

# NOTICE OF ANNUAL GENERAL MEETING



NOTICE IS HEREBY GIVEN that the Annual General Meeting of UMS Integration Limited (“the **Company**”) will be held at 16 Seletar Aerospace Crescent Singapore 797567 on Thursday, 30 April 2026 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 2025 together with the Auditors’ Report thereon.

### Resolution 1

2. To approve the payment of a final tax-exempt (one-tier) dividend of 2.0 cents per ordinary share in respect of the financial year ended 31 December 2025.

### Resolution 2

3. To re-elect Mr Loh Meng Chong, Stanley, who is retiring by rotation in accordance with Regulation 89 of the Company’s Constitution, as Director of the Company.

[Mr Loh Meng Chong, Stanley, will, upon re-election as a Director of the Company, remain as an Executive Director of the Company. Please refer to Corporate Governance Report on pages 24 to 32 in the Annual Report for the detailed information required pursuant to Rule 720(6) of the SGX-ST.]

### Resolution 3

4. To re-elect Datuk Phang Ah Tong, who is retiring by rotation in accordance with Regulation 89 of the Company’s Constitution, as Director of the Company.

[Datuk Phang Ah Tong will, upon re-election as a Director of the Company, remain as the Chairman and Lead Independent Director of the Company. Please refer to Corporate Governance Report on pages 24 to 32 in the Annual Report for the detailed information required pursuant to Rule 720(6) of the SGX-ST.]

### Resolution 4

5. To re-elect Datin Poon Lee Fah, who is retiring by rotation in accordance with Regulation 88 of the Company’s Constitution, as Director of the Company.

[Datin Poon Lee Fah, will, upon re-election as a Director of the Company, remain as the Chairman of the Nominating Committee, a member of the Audit Committee, Sustainability and Risk Committee and the Remuneration Committee and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited. Please refer to Corporate Governance Report on pages 24 to 32 in the Annual Report for the detailed information required pursuant to Rule 720(6) of the SGX-ST.]

### Resolution 5

6. To re-elect Ms Xie Xingbei, Pearlyn, who is retiring by rotation in accordance with Regulation 88 of the Company’s Constitution, as Director of the Company.

[Ms Xie Xingbei, Pearlyn, will, upon re-election as a Director of the Company, remain as the Chairman of the Remuneration Committee, a member of the Audit Committee, Sustainability and Risk Committee and the Nominating Committee and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited. Please refer to Corporate Governance Report on pages 24 to 32 in the Annual Report for the detailed information required pursuant to Rule 720(6) of the SGX-ST.]

### Resolution 6

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7. To approve the payment of additional Directors' fees of S\$14,685 for the financial year ended 31 December 2025.

[At the last Annual General Meeting of the Company held on 24 April 2025, shareholders approved payment of Directors' fees of up to S\$220,000 for the financial year ended 31 December 2025.

The additional Directors' fees of S\$14,685 proposed for shareholders' approval arise from the appointment of Datin Poon Lee Fah and Ms Xie Xingbei, Pearlyn as Independent Directors of the Company on 14 May 2025, during the financial year ended 31 December 2025. Their Directors' fees are pro-rated based on the length of their service during the financial year ended 31 December 2025.]

**Resolution 7**

8. To approve the payment of Directors' fees of up to S\$270,000 for the financial year ending 31 December 2026, to be paid quarterly in arrears. (FY2025: S\$220,000)

**Resolution 8**

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

**Resolution 9**

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

## **SPECIAL BUSINESS:**

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

11. **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);

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- (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 10

### 12. The Proposed Renewal of the Share Buy-Back Mandate

“That:

- (a) for the purposes of the Companies Act 1967 of Singapore (the “**Companies Act**”), the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company (the “**Shares**”) not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
- (i) on-market purchases on the SGX-ST or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted (the “**Other Exchange**”) (“**On-Market Purchases**”); and/or
  - (ii) off-market purchases (if effected otherwise than on the SGX-ST or, as the case may be, the Other Exchange) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act (“**Off-Market Purchases**”),
- and otherwise in accordance with all other laws, regulations and rules of the SGX-ST or, as the case may be, the Other Exchange as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Buy-Back Mandate**”);
- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Buy-Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:
- (i) the date on which the next Annual General Meeting of the Company is held;
  - (ii) the date by which the next Annual General Meeting of the Company is required by law to be held; or
  - (iii) the date on which the purchases or acquisitions of Shares pursuant to the Share Buy-Back Mandate are carried out to the full extent mandated;

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(c) in this Resolution:

**“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 during the relevant five (5)-market day period and 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;

**“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 therein the purchase price (which shall not be more than the Maximum Price) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

**“market day”** means a day on which the SGX-ST is open for the trading of securities;

**“Maximum Limit”** means that number of issued Shares representing not more than ten per cent. (10%) of the total number of issued Shares as at the date of the passing of this Resolution (excluding treasury shares and subsidiary holdings); and

**“Maximum Price”** in relation to a Share to be purchased or otherwise acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) which shall not exceed:

(i) in the case of an On-Market Purchase, 105% of the Average Closing Price of the Shares; and

(ii) in the case of an Off-Market Purchase, 120% of the Average Closing Price of the Shares; and

(d) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.”

