

UMS INTEGRATION LIMITED
(Company Registration Number 200100340R)
(Incorporated in the Republic of Singapore)

**PROPOSED PLACEMENT OF UP TO 52,941,100 NEW ORDINARY SHARES IN THE CAPITAL OF
THE COMPANY – ENTRY INTO PLACEMENT AGREEMENT**

1. INTRODUCTION

The Board of Directors (the “**Board**” or “**Directors**”) of UMS Integration Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce that the Company has on 29 September 2026 entered into a placement agreement with CGS International Securities Malaysia Sdn Bhd and AmInvestment Bank Berhad (collectively referred to as the “**Placement Agents**”, and each a “**Placement Agent**”) (the “**Placement Agreement**”).

Pursuant to the Placement Agreement, the Company has agreed to offer, and each of the Placement Agents agreed severally (and not jointly, or jointly and severally), strictly on a best effort basis and without any obligation on the part of the Placement Agents to underwrite or subscribe as principal for any Placement Shares that remain unsubscribed for whatever reason, to (either by itself or through one or more of its affiliates) procure subscriptions for up to 52,941,100 new ordinary shares of the total issued and paid up share capital in the Company (the “**Placement Shares**”) at the subscription price of RM8.50 per Placement Share (the “**Placement Price**”), amounting to a maximum aggregate consideration of up to RM450 million (equivalent to approximately S\$2.66 per Placement Share, amounting to a maximum aggregate consideration of approximately up to S\$140.83 million, based on the exchange rate referred to in paragraph 2.1 of Section 2 below) (the “**Proposed Placement**”).

The Placement Shares will only be offered and sold in Malaysia, in an offering for purchase or an invitation to purchase, under Schedule 6 and Schedule 7 of the Capital Markets and Services Act 2007 of Malaysia.

For the avoidance of doubt, the Placement Shares are not being offered in Singapore, and the Proposed Placement does not constitute an offer of capital markets products within the meaning of the Securities and Futures Act 2001 of Singapore (“**SFA**”). Accordingly, no prospectus, offer document or offer information statement will be issued by the Company in connection with the Proposed Placement.

2. THE PROPOSED PLACEMENT

2.1. Placement Price

For the purposes of Rule 811 of the Listing Manual (Mainboard Rules) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), the Placement Price of RM8.50 per Placement Share is equivalent to approximately S\$2.66 per Placement Share, based on the closing SGD:RM exchange rate at the 5.00 p.m. middle rate on 28 September 2026, being the date of volume weighted average price for trades done in the Shares on SGX-ST for the last full market day preceding the date on which the Placement Agreement was signed, of SGD1.00:RM3.1953, as extracted from the website of Bank Negara Malaysia (“**BNM**”).

This is equivalent to a discount of 0.23% to the volume weighted average price of S\$2.6660 for trades done in the Shares on SGX-ST on 28 September 2026 being the last full market day preceding the date on which the Placement Agreement was signed, which is within the maximum discount of 10% permitted under Rule 811(1) of the Listing Manual (Mainboard Rules) of the SGX-ST.

For information, the Placement Price is at a discount of approximately 1.11% to the volume weighted average price on 28 September 2026 of RM8.5950 based on the Company's share price on Bursa Malaysia Securities Berhad ("**Bursa Securities**").

2.2. **Placement Shares**

The Placement Shares represent approximately 5.96% of the existing issued and paid-up share capital of the Company comprising 888,167,856 ordinary shares as at the date of this announcement (the "**Shares**") and will represent approximately 5.63%% of the enlarged issued and paid-up share capital of the Company of 941,108,956 Shares (assuming that the maximum 52,941,100 Placement Shares have been placed).

The Proposed Placement is undertaken pursuant to the general mandate approved by the shareholders of the Company (the "**Shareholders**") in its annual general meeting held on 30 April 2026 (the "**General Mandate**"), and the Placement Shares fall within the aggregate number of shares permitted to be issued under the General Mandate. More information on the General Mandate is set out in Section 6 of this announcement. Further, on 1 September 2026, BNM approved the application submitted by the Company for the issuance of RM securities by a non-resident with its approval subjected to the following conditions set out in paragraph 4.3 of Section 4 below.

