that, notwithstanding such Share Purchases, a sufficient number of Shares shall remain in public hands so that the Share Purchases will not:

- (a) adversely affect the listing status of the Shares on the SGX-ST;
- (b) cause market illiquidity; or
- (c) adversely affect the orderly trading of the Shares.

2.10 Black-Out Periods

While the Listing Manual does not expressly prohibit any purchase of shares by a listed company during any particular time, because the listed company would be regarded as an “insider” in relation to any proposed purchase or acquisition of its issued shares, the Company will not purchase or otherwise acquire Shares pursuant to the Share Buy-Back Mandate at any time after any matter or development of a price sensitive nature has occurred or has been the subject of consideration and/or a decision of the Board until such price sensitive information has been publicly announced.

In particular, in accordance with Rule 1207(19)(c) of the Listing Manual, the Company will not purchase or otherwise acquire Shares pursuant to the Share Buy-Back Mandate or deal in its securities during the period commencing two (2) weeks before the announcement of the Company’s financial statements for each of the first three (3) quarters of its financial year, and one (1) month before the announcement of the Company’s full year financial statements.

2.11 Take-over Code Implications arising from the Share Purchases

Appendix 2 of the Take-over Code contains the Share Buy-Back Guidance Note applicable as at the Latest Practicable Date. The take-over implications arising from Share Purchases by the Company pursuant to the Share Buy-Back Mandate are summarised below.

2.11.1 Obligation to make a Take-over Offer

Under Rule 14 of the Take-over Code, a person will be required to make a general offer for a public company if:

- (a) he acquires thirty per cent. (30%) or more of the voting rights of the company; or
- (b) he holds between thirty per cent. (30%) and fifty per cent. (50%) of the voting rights of the company and he increases his voting rights in the company by more than one per cent. (1%) in any six (6)-month period.

Pursuant to paragraph 1 of the Share Buy-Back Guidance Note, when a company buys back its shares, any resulting increase in the percentage of voting rights held by a shareholder and persons acting in concert with him will be treated as an acquisition for the purpose of Rule 14 of the Take-over Code. Consequently, a shareholder or group of shareholders acting in concert could obtain or consolidate effective control of the company and become obliged to make an offer under Rule 14 of the Take-over Code. The SIC should be consulted at the earliest opportunity as to whether an obligation to make an offer would arise.

2.11.2 Persons Acting in Concert

Pursuant to the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), co-operate, through the acquisition by any of them of shares in a company, to obtain or consolidate effective control of that company.

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Without prejudice to the general application of the definition above, the following individuals and companies will be presumed to be persons acting in concert with each other unless the contrary is established:

- (a) the following companies:
 - (i) a company;
 - (ii) the parent company of (i);
 - (iii) the subsidiaries of (i);
 - (iv) the fellow subsidiaries of (i);
 - (v) the associated companies of any of (i), (ii), (iii) or (iv);
 - (vi) companies whose associated companies include any of (i), (ii), (iii), (iv) or (v); and
 - (vii) any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights;
- (b) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts);
- (c) a company with any of its pension funds and employee share schemes;
- (d) a person with any investment company, unit trust or other fund whose investment such person manages on a discretionary basis, but only in respect of the investment account which such person manages;
- (e) a financial or other professional adviser, including a stockbroker, with its client in respect of the shareholdings of the adviser and persons controlling, controlled by or under the same control as the adviser;
- (f) directors of a company (together with their close relatives, related trusts and companies controlled by any of such directors, their close relatives and related trusts) which is subject to an offer or where the directors have reason to believe a bona fide offer for their company may be imminent;
- (g) partners; and
- (h) the following persons and entities:
 - (i) an individual;
 - (ii) the close relatives of (i);
 - (iii) the related trusts of (i);
 - (iv) any person who is accustomed to act in accordance with the instructions of (i);
 - (v) companies controlled by any of (i), (ii), (iii) or (iv); and
 - (vi) any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights.

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For the purposes of Section 2.11.2 of this Appendix:

- (a) **“associated company”** (as defined in the Take-over Code) means an associated company of another company if the second company owns or controls at least twenty per cent. (20%) but not more than fifty per cent. (50%) of the voting rights of the first-mentioned company; and
- (b) **“close relatives”** (as defined in the Take-over Code) include immediate family (i.e. parents, siblings, spouse and children), siblings of parents (i.e. uncles and aunts) as well as their children (i.e. cousins), and children of siblings (i.e. nephews and nieces).