## Resolution 11

### Explanatory Notes:

Resolution 10 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 10 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 10 is passed, and (b) any subsequent consolidation or subdivision of shares.

Resolution 11, if passed, will empower the Directors to exercise the power of the Company to purchase or otherwise acquire Shares by way of On-Market Purchases or Off-Market Purchases, provided that the aggregate number of Shares to be purchased or acquired pursuant to the Share Buy-Back Mandate does not exceed the Maximum Limit, and at such price(s) as may be determined by the Directors from time to time, up to but not exceeding the Maximum Price. Information relating to Resolution 11 is set out in the Appendix dated 14 April 2026 to this Notice of Annual General Meeting.

### BY ORDER OF THE BOARD

Lee Wei Hsiung  
Chin Yee Seng  
Company Secretaries

Singapore  
14 April 2026

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## 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 2025, Notice of Annual General Meeting, Appendix to the Notice of Annual General Meeting relating to the proposed renewal of the share buy-back mandate (the “**Appendix**”) and Proxy Form will be published on the Company’s website at URL <http://www.umsgroup.com.sg/ir.html>, on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and also on Bursa Malaysia at the URL [https://www.bursamalaysia.com/bm/market\\_information/announcements/company\\_announcement](https://www.bursamalaysia.com/bm/market_information/announcements/company_announcement).

A member who wishes to request for printed copies of the Annual Report 2025 and the Appendix 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. (for Singapore Shareholders) at [shareregistry@incorp.asia](mailto:shareregistry@incorp.asia) or at 36 Robinson Road, #20-01 City House, Singapore 068877, or c/o Securities Services (Holdings) Sdn. Bhd. (for Malaysia Shareholders) at [info@sshbs.com.my](mailto:info@sshbs.com.my) or via <https://www.sshbs.com.my/new/requestarep.aspx>, by 20 April 2026.

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 [UMSAGM300426@umsgroup.com.sg](mailto:UMSAGM300426@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 **22 April 2026**, as this will allow the Company sufficient time to address and respond to these questions on or before **24 April 2026** (forty-eight (48) 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>, on SGXNet at URL <https://www.sgx.com/securities/company-announcements> and on Bursa Malaysia at URL [https://www.bursamalaysia.com/bm/market\\_information/announcements/company\\_announcement](https://www.bursamalaysia.com/bm/market_information/announcements/company_announcement) by **24 April 2026**, after trading hours.
5. A member of the Company (other than a Relevant Intermediary\*) entitled to attend and vote at the AGM 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 proxy form. 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.
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 (for Singapore Shareholders), or at the office of the Company’s Share Registrar in Malaysia, Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights 50490 Kuala Lumpur, Malaysia (for Malaysia Shareholders); or (ii) if submitted electronically, be submitted via email to the Company at [UMSAGM300426@umsgroup.com.sg](mailto:UMSAGM300426@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 [UMSAGM300426@umsgroup.com.sg](mailto:UMSAGM300426@umsgroup.com.sg).**

9. The Annual Report 2025 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>.

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\* A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act 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 2001 and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act 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.

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## PERSONAL DATA PRIVACY:

By (a) attending, speaking or voting at the AGM and/or adjournment thereof; (b) submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof; or (c) submitting any questions prior to, or at, the AGM, 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 or service providers) for the purpose of processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof), addressing substantive and relevant questions from members received prior to, or at, the AGM, preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) 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 or service providers), 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 or service providers) 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 (or its agents or service providers) in connection with any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of the representation and warranty

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## 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 7 May 2026, for the purpose of determining members' entitlements to the Proposed Final Dividend of 2.0 cents per ordinary share (tax-exempt one-tier) for the financial year ended 31 December 2025.

Duly completed registrable transfers received by the Company's Share Registrar, In.Corp Corporate Services Pte. Ltd., at 36 Robinson Road #20-01 City House Singapore 068877 up to the close of business at 5.00 p.m. on 8 May 2026 will be registered before entitlement to the Proposed Final Dividend is determined. Members whose Securities Accounts with The Central Depository (Pte) Limited are credited with shares at 5.00 p.m. on 8 May 2026 will be entitled to the Proposed Final Dividend.

Duly completed registrable transfers of Shares received by the Company's share registrar in Malaysia, Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights 50490 Kuala Lumpur, Malaysia, no later than 5.00 p.m. on 8 May 2026 will be registered before entitlements to the Proposed Final Dividend are determined.

For the purpose of determining the Shareholders registered under the register of members in Singapore and the register of members in Malaysia for receiving the Proposed Final Dividend in Singapore dollar or Malaysia Ringgit respectively, any removal of the Shares between the register of members in Singapore and the register of members in Malaysia has to be made by the Shareholders no later than 5:00 p.m. on 22 April 2026 in order to be effected before the payment of the Proposed Final Dividend.

The exchange rate for converting Singapore Dollars into Malaysian Ringgit for the purpose of payment to the Shareholders registered under the register of members in Malaysia will be based on the official exchange rate of SGD 1 to MYR 3.08, as quoted by the Central Bank of Malaysia. Accordingly, the Proposed Final Dividend payable to Shareholders registered under the register of members in Malaysia will be MYR 6.16 cents per ordinary share.

The Proposed Final Dividend, if approved at the forthcoming Annual General Meeting of the Company, will be paid on 22 May 2026.