

NOTICE ACCOMPANYING THE ELECTRONIC PROSPECTUS OF UMS INTEGRATION LIMITED (“UMS” OR “COMPANY”) DATED 30 JUNE 2025 (“ELECTRONIC PROSPECTUS”)

(Unless otherwise indicated, specified or defined in this notice, the definitions in the Prospectus shall apply throughout this notice)

Website

The Electronic Prospectus can be viewed or downloaded from Bursa Malaysia Securities Berhad’s (“**Bursa Securities**”) website at www.bursamalaysia.com (“**Website**”).

Availability and Location of Printed Prospectus

Any person in doubt concerning the validity or integrity of the Electronic Prospectus should immediately request a paper/printed copy of the Prospectus directly from TA Securities Holdings Berhad (“**TA Securities**”) or the Company’s Malaysian Share Registrar, namely Securities Services (Holdings) Sdn. Bhd.

Jurisdictional Disclaimer

The Secondary Listing and the distribution of the Electronic Prospectus are subject to the laws of Malaysia. The Electronic Prospectus will not be distributed outside Malaysia. Bursa Securities, TA Securities and the Company have not authorised and take no responsibility for the distribution of the Electronic Prospectus outside Malaysia.

The Electronic Prospectus may not be used for the purpose of and does not constitute an offer for subscription or purchase of, or an invitation to subscribe for or purchase, the Shares to any person in any jurisdiction or in any circumstance in which such an offer is not authorised or lawful or to any person to whom it is unlawful to make such offer or invitation.

The Electronic Prospectus is issued for information purposes only. No offer for subscription or purchase of, or an invitation to subscribe for or purchase, any securities in the Company is or will be made on the basis of the Electronic Prospectus.

Persons Responsible for the Internet Site in which the Electronic Prospectus is Posted

The Electronic Prospectus which is accessible at the Website is owned by Bursa Securities. Users’ access to the Website and the use of the contents of the Website and/or any information in whatsoever form arising from the Website shall be conditional upon acceptance of the terms and conditions of use as contained in the Website.

The contents of the Electronic Prospectus are for informational and archiving purposes only and are not intended to provide investment advice of any form or kind, and shall not at any time be relied upon as such.

P R O S P E C T U S



UMS INTEGRATION LIMITED

(formerly known as UMS Holdings Limited)
(Incorporated in Singapore under the Companies Act 1967 of Singapore)
(Singapore Company Registration No.: 200100340R)
(Listed on the Singapore Exchange Securities Trading Limited) (SGX Trading Code: 558)
(Registered as a foreign company in Malaysia under the Companies Act 2016)
(Malaysia Foreign Company Registration No.: 202402000027 (995911-D))

**SECONDARY LISTING OF AND QUOTATION
FOR THE ENTIRE ISSUED SHARE CAPITAL
OF UMS INTEGRATION LIMITED (“UMS” OR
“COMPANY”) (“UMS SHARE(S)” OR “SHARE(S)”
ON THE MAIN MARKET OF BURSA MALAYSIA
SECURITIES BERHAD (“BURSA SECURITIES”)
BY WAY OF INTRODUCTION (“SECONDARY
LISTING”)**

Principal Adviser



TA SECURITIES HOLDINGS BERHAD
(Registration No.: 197301001467 (14948-M))
(A Participating Organisation of Bursa Malaysia
Securities Berhad)

Financial Adviser



**CGS INTERNATIONAL SECURITIES
MALAYSIA SDN. BHD.**
(Registration No.: 197901004504 (48703-W))
(A Participating Organisation of Bursa Malaysia
Securities Berhad)

THIS PROSPECTUS IS ISSUED IN CONNECTION WITH THE SECONDARY LISTING. NO SECURITIES WILL BE ALLOTTED OR ISSUED BASED ON THIS PROSPECTUS AFTER SIX MONTHS FROM THE DATE OF THIS PROSPECTUS.

OUR SHARES ARE AND WILL CONTINUE TO BE LISTED AND TRADED IN SINGAPORE DOLLARS ON THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED (“SGX”), AND WE WILL MAINTAIN OUR PRIMARY LISTING ON THE SGX. UPON ADMISSION TO THE OFFICIAL LIST OF BURSA SECURITIES AND OUR SECONDARY LISTING ON THE MAIN MARKET OF BURSA SECURITIES, OUR SHARES WILL BE QUOTED AND TRADED IN RINGGIT MALAYSIA. ACCORDINGLY, UMS IS SUBJECT TO, AND WILL COMPLY WITH, SGX LISTING MANUAL (AS DEFINED HEREIN). PURSUANT TO THE LISTING REQUIREMENTS (AS DEFINED HEREIN) OF BURSA SECURITIES, UMS WILL RELEASE ALL INFORMATION AND DOCUMENTS IN ENGLISH TO BURSA SECURITIES AT THE SAME TIME AS THEY RELEASE TO THE SGX, INFORM BURSA SECURITIES OF ANY ISSUE OF ADDITIONAL SHARES AND THE DECISION OF SGX AS TO THEIR LISTING ON SGX, AND COMPLY WITH SUCH OTHER LISTING REQUIREMENTS AS MAY BE APPLIED BY BURSA SECURITIES FROM TIME TO TIME.