The circumstances under which Shareholders (including the Directors) and persons acting in concert with them respectively will incur an obligation to make a take-over offer under Rule 14 of the Take-over Code as a result of a Share Purchase by the Company are set out in Appendix 2 of the Take-over Code.

2.11.3 Effect of Rule 14 of the Take-over Code and the Share Buy-Back Guidance Note

In general terms, the effect of Rule 14 and the Share Buy-Back Guidance Note is that, unless exempted, Shareholders (including Directors) and persons acting in concert with them will incur an obligation to make a take-over offer for the Company under Rule 14 of the Take-over Code if, as a result of the Company purchasing or acquiring its Shares:

- (a) the voting rights of such Shareholders and/or their concert parties would increase to thirty per cent. (30%) or more; or
- (b) in the event that such Shareholders and/or their concert parties hold between thirty per cent. (30%) and fifty per cent. (50%) of the voting rights in the Company, if the voting rights of such Shareholders and/or their concert parties would increase by more than one per cent. (1%) in any period of six (6) months.

In calculating the percentages of voting rights of such Shareholders and their concert parties, treasury shares shall be excluded.

Under the Share Buy-Back Guidance Note, a Shareholder, who is not acting in concert with the Directors, will not be required to make an offer under Rule 14 of the Take-over Code if, as a result of the Company buying back its own Shares, the voting rights of the Shareholder in the Company would increase to thirty per cent. (30%) or more, or, if the Shareholder holds between thirty per cent. (30%) and fifty per cent. (50%) of the Company's voting rights, would increase by more than one per cent. (1%) in any period of six (6) months, as a result of the Company buying back its Shares. Such a Shareholder need not abstain from voting on the resolution to authorise the Share Buy-Back, unless so required under the Companies Act.

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2.11.4 Application of the Take-over Code

Assuming that (i) the Share Buy-Back Mandate is validly and fully exercised prior to the next AGM such that the Company purchases or acquires the maximum number of Shares mandated thereunder, being 88,816,785 Shares (on the basis that there is no change to the number of Shares in issue at the time of such exercise), and (ii) such Shares are not purchased from the Substantial Shareholders, based on the Register of Substantial Shareholders of the Company as at the Latest Practicable Date, the percentage shareholdings of the Substantial Shareholders would change as follows:

	Before Share Purchases			After Share Purchases		
	Number of Shares		Total Interest % ⁽¹⁾	Number of Shares		Total Interest % ⁽²⁾
	Direct Interest	Deemed Interest		Direct Interest	Deemed Interest	
Directors						
Luong Andy ⁽³⁾	–	124,703,857	14.041	–	124,703,857	15.601
Substantial Shareholders (other than Directors)						
Catcher Technology Co. Ltd.	–	45,437,500	5.116	–	45,437,500	5.684
Amova Asset Management Asia Limited	–	47,507,568	5.349	–	47,507,568	5.943

Notes:

- (1) The percentage shareholding is calculated based on the total number of 888,167,856 issued Shares (excluding nil treasury shares and nil subsidiary holdings) as at the Latest Practicable Date, and is rounded to the nearest three (3) decimal places.
- (2) The percentage shareholding is calculated based on the total number of 799,351,071 issued Shares assuming that the Company purchases the maximum number of 88,816,785 Shares pursuant to the Share Buy-Back Mandate (on the basis that there would have been no change to the number of Shares in issue at the time of such exercise) and that such purchased Shares are not acquired from the Substantial Shareholders, and is rounded to the nearest three (3) decimal places.
- (3) Pursuant to Section 4 of the SFA, Mr Luong Andy is deemed to be interested in:
 - (a) 21,911,422 Shares registered in the name of UBS AG Singapore;
 - (b) 58,162,535 Shares registered in the name of The 71 Trust LLC (held through UBS AG Singapore);
 - (c) 19,004,900 Shares registered in the name of The SY Trust LLC (held through UBS AG Singapore);
 - (d) 13,125,000 Shares registered in the name of CGS International Securities Singapore Pte Ltd; and
 - (e) 12,500,000 Shares registered in the name of CGS International Nominees Malaysia (Asing) Sdn Bhd.

