

Appendix dated 8 April 2025 (“Appendix”)

This Appendix is important and requires your immediate attention. Please read it carefully.

If you are in doubt about its contents or the action that you should take, you should consult your stockbroker, bank manager, solicitor, accountant, financial adviser, tax adviser or other professional adviser immediately.

Unless otherwise stated, capitalised terms on this cover are defined in this Appendix under the section titled “DEFINITIONS”.

If you have sold or transferred all your ordinary shares (the “**Shares**”) in the capital of UMS Integration Limited (the “**Company**”) held through The Central Depository (Pte) Limited (the “**CDP**”), you need not forward the Notice of Annual General Meeting, the Proxy Form and the Request Form to the purchaser or transferee as arrangements will be made by CDP for a separate Notice of Annual General Meeting, Proxy Form and Request Form to be sent to the purchaser or transferee. If you have sold or transferred all your Shares represented by physical share certificate(s), you should immediately forward the Notice of Annual General Meeting, the Proxy Form and the Request Form to the purchaser or transferee, or the bank, stockbroker or agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. You should also inform the purchaser or transferee, or bank, stockbroker or agent through whom the sale or transfer was effect for onward notification to the purchaser, that the Annual Report, the Notice of Annual General Meeting, the Proxy Form, the Request Form and this Appendix are available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and the website of the Company at the URL <http://www.umsgroup.com.sg/ir.html>. In accordance with the Company’s Constitution, a printed copy of this Appendix will NOT be despatched to Shareholders.

This Appendix has been prepared by the Company for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”). The SGX-ST assumes no responsibility for the contents of this Appendix, including the correctness of any of the statements or opinions made or reports contained in this Appendix.



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

APPENDIX TO THE NOTICE OF ANNUAL GENERAL MEETING

IN RELATION TO

THE PROPOSED ADOPTION OF THE SHARE BUY-BACK MANDATE

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CORPORATE INFORMATION

Board of Directors	:	Luong Andy Loh Meng Chong, Stanley Datuk Phang Ah Tong Gn Jong Yuh Gwendolyn Chua Siong Kiat	<i>(Chairman and Chief Executive Officer)</i> <i>(Executive Director)</i> <i>(Lead Independent Director)</i> <i>(Independent Director)</i> <i>(Independent Director)</i>
Company Secretary	:	Mr Lee Wei Hsiung Mr Chin Yee Seng	
Registered Office	:	23 Changi North Crescent Changi North Industrial Estate Singapore 499616	
Share Registrar and Share Transfer Office	:	In.Corp Corporate Services Pte. Ltd. 36 Robinson Road #20-01 City House Singapore 068877	
Auditors	:	Moore Stephens LLP	
Legal Adviser to the Company on Singapore Law for the Proposed Adoption of the Share Buy-back Mandate	:	Shook Lin & Bok LLP 1 Robinson Road #18-00 AIA Tower Singapore 048542	

DEFINITIONS

In this Appendix, the following definitions apply throughout unless the context requires otherwise or unless otherwise stated:

“ACRA”	:	The Accounting and Corporate Regulatory Authority of Singapore
“AGM”	:	The annual general meeting for the financial year ended 31 December 2024 of the Company to be held on Thursday, 24 April 2025 at 10.00 a.m. (Singapore Time)
“Appendix”	:	This Appendix dated 8 April 2025 in relation to the Proposed Adoption of the Share Buy-back Mandate
“Approval Date”	:	Has the meaning ascribed to it in Section 2.3.2 of this Appendix
“associate”	:	<p>(a) In relation to any director, chief executive officer, substantial shareholder or controlling shareholder (being an individual) means:</p> <p>(i) his immediate family;</p> <p>(ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and</p> <p>(iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more; and</p> <p>(b) in relation to a substantial shareholder or a controlling shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more</p>
“Average Closing Price”	:	Has the meaning ascribed to it in Section 2.3.5 of this Appendix
“Board”	:	The board of directors of the Company as at the date of this Appendix or from time to time, as the case may be
“CDP”	:	The Central Depository (Pte) Limited
“Companies Act”	:	The Companies Act 1967 of Singapore, as amended, modified or supplemented from time to time
“Company”	:	UMS Integration Limited
“Constitution”	:	The constitution of the Company, as may be amended, supplemented or modified from time to time
“controlling shareholder”	:	<p>A person who:</p> <p>(a) holds directly or indirectly 15% or more of the total voting shares in a company. The SGX-ST may determine that a person who satisfies this paragraph is not a controlling shareholder; or</p> <p>(b) in fact exercises control over a company</p>

DEFINITIONS

“Director”	:	A director of the Company as at the date of this Appendix or from time to time, as the case may be
“EPS”	:	Earnings per Share
“FY”	:	Financial year ended or ending 31 December, as the case may be
“Group”	:	The Company and its subsidiaries collectively
“Latest Practicable Date”	:	26 March 2025, being the latest practicable date prior to the issue of this Appendix
“Listing Manual”	:	The Listing Manual of the SGX-ST, as amended, modified or supplemented from time to time
“Market Day”	:	A day on which the SGX-ST is open for securities trading
“Maximum Price”	:	Has the meaning ascribed to it in Section 2.3.5 of this Appendix
“Minister of Finance”	:	The Minister of Finance of the Republic of Singapore for the time being in force
“NTA”	:	Net tangible assets
“Off-Market Purchase”	:	Has the meaning ascribed to it in Section 2.3.4 of this Appendix
“On-Market Purchase”	:	Has the meaning ascribed to it in Section 2.3.4 of this Appendix
“Ordinary Resolution”	:	The ordinary resolution as set out in the Notice of AGM
“Other Exchange”	:	Has the meaning ascribed to it in Section 2.3.4 of this Appendix
“Proposed Adoption of the Share Buy-back Mandate”	:	<p>The proposed adoption of the Share Buy-back Mandate.</p> <p>Further details on the Proposed Adoption of the Share Buy-back Mandate are set out in Section 2 of this Appendix</p>
“Proxy Form”	:	The proxy form in respect of the AGM
“Purchased Shares”	:	Shares purchased or otherwise acquired by the Company from Shareholders under the Share Buy-back Mandate
“Relevant Period”	:	<p>The period commencing from the date of the passing of the Ordinary Resolution relating to the Proposed Adoption of the Share Buy-back Mandate and expiring on the earliest of (a) the date on which the next annual general meeting of the Company is held or required by law to be held (b) the day on which purchases or acquisitions of Shares from Shareholders by the Company are carried out to the full extent mandated under the Share Buy-back Mandate, or (c) the authority conferred by the Share Buy-back Mandate is revoked or varied by Shareholders in a general meeting</p>
“Request Form”	:	The request form in respect of the AGM