The Placement Shares when issued, allotted and delivered by the Company will be validly allotted and issued in accordance with the laws and regulations of Malaysia and to the extent applicable, the laws and regulations of Singapore and will on issuance:

- (a) be fully paid up and free and clear of all pledges, liens, charges, security interest, encumbrances, equities, claims and all other third party rights whatsoever;
- (b) have the same rights as, and rank in all respects pari passu with, all the other Shares in issue; and
- (c) entitle the persons in whose name the Placement Shares are registered to all dividends, rights, allotment and distributions declared, paid or made by the Company on or after the date of issue of the Placement Shares; no person has any pre-emptive, resale or other rights with respect to the Placement Shares and there are no restrictions on subsequent transfer of the Placement Shares.

The Placement Shares will not be placed to any person who is a director or a substantial shareholder of the Company, or any other person in the categories set out in Rule 812(1) of the Listing Manual (Mainboard Rules) of the SGX-ST, unless such subscription is otherwise agreed to by SGX-ST or specific shareholders' approval is obtained (as applicable).

The purchase and/or subscription of the Placement Shares will not result in the transfer of a "controlling interest" which would require specific shareholders' approval pursuant to Rule 803 of the Listing Manual (Mainboard Rules) of the SGX-ST. The number of Placement Shares to be placed to any end-placee is not expected to result in the end-placee becoming a substantial

shareholder of the Company ("**Substantial Shareholder**"). In the event that any end-placee becomes a Substantial Shareholder as a result of the Proposed Placement, a further announcement will be released in accordance with the applicable rules and guidelines of the SGX-ST and Bursa Securities.

3. SALIENT TERMS OF THE PLACEMENT AGREEMENT

3.1. Payment of Fees, Commissions and Expenses

The Company shall pay a fee (the "**Placement Fee**") to the Placement Agents amounting to 1.5 per cent of the gross proceeds from the issuance of the Placement Shares at the Placement Price, discretionary fee (payable by the Company to the Placement Agents solely at the Company's discretion, which if payable, shall be equal to 0.25 per cent of the gross proceeds from the Placement Shares ultimately placed out by the Placement Agents pursuant to the Proposed Placement at the Placement Price) together with any applicable taxes, total amount of which the Placement Agents are authorised to deduct from the payment to be made by the Placement Agents to the Company.

In the event the Placement Agents fail to procure subscriptions in accordance with the allocations agreed between the Company and the Placement Agents, resulting in the number of Placement Shares ultimately placed out by the Placement Agents deviating from such allocations, the Placement Agents shall, no later than the Closing Date (as defined below), notify the Company accordingly by way of a notice and the relevant Placement Fees and discretionary fee (if applicable) payable to each Placement Agent shall be adjusted accordingly based on the number of Placement Shares ultimately placed out as set out in such notice.

The Placement Agents shall be entitled to charge and keep for their own account a subscription fee or brokerage fee of up to 1% of the Placement Price, not comprising any part of the placing monies that the Placement Agents may receive from their respective placees.

3.2. Completion of the Proposed Placement

Subject to the terms and conditions of the Placement Agreement, completion shall take place on 9 October 2026 and/or such other dates as may be agreed between the parties from time to time (the "**Closing Date**"), being the crediting date of the Placement Shares.

3.3. Confirmations by the Placement Agents

The Placement Agents confirm that:

- (a) the Placement Fee payable by the Company to the Placement Agents for the Proposed Placement will not be shared with any of the end-placees of the Proposed Placement;
- (b) they will procure representations from the end-placees procured by the Placement Agents that:
 - (i) each of the end-placees will not acquire a controlling interest consequent to the subscription of Placement Shares, and accordingly, the Proposed Placement will not result in the transfer of a controlling interest of the Company under Rule 803 of the Listing Manual (Mainboard Rules) of the SGX-ST;

- (ii) none of the end-placees is a director or a substantial shareholder or any other person in the categories set out in Rule 812(1) of the Listing Manual (Mainboard Rules) unless such subscription is otherwise approved by the SGX-ST, or interested persons as defined under Chapter 9 of the Listing Manual (Mainboard Rules); and
- (c) to the best of their knowledge and belief, there are no share borrowing arrangements entered into to facilitate the Proposed Placement.

