

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

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO  
THE UNITED STATES**

---

**PLACEMENT OF 40,000,000 NEW ORDINARY SHARES IN THE CAPITAL OF THE  
COMPANY – RECEIPT OF APPROVAL-IN-PRINCIPLE**

**1. INTRODUCTION**

The Board of Directors (the “**Board**” or “**Directors**”) of UMS Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) refers to the Company’s announcements on 26 January 2024 in relation to, *inter alia*, (i) the entry into a placement agreement for the placement of 40,000,000 Placement Shares (the “**Placement**”) and (ii) the results of the placement and the final placement price, and on 1 February 2024 in relation to, *inter alia*, the completion of the placement (collectively, the “**Announcements**”).

*Unless otherwise defined, all terms and references used herein shall bear the same meaning as ascribed to them in the Announcements.*

**2. RECEIPT OF APPROVAL-IN-PRINCIPLE**

The Board is pleased to announce that it has on 23 February 2024 received the approval-in-principle from the SGX-ST for the listing and quotation of the Equivalent Shares (i.e., 40,000,000 new ordinary shares in the capital of the Company) on the Mainboard of the SGX-ST, to be issued to Mr Luong Andy as repayment of the Loan Shares in connection with the Placement (the “**AIP**”), subject to the following:

- (a) Compliance with the SGX-ST’s listing requirements for the listing and quotation of Equivalent Shares;
- (b) Submission of the following documents:
  - (i) A written undertaking from the Company that it will comply with Rule 704(30) and Rule 1207(20) of the Listing Manual in relation to the use of the proceeds from the Placement and where 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 announcements on use of proceeds and in the annual report;
  - (ii) A written undertaking from the Company that it will comply with Rule 803 of the Listing Manual;
  - (iii) A written undertaking from the placement agent(s) that it will ensure that the Company will comply with Rule 803 of the Listing Manual;
  - (iv) A written confirmation from the Company that it will not issue the Placement Shares to persons prohibited under Rule 812(1) of the Listing Manual;
  - (v) A written confirmation from the Company that the Lender did not receive any financial benefit (direct or indirect) from the share lending arrangement which involves the Placement and the issuance of the Equivalent Shares, and that it had entered into the Share Lending Agreement with the sole purpose of expediting the

delivery of the Placement Shares to the end places procured by the Placement Agent; and

- (vi) A written confirmation from the Placement Agent that the Placement Shares will not be placed out to persons under Rule 812(1) of the Listing Manual.

The Equivalent Shares have to be placed out within seven (7) market days from the date of the AIP.

The AIP is not to be taken as an indication of the merits of the Equivalent Shares, the Placement, the Placement Shares, the Company and/or its subsidiaries.

### **3. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS**

Save for the Equivalent Shares which will be allotted and issued to the Lender as repayment of the Loan Shares, and that the Company's independent director, Gn Jong Yuh Gwendolyn, is a partner at Shook Lin & Bok LLP, which is the law firm advising the Company on the Placement, none of the Directors or substantial Shareholders has any interest, direct or indirect, in the Placement, (other than arising from their directorships and/or shareholdings, as the case may be, in the Company, if any).

### **4. 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 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.

### **5. FURTHER ANNOUNCEMENTS**

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

### **6. CAUTIONARY STATEMENT**

Shareholders and potential investors 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  
**UMS Holdings Limited**

Luong Andy  
Chief Executive Officer  
Singapore

26 February 2024

## **IMPORTANT NOTICE**

This announcement is for information only and does not constitute or form part of any offer to purchase, a solicitation of an offer to purchase, an offer to sell or an invitation or solicitation of an offer to sell, issue or subscribe for, securities in or into the United States. No securities mentioned herein have been, or will be, registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or under any state securities laws or other jurisdiction of the United States. The Company does not intend to conduct a public offering in the United States, and no securities may be offered or sold in or into the United States absent registration with the U.S. Securities and Exchange Commission or pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements under the U.S. Securities Act and any applicable state or local securities laws of the United States. The securities referred to in this announcement will be offered and sold only in "offshore transactions" as defined in, and in accordance with, Regulation S under the U.S. Securities Act.

Notification under Section 309B of the Securities and Futures Act 2001 of Singapore: The Placement Shares are "prescribed capital markets products" (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018 and "Excluded Investment Products" (as defined in MAS Notice SFA 04- N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products)).