

UMS HOLDINGS LIMITED
(Company Registration No.:200100340R)
(Incorporated in Singapore)
(the “Company”)

MINUTES OF ANNUAL GENERAL MEETING

PLACE : Empress Ballroom 5, Level 2, Carlton Hotel Singapore, 76 Bras Basah Road, Singapore 189558

DATE : Thursday, 25 April 2024

TIME : 10.00 a.m.

CHAIRMAN : Mr Luong Andy

PRESENT : **Directors**
Mr Loh Meng Chong, Stanley
Mr Chay Yiowmin
Ms Gn Jong Yuh, Gwendolyn
Datuk Phang Ah Tong

Shareholders
Please see Attendance List.

QUORUM

At 10.00 am, the Chairman welcomed all shareholders present at the Annual General Meeting (“**AGM**” or “**Meeting**”) of the Company and introduced the members of the Board to those present at the meeting.

The Chairman informed that he had requested the Lead Independent Director, Mr Chay Yiowmin (“**Mr Chay**”) to assist him with the proceedings of the AGM.

As a quorum was present, on behalf of the Chairman, Mr Chay called the AGM to order.

NOTICE

Mr Chay informed the Meeting that Notice of AGM had been sent to members by electronic means via publication on the Company’s website and SGXNet. Pertinent information relating to the proposed Resolutions tabled for the AGM were set out in the Notice of AGM issued on 9 April 2024. As such, the Notice convening the Meeting was taken as read.

Mr Chay informed the Meeting that the Company had responded to those substantial and relevant questions that are related to the resolutions received from shareholders through an announcement published on SGXNet after trading hours on 19 April 2024.

The Meeting was informed that several shareholders had appointed the Chairman as their proxy and he will be voting on the resolutions according to their instructions.

In compliance with Rule 730A of the Listing Manual, on behalf of Chairman, Mr Chay informed that all resolutions tabled at the Meeting would be voted by way of poll. S C Teo & Co. was appointed as scrutineers for the poll, and the poll would be conducted in a paperless manner using a wireless hand-held device. Complete Corporate Services Pte Ltd was appointed as the polling agent. The poll procedures were explained to the shareholders. A trial test of the polling was conducted to familiarise the shareholders on the process.

ORDINARY BUSINESS:**1. RESOLUTION 1 – DIRECTORS’ STATEMENT AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023 AND THE AUDITORS’ REPORT THEREON**

The Meeting proceeded to receive and adopt the Directors’ Statement and the Audited Financial Statements for the financial year ended 31 December 2023 (“FY2023”) and the Auditors’ Report thereon.

Mr Chay invited shareholders to raise questions on the aforesaid resolution.

Shareholder A noted from page 2 of the Company’s annual report for FY2023 that the Group’s new facility in Penang has been successfully completed. He enquired about the capacity utilisation of this new facility and sought clarification on whether it is exclusively for a new customer or if there are multiple new customers involved. Shareholder A also enquired about any tax incentives associated with the new facility.

Mr Luong Andy (“Mr Luong”) responded that the new facility in Penang is specifically tailored for one customer, a leading semiconductor manufacturer based in America. He mentioned that the revenue projections for this particular customer is around S\$40 million, with delivery expected next year and full utilisation of the facility anticipated by the end of 2026. In terms of the tax incentives, Mr Luong confirmed that they are currently in place for the new facility.

Shareholder B noted that the new facility in Penang is dedicated solely to one customer and enquired about the company’s contingency plan for managing the concentration risk associated with having a sole customer especially if the Penang facility encounters difficulties. Mr Luong expressed confidence to manage any challenges that may arise. He emphasized the importance of performance and commitment in business relationships. He further expressed strong confidence in the company’s overall performance, which he believes will foster continued engagement and a strong relationship with the customer.

Shareholder B enquired about the possibility of paying higher dividends to shareholders. Mr Luong replied that the company needs to allocate funds for new machinery. However, he affirmed that if profits increase, dividends will also increase. Shareholder B further enquired about the Company’s plan regarding issuance of bonus shares. Mr Luong replied that there are currently no plans to issue bonus shares.

Shareholder C asked about the potential manpower shortage issue at the Penang facility. Mr Luong replied that the Company has addressed the potential manpower shortage by implementing several measures such as (i) Flexible working hours and pay incentives. Adjustments have been made to alleviate congestion and retain manpower by introducing flexible working hours and providing incentives such as performance bonuses and (ii) Foreign worker incentive have been implemented to encourage retention. He further mentioned that he has been actively involved in the daily operations in Penang since 2022 and has successfully restructured the workforce to meet the demands of the new customer. The company has effectively managed to address and mitigate the manpower issues.

Shareholder C enquired about the potential increase in manpower costs for the Penang factory due to the competitive situation. Mr Luong replied that the Company has carefully evaluated its commitment to providing quality service while managing costs and had observed potential impacts such as price increases and rising costs and would prepare to make adjustments as needed. Despite these challenges, operations in Malaysia remain cost-effective compared to those in Singapore, as Malaysia is a low-cost country.