3.4. Conditions Precedents

The obligations of the Placement Agents are conditional upon certain conditions, including *inter alia*, the following:

- (a) the Proposed Placement is in compliance with all applicable laws and regulations in Malaysia, Singapore and any other jurisdiction applicable to the Company or the Placement Agents and not being prohibited by any such laws or regulations or interpretation thereof including any statute, order, rule, regulation, request, judgement or directive promulgated or issued by any legislative, executive, judicial or regulatory body or authority (including Bursa Securities, the SC, the Monetary Authority of Singapore and the SGX-ST);
- (b) SGX-ST having granted approval-in-principle for the listing and quotation of the Placement Shares pursuant to an Additional Listing Application, such approval-in-principle not having been revoked, suspended or amended in any manner prejudicial to the Proposed Placement, and remaining in full force and effect at all times up to Closing¹, and any conditions attached thereto (other than any conditions to be fulfilled only upon or after the actual issue and allotment of the Placement Shares) having been fulfilled prior to Closing;
- (c) the approval by Bursa Securities for the admission, listing and quotation of the Placement Shares on the Main Market of Bursa Securities (and such approval not subsequently being revoked or suspended and remaining in full force and effect prior to Closing and continuing in place thereafter until the Placement Shares are admitted to listing on the Main Market of Bursa Securities) and any conditions therein which are required to be fulfilled prior to the Closing have been fulfilled;
- (d) the General Mandate has not been subsequently revoked and remaining in full force and effect prior to Closing and continuing in place thereafter until the admission, listing, quotation and trading of the Placement Shares on the relevant stock exchanges, and the Placement Shares fall within the aggregate number of shares which the Directors are authorised to allot and issue pursuant to the General Mandate;
- (e) the Board of Directors of the Company has not revoked their approval of the Proposed Placement and such approval remains in full force and effect prior to Closing and continuing in place thereafter until the listing of Placement Shares;
- (f) in the sole judgment of the Placement Agents together, there is no material limitation to the trading of the Shares on Bursa Securities from the date of the Placement Agreement up to Closing;

¹ "Closing" is defined in the Placement Agreement to mean, with respect to the Placement Shares, the time when the Placement Shares are credited into the CDS Accounts, which are the accounts established by Bursa Depository for depositors pursuant to the Securities Industry (Central Depositories) Act 1991 of Malaysia and the Rules of Bursa Depository for the recording of deposits and for dealings in securities by a depositor, of the respective placees, as directed by the Placement Agents.

- (g) the issue and allotment of the Placement Shares not being prohibited by any new law, statute, order, rule, regulation or directive promulgated, published, issued, arisen or taken effect by any legislative, executive or regulatory body after the date of this Agreement and remaining in force as at Closing;
- (h) there not being, in the opinion of the Placement Agents, on or prior to the Closing Date, any discovery, change, event, occurrence or development which would have or likely to have a Material Adverse Effect²;
- (i) the Company having performed all of its obligations and undertakings hereunder to be performed on or before the Closing Date and there not being any failure by the Company to comply with any of its obligations hereunder in the context of the Placement, nor the occurrence of any event rendering the undertakings breached and the warranties untrue, inaccurate or misleading in any respect as though they had been given or made on the relevant dates, nor any circumstances as would, in the opinion of the Placement Agents, prejudice the success of the issue and offering of the Placement Shares and the listing and quotation of the Placement Shares on the Main Market of Bursa Securities;
- (j) publication by the Company of the placement announcements which the parties acknowledged have been made prior to the signing of the Placement Agreement, and/or any other announcement required under any applicable laws or regulation to be issued or published in connection with the Proposed Placement;
- (k) the delivery to the Placement Agents on the Closing Date of enforceability opinions in a form acceptable to the Placement Agents; and
- (l) no event or circumstance (including any event of force majeure) shall have occurred which would entitle any party to terminate the Placement Agreement pursuant to the termination provisions thereof.

