

UMS HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number: 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 on Friday, 10 June 2011 at 10.00 a.m. at 25 Changi North Rise, Singapore 498778, for the purpose of considering and, if thought fit, passing (with or without modification) the following resolutions:

*All capitalised terms used in this Notice of Extraordinary General Meeting which are not defined herein shall unless the context otherwise requires, have the same meanings ascribed to them in the circular dated 28 April 2011 (“**Circular**”) issued by the Company to Shareholders.*

ORDINARY RESOLUTION 1: ISSUANCE OF NEW SHARES

That contingent upon the approval of Ordinary Resolution 2 and Special Resolution 1:

- (1) approval be and is hereby given pursuant to Section 161 of the Companies Act (Chapter 50) of Singapore for the Issuance of New Shares at an issue price that the Directors shall deem fit and determine. In determining the issue price, the Company shall comply with Rule 811(1) of the SGX-ST Listing Manual which states that an issue of Shares must not be priced at more than 10% discount to the weighted average price for trades done on the SGX-ST for the full market day on which the issue price of the Depositary Receipts is determined; and
- (2) the Company and any Director of the Company be and are hereby authorised and empowered to take all necessary steps, to do all such acts and things and sign all agreements, undertakings, documents and deeds as they may consider necessary, desirable or expedient to give effect to or carry into effect this resolution and the Dual Listing, and where the Company seal is required to be affixed to any agreement, undertaking, document and/or deed in connection therewith, the same shall be signed and the Company seal shall (where applicable) be affixed thereon in accordance with the Articles of the Company.

ORDINARY RESOLUTION 2: APPOINTMENT OF SUPERVISORY OFFICER

That contingent upon the approval of Ordinary Resolution 1 and Special Resolution 1:

- (1) approval be and is hereby given for the Appointment of Supervisory Officer whereby the Supervisory Officer shall hold office for a term not exceeding three years from the date of his appointment at a remuneration of not more than S\$120,000 per annum; and
- (2) the Company and any Director of the Company be and are hereby authorised and empowered to take all necessary steps, to do all such acts and things and sign all agreements, undertakings, documents and deeds as they may consider necessary, desirable or expedient to give effect to or carry into effect this resolution and the Dual Listing, and where the Company seal is required to be affixed to any agreement, undertaking, document and/or deed in connection therewith, the same shall be signed and the Company seal shall (where applicable) be affixed thereon in accordance with the Articles of the Company.

SPECIAL RESOLUTION 1: AMENDMENT OF ARTICLES

That contingent upon the approval of Ordinary Resolution 1 and Ordinary Resolution 2:

- (1) the Amendment of Articles in Appendix 2 of the Circular, which contain the proposed amendments to the existing Articles of the Company, be and are hereby approved and shall be adopted to take effect as the new Articles of the Company (in substitution for and to the exclusion of all the existing Articles of the Company) for the purposes of the Dual Listing; and
- (2) the Company and any Director of the Company be and are hereby authorised and empowered to take all necessary steps, to do all such acts and things and sign all agreements, undertakings, documents and deeds as they may consider necessary, desirable or expedient to give effect to or carry into effect this resolution and the Dual Listing, and where the Company seal is required to be affixed to any agreement, undertaking, document and/or deed in connection therewith, the same shall be signed and the Company seal shall (where applicable) be affixed thereon in accordance with the Articles of the Company.

By Order of the Board

Shirley Lim Guat Hua
Company Secretary
28 April 2011

Notes:

1. A member of the Company entitled to attend and vote at the EGM is entitled to appoint not more than two proxies to attend and vote on his behalf.
2. Where a member appoints more than one proxy, 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 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 fixed for holding the EGM.