Shareholder D enquired about the Company’s Artificial Intelligence (“AI”) development initiatives and how these initiatives contribute to the Company’s overall growth. Mr Luong replied that despite the challenges and uncertainties associated with new products and

technologies like AI, the company acknowledges the risks involved but firmly believes in the principle of "High Risk, High Return". The Company prioritize customer satisfaction and is willing to invest in new machinery and technologies to meet their needs. By embracing AI and other innovative technologies, the Company aims to drive overall growth and enhance its competitive edge in the market.

Shareholder E raised concerns about the Penang facility being dedicated solely to one customer. He expressed worries about the concentration risk that could pose to the company, including potential impacts on the Company's bargaining power and the possibility of customers exploring more cost-effective operational alternatives with other suppliers. Mr Luong believed that as long as the company remains forward-looking and honours its commitments, challenges can be managed effectively. He mentioned that the Company prioritizes better quality and performance over cheaper alternatives. The Company views exclusive customer relationships as opportunities of their business growth. Plans are in place to segregate operations for other customers, ensuring that the factory remains viable even with new investors. He emphasized that the Company's focus on continuous improvement and delivering high-quality services efficiently, This focus ensures competitiveness and preferred status among its customers.

Shareholder F enquired on the Company's outlook for the coming years. Mr Luong replied that although revenue for the current year has been at an introductory level, there are expectations for growth in the coming year and beyond. The company is actively expanding its capacity, not only to accommodate new customers but also to meet the demands of existing customers.

Shareholder G enquired about resource allocation between new and existing customers, as well as whether the new customer has engaged with other suppliers in Malaysia. Mr Luong clarified that the new facility operates independently from corporate factory, with its own address, management team, and operational setup. It is exclusively dedicated 100% to fulfil the requirements of the new customer, with a distinct team and organizational framework in place. He Highlighted that the Company prioritizes expertise and collaboration in its business approach, fostering strong relationship with both customers and suppliers. This unique arrangement allows the Company to provide tailored solutions and fully commit to each customer's needs, distinguishing it within the industry. Regarding the new customer's engagements with other suppliers in Malaysia, the Company does not possess any relevant information within its scope of knowledge.

Shareholder H noted that Mr Luong holds various directorships and enquired if they are affiliated with the Company. Mr Luong responded that other than Starke Singapore Pte. Ltd., which is not fully controlled by the Company, all his directorships are associated with the related companies.

Throughout the questions and answers session, questions raised by the shareholders of the Company was addressed by the Board of Directors of the Company. There being no further question, the motion:

Resolution 1

"THAT the Directors' Statement and the Audited Financial Statements for the financial year ended 31 December 2023 together with the Auditors' Report thereon be received and adopted."

was proposed by Lin Ming Zheng and seconded by Seow Hock Seng and put to a poll. The results of Resolution 1 taken on a poll, were as follows:

Total no. of Ordinary Shares Cast	No. of Ordinary Shares FOR	% 'For'	No. of Ordinary Shares AGAINST	% 'Against'
279,109,677	279,047,840	99.98	61,837	0.02

The motion was declared carried.

2. RESOLUTION 2 - FINAL DIVIDEND OF 2.2 CENTS PER ORDINARY SHARE

The Directors recommended the payment of a final dividend of 2.2 cents per ordinary share in respect of the financial year ended 31 December 2023. The dividend, if approved, would be paid on 23 May 2024.

The Chairman of the Meeting invited shareholders to raise questions on the aforesaid resolution.

Shareholder I enquired whether the Company could maintain its current quarterly dividend payouts. Mr. Luong responded that the company would make every effort to maintain the dividend payouts.

Throughout the questions and answers session, question raised by the shareholders of the Company was addressed by the Board of Directors of the Company. There being no further questions, the motion:

Resolution 2

“THAT a final tax-exempt (one-tier) dividend of 2.2 cents per ordinary share in respect of the financial year ended 31 December 2023 be approved for payment.”

was proposed by Lau Soon Leong and seconded by Cher Jia Sheng (Xu Jiasheng) and put to a poll. The results of Resolution 2 taken on a poll, were as follows:

Total no. of Ordinary Shares Cast	No. of Ordinary Shares FOR	% 'For'	No. of Ordinary Shares AGAINST	% 'Against'
279,708,940	279,656,165	99.98	52,775	0.02

The motion was declared carried.

3. RESOLUTION 3 - RE-ELECTION OF DIRECTOR: MS GN JONG YUH GWENDOLYN

Ms Gn Jong Yuh Gwendolyn (“**Ms Gn**”) who was retiring as a Director of the Company pursuant to Regulation 89 of the Constitution of the Company, had consented to continue in office. Upon being duly re-elected, Ms Gn will remain as an Independent Director, Chairman of the Remuneration Committee and a member of the Audit Committee and the Nominating Committee. Ms Gn will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.

The Chairman of the Meeting invited shareholders to raise questions on the aforesaid resolution.

There being no question, the motion:

Resolution 3

“THAT Ms Gn Jong Yuh Gwendolyn be and is hereby re-elected as a Director of the Company.”

was proposed by Yeoh Tew Kwang @ Yeoh Chang Ling and seconded by Teng Jin Sun and put to a poll.