In the event that any of the foregoing conditions or any part thereof is not satisfied on the Closing Date or, where relevant, the dates and times specified in the relevant clause of the Placement Agreement respectively and if it shall become apparent to the Placement Agents in their opinion that any of the conditions contained in the relevant clause of the Placement Agreement has not been met, the Placement Agents shall thereupon be entitled to terminate the Placement Agreement by notice in writing to the Company and in that event the Parties shall be released and discharged from their respective obligations in the Placement Agreement provided that the Company shall remain liable for all payments referred to in the Placement Agreement thereof which are incurred prior to or in connection with such termination and that the specified provisions in the Placement Agreement shall remain in full force and effect.

² “Material Adverse Effect” is defined in the Placement Agreement to mean any event, development or occurrence, or series of events, development or occurrences, which, in the sole opinion of the Placement Agents, have or could be expected to have a material adverse effect or result in a material adverse change, whether individually or in the aggregate, and whether or not arising in the ordinary course of business, on any of the following:

- (i) the condition (financial or otherwise), management, general affairs, commitments (contractual or otherwise) business, assets, liquidity, liabilities, prospects, earnings, properties, shareholders’ equity or results of operations or position of the Company and the Group, taken as a whole;
- (ii) the ability of the Company to perform in any respect its obligations under or with respect to, or to consummate the transactions contemplated by the Placement Agreement and the Proposed Placement;
- (iii) the ability of the Company or any member of the Group to conduct its businesses and to own or lease its assets and properties; or
- (iv) the success of the Proposed Placement.

4. RATIONALE FOR AND USE OF PROCEEDS FROM THE PROPOSED PLACEMENT

4.1 Rationale

The Proposed Placement will strengthen the Group's financial position, provide flexibility to capitalise on growth opportunities, broaden the shareholder base and expand the capital base of the Group.

4.2 Use of Proceeds

The estimated net proceeds from the Proposed Placement, after deducting estimated fees and expenses (including listing and application fees, the fees payable to the Placement Agents, professional fees and other miscellaneous expenses of approximately RM 7.0 million (equivalent to approximately S\$2.19 million) is RM443.0 million (equivalent to approximately S\$138.64 million) (the “**Net Proceeds**”).

The Company intends to apply such Net Proceeds in the following estimated proportions:

Use of Net Proceeds	RM'000	Percentage Allocation (%)
Funding for projects in Penang, Malaysia ⁽¹⁾	Up to 332,250	75.0
Funding for projects in Vietnam and Singapore ⁽²⁾	Up to 110,750	25.0
	Up to 443,000	100.0

- (1) *The Group intends to utilise proceeds of up to RM332.25 million (equivalent to approximately S\$103.98 million) or 75.0% of Net Proceeds to fund the Group's projects in Penang, Malaysia.*

UMS is currently headquartered in Singapore with production facilities in Singapore, Malaysia and California, USA. In January 2024, the Group has commenced volume production in its Penang production facilities located in Penang Science North Park. On July 2024, the Company has acquired an additional industrial land next to the existing production facility to expand the existing production facility of the Group.

To support the strong and growing demand for its products, and to address ongoing challenges to manpower shortages, the Company intends to use the proceeds to expand its manufacturing capabilities by implementing advanced automation in its production processes. This initiative will involve the integration of automated machinery, robotics, and digital monitoring systems to enhance production efficiency, improve product consistency, and reduce reliance on manual labour.