THE SECURITIES COMMISSION MALAYSIA (“SC”) HAS APPROVED THE SECONDARY LISTING UNDER SECTION 214(1) OF THE CAPITAL MARKETS AND SERVICES ACT, 2007.

THIS PROSPECTUS HAS BEEN REGISTERED BY THE SC. THE APPROVAL AND REGISTRATION OF THIS PROSPECTUS, SHOULD NOT BE TAKEN TO INDICATE THAT THE SC RECOMMENDS OUR SECONDARY LISTING OR ASSUMES RESPONSIBILITY FOR THE CORRECTNESS OF ANY STATEMENT MADE, OPINION EXPRESSED OR REPORT CONTAINED IN THIS PROSPECTUS. THE SC HAS NOT, IN ANY WAY, CONSIDERED THE MERITS OF OUR SHARES FOR INVESTMENT.

THE SC IS NOT LIABLE FOR ANY NON-DISCLOSURE ON THE PART OF UMS AND TAKES NO RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS, MAKES NO REPRESENTATION AS TO ITS ACCURACY OR COMPLETENESS, AND EXPRESSLY DISCLAIMS ANY LIABILITY FOR ANY LOSS YOU MAY SUFFER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THIS PROSPECTUS.

INVESTORS ARE ADVISED TO READ AND UNDERSTAND THE CONTENTS OF THIS PROSPECTUS. IF IN DOUBT, PLEASE CONSULT A PROFESSIONAL ADVISER.

FOR INFORMATION CONCERNING RISK FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS, SEE “RISK FACTORS” COMMENCING ON PAGE 29.

THIS PROSPECTUS IS NOT TO BE DISTRIBUTED OUTSIDE MALAYSIA.

THIS PROSPECTUS IS DATED
30 JUNE 2025

UMS INTEGRATION LIMITED

PROSPECTUS



UMS INTEGRATION LIMITED

(formerly known as UMS Holdings Limited)
(Incorporated in Singapore under the Companies Act 1967 of Singapore)
(Singapore Company Registration No.: 200100340R)
(Listed on the Singapore Exchange Securities Trading Limited) (SGX Trading Code: 558)
(Registered as a foreign company in Malaysia under the Companies Act 2016)
(Malaysia Foreign Company Registration No.: 202402000027 (995911-D))

All defined terms used in the Prospectus are defined under “Presentation of Financial and Other Information” and “Definitions” commencing on pages xii and xvi of this Prospectus, respectively.

RESPONSIBILITY STATEMENTS

The Promoter and Directors have seen and approved this Prospectus. They collectively and individually accept full responsibility for the accuracy of the information. Having made all reasonable enquiries, and to the best of their knowledge and belief, they confirm there is no false or misleading statement or other facts which if omitted, would make any statement in this Prospectus false or misleading.

TA Securities, being the Principal Adviser to our Company in relation to our Secondary Listing, acknowledges that, based on all available information, and to the best of its knowledge and belief, this Prospectus constitutes a full and true disclosure of all material facts concerning our Secondary Listing.

STATEMENTS OF DISCLAIMER

Our Company has obtained the approval of Bursa Securities for our admission to the Official List of Bursa Securities and our Secondary Listing on the Main Market of Bursa Securities. Admission to the Official List of Bursa Securities is not to be taken as an indication of the merits of our Secondary Listing, our Company or our Shares.

This Prospectus has also been lodged with the Registrar of Companies, who takes no responsibility for its contents.

OTHER STATEMENTS

Investors should note that they may seek recourse under Sections 248, 249 and 357 of the CMSA for breaches of securities laws including any statement in this Prospectus that is false, misleading, or from which there is a material omission, or for any misleading or deceptive act in relation to this Prospectus or the conduct of any other person in relation to our Company.

UMS Shares are offered to the public on the premise of full and accurate disclosure of all material information concerning our Secondary Listing, for which any person set out in Section 236 of the CMSA, is responsible.