The results of Resolution 3 taken on a poll, were as follows:

Total no. of Ordinary	No. of Ordinary Shares FOR	% 'For'	No. of Ordinary Shares	% 'Against'
------------------------------	-----------------------------------	----------------	-------------------------------	--------------------

Shares Cast			AGAINST	
278,895,989	172,119,100	61.71	106,776,889	38.29

The motion was declared carried.

4. RETIREMENT OF DIRECTOR – MR CHAY YIOWMIN

Before proceeding to the next agenda of the Meeting, Ms Gn informed those present at the Meeting on the retirement of Mr Chay.

The Board expressed its gratitude and appreciation for Mr Chay’s valuable contributions to the Board during his tenure as the Director of the Company.

5. RESOLUTION 4 - DIRECTORS’ FEES FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2024

The Board had recommended Directors’ fees of up to S\$220,000 for the financial year ending 31 December 2024, to be paid quarterly in arrears.

The Chairman of the Meeting invited shareholders to raise questions on the aforesaid resolution.

There being no question, the motion:

Resolution 4

“THAT the Directors’ fees of S\$220,000 for the financial year ending 31 December 2024, to be paid quarterly in arrears, be approved for payment.”

was proposed by Lim Wei Kwang and seconded by Yeo Hui Lay and put to a poll The results of Resolution 4 taken on a poll, were as follows:

Total no. of Ordinary Shares Cast	No. of Ordinary Shares FOR	% ‘For’	No. of Ordinary Shares AGAINST	% ‘Against’
279,142,015	278,723,388	99.85	418,627	0.15

The motion was declared carried.

6. RESOLUTION 5 - RE-APPOINTMENT OF AUDITORS

The Meeting was informed that Resolution 5 on the Agenda was to re-appoint Auditors and to authorize the Directors to fix their remuneration. The retiring auditors, Moore Stephens LLP had expressed their willingness to accept re-appointment.

The Chairman of the Meeting invited shareholders to raise questions on the aforesaid resolution.

There being no question, the motion:

Resolution 5

“THAT Moore Stephens LLP be re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and that the Directors be authorized to fix their remuneration.”

was proposed by Lee Yong Han and seconded by Ng Teong Kau or Lim King Hui and put to a

poll. The results of Resolution 5 taken on a poll, were as follows:

Total no. of Ordinary Shares Cast	No. of Ordinary Shares FOR	% 'For'	No. of Ordinary Shares AGAINST	% 'Against'
279,228,093	278,238,429	99.65	989,664	0.35

The motion was declared carried.

7. ANY OTHER ORDINARY BUSINESS

There being no other ordinary business to transact, the Meeting proceeded to deal with the Special Business outlined in the Notice convening the AGM.

SPECIAL BUSINESS:

8. RESOLUTION 6 - AUTHORITY TO ISSUE SHARES IN THE CAPITAL OF THE COMPANY PURSUANT TO SECTION 161 OF THE COMPANIES ACT 1967 AND RULE 806 OF THE LISTING MANUAL OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED

The Meeting was informed that Resolution 6 on the Agenda was to authorise the Directors to issue and allot shares pursuant to Section 161 of the Companies Act 1967.

The Chairman of the Meeting invited shareholders to raise questions on the aforesaid resolution.

Shareholder J enquired about company's plans to issue new shares. Mr Luong responded that the Company currently has no plans to issue new shares, clarifying that this agenda item is a regular part of the authority to be tabled for shareholders' approval at the AGM.

Shareholder K enquired about the status of the proceeds raised from the placement. Mr Luong replied that the funds raised in January 2024 are served as a buffer for expansion in preparation for growth in 2026 and 2027, including potential land purchases. He added that the funds from the placement are currently placed in the bank as a fixed deposit.

Throughout the questions and answers session, question raised by the shareholders of the Company was addressed by the Board of Directors of the Company. There being no further questions, the motion:

was proposed by Sng Fook Yuan and seconded by Lee Chin Chin and put to a poll. The results of Resolution 6 taken on a poll, were as follows:

Total no. of Ordinary Shares Cast	No. of Ordinary Shares FOR	% 'For'	No. of Ordinary Shares AGAINST	% 'Against'
279,210,202	194,444,296	69.64	84,765,906	30.36

The motion was declared carried.

The full text of **Resolution 6** is reproduced as follow::

"That authority be and is hereby given to the Directors of the Company to:

- (a) (i) issue shares in the capital of the Company ("shares") whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,
- at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and
- (b) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided that:

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50 per cent of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20 per cent of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited ("SGX-ST") for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Resolution is passed, after adjusting for:-
- (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8; and
- (ii) any subsequent bonus issue, consolidation or subdivision of shares;
- adjustments in accordance with (2)(i) is only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of passing of this Resolution.
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST from the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and otherwise, and the Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company in General Meeting), the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier."

CONCLUSION

There being no other business, on behalf of the Chairman, Mr Chay declared the Meeting closed at 11.06 a.m. and thanked everyone for their attendance.

CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD

**LUONG ANDY
CHAIRMAN**