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“S\$” and “S\$ cents”	:	Singapore dollars and cents respectively, the lawful currency of Singapore
“Securities Accounts”	:	The securities accounts maintained by Depositors with CDP, but not including the securities accounts maintained with a Depository Agent
“SFA”	:	The Securities and Futures Act 2001 of Singapore, as amended, modified or supplemented from time to time
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Share Buy-back Guidance Note”	:	The share buy-back guidance note as set out in Appendix 2 to the Take-over Code
“Share Buy-back Mandate”	:	The general mandate given by Shareholders to authorise the Directors to purchase or otherwise acquire Shares in accordance with the terms set out in this Appendix as well as the rules and regulations in the Companies Act and the Listing Manual
“Share Purchase”	:	The purchase or acquisition of Shares from Shareholders by the Company under the Share Buy-back Mandate
“Shareholders”	:	The registered holders of Shares, except that where the registered holder is CDP, the term “Shareholders” in relation to Shares held by CDP shall mean the persons named as Depositors in the Depository Register maintained by CDP and to whose Securities Accounts such Shares are credited
“Shares”	:	Ordinary shares in the share capital of the Company
“SIC”	:	The Securities Industry Council of Singapore
“substantial shareholder”	:	A person who has an interest or interests in voting Shares in the Company representing not less than 5% of all the voting Shares
“Take-over Code”	:	The Singapore Code on Take-overs and Mergers, as may be amended, supplemented or modified from time to time
“US\$” and “US\$ cents”	:	United States of America dollars and cents respectively, the lawful currency of the United States of America
“%”	:	Per centum or percentage

The terms “Depositor”, “Depository Agent” and “Depository Register” shall have the same meanings ascribed to them respectively in Section 81SF of the SFA.

The terms “subsidiary”, “subsidiary holdings” and “treasury shares” shall have the same meanings ascribed to them in the Companies Act.

Any reference in this Appendix to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word or term defined under the Companies Act, the SFA, the Listing Manual or any statutory modification thereof and used in this Appendix shall, where applicable, have the same meaning ascribed to it under the Companies Act, the SFA, the Listing Manual or any statutory modification thereof, as the case may be, unless the context requires otherwise.

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Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to “persons” shall, where applicable, include corporations.

Any reference to a time of day or date in this Appendix shall be a reference to Singapore time and dates, unless otherwise stated.

Any discrepancies in the figures in this Appendix between the listed amounts and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Appendix may not be an arithmetic aggregation of the figures that precede them.

The headings in the Appendix are inserted for convenience only and shall be ignored in construing this Appendix.

LETTER TO SHAREHOLDERS

UMS INTEGRATION LIMITED

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

Board of Directors:

Mr Luong Andy	<i>(Chairman and Chief Executive Officer)</i>
Mr Loh Meng Chong, Stanley	<i>(Executive Director)</i>
Datuk Phang Ah Tong	<i>(Lead Independent Director)</i>
Ms Gn Jong Yuh Gwendolyn	<i>(Independent Director)</i>
Mr Chua Siong Kiat	<i>(Independent Director)</i>

Registered Office:

23 Changi North Crescent
Changi North Industrial Estate
Singapore 499616

8 April 2025

To: The Shareholders of UMS Integration Limited

Dear Sir/Madam,

THE PROPOSED ADOPTION OF THE SHARE BUY-BACK MANDATE

1. INTRODUCTION**1.1 Appendix**

- 1.1.1 The Board wishes to refer Shareholders to Ordinary Resolution 8 of the Notice of AGM to be proposed at the AGM to seek Shareholders' approval for the Proposed Adoption of the Share Buy-back Mandate.
- 1.1.2 The purpose of this Appendix is to provide Shareholders with relevant information relating to, and to seek Shareholders' approval for, the Proposed Adoption of the Share Buy-back Mandate. Shareholders' approval will be sought at the AGM to be held on 24 April 2025 at 10.00 a.m. (Singapore Time).
- 1.1.3 The SGX-ST assumes no responsibility for the contents of this Appendix, including the correctness of any of the statements or opinions made or reports contained in this Appendix.

2. THE PROPOSED ADOPTION OF THE SHARE BUY-BACK MANDATE**2.1 Introduction**

- 2.1.1 The Share Buy-back Mandate was previously approved by Shareholders at an extraordinary general meeting of the Company held on 25 April 2019. The Share Buy-back Mandate was renewed at the annual general meeting of the Company held on 23 June 2020, and had expired on the date of the subsequent annual general meeting of the Company held on 28 April 2021.
- 2.1.2 Pursuant to the Companies Act:
 - (a) a company shall not make a purchase or acquisition of its own shares on a securities exchange unless the purchase or acquisition has been authorised in advance by the company in general meeting; and
 - (b) a company may make a purchase or acquisition of its own shares otherwise than on an approved exchange in Singapore if the purchase or acquisition is made in accordance with an equal access scheme authorised in advance by the company in general meeting.

LETTER TO SHAREHOLDERS

- 2.1.3 Pursuant to Listing Rule 881, an issuer may purchase its own shares if it has obtained the prior specific approval of shareholders in general meeting.
- 2.1.4 Accordingly, Shareholders' approval for the Proposed Adoption of the Share Buy-back Mandate is being sought at the AGM to be held. The Proposed Adoption of the Share Buy-back Mandate is set out as Ordinary Resolution 8 of the Notice of AGM.
- 2.1.5 If the Proposed Adoption of the Share Buy-back Mandate is approved by Shareholders at the AGM, the Company shall be authorised to purchase or otherwise acquire Shares from Shareholders under the Share Buy-back Mandate at any time and from time to time during the Relevant Period.