Our Shares are classified as Shariah-compliant by the SAC. This classification remains valid from the date of issue of this Prospectus until the next Shariah compliance review undertaken by the SAC. The new status is released in the updated list of Shariah-compliant securities, on the last Friday of May and November.

This Prospectus has been prepared and published solely in connection with our Secondary Listing under the laws of Malaysia. This Prospectus does not comply with the laws of any jurisdiction other than Malaysia, and has not been and will not be lodged, registered or approved pursuant to or under any applicable securities or equivalent legislation or by any regulatory authority of any jurisdiction other than Malaysia.

Our Company, the Promoter and the Principal Adviser have not authorised anyone to provide any information or to make any representation not contained in this Prospectus. Any information or representation not contained in this Prospectus must not be relied upon as having been authorised by our Company, the Promoter and the Principal Adviser or any of their respective directors, or any other persons involved in our Secondary Listing.

The distribution of this Prospectus and our Secondary Listing are subject to the laws of Malaysia. This Prospectus will not be distributed outside Malaysia. Our Company and the Principal Adviser have not authorised and take no responsibility for the distribution of this Prospectus outside Malaysia. No action has been taken to permit any offering of our Shares based on this Prospectus in any jurisdiction other than Malaysia. Accordingly, this Prospectus may not be used for the purpose of and does not constitute an offer for subscription or purchase or invitation to subscribe for or purchase of our Shares in any jurisdiction or in any circumstance in which such an offer is not authorised or lawful or to any person to whom it is unlawful to make such offer or invitation. The distribution of this Prospectus and the offering of our Shares in certain other jurisdictions may be restricted by law. Any persons who may be in possession of this Prospectus are required to inform themselves and to observe such restrictions.

ELECTRONIC PROSPECTUS

This Prospectus can be viewed or downloaded from Bursa Securities’ website at www.bursamalaysia.com (“Electronic Prospectus”). The contents of the Electronic Prospectus are as per the contents of this Prospectus registered with the SC.

The internet is not a fully secure medium. If you doubt the validity or integrity of the Electronic Prospectus, you should immediately request from us or our Share Registrar (details of which are set out herein), a paper/printed copy of this Prospectus. If there is any discrepancy between the contents of the Electronic Prospectus and the paper/printed copy of this Prospectus, the contents of the paper/printed copy of this Prospectus which are identical to the copy of the Prospectus registered with the SC will prevail.

In relation to any reference in this Prospectus to third-party internet sites ("**Third-Party Internet Sites**"), whether by way of hyperlinks or by way of description of the Third-Party Internet Sites, you acknowledge and agree that:

- (i) we do not endorse and are not affiliated in any way to the Third-Party Internet Sites. Accordingly, we are not responsible for the availability of or the content or any data, file or other material provided on the Third-Party Internet Sites. You bear all risks associated with the access to or use of the Third-Party Internet Sites;
- (ii) we are not responsible for the quality of products or services in the Third-Party Internet Sites, particularly in fulfilling any of the terms of any of your agreements with the Third-Party Internet Sites. We are also not responsible for any loss or damage or cost that you may suffer or incur in connection with or as a result of dealing with the Third-Party Internet Sites or the use of or reliance on any data, file or other material provided by such parties; and
- (iii) any data, information, file or other material downloaded from the Third-Party Internet Sites is done at your own discretion and risk. We are not responsible, liable or under obligations for any damage to your computer system or loss of data resulting from the downloading of any such data, information, file or other material.

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INDICATIVE TIMETABLE

The following events are intended to take place on the following indicative time and/or date:

Event	Date
Date of this Prospectus	30 June 2025
Announcement on Bursa Securities and SGX on the listing reference price ⁽¹⁾ of UMS Shares on Bursa Securities (i.e., Reference Price Date)	31 July 2025
Listing of our Company on the Main Market of Bursa Securities	1 August 2025

Note:

- (1) The listing reference price of UMS Shares on Bursa Securities will be calculated based on the following:
- The closing market price of UMS Shares on the SGX as at the Reference Price Date;
 - The listing reference price will be calculated by multiplying the closing market price with the closing S\$:RM exchange rate based on BNM's closing rates on the Reference Price Date.

In the event there is any change to our Listing Date, we will advertise the notice of changes in a widely circulated English daily newspaper in Malaysia and make the relevant announcement(s) on Bursa Securities' website.

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PRESENTATION OF FINANCIAL AND OTHER INFORMATION

All references to “our Company” or “UMS” are to UMS Integration Limited (formerly known as UMS Holdings Limited). All references to “UMS Group” or “our Group” are to our Company and our subsidiaries taken as a whole. All references to “we”, “us”, “our” and “ourselves” are to our Company and where the context otherwise requires, our Group.

