

# NOTICE OF ANNUAL GENERAL MEETING



NOTICE IS HEREBY GIVEN that the Annual General Meeting of UMS Holdings Limited (“the Company”) will be held at Empress Ballroom 5, Level 2, Carlton Hotel Singapore, 76 Bras Basah Road, Singapore 189558 on Thursday, 25 April 2024 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the resolutions as set out below:

## ORDINARY BUSINESS:

1. To receive and adopt the Directors’ Statement and Audited Financial Statements for the financial year ended 31 December 2023 together with the Auditors’ Report thereon.

### Resolution 1

2. To approve the payment of a final tax-exempt (one-tier) dividend of 2.2 cents per ordinary share in respect of the financial year ended 31 December 2023.

### Resolution 2

3. To re-elect Ms Gn Jong Yuh Gwendolyn, who is retiring by rotation in accordance with Regulation 89 of the Company’s Constitution, as Director of the Company.

[Ms Gn Jong Yuh Gwendolyn, will, upon re-election as a Director of the Company, remain as the Chairman of the Remuneration Committee, a member of the Audit Committee and the Nominating Committee and will be considered independent for the purpose of Rule 704(7) of the Listing Manual of the Singapore Exchange Securities Trading Limited. Please refer to Corporate Governance Report on pages 23 to 26 in the Annual Report for the detailed information required pursuant to Rule 720(6) of the SGX-ST]

### Resolution 3

4. To note the retirement of Mr Chay Yowmin, a Director who is retiring pursuant to Regulation 89 of the Constitution of the Company, and is not seeking for re-election.

[Mr Chay Yowmin will, upon his retirement as a Director of the Company, cease to be the Lead Independent Director, Chairman of the Audit Committee, and a member of Nominating Committee and Remuneration Committee. Mr Chay Yowmin has served on the Board for an aggregate period of more than 9 years. He has decided to retire at the conclusion of the AGM and will not be seeking for re-election, to support progressive renewal of the Board.

In view of the retirement of Mr Chay Yowmin, the number of members in each of the Audit Committee, Nominating Committee and Remuneration Committee will fall below the minimum number of three. The Company shall endeavour to fill the vacancy within two (2) months but in any case, not later than three (3) months.]

5. To approve the payment of Directors’ fees of up to S\$220,000 for the financial year ending 31 December 2024, to be paid quarterly in arrears. (FY2023: S\$265,000)

### Resolution 4

6. To re-appoint Moore Stephens LLP as Independent Auditors and to authorise the Directors to fix their remuneration.

### Resolution 5

7. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

# NOTICE OF ANNUAL GENERAL MEETING



## SPECIAL BUSINESS:

To consider, and if thought fit, to pass with or without any modifications, the following resolution as Ordinary Resolution:-

8. **Authority to allot and issue shares up to fifty per centum (50%) of the issued shares in the capital of the Company**

“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.”

**Resolution 6**

# NOTICE OF ANNUAL GENERAL MEETING



## Explanatory Note:

Resolution 6 is to authorise the Directors to issue shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to a number not exceeding in total 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, with a sub-limit of 20% for issues other than on a pro rata basis to shareholders. For the purpose of determining the aggregate number of shares that may be issued, 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 that Resolution 6 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time that Resolution 6 is passed, and (b) any subsequent consolidation or subdivision of shares.

## BY ORDER OF THE BOARD

Siau Kuei Lian  
Company Secretary

Singapore  
9 April 2024

## Notes:

1. The members of the Company are invited to attend physically at the AGM. There will be no option for shareholders to participate virtually.
2. The Annual Report, Notice of Annual General Meeting and Proxy Form will be published on the Company's website at URL <http://www.umsgroup.com.sg/ir.html> and also on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.

A member who wishes to request for a printed copy of the Annual Report 2023 may do so by completing and returning the Request Form which is sent to him/her/it by post to the Company, c/o In.Corp Corporate Services Pte. Ltd. by 15 April 2024.