2.2 Rationale for the Share Buy-back Mandate

- 2.2.1 The Directors constantly seek to increase Shareholders' value and to improve, *inter alia*, the return on equity of the Group. Share Purchases made at an appropriate price level is one of the ways through which the return on equity of the Group may be enhanced.
- 2.2.2 Share Purchases provide the Company with a mechanism to facilitate the return of surplus cash over and above its ordinary capital requirements in an expedient, effective and cost-efficient manner. It will also provide the Directors with greater flexibility over the Company's share capital structure with a view to enhancing the EPS of the Group.
- 2.2.3 The Directors further believe that the Share Purchases by the Company will help to mitigate short-term market volatility, offset the effects of short-term speculation and bolster Shareholders' confidence.
- 2.2.4 If and when circumstances permit, the Directors will decide whether to effect Market Purchases or Off-Market Purchases, after taking into account the amount of surplus cash available, the prevailing market conditions and the most cost-effective and efficient approach. The Directors do not propose to carry out Share Purchases to an extent that would, or in circumstances that might, result in a material adverse effect on the liquidity and/or the orderly trading of the Shares and/or the financial position of the Group, taking into account the working capital requirements of the Company or the gearing levels, which in the opinion of the Directors, are from time to time appropriate for the Company.

2.3 Details on the Authority and Limits of the Share Buy-back Mandate

- 2.3.1 The details on the authority and limits of the Share Buy-back Mandate are summarised below.
- 2.3.2 Maximum Number of Shares

Only Shares that are issued and fully paid-up may be purchased or otherwise acquired by the Company under the Share Buy-back Mandate. The maximum number of Shares which may be purchased or otherwise acquired by the Company under the Share Buy-back Mandate during the Relevant Period is limited to that number of issued Shares representing not more than 10% of the total number of issued Shares as at the date of the passing of the Ordinary Resolution relating to the Proposed Adoption of the Share Buy-back Mandate (excluding any treasury shares and subsidiary holdings as at that date) (the "**Approval Date**"). For the purposes of computing the 10% limit, any of the Shares which are held as treasury shares or subsidiary holdings as at the Approval Date shall be disregarded.

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Purely for illustration purposes only, based on the total number of issued Shares as at the Latest Practicable Date, comprising 710,535,941 Shares (excluding nil treasury shares and nil subsidiary holdings), and assuming no additional Shares are allotted and issued, no Shares are purchased or otherwise acquired and held as treasury shares or cancelled, and no Shares are held as subsidiary holdings on or prior to the AGM, not more than 71,053,594 Shares, representing not more than 10% of the total number of issued Shares (excluding nil treasury shares and nil subsidiary holdings) as at that date, may be purchased or otherwise acquired by the Company under the Share Buy-back Mandate.

2.3.3 Duration

If the Proposed Adoption of the Share Buy-back Mandate is approved by Shareholders at the AGM, the Company shall be authorised to purchase or otherwise acquire Shares from Shareholders under the Share Buy-back Mandate at any time and from time to time during the Relevant Period (i.e. the period commencing from the date of the passing of the Ordinary Resolution relating to the Proposed Adoption of the Share Buy-back Mandate and expiring on the earliest of (a) the date on which the next annual general meeting of the Company is held or required by law to be held (b) the day on which purchases or acquisitions of Shares from Shareholders by the Company are carried out to the full extent mandated under the Share Buy-back Mandate, or (c) the authority conferred by the Share Buy-back Mandate is revoked or varied by Shareholders in a general meeting).

The Share Buy-back Mandate may be renewed at a general meeting of the Company. Pursuant to Listing Rule 883, the Company is required to provide the following information to Shareholders:

- (a) the information required under the Companies Act;
- (b) the reasons for the Share Buy-back Mandate;
- (c) the consequences, if any, of Share Purchases by the Company that will arise under the Take-over Code;
- (d) whether Share Purchases, if made, could affect the listing of the Company's equity securities on the SGX-ST;
- (e) details of any Share Purchases made by the Company in the previous 12 months (whether by On-Market Purchases or Off-Market Purchases in accordance with an equal access scheme), giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for the purchases or acquisitions, where relevant, and the total consideration paid for the purchases or acquisitions; and
- (f) whether the Shares purchased or otherwise acquired by the Company will be cancelled or kept as treasury shares.

2.3.4 Manner of Share Purchases

Share Purchases may be made via:

- (a) on-market purchases transacted through the SGX-ST's trading system or on another stock exchange on which the Shares may for the time being be listed and quoted ("**Other Exchange**") ("**On-Market Purchases**"); and/or
- (b) off-market purchases (if effected otherwise than on the SGX-ST or, as the case may be, Other Exchange) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act ("**Off-Market Purchases**").

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The Board may impose such terms and conditions as it deems fit in the interests of the Company in connection with, or in relation to, an equal access scheme provided that such terms and conditions are consistent with the Companies Act, the Listing Manual and the Share Buy-back Mandate.

Pursuant to the Companies Act, Off-Market Purchases in accordance with an equal access scheme must satisfy all the following conditions:

- (a) the offers under the equal access scheme are to be made to every person who holds shares to purchase or acquire the same percentage of their shares;
- (b) all of those persons have a reasonable opportunity to accept the offers made to them; and
- (c) the terms of all the offers are the same except that there shall be disregarded (i) differences in consideration attributable to the fact that the offers relate to shares with different accrued dividend entitlements; (ii) differences in consideration attributable to the fact that the offers relate to shares with different amounts remaining unpaid; and (iii) differences in the offers introduced solely to ensure that each member is left with a whole number of shares.