All references to “you” are to the shareholders of UMS.

Any discrepancies in the tables between the amounts listed and the totals in this Prospectus are due to rounding adjustments. Other abbreviations and acronyms used in this Prospectus are defined in the “Definitions” section and technical terms used in this Prospectus are defined in the “Glossary of Technical Terms” section. Words denoting the singular will, where applicable, include the plural and *vice versa* and words denoting the masculine gender will, where applicable, include the feminine and/or neuter genders and *vice versa*. References to persons will, where applicable, include companies and corporations.

Any reference to any legislation or provisions of any statutes, rules, regulations, enactments or rules of the stock exchange shall (where the context admits), be construed as a reference to such legislation or provisions of such statutes, rules, regulations, enactments or rules of the stock exchange (as the case may be) as modified by any written law or (if applicable) amendments or re-enactment to the legislation, statutes, rules, regulations, enactments or rules of the stock exchange for the time being in force.

Any reference to a date and time shall be a reference to a date and time in Malaysia, unless otherwise stated.

All references to the LPD in this Prospectus are to 3 June 2025, being the latest practicable date prior to the registration of this Prospectus with the SC.

The information on our website or any website directly or indirectly linked to such website does not form part of this Prospectus and you should not rely on those information.

This Prospectus includes statistical data provided by us and various third parties and cites third-party projections regarding the growth and performance of the industry in which we operate and our estimated market share in the industry in which we operate. This data is taken or derived from information published by industry sources and from our internal data. In each such case, the source is stated in this Prospectus, provided that where no source is stated, it can be assumed that the information originates from us or is extracted from the Independent Market Research Report as included in Section 8 of this Prospectus prepared by our appointed IMR, Protégé Associates Sdn Bhd (“**Protégé Associates**”). In compiling its data for the review, Protégé Associates had relied on its research methodology, industry sources, published materials, its private databanks and direct contacts within the industry.

Further, third-party projections cited in this Prospectus are subject to significant uncertainties that could cause actual data to differ materially from the projected figures. We cannot give any assurance that the projected figures will be achieved and you should not place undue reliance on the statistical data and third-party projections cited in this Prospectus.

EBITDA and the related ratios presented in this Prospectus are supplemental measures of our performance and liquidity that are not required by or presented in accordance with the IFRS. Furthermore, EBITDA is not a measure of our financial performance or liquidity under the IFRS and should not be considered as an alternative to net income, operating income or any other performance measures derived in accordance with the IFRS or as an alternative to cash flows from operating activities or as a measure of liquidity. In addition, EBITDA is not a standardised term, and hence, a direct comparison of EBITDA between companies may not be possible. Other companies may calculate EBITDA differently from us, limiting its usefulness as a comparative measure.

PRESENTATION OF FINANCIAL AND OTHER INFORMATION (Cont'd)

We believe that EBITDA may facilitate comparisons of operating performance from period to period and company to company by eliminating potential differences caused by variations in capital structures (affecting interest expense and finance charges), tax positions (including the impact on periods or companies of changes in effective tax rates or net operating losses), the age and booked depreciation and amortisation of assets (affecting relative depreciation and amortisation expenses). EBITDA has been presented because we believe that it is frequently used by securities analysts, investors and other interested parties in evaluating similar companies, many of whom present such non-IFRS financial measures when reporting their results. Finally, EBITDA is presented as a supplemental measure of our ability to service debt. Nevertheless, EBITDA has limitations as an analytical tool, and prospective investors should not consider it in isolation from or as a substitute for analysis of our financial condition or results of operations, as reported under the IFRS. Due to these limitations, EBITDA should not be considered as a measure of discretionary cash available to invest in the growth of our business.

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FORWARD-LOOKING STATEMENTS

This Prospectus contains forward-looking statements. All statements, other than statements of historical facts included in this Prospectus, including, without limitation, those regarding our financial position, business strategies, prospects are forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements, or industry results to be materially different from any future results, performance or achievements, or industry results expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding our present and future business strategies and the environment in which we will operate in the future. Such forward-looking statements reflect our current view with respect to future events and do not guarantee future performance. Forward-looking statements can be identified by the use of forward-looking terminologies including the words “may”, “will”, “would”, “could”, “believe”, “expect”, “anticipate”, “intend”, “estimate”, “aim”, “plan”, “forecast” or similar expressions, and include all statements that are not historical facts. Such forward-looking statements include, without limitation, statements relating to:

- (a) our revenue and profitability;
- (b) expected growth or decline in demand and business volume;
- (c) expected industry trends and development;
- (d) anticipated expansion and development plans and other future plans;
- (e) anticipated commencement and completion date for projects;
- (f) our strategies and competitive position;
- (g) our future financial position, earnings, cash flows and liquidity;
- (h) potential growth opportunities; and
- (i) regulatory environment and the effects of future regulation.

