

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

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THE UNITED STATES**

**PLACEMENT OF 40,000,000 NEW ORDINARY SHARES IN THE CAPITAL OF THE
COMPANY – ALLOTMENT AND ISSUANCE OF NEW SHARES**

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**”); (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; and (iii) on 26 February 2024 in relation to, *inter alia*, the receipt of the approval-in-principle from the SGX-ST for the listing and quotation of the Equivalent Shares (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. ALLOTMENT AND ISSUANCE OF NEW SHARES

The Board is pleased to announce that, pursuant to the terms and conditions of the Share Lending Agreement, the Company had on 27 February 2024, allotted and issued 40,000,000 new ordinary shares in the capital of the Company (i.e., the Equivalent Shares) to the Lender as repayment of the Loan Shares in connection with the Placement.

Following the allotment and issuance of the Equivalent Shares, the total number of issued shares of the Company increased from 670,535,941 ordinary shares to 710,535,941 ordinary shares.

The Equivalent Shares (a) are allotted and issued free from encumbrances; and (b) rank *pari passu* in all respects with all other existing shares in the capital of the Company, save for any dividends, rights and other distributions the record date for which falls on or before the date of the allotment and issuance of the Equivalent Shares.

The Equivalent Shares are expected to be listed and quoted on the Mainboard of the SGX-ST on or around 1 March 2024. 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 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. 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

27 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)).