In addition, pursuant to Listing Rule 885, an issuer making an Off-Market Purchase in accordance with an equal access scheme must issue an offer document to all shareholders containing at least the following information:

- (a) terms and conditions of the offer;
- (b) period and procedures for acceptances;
- (c) the reasons for the Off-Market Purchase in accordance with the equal access scheme;
- (d) the consequences, if any, of Share Purchases by the Company that will arise under the Take-over Code or other applicable take-over rules;
- (e) whether Share Purchases, if made, could affect the listing of the Company's equity securities on the SGX-ST;
- (f) details of any Share Purchases made by the Company in the previous 12 months (whether by On-Market Purchases or Off-Market Purchases in accordance with an equal access scheme), giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for the purchases or acquisitions, where relevant, and the total consideration paid for the purchases or acquisitions; and
- (g) whether the Shares purchased or otherwise acquired by the Company will be cancelled or kept as treasury shares.

2.3.5 Maximum Price

The maximum price (excluding brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) to be paid by the Company for the purchase or acquisition of Shares from Shareholders (the "**Maximum Price**"), as determined by the Board, shall not exceed:

- (a) in the case of On-Market Purchases, 105% of the Average Closing Price of the Shares; and
- (b) in the case of Off-Market Purchases, 120% of the Average Closing Price of the Shares.

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For the above purposes:

“Average Closing Price” means the average of the closing market prices of a Share over the last five (5) Market Days on which transactions in the Shares were recorded, immediately preceding the date of the On-Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the rules of the SGX-ST, for any corporate action that occurs after the relevant five-day period; and

“date of the making of the offer” means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

2.4 Status of Purchased Shares

2.4.1 Purchased Shares (i.e. Shares purchased or otherwise acquired by the Company from Shareholders under the Share Buy-back Mandate) shall, unless held as treasury shares in accordance with the Companies Act, be deemed to be cancelled immediately on purchase or acquisition (and all rights and privileges attached to those Purchased Shares will expire on such cancellation). The total number of issued Shares will be diminished by the number of Purchased Shares which are not held as treasury shares.

2.4.2 At the time of each purchase or acquisition of Shares, the Directors will decide whether the Shares purchased or acquired will be cancelled or kept as Treasury Shares, or partly cancelled and partly kept as Treasury Shares, depending on the needs of the Company and as the Directors deem fit in the interests of the Company at that time.

2.5 Treasury Shares

2.5.1 Certain provisions of the Companies Act relating to treasury shares are summarised below.

2.5.2 Maximum Holdings

The aggregate number of Shares held as treasury shares cannot at any time exceed 10% of the total number of issued Shares at that time. Where the aggregate number of Shares held as treasury shares exceeds 10% of the total number of issued Shares, the Company shall dispose of or cancel the excess treasury shares before the end of the period of 6 months beginning with the day on which the aggregate number of Shares held as treasury shares exceeds 10% of the total number of issued Shares, or such further period as ACRA may allow.

2.5.3 Voting and Other Rights

The Company shall not exercise any right in respect of the treasury shares and any purported exercise of such a right is void. In particular, the Company shall not exercise any right to attend and vote at meetings, and for the purposes of the Companies Act, the Company shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution (whether in cash or otherwise) of the Company's assets may be made, to the Company in respect of treasury shares. However, an allotment and issue of Shares as fully paid bonus Shares in respect of treasury shares is allowed and the subdivision or consolidation of any treasury shares into treasury shares of a smaller or larger number is also allowed if the total value of the treasury shares after the subdivision or consolidation is the same as the total value of the treasury share before the subdivision or consolidation, as the case may be.

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2.5.4 Disposal and Cancellation

Where Shares are held by the Company as treasury shares, the Company may at any time:

- (a) sell the treasury shares (or any of them) for cash;
- (b) transfer the treasury shares (or any of them) for the purposes of or pursuant to any share option scheme, performance share plan or share incentive scheme of the Company then in force;
- (c) transfer the treasury shares (or any of them) as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (d) cancel the treasury shares (or any of them); or
- (e) sell, transfer or otherwise use the treasury shares for such other purposes as the Minister of Finance may by order prescribe.

2.6 **Source of Funds**

2.6.1 The Company may only apply funds legally available for Share Purchases under the Share Buy-back Mandate in accordance with the Constitution of the Company and the applicable laws in Singapore. The Company may not purchase or otherwise acquire its own Shares for a consideration other than cash or, in the case of On-Market Purchases, for settlement other than in accordance with the SGX-ST's trading rules.

2.6.2 Pursuant to the Companies Act, the Company may purchase or otherwise acquire its own Shares out of the Company's capital or profits so long as the Company is solvent. It is an offence for a Director or chief executive officer of the Company to approve or authorise the purchase or acquisition of the Company's own Shares, knowing that the Company is not solvent. Pursuant to Section 76F(4) of the Companies Act, the Company is solvent if at the date of the payment the following conditions are satisfied:

- (a) there is no ground on which the Company could be found to be unable to pay its debts;
- (b) if:
 - (i) it is intended to commence winding up of the Company within the period of 12 months immediately after the date of the payment, the Company will be able to pay its debts in full within the period of 12 months after the date of commencement of the winding up; or
 - (ii) it is not intended to commence winding up, the Company will be able to pay its debts as they fall due during the period of 12 months immediately after the date of the payment; and
- (c) the value of the Company's assets is not less than the value of its liabilities (including contingent liabilities) and will not, after the proposed purchase or acquisition of its own Shares, become less than the value of its liabilities (including contingent liabilities).

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- 2.6.3 The Company intends to use its internal resources to finance its Share Purchases (including any brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses incurred directly in relation to the Share Purchases). The purchase or acquisition of Shares from Shareholders by the Company will only be undertaken if such purchase or acquisition can benefit the Company and its Shareholders. The Company will only make purchases or acquisitions of Shares from Shareholders in circumstances that the Board believes will not result in any material adverse effect on the financial condition of the Group, or cause illiquidity or affect orderly trading of the Shares.