Based on the information set out above, assuming that there is no change to the shareholdings of the Substantial Shareholders since the Latest Practicable Date, none of the Substantial Shareholders would become obliged to make a mandatory offer for the Company under Rule 14 of the Take-over Code as a result of Share Purchases by the Company of the maximum number of 88,816,785 Shares pursuant to the Share Buy-Back Mandate.

The take-over implications set out in Section 2.11 of this Appendix do not purport to be comprehensive or exhaustive description of all implications that may arise under the Take-over Code. Shareholders are advised to consult their professional advisers and/or the SIC and/or other relevant authorities at the earliest opportunity as to whether an obligation to make an offer under Rule 14 of the Take-over Code would arise as a result of any Share Purchases made by the Company pursuant to the Share Buy-Back Mandate.

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2.12 Share Purchases in the previous 12 months

The Company has not made any purchases or acquisitions of its issued Shares in the twelve (12) months preceding the Latest Practicable Date.

2.13 Limits on Shareholding

The Company does not have any limits on the shareholdings of the Shareholders.

2.14 Reporting Requirements

2.14.1 Listing Manual

(a) Pursuant to Rule 886 of the Listing Manual, an issuer must notify the SGX-ST of any share buy-back as follows:

- (i) in the case of an On-Market Purchase, by 9.00 a.m. on the market day following the day on which it purchased shares; and
- (ii) in the case of an Off-Market Purchase in accordance with an equal access scheme, by 9.00 a.m. on the second (2nd) market day after the close of acceptances of the offer.

Such notification must be in the form of Appendix 8.3.1 of the Listing Manual and must include, *inter alia*, the maximum number of shares authorised for purchase, the date of purchase, the total number of shares purchased, the number of shares cancelled, the number of shares held as treasury shares, the price paid per share or the highest price per share and lowest price per share, the total consideration (including stamp duties, clearing charges, etc) paid or payable for the shares, the cumulative number of shares purchased to date by way of On-Market Purchase and by way of Off-Market Purchase in accordance with an equal access scheme, the number of issued shares excluding treasury shares and subsidiary holdings after purchase, the number of treasury shares held after purchase and the number of subsidiary holdings after purchase.

(b) Further, under Rule 704(28) of the Listing Manual, the Company must immediately announce any sale, transfer, cancellation and/or use of treasury shares held by it and state the following:

- (i) date of the sale, transfer, cancellation and/or use;
- (ii) purpose of such sale, transfer, cancellation and/or use;
- (iii) number of treasury shares sold, transferred, cancelled and/or used;
- (iv) number of treasury shares before and after such sale, transfer, cancellation and/or use;
- (v) percentage of the number of treasury shares against the total number of shares outstanding in a class that is listed before and after such sale, transfer, cancellation and/or use; and
- (vi) value of the treasury shares if they are used for a sale or transfer, or are cancelled.

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2.14.2 Companies Act

- (a) Pursuant to the Companies Act, where the Company purchases or otherwise acquires its Shares:
- (i) within thirty (30) days after the passing of the Ordinary Resolution relating to the Proposed Renewal of the Share Buy-Back Mandate, the Directors shall lodge with ACRA a copy of the Ordinary Resolution relating to the Proposed Renewal of the Share Buy-Back Mandate; and
 - (ii) within thirty (30) days after the purchase or acquisition of the Shares, the Directors shall lodge with ACRA a notice of purchase or acquisition in the prescribed form with the following particulars, including, *inter alia*, the date of the purchase or acquisition, the number of Shares purchased or acquired, the number of Shares cancelled, the number of Shares held as treasury shares, the Company's issued share capital before the purchase or acquisition, the Company's issued share capital after the purchase or acquisition, the amount of consideration paid by the Company for the purchase or acquisition of the shares, whether the Shares were purchased or acquired out of the profits or the capital of the Company, and such other particulars as may be required in the prescribed form.
- (b) Further, under the Companies Act, where the Company cancels or disposes of treasury shares, the Directors shall lodge with ACRA a prescribed notice of the cancellation or disposal of treasury shares together with the prescribed fee within thirty (30) days after the cancellation or disposal of treasury shares.

3. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

The interests of the Directors and the Substantial Shareholders of the Company in the Shares as at the Latest Practicable Date are set out below:

	Direct Interest		Deemed Interest		Total Interest	
	Number of Shares	% ⁽¹⁾	Number of Shares	% ⁽¹⁾	Number of Shares	% ⁽¹⁾
Directors						
Datuk Phang Ah Tong	–	–	–	–	–	–
Luong Andy ⁽²⁾	–	–	124,703,857	14.041	124,703,857	14.041
Loh Meng Chong Stanley	1,187,500	0.134	–	–	1,187,500	0.134
Chua Siong Kiat	–	–	–	–	–	–
Datin Poon Lee Fah	–	–	–	–	–	–
Xie Xingbei, Pearlyn	–	–	–	–	–	–
Substantial Shareholders (other than Directors)						
Catcher Technology Co. Ltd.	–	–	45,437,500	5.116	45,437,500	5.116
Amova Asset Management Asia Limited	–	–	47,507,568	5.349	47,507,568	5.349

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Notes:

- (1) The percentage shareholding is calculated based on the total number of 888,167,856 issued Shares (excluding nil treasury shares and nil subsidiary holdings) as at the Latest Practicable Date and is rounded to the nearest three (3) decimal places.
- (2) Pursuant to Section 4 of the SFA, Mr Luong Andy is deemed to be interested in:
 - (a) 21,911,422 Shares registered in the name of UBS AG Singapore;
 - (b) 58,162,535 Shares registered in the name of The 71 Trust LLC (held through UBS AG Singapore);
 - (c) 19,004,900 Shares registered in the name of The SY Private Trust LLC (held through UBS AG Singapore);
 - (d) 13,125,000 Shares registered in the name of CGS International Securities Singapore Pte Ltd; and
 - (e) 12,500,000 Shares registered in the name of CGS International Nominees Malaysia (Asing) Sdn Bhd.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and/or the Substantial Shareholders of the Company have any interest, direct or indirect, in the Proposed Renewal of the Share Buy-Back Mandate, other than through their respective shareholdings in the Company (if any) as disclosed in this Section 3.

Ms Xie Xingbei, Pearlyn, being an Independent Director of the Company as at the Latest Practicable Date, is a partner in Shook Lin & Bok LLP, the law firm appointed as the legal adviser to the Company as to Singapore law in relation to the Proposed Renewal of the Share Buy-Back Mandate.

4. DIRECTORS' RECOMMENDATION

Having considered, *inter alia*, the rationale for and information relating to the Proposed Renewal of the Share Buy-Back Mandate as set out in Section 2 of this Appendix, the Directors are of the opinion that the Proposed Renewal of the Share Buy-Back Mandate is in the best interests of the Company. Accordingly, the Directors recommend that Shareholders **VOTE IN FAVOUR** of the Ordinary Resolution 11 relating to the Proposed Renewal of the Share Buy-Back Mandate at the 2026 AGM.

5. ANNUAL GENERAL MEETING

The 2026 AGM will be held at 16 Seletar Aerospace Crescent, Singapore 797567 on Thursday, 30 April 2026 at 10.00 a.m. (Singapore Time) for the purpose of considering and, if thought fit, passing, with or without any modification, the resolutions set out in the Notice of AGM, including Ordinary Resolution 11 relating to the Proposed Renewal of the Share Buy-Back Mandate. Shareholders should refer to the Notice of AGM for details of how to participate in the 2026 AGM.

6. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Appendix constitutes full and true disclosure of all material facts about the Proposed Renewal of the Share Buy-Back Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Appendix misleading.

Where information in this Appendix 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 Appendix in its proper form and context.

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7. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected at the registered office of the Company located at 23 Changi North Crescent, Changi North Industrial Estate, Singapore 499616, during normal business hours from the date of this Appendix up to and including the date of the 2026 AGM:

- (a) the Constitution of the Company; and
- (b) the annual report of the Company for FY2025.

Yours faithfully,
For and on behalf of the Board of Directors of
UMS Integration Limited

Luong Andy
Chief Executive Officer
14 April 2026