3. Members may submit questions related to the resolutions which will be tabled for approval at the AGM, in advance of the AGM by email to the Company at [UMSAGM250424@umsgroup.com.sg](mailto:UMSAGM250424@umsgroup.com.sg).

When submitting the questions, please provide the Company with the following details, for verification purpose:-

- (i) Full name;
- (ii) NRIC number;
- (iii) Current address;
- (iv) Contact number; and
- (v) Number of shares held.

Please also indicate the manner in which you hold shares in the Company (e.g. via CDP, CPF or SRS).

Shareholders are encouraged to submit their questions before **17 April 2024**, as this will allow the Company sufficient time to address and respond to these questions on or before **19 April 2024** (seventy-two (72) hours prior to the closing date and time for the lodgement of the proxy forms).

4. The Company will respond to substantial and relevant questions received from members on the Company's website at URL <http://www.umsgroup.com.sg/ir.html> and on SGXNet at URL <https://www.sgx.com/securities/company-announcements> by 19 April 2024, after trading hours.
5. A member of the Company (including a Relevant Intermediary\*) entitled to attend and vote at the Annual General Meeting of the Company may appoint not more than two proxies to attend, speak and vote in his/her stead. Where a member appoints more than one proxy, he/she shall specify the proportion of his/her shareholding to be represented by each proxy in the form of proxy. A member of the Company, which is a corporation, is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.

\* A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act, Chapter 19 of Singapore 1970 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore 2001 and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act, Chapter 36 of Singapore 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

# NOTICE OF ANNUAL GENERAL MEETING



6. An investor who holds shares under the Central Provident Fund Investment Scheme ("CPF Investor") and/or the Supplementary Retirement Scheme ("SRS Investor") (as may be applicable) may attend and cast his vote(s) at the Meeting in person. CPF and SRS Investors who are unable to attend the Meeting but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the Meeting to act as their proxy and submit their votes at least 7 working days before the Meeting, in which case, the CPF and SRS Investors shall be precluded from attending the Meeting.
7. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of an attorney or duly authorised officer. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument, failing which the instrument may be treated as invalid.
8. The instrument appointing a proxy must: (i) if sent personally or by post, be deposited at the registered office of the Company at 23 Changi North Crescent, Singapore 499616; or (ii) if submitted electronically, be submitted via email to the Company at [UMSAGM250424@umsgroup.com.sg](mailto:UMSAGM250424@umsgroup.com.sg) and in either case, by no later than 72 hours before the time appointed for the Annual General Meeting, and in default the instrument of proxy shall not be treated as valid.

**Members are strongly encouraged to submit completed proxy forms electronically by email to the Company at requested [UMSAGM250424@umsgroup.com.sg](mailto:UMSAGM250424@umsgroup.com.sg).**

9. The Annual Report for FY2023 may be accessed on the Company's website at the URL <http://www.umsgroup.com.sg/ir.html> and is also available on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.

## PERSONAL DATA PRIVACY:

By submitting an instrument appointment a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

## NOTICE OF RECORD DATE FOR THE PROPOSED FINAL DIVIDEND

NOTICE IS HEREBY GIVEN THAT the Share Transfer Books and Register of Members of the Company will be closed on 9 May 2024, for the purpose of determining members' entitlements to the Proposed Final Dividend of 2.2 cents per ordinary share (tax-exempt one-tier) for the financial year ended 31 December 2023.

Duly completed registrable transfers received by the Company's Share Registrar, In.Corp Corporate Services Pte. Ltd., 30 Cecil Street #19-08 Prudential Tower Singapore 049712 up to the close of business at 5.00 p.m. on 8 May 2024 will be registered before entitlement to the Proposed Final Dividend are determined. Members whose Securities Accounts with The Central Depository (Pte) Limited are credited with shares at 5.00 p.m. on 8 May 2024 will be entitled to the Proposed Final Dividend.

The Proposed Final Dividend, if approved at the forthcoming Annual General Meeting of the Company, will be paid on 23 May 2024.