2.7 Financial Effects

- 2.7.1 The financial effects on the Company and on the Group arising from the purchase or acquisition of Shares from Shareholders by the Company under the Share Buy-back Mandate will depend on, *inter alia*, whether the Shares purchased or acquired is an On-Market Purchase or an Off-Market Purchase, whether the Shares are purchased or acquired out of the Company's capital or profits, the number of Shares purchased or otherwise acquired by the Company under the Share Buy-back Mandate, the consideration paid for such Shares and whether the Shares purchased or otherwise acquired are held as treasury shares or cancelled immediately on purchase or acquisition.

- 2.7.2 **For illustrative purposes only**, the financial effects on the Company and on the Group arising from the purchase or acquisition of Shares from Shareholders by the Company under the Share Buy-back Mandate have been prepared based on the audited consolidated financial statements of the Group for FY2024 and subject to, *inter alia*, the following assumptions:

- (a) The aggregate number of Shares purchased or otherwise acquired by the Company under the Share Buy-back Mandate comprised 71,053,594 Shares, representing 10% of the total number of issued Shares (excluding nil treasury shares and nil subsidiary holdings) as at the Latest Practicable Date, and assuming no additional Shares are allotted and issued, no Shares are purchased or otherwise acquired and held as treasury shares or cancelled, and no Shares are held as subsidiary holdings on or prior to the AGM;
- (b) in the case of On-Market Purchases, the Maximum Price was S\$1.1760 per Share (being 105% of the Average Closing Price of the Shares immediately preceding the Latest Practicable Date) and accordingly the maximum amount of funds required for effecting such On-Market Purchases (excluding brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses), would amount to approximately S\$83,559,026;
- (c) in the case of Off-Market Purchases, the Maximum Price was S\$1.3440 per Share (being 120% of the Average Closing Price of the Shares immediately preceding the Latest Practicable Date) and accordingly the maximum amount of funds required for effecting such Off-Market Purchases (excluding brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses), would amount to approximately S\$96,496,030;
- (d) there were no expenses (including brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) incurred in relation to the Share Purchases;
- (e) the Share Purchases under the Share Buy-back Mandate were completed on 1 January 2024; and
- (f) the Share Purchases were made entirely out of the Company's profits and financed entirely by external borrowings; and

LETTER TO SHAREHOLDERS

2.7.3 Pursuant to Section 76G of the Companies Act:

- (a) where Shares of the Company are purchased or acquired, and cancelled under Section 76B(5) of the Companies Act, the Company shall:
 - (i) reduce the amount of its share capital where the Shares were purchased or acquired out of the capital of the Company;
 - (ii) reduce the amount of its profits where the Shares were purchased or acquired out of the profits of the Company; or
 - (iii) reduce the amount of its share capital and profits proportionately where the Shares were purchased or acquired out of both the capital and the profits of the Company,by the total amount of the purchase price paid by the Company for the Shares cancelled; and
- (b) the total amount of the purchase price paid by the Company for the Shares cancelled shall include any expenses (including brokerage or commission) incurred directly in the purchase or acquisition of the Shares of the Company which is paid out of the Company's capital or profits under Section 76F(1) of the Companies Act.

2.7.4 Where Shares of the Company are purchased or acquired, and not cancelled under Section 76B(5) of the Companies Act, but held by the Company as treasury shares, there shall be no change in the amount of the Company's share capital.

2.7.5 Where Shares of the Company are purchased or acquired, and cancelled under Section 76B(5) of the Companies Act or held by the Company as treasury shares, the Shareholders' equity is reduced by the total amount of the purchase price paid by the Company for the Shares purchased or acquired.

2.7.6 **Shareholders should note that the financial effects set out below are for illustration purposes only and based on the aforementioned assumptions. In particular, Shareholders should note that the financial effects set out below are based on the audited consolidated financial statements of the Group for FY2024 and are not necessarily representative of the future financial performance of the Company and of the Group. Although the Share Buy-back Mandate authorises the Company to purchase or otherwise acquire not more than 10% of the total number of issued Shares (excluding any treasury shares and subsidiary holdings), the Company may not necessarily purchase or otherwise acquire Shares, or be able to carry out purchases or acquisitions of Shares to the full extent mandated under the Share Buy-back Mandate.**

2.7.7 **The Share Purchases will only be undertaken as and when the Board considers it to be in the best interests of the Company and its Shareholders. The Board does not propose to carry out Share Purchases to such extent that would, or in the circumstances that might, result in a material adverse effect on the financial condition of the Group, or cause illiquidity or affect orderly trading of the Shares. In particular, the Board will only carry out the Share Purchases after taking into consideration relevant factors such as the amount of surplus cash available, working capital requirements and prevailing market conditions.**

LETTER TO SHAREHOLDERS

Scenario 1 – Assuming Shares were Purchased or otherwise Acquired and Cancelled immediately on Purchase or Acquisition

	Group			Company		
	Before Share Purchases	After Share Purchases		Before Share Purchases	After Share Purchases	
		On-Market Purchase	Off-Market Purchase		On-Market Purchase	Off-Market Purchase
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
As at 31 December 2024						
Share capital (including treasury shares)	186,541	102,982	91,045	186,541	102,982	91,045
Share capital of existing treasury shares	–	–	–	–	–	–
Reserves	(13,354)	(13,354)	(13,354)	–	–	–
Shareholders' equity	418,392	334,833	322,896	232,956	149,397	137,460
NTA	330,741	247,182	235,245	232,956	149,397	137,460
Current assets	245,823	245,823	245,823	62,573	62,573	62,573
Current liabilities	45,483	129,042	140,979	110,223	193,782	205,719
Total borrowings	754	84,313	96,250	–	83,559	95,496
Net profit for FY2024 attributable to shareholders	40,608	40,608	40,608	14,660	14,660	14,660
Number of Shares ('000)	710,536	639,482	639,482	710,536	639,482	639,482
Weighted average number of Shares (excluding treasury shares) ('000)	707,148	639,482	639,482	707,148	639,482	639,482
Financial ratios						
NTA per Share (Singapore cents) ⁽¹⁾	46.55	38.65	36.79	32.79	23.36	21.50
Gearing (%) ⁽²⁾	0.18	25.18	29.81	0.00	55.93	69.47
Current ratio (times) ⁽³⁾	5.40	1.90	1.74	0.57	0.32	0.30
EPS (Singapore cents) ⁽⁴⁾	5.72	6.35	6.35	2.06	2.29	2.29

Notes:

- (1) "NTA per Share" represents NTA divided by number of Shares (excluding treasury shares) as at 31 December 2024.
- (2) "Gearing" represents total borrowings divided by Shareholders' equity.
- (3) "Current Ratio" represents current assets divided by current liabilities.
- (4) "EPS" represents net (loss) profit for FY2024 divided by the weighted average number of Shares (excluding treasury shares).