- (2) *The Company intends to utilise proceeds of up to RM110.75 million (equivalent to approximately S\$34.66 million) or 25.0% of Net Proceeds for its business in Singapore and Vietnam. The proceeds are expected to be used for its business expansion in Vietnam as well as ongoing operation in Singapore which include but not limited to the following: -*

- (a) In Vietnam, the proceeds are expected to be utilised for acquisition of new factory and/or lease of new factory as well as to establish a manufacturing operations line (including to buy new machineries) to support its capacity expansion and to accommodate increasing demand of products by utilising the higher abundance of skilled labour and lower operational cost in Vietnam.*
- (b) In Singapore, to address the ongoing challenges related to manpower shortages in Singapore, the Company also intends to expand its manufacturing capabilities by implementing advanced automation in its production processes. This initiative will involve integration of automated machinery, robotics and digital monitoring systems to enhance production efficiency, improve product consistency, and reduce reliance on manual labour.*

The proceeds will be utilised for our implementation of manufacturing automation in Singapore. The automation expenses include amongst other, the purchases of automation machineries in Singapore.

The percentages stated above are estimates only and may be adjusted by the Company having regard to its prevailing business and operational priorities. In the event that the Net Proceeds raised are less than the maximum amount contemplated under the Proposed Placement, the Company may allocate the Net Proceeds among the above uses in such proportions as the Board may deem appropriate.

Pending deployment of the Net Proceeds, such Net Proceeds may be deposited with banks and/or financial institutions, invested in short-term money market instruments or marketable securities, and/or used for any other purposes on a short-term basis, as the Company may, in its absolute discretion, deem fit from time to time.

The Company will make periodic announcements as and when the Net Proceeds are materially disbursed and whether such a use is in accordance with the stated use and in accordance with the percentage allocated. Where the Net Proceeds are to be used for working capital purposes, the Company will disclose a breakdown with specific details on the use of proceeds for working capital in the Company's announcements on the use of the Net Proceeds. Where there is any material deviation from the stated use of proceeds, the Company will announce the reasons for such deviation. The Company will also provide a status report on the use of the Net Proceeds in its annual report.

4.3 BNM's Conditions of Approval

For the avoidance of doubt, the approval granted by BNM for the issuance of RM securities by a non-resident on 1 September 2026 is subject to the following conditions that, where the Company is required to:

- (a) utilise at least 75% of the proceeds, net of placement and administrative expenses, for its operations and projects in Malaysia;
- (b) undertake the conversion of ringgit for projects outside Malaysia on a staggered basis not exceeding USD15 million per day;
- (c) seek BNM's prior approval for any offering or issuance of new ringgit securities on Bursa Malaysia other than those approved;
- (d) provide any information relating to the issuance of ringgit securities approved, including the conversion of ringgit into foreign currency for repatriation abroad, as and when requested by BNM; and
- (e) inform BNM of any material change to the information previously given for its application for such approval, including cancellation of the proposed issuance.

5. FINANCIAL EFFECTS OF THE PROPOSED PLACEMENT

- 5.1. The pro forma financial effects of the Proposed Placement on the Group are set forth below and have been computed based on the latest audited consolidated financial statements of the Group for the financial year ended 31 December 2025 ("FY2025"). The financial effects of the Proposed Placement are based on the following assumptions:

- (a) the maximum number of 52,941,100 Placement Shares are fully subscribed for or purchased by end-placees;
- (b) the estimated fees and expenses (including the Placement Fee payable to the Placement Agents) incurred by the Company in connection with the Proposed Placement is approximately RM 7.0 million (equivalent to approximately S\$2.19 million), assuming the Placement Price is RM 8.50 (equivalent to approximately S\$2.66);
- (c) the financial effect on the net tangible asset ("**NTA**") per Share is computed based on the assumption that the Proposed Placement was completed on 31 December 2025; and
- (d) the financial effect on the earnings per Share ("**EPS**") is computed based on the assumption that the Proposed Placement was completed on 1 January 2025 and the assumption of exchange rate of SGD1.00:RM3.1953.

The pro forma financial effects of the Proposed Placement are presented solely for illustrative purposes and are not intended to be indicative or reflective of the actual financial position of the Group after Completion.

