



UMS HOLDINGS BERHAD

(74125-V)

(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-Third Annual General Meeting of the Company will be held at Level 3, Vistana Hotel, No. 9 Jalan Lumut, Off Jalan Ipoh, 50400 Kuala Lumpur on Wednesday, 18 March 2015 at 10:00 a.m. to transact the following business:

Agenda

Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 30 September 2014 and the Reports of the Directors and Auditors thereon. (Resolution 1)
- To approve the payment of Directors' fees amounting to RM216,000 for the financial year ended 30 September 2014 (2013 : RM198,000). (Resolution 2)
- To declare a final dividend of 6% (Single-Tier) for the financial year ended 30 September 2014. (Resolution 3)
- To declare a special dividend of 4% (Single-Tier) for the financial year ended 30 September 2014. (Resolution 4)
- To consider and if thought fit, to pass the following resolution:
"That Mr. Ng Siow Hwa @ Ng Kok Hwa, who retires in accordance with Section 129 (6) of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting." (Resolution 5)
- To consider and if thought fit, to pass the following resolution:
"That Mr. Ng Sing Kun @ Ng Seng Kuon, who retires in accordance with Section 129 (6) of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting." (Resolution 6)
- To consider and if thought fit, to pass the following resolution:
"That En. Noordin Bin Mohd. Noor, who retires in accordance with Section 129 (6) of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting." (Resolution 7)
- To consider and if thought fit, to pass the following resolution:
"That Mr. Ng Peng Huah, who retires in accordance with Section 129 (6) of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting." (Resolution 8)
- To re-elect the following Directors retiring in accordance with Article 101(1) of the Company's Articles of Association:
9.1 Mr. Ng Sing Huat (Resolution 9)
9.2 Mr. Ng Seng Huat (Resolution 10)
- To re-appoint Messrs. PCCO PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 11)

Special Business

11. Ordinary Resolution – Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature which are in the Ordinary Course of Business

To consider and, if thought fit, to pass the following, with or without modifications, as an ordinary resolution:

"**THAT**, subject to the Companies Act, 1965 ("Act"), the Memorandum and Articles of Association of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to UMS and/or its subsidiaries to enter into any of the category of recurrent related party transactions of a revenue or trading nature as set out in Part A, Section 2.3 of the Circular to Shareholders of the Company dated 17 February 2015 ("the Circular") with the related parties mentioned therein which are necessary for UMS Group's day-to-day operations subject further to the following:-

- the transactions are in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those generally available to the public; and
- disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the Proposed Shareholders' Mandate during the financial year;

AND THAT such approval shall continue to be in force until:-

- the conclusion of the next Annual General Meeting ("AGM") of the Company following this Annual General Meeting, at which time it will lapse, unless by a resolution passed at the said AGM, such authority is renewed;
- the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- revoked or varied by resolution passed by the shareholders in a general meeting; whichever is the earlier;

AND THAT authority be and is hereby given to the Board to take all such steps as necessary to implement, finalise and give full effect to and to implement the Proposed Shareholder Mandate for Recurrent Related Party Transactions with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be required or imposed by the relevant authorities from time to time and to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company." (Resolution 12)

12. Ordinary Resolution – Proposed Share Buy-Back

To consider and, if thought fit, to pass the following, with or without modifications, as an ordinary resolution:

"**THAT**, subject to the Companies Act, 1965, the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approval of such relevant government and/or regulatory authorities where necessary, the Company be and is hereby authorized to purchase its own ordinary shares ("Shares") on Bursa Securities ("Proposed Share Buy-Back") at any time, upon such terms and conditions as the Directors shall in their discretion deem fit and expedient in the best interest of the Company provided that:-

- The aggregate number of Shares in the Company which may be purchased and/or held by the Company shall not exceed ten percent (10%) of the prevailing issued and paid-up share capital of the Company at the time of purchase and the compliance with the public shareholding spread requirements as stipulated in Paragraph 8.02(1) of the Listing Requirements or such other requirements as may be determined by Bursa Securities from time to time;
- the maximum funds to be allocated by the Company for the purpose of purchasing the Shares shall not exceed the Company's latest audited retained profits and/or share premium accounts of the Company of RM5,285,417 and RM1,843,740 respectively as at 30 September 2014;
- The authority conferred by this resolution will commence after the passing of this ordinary resolution and will continue to be in force until:-
 - the conclusion of the next Annual General Meeting ("AGM") at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - the expiration of the period within which the next AGM after that date is required by law to be held; or
 - revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting; whichever occurs first; and

- cancel all or part of the Shares purchased pursuant to the Proposed Share Buy-Back ("Purchased Shares"); and/or
- retain all or part of the Purchased Shares as Treasury Shares; and/or;
- distribute the Treasury Shares as share dividends to the Company's shareholders for the time being; and/or;
- resell the Treasury Shares on Bursa Securities.