LETTER TO SHAREHOLDERS

Scenario 2 – Assuming Shares were Purchased or otherwise Acquired and held as Treasury Shares

	Group			Company		
	Before Share Purchases S\$'000	After Share Purchases		Before Share Purchases S\$'000	After Share Purchases	
		On-Market Purchase S\$'000	Off-Market Purchase S\$'000		On-Market Purchase S\$'000	Off-Market Purchase S\$'000
As at 31 December 2024						
Share capital (including treasury shares)	186,541	186,541	186,541	186,541	186,541	186,541
Share capital of existing treasury shares	—	—	—	—	—	—
Share capital of new treasury shares	—	83,559	95,496	—	83,559	95,496
Reserves	(13,354)	(13,354)	(13,354)	—	—	—
Shareholders' equity	418,392	334,833	322,896	232,956	149,397	137,460
NTA	330,741	247,182	235,245	232,956	149,397	137,460
Current assets	245,823	245,823	245,823	62,573	62,573	62,573
Current liabilities	45,483	129,042	140,979	110,223	193,782	205,719
Total borrowings	754	84,313	96,250	—	83,559	95,496
Net profit for FY2024 attributable to shareholders	40,608	40,608	40,608	14,660	14,660	14,660
Number of Shares ('000)	710,536	710,536	710,536	710,536	710,536	710,536
Weighted average number of Shares (excluding treasury shares) ('000)	707,148	636,094	636,094	707,148	636,094	636,094
Financial Ratios						
NTA per Share (Singapore cents) ⁽¹⁾	46.55	34.79	33.11	32.79	21.03	19.35
Gearing (%) ⁽²⁾	0.18	25.18	29.81	0.00	55.93	69.47
Current ratio (times) ⁽³⁾	5.40	1.90	1.74	0.57	0.32	0.30
EPS (Singapore cents) ⁽⁴⁾	5.72	5.72	5.72	2.06	2.06	2.06

Notes:

- (1) "NTA per Share" represents NTA divided by number of Shares (excluding treasury shares) as at 31 December 2024.
- (2) "Gearing" represents total borrowings divided by Shareholders' equity.
- (3) "Current Ratio" represents current assets divided by current liabilities.
- (4) "EPS" represents net (loss) profit for FY2024 divided by the weighted average number of Shares (excluding treasury shares).

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2.8 Tax Implications

- 2.8.1 **Shareholders who are in doubt as to their respective tax positions or the tax implications of the Share Purchases by the Company under the Share Buy-back Mandate or who may be subject to tax whether in or outside Singapore should consult their tax advisers or other professional advisers.**

2.9 Listing Status

- 2.9.1 Pursuant to Listing Rule 723, an issuer must ensure that at least 10% of the total number of issued shares excluding treasury shares (excluding preference shares and convertible equity securities) in a class that is listed is at all times held by the public.
- 2.9.2 The percentage of the total number of issued Shares (excluding nil treasury shares and nil subsidiary holdings) held by the public as at the Latest Practicable Date is approximately 84.53%. Assuming the Company carries out purchases or acquisitions of Shares to the full extent mandated under the Share Buy-back Mandate (i.e. not more than 10% of the total number of issued Shares (excluding any treasury shares and subsidiary holdings)), the percentage of the total number of issued Shares (excluding any treasury shares and subsidiary holdings) held by the public would be approximately 82.81%.
- 2.9.3 The Board shall ensure that at least 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) is at all times held by the public and that Listing Rule 723 is complied with.

2.10 Listing Manual

- 2.10.1 Pursuant to Listing Rule 886:

- (a) an issuer must notify the SGX-ST of any share buy-back as follows:
 - (i) in the case of an On-Market Purchase, by 9.00 a.m. on the Market Day following the day on which it purchased shares; and
 - (ii) in the case of an Off-Market Purchase in accordance with an equal access scheme, by 9.00 a.m. on the second Market Day after the close of acceptances of the offer; and
- (b) the notification must be in the form of Appendix 8.3.1 of the Listing Manual and must include, *inter alia*, the maximum number of shares authorised for purchase, the date of purchase, the total number of shares purchased, the number of shares cancelled, the number of shares held as treasury shares, the price paid per share or the highest price per share and lowest price per share, the total consideration (including stamp duties, clearing charges, etc) paid or payable for the shares, the cumulative number of shares purchased to date by way of On-Market Purchase and by way of Off-Market Purchase in accordance with an equal access scheme, the number of issued shares excluding treasury shares and subsidiary holdings after purchase, the number of treasury shares held after purchase and the number of subsidiary holdings after purchase.

- 2.10.2 The Company will not purchase or otherwise acquire Shares under the Share Buy-back Mandate at any time after any matter or development of a price sensitive nature has occurred or has been the subject of consideration and/or a decision of the Board until such price sensitive information has been publicly announced. In particular, in accordance with Listing Rule 1207(19)(c), the Company shall not purchase or otherwise acquire Shares under the Share Buy-back Mandate or deal in its securities during the period commencing one month before the announcement of the Company's half year and full year financial statements.

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2.11 Take-over Code

2.11.1 Certain take-over implications arising from the purchase or acquisition of Shares by the Company under the Share Buy-back Mandate are summarised below.