5.2. Share Capital

The Placement Shares represent approximately 5.96% of the existing issued and paid-up share capital of the Company of S\$186.54 million comprising 888,167,856 Shares as at the date of this announcement. On the assumption that the maximum number of Placement Shares are fully subscribed for or purchased, assuming that no further Shares are issued prior thereto, and SGX-ST and Bursa Securities' approval is obtained, the Placement Shares will represent approximately 5.63% of the enlarged issued and paid-up share capital of the Company of 941,108,956 Shares.

5.3. NTA

	Before the Proposed Placement	After the Proposed Placement
	As at 31 December 2025	
	Audited	
	SGD('000)	
NTA of the Group (SGD)	341,335	⁽ⁱ⁾ 479,976
Number of issued Shares	888,168	941,109
NTA per Share (Singapore cents)	0.38	0.51

Note:

- (i) After deducting estimated fees and expenses of approximately RM7.0 million (equivalent to approximately S\$2.19 million)

5.4. EPS

	Before the Proposed Placement	After the Proposed Placement
	As at 31 December 2025	
	Audited	
	SGD('000)	
Net earnings (SGD)	41,596	41,596
Weighted average number of Shares	710,536	763,477
EPS (Singapore cents)	5.85	5.45

6. MANDATE FOR THE ISSUANCE OF THE PLACEMENT SHARES

The Placement Shares will be allotted and issued pursuant to the General Mandate. The General Mandate grants authority to the Directors to, *inter alia*, allot and issue new Shares not exceeding 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the annual general meeting on 30 April 2026, of which the aggregate number of shares to be issued other than on a pro rata basis to existing Shareholders shall not exceed 20% of the total number of issued Shares (excluding treasury shares and subsidiary holdings).

As at the date of the annual general meeting on 30 April 2026, the issued and paid-up share capital of the Company was 888,167,856 Shares. No Shares have been issued under the General Mandate. Accordingly, the Placement Shares (assuming that the maximum 52,941,100 Placement Shares have been placed) is within the limit of the General Mandate.

The Company will be making an application to the SGX-ST and Bursa Securities for the listing and quotation of the Placement Shares on the Mainboard of the SGX-ST and Main Market of Bursa Securities. The Company will make the necessary announcements in due course upon obtaining the SGX-ST approval.

7. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Save that Xie Xingbei Pearlyn, an independent director of the Company, is a Partner at Shook Lin & Bok LLP, the Singapore law firm advising the Company on the Proposed Placement, none of the Directors or Substantial Shareholders has any direct or indirect interest in the Proposed Placement, other than through their directorships and/or shareholdings in the Company, if any. For the avoidance of doubt, Wong Gang is the partner-in-charge of the transaction at Shook Lin & Bok LLP.

8. OPINION OF THE DIRECTORS

The Directors are of the opinion that, after taking into consideration:

- (a) the Group's present bank facilities, the working capital available to the Group is sufficient to meet its present requirements; and
- (b) the Group's present bank facilities and the Net Proceeds of the Proposed Placement, the working capital available to the Group is sufficient to meet its present requirements.

Notwithstanding the above, the Directors are of the opinion that the Proposed Placement is beneficial to the interest of the Company and its Shareholders after taking into consideration the rationale for the Proposed Placement set out in paragraph 4.1. of Section 4 above.

9. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Placement. The Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement 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 announcement in its proper form and context.

10. DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the Placement Agreement will be available for inspection during normal business hours at the registered office of the Company at 23 Changi North Crescent, Singapore 499616 for a period of three (3) months commencing from the date of this announcement.

11. FURTHER ANNOUNCEMENTS

The Company will continue to keep Shareholders updated and release announcements relating to the Proposed Placement (including any material developments and progress made) as may be appropriate from time to time.

12. TRADING CAUTION

Shareholders and potential investors should note that the Proposed Placement is subject to the fulfilment of, *inter alia*, the conditions precedent set out above, and accordingly, should exercise caution when trading in the Shares of the Company. Persons who are in doubt as to the action they should take should consult their legal, financial, tax or other professional advisers.

By order of the board

Loh Meng Chong, Stanley
Executive Director
29 September 2026