AND that authority be and is hereby given to the Board to take all such steps as necessary to implement, finalise and give full effect to and to implement the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be required or imposed by the relevant authorities from time to time and to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company." (Resolution 13)

13. Ordinary Resolutions – Retention of Independent Directors

"That the following Directors who have served the Board for more than nine years be retained as Independent Non-Executive Directors of the Company:

- En. Noordin Bin Mohd. Noor (Resolution 14)
- Mr. Ng Peng Huah (Resolution 15)
- Mr. Lee Kok Wei" (Resolution 16)

- To transact any other business for which due notice shall have been given.

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS HEREBY GIVEN that subject to the approval of the shareholders at the Annual General Meeting to be held on 18 March 2015, a Final Dividend of 6% (Single-Tier) and a Special Dividend of 4% (Single-Tier) in respect of the financial year ended 30 September 2014 will be paid on 15 April 2015 to shareholders whose names appear in the Company's Record of Depositors on 3 April 2015.

A Depositor shall qualify for entitlement only in respect of:

- Securities transferred into the Depositor's Securities Account before 4:00 p.m. on 3 April 2015 in respect of transfers; and
- Securities bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend this Thirty-Third Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. (Bursa Depository) in accordance with Article 67 (3) of the Company's Articles of Association and Section 34 (1) of the Securities Industry (Central Depositories) Act 1991 to issue a General Meeting Record of Depositors as at 11 March 2015. Only a depositor whose name appears on the Record of Depositors as at 11 March 2015 shall be entitled to attend the said meeting or appoint proxy/proxies to attend and/or vote on his behalf.

By Order of the Board

HO MUN YEE (MAICSA 0877877)

TAM FONG YING (MAICSA 7007857)

Company Secretaries

Kuala Lumpur
17 February 2015

NOTES:

- A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.
- A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. If the appointor is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.
- The instrument appointing a proxy must be deposited at the Company's Registered Office at 3rd Floor, No. 17 Jalan Ipoh Kecil, 50350 Kuala Lumpur not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.

EXPLANATORY NOTES ON SPECIAL BUSINESS

1. Proposed Shareholder Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature which are in the Ordinary Course of Business

The Ordinary Resolution, if approved, will authorise UMS Group to enter into any of the category of recurrent related party transactions of a revenue or trading nature as set out in Section 2.3 of the Circular to Shareholders of the Company dated 17 February 2015 ("the Circular") provided that such transactions are in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those generally available to the public and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the Proposed Shareholder Mandate during the financial year. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company or will subsist until the expiration of the period within which the next AGM of the Company is required by law to be held, whichever is the earlier.

2. Proposed Share Buy-Back

The Ordinary Resolution, if passed, will provide mandate for the Company to buy-back its own shares up to a limit of 10% of the existing issued and paid-up share capital of the Company. Further explanatory notes on Resolution 13 is set out in the Statement to Shareholders dated 17 February 2015 despatched together with the Annual Report.

3. Retention of Independent Directors

The Board of Directors has vide the Nomination Committee conducted an assessment of independence of the following directors who have served as Independent Non-Executive Directors of a cumulative term of more than nine years and recommend them to continue to act as Independent Non-Executive Directors based on the following justifications:

- En. Noordin Bin Mohd. Noor
- Mr. Ng Peng Huah
- Mr. Lee Kok Wei

Justifications

- They have met the independence guidelines as set out in Chapter 1 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements and are therefore able to give independent opinion to the Board;
- Being directors for more than nine years have enabled them to contribute positively during deliberations/discussions at meetings as they are familiar with the operations of the Company and possess knowledge of the Company's operations;
- They have contributed sufficient time and exercised due care during their tenure as Independent Non-Executive Directors;
- They have discharged their professional duties in good faith and also in the best interest of the Company and shareholders;
- They have the calibre, qualifications, experiences and personal qualities to challenge management in an effective and constructive manner; and
- They have never compromised on their independent judgement.

STATEMENT ACCOMPANYING THE NOTICE OF THE THIRTY-THIRD ANNUAL GENERAL MEETING

Further details of Directors who are standing for re-appointment and re-election as Directors

The profiles of the Directors who are standing for re-appointment and re-election at the Thirty-Third Annual General Meeting are set out in the Board of Directors' Profile on pages 23 to 25 of the Annual Report. Their shareholdings in the Company are set out in the section entitled "Analysis of Shareholdings" on page 98 of the Annual Report.

No individual other than the retiring Directors are seeking appointment and election as a Director at the Thirty-Third Annual General Meeting.