2.11.2 Obligation to make a Take-over Offer

Pursuant to paragraph 1 of the Share Buy-back Guidance Note, when a company buys back its shares, any resulting increase in the percentage of voting rights held by a shareholder and persons acting in concert with him will be treated as an acquisition for the purpose of Rule 14 of the Take-over Code. Consequently, a shareholder or group of shareholders acting in concert could obtain or consolidate effective control of the company and become obliged to make an offer under Rule 14 of the Take-over Code. The SIC should be consulted at the earliest opportunity as to whether an obligation to make an offer would arise.

2.11.3 Persons Acting in Concert

Pursuant to the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), co-operate, through the acquisition by any of them of shares in a company, to obtain or consolidate effective control of that company.

Without prejudice to the general application of the definition above, the following individuals and companies will be presumed to be persons acting in concert with each other unless the contrary is established:

- (a) the following companies:
 - (i) a company;
 - (ii) the parent company of (i);
 - (iii) the subsidiaries of (i);
 - (iv) the fellow subsidiaries of (i);
 - (v) the associated companies of any of (i), (ii), (iii) or (iv);
 - (vi) companies whose associated companies include any of (i), (ii), (iii), (iv) or (v); and
 - (vii) any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights;
- (b) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts);
- (c) a company with any of its pension funds and employee share schemes;
- (d) a person with any investment company, unit trust or other fund whose investment such person manages on a discretionary basis, but only in respect of the investment account which such person manages;
- (e) a financial or other professional adviser, including a stockbroker, with its client in respect of the shareholdings of the adviser and persons controlling, controlled by or under the same control as the adviser;

LETTER TO SHAREHOLDERS

- (f) directors of a company (together with their close relatives, related trusts and companies controlled by any of such directors, their close relatives and related trusts) which is subject to an offer or where the directors have reason to believe a bona fide offer for their company may be imminent;
- (g) partners; and
- (h) the following persons and entities:
 - (i) an individual;
 - (ii) the close relatives of (i);
 - (iii) the related trusts of (i);
 - (iv) any person who is accustomed to act in accordance with the instructions of (i);
 - (v) companies controlled by any of (i), (ii), (iii) or (iv); and
 - (vi) any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights.

For the purposes of **Section 2.11.3** of this Appendix:

- (a) “associated company” means an associated company of another company if the second company owns or controls at least 20% but not more than 50% of the voting rights of the first-mentioned company; and
- (b) “close relatives” include immediate family (i.e. parents, siblings, spouse and children), siblings of parents (i.e. uncles and aunts) as well as their children (i.e. cousins), and children of siblings (i.e. nephews and nieces).

2.11.4 Rule 14 of the Take-over Code and the Share Buy-back Guidance Note

Pursuant to Rule 14.1 of the Take-over Code, except with the SIC’s consent, where:

- (a) any person acquires whether by a series of transactions over a period of time or not, shares which (taken together with shares held or acquired by persons acting in concert with him) carry 30% or more of the voting rights of a company; or
- (b) any person who, together with persons acting in concert with him, holds not less than 30% but not more than 50% of the voting rights and such person, or any person acting in concert with him, acquires in any period of 6 months additional shares carrying more than 1% of the voting rights,

such person must extend offers immediately, on the basis set out in Rule 14 of the Take-over Code, to the holders of any class of share capital of the company which carries votes and in which such person, or persons acting in concert with him, hold shares. In addition to such person, each of the principal members of the group of persons acting in concert with him may, according to the circumstances of the case, have the obligation to extend an offer.

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Pursuant to the Share Buy-back Guidance Note:

- (a) when a company buys back its shares, any resulting increase in the percentage of voting rights held by a shareholder and persons acting in concert with him will be treated as an acquisition for the purpose of Rule 14 of the Take-over Code. Consequently, a shareholder or group of shareholders acting in concert could obtain or consolidate effective control of the company and become obliged to make an offer under Rule 14 of the Take-over Code. The SIC should be consulted at the earliest opportunity as to whether an obligation to make an offer would arise; and
- (b) a shareholder, who is not acting in concert with the directors, will not be required to make an offer under Rule 14 of the Take-over Code if, as a result of a company buying back its own shares, the voting rights of the shareholder in the company would increase to 30% or more, or, if the shareholder holds between 30% and 50% of the company's voting rights, would increase by more than 1% in any period of 6 months, as a result of the company buying back its shares. Such a shareholder need not abstain from voting on the resolution to authorise the share buy-back, unless so required under the Companies Act.

	Before Share Purchases					After Share Purchases				
	Direct interest		Deemed interest		Total interest	Direct interest		Deemed interest		Total interest
	Number of Shares	% ⁽¹⁾	Number of Shares	% ⁽¹⁾	% ⁽¹⁾	Number of Shares	% ⁽²⁾	Number of Shares	% ⁽²⁾	% ⁽¹⁾
Directors										
Luong Andy ⁽³⁾	–	–	108,963,286	15.34	15.34	–	–	108,963,286	17.04	17.04
Loh Meng Chong Stanley	950,000	0.13	–	–	0.13	950,000	0.15	–	–	0.15
Datuk Phang Ah Tong	–	–	–	–	–	–	–	–	–	–
Gn Jong Yuh Gwendolyn	–	–	–	–	–	–	–	–	–	–
Chua Siong Kiat	–	–	–	–	–	–	–	–	–	–
Substantial Shareholders (other than Directors)										
abrdn plc	–	–	36,405,500	5.12	5.12	–	–	36,405,500	5.69	5.69

Notes:

- (1) Based on 710,535,941 Shares in the issued and paid-up share capital of the Company (excluding nil treasury shares and nil subsidiary holdings) as at the Latest Practicable Date.
- (2) Based on 639,482,347 issued Shares (assuming that the Company purchases the maximum number of 71,053,594 Shares) under the Share Buy-back Mandate.
- (3) Mr Luong Andy is deemed to be interested in:
 - (a) 47,229,338 shares registered in the name of UBS AG Singapore;
 - (b) 46,530,028 shares registered in the name of The 71 Trust (held through UBS AG Singapore); and
 - (c) 15,203,920 shares registered in the name of The SY Trust (held through UBS AG Singapore).

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2.11.5 Based on the information set out above, as at the Latest Practicable Date, none of the Directors or Substantial Shareholders will become obligated to make a mandatory offer in the event that the Company purchases the maximum number of 71,053,594 Shares under the Share Buy-back Mandate. Based on the Register of Substantial Shareholders of the Company as at the Latest Practicable Date, the Directors are not aware of any Substantial Shareholder (together with persons acting in concert with them) who may become obligated to make a mandatory offer in the event the Company purchases the maximum number of 71,053,594 Shares under the Share Buy-back Mandate.

2.11.6 **The take-over implications set out in Section 2.11 of this Appendix do not purport to be comprehensive or exhaustive description of all implications that may arise under the Take-over Code. Shareholders are advised to consult their professional advisers and/or the SIC and/or other relevant authorities at the earliest opportunity as to whether an obligation to make an offer under Rule 14 of the Take-over Code would arise as a result of the Share Purchases by the Company under the Share Buy-back Mandate.**

2.12 Share Purchases in the previous 12 months

2.12.1 The Company did not have a Share Buy-back Mandate in the previous twelve (12) months. Accordingly, the Company has not made any purchases or acquisitions of its issued Shares in the twelve (12) months preceding to the Latest Practicable Date.

2.13 Reporting Requirements

2.13.1 Pursuant to the Companies Act:

- (a) within 30 days after the passing of the Ordinary Resolution relating to the Proposed Adoption of the Share Buy-back Mandate, the Directors shall lodge with ACRA a copy of the Ordinary Resolution relating to the Proposed Adoption of the Share Buy-back Mandate;
- (b) within 30 days after the purchase or acquisition of the Shares, the Directors shall lodge a notice of purchase or acquisition in the prescribed form with the following particulars:
 - (i) the date of the purchase or acquisition;
 - (ii) the number of Shares purchased or acquired;
 - (iii) the number of Shares cancelled;
 - (iv) the number of Shares held as treasury shares;
 - (v) the Company's issued share capital before the purchase or acquisition;
 - (vi) the Company's issued share capital after the purchase or acquisition;
 - (vii) the amount of consideration paid by the Company for the purchase or acquisition of the shares;
 - (viii) whether the Shares were purchased or acquired out of the profits or the capital of the Company; and
 - (ix) such other particulars as may be required in the prescribed form; and
- (c) where the Company cancels or disposes treasury shares in accordance with Section 76K(1C) of the Companies Act, the Directors shall lodge with ACRA a prescribed notice of the cancellation or disposal of treasury shares together with the prescribed fee within 30 days after the cancellation or disposal of treasury shares.

LETTER TO SHAREHOLDERS

3. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

The interests of the Directors and the substantial shareholders of the Company in the Shares as at the Latest Practicable Date are set out below:

	Direct Interest		Deemed interest		Total interest	
	Number of Shares	% ⁽¹⁾	Number of Shares	% ⁽¹⁾	Number of Shares	% ⁽¹⁾
Directors						
Luong Andy ⁽²⁾	–	–	108,963,286	15.34	108,963,286	15.34
Loh Meng Chong, Stanley	950,000	0.13	–	–	950,000	0.13
Datuk Phang Ah Tong	–	–	–	–	–	–
Gn Jong Yuh Gwendolyn	–	–	–	–	–	–
Chua Siong Kiat	–	–	–	–	–	–
Substantial Shareholders (other than Directors)						
abrdn plc	–	–	36,405,500	5.12	36,405,500	5.12

Notes:

- (1) Based on 710,535,941 Shares in the issued and paid-up share capital of the Company (excluding nil treasury shares and nil subsidiary holdings) as at the Latest Practicable Date.
- (2) Mr Luong Andy is deemed to be interested in:
 - (a) 47,229,338 shares registered in the name of UBS AG Singapore;
 - (b) 46,530,028 shares registered in the name of The 71 Trust (held through UBS AG Singapore); and
 - (c) 15,203,920 shares registered in the name of The SY Trust (held through UBS AG Singapore).

Ms Gn Jong Yuh Gwendolyn, is a partner in Shook Lin & Bok LLP, which is the law firm advising on the Proposed Adoption of the Share Buy-back Mandate. The day-to-day matters in relation to the Proposed Adoption of the Share Buy-back Mandate are handled by Ms Lin Yu Mei and Ms Teo Soak Yee from Shook Lin & Bok LLP.

Save as disclosed in this Appendix, none of the Directors and/or the substantial shareholders of the Company have any interest, direct or indirect, in the Proposed Adoption of the Share Buy-back Mandate, other than through their respective shareholdings in the Company, if any.

4. DIRECTORS' RECOMMENDATIONS

Having considered, *inter alia*, the rationale and information relating to the Proposed Adoption of the Share Buy-back Mandate as set out in **Section 2** of this Appendix, the Board is of the opinion that the Proposed Adoption of the Share Buy-back Mandate is in the best interests of the Company. Accordingly, the Board recommends that Shareholders vote in favour of the Ordinary Resolution relating to the Proposed Adoption of the Share Buy-back Mandate at the AGM.

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5. DIRECTORS' RESPONSIBILITY STATEMENT

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

6. ANNUAL GENERAL MEETING

The AGM will be held at 16 Seletar Aerospace Crescent, Singapore 797567 on Thursday, 24 April 2025 at 10.00 a.m. (Singapore Time) for the purpose of considering and if thought fit, passing, with or without any modification, the Ordinary Resolution 8 as set out in the Notice of AGM relating to the Proposed Adoption of the Share Buy-back Mandate. Shareholders should refer to the Notice of AGM for details of how to participate in the AGM.

7. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected at the registered office of the Company located at 23 Changi North Crescent, Changi North Industrial Estate, Singapore 499616, during normal business hours from the date of this Appendix up to the date of the AGM:

- (a) the Constitution of the Company;
- (b) this Appendix; and
- (c) the annual report of the Company for FY2024.

Yours faithfully,
For and on behalf of the Board of Directors of
UMS Integration Limited

Luong Andy
Chairman and Chief Executive Officer
8 April 2025