Our actual results may differ materially from information contained in such forward-looking statements as a result of a number of factors beyond our control, including, without limitation:

- (a) the risk that we may be unable to execute or implement our business strategies and future plans;
- (b) shortages in labour;
- (c) reliance on licences, permits and approvals
- (d) our anticipated growth strategies and expected internal growth;
- (e) competitive environment of the industry in which we operate;
- (f) changes in competitive conditions and our ability to compete under such conditions from time to time;
- (g) changes in our future capital needs and the availability of financing and capital to fund such needs;
- (h) changes in the availability and prices of raw materials and goods which we require to operate our business;
- (i) changes in currency exchange or interest rates;

FORWARD-LOOKING STATEMENTS (Cont'd)

- (j) changes in political, social, economic, business and financial conditions and stock or securities market conditions, and the regulatory environment in Singapore, Malaysia and China in which we conduct our business or expect to conduct business;
- (k) finance costs, interest rates, tax rates and foreign exchange rates;
- (l) government policy, legislation or regulation;
- (m) activities and financial position of our customers and suppliers;
- (n) war or acts of international or domestic terrorism;
- (o) occurrences of catastrophic events, natural disasters and acts of God that affect our business;
- (p) changes in accounting standards and policies; and
- (q) other factors beyond our control.

Additional factors that could cause our actual results, performance or achievements to differ materially include, but are not limited to, those discussed in Section 5 of this Prospectus on "Risk Factors" and Section 12.2 of this Prospectus on "Management's Discussion and Analysis of Financial Condition and Results of Operations". We cannot give any assurance that the forward-looking statements made in this Prospectus will be realised. Such forward-looking statements are made only as at the LPD.

Should we become aware of any subsequent material change or development affecting a matter disclosed in this Prospectus arising from the date of registration of this Prospectus but before our Listing Date, we shall further issue a supplemental or replacement prospectus, as the case may be, in accordance with the provision of subsection 238(1) of the CMSA and Paragraph 1.02, Chapter 1 of Part II (Division 6 on Supplementary and Replacement Prospectus) of the Prospectus Guidelines.

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DEFINITIONS

The following terms in this Prospectus bear the same meanings as set out below unless the term is defined otherwise or the context requires otherwise:

ADA	: Authorised Depository Agent
ADM	: Authorised Direct Member
Admission	: Admission of our Shares to the Official List of the Main Market of Bursa Securities
AGM	: Annual general meeting
Auditors or Reporting Accountants	: Moore Stephens Associates PLT
BNM	: Bank Negara Malaysia
Board	: Board of Directors of our Company
Bursa Depository	: Bursa Malaysia Depository Sdn Bhd (Registration No. 198701006854 (165570-W))
Bursa Securities	: Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
CAGR	: Compound annual growth rate
Catcher	: Catcher Technology Co. Ltd. (Registration No.: 69905810)
CCC	: Certificate of completion and compliance or such certificate by any other name issued by the relevant authority under the Street, Drainage and Building Act, 1974 of Malaysia, and any by-laws made under it or such relevant legislation applicable at the material time
CCM	: Companies Commission of Malaysia
CDP	: The Central Depository (Pte) Limited of Singapore
CDS	: Central Depository System
Central Depositories Act	: Securities Industry (Central Depositories) Act 1991 and regulations made thereunder, as amended or re-enacted from time to time
CEO	: Chief Executive Officer
China or PRC	: The People's Republic of China, excluding for the purposes of this Prospectus only, the Hong Kong Special Administrative Region of the People's Republic of China, the Macau Special Administrative Region of the People's Republic of China and Taiwan
CMSA	: Capital Markets and Services Act, 2007 of Malaysia
Constitution	: The constitution of our Company, as amended from time to time
COVID-19	: An infectious disease caused by severe acute respiratory syndrome coronavirus 2 (SARS-CoV-2)

DEFINITIONS *(Cont'd)*

Director(s)	: Director(s) (executive and non-executive) of a company and within the meaning given in Section 2 of the CMSA
E&E	: Electrical and electronics
EBITDA	: Earnings before interest, taxation, depreciation and amortisation
Electronic Prospectus	: Copy of this Prospectus that is issued, circulated or disseminated via the internet and/or an electronic storage medium including, but not limited to compact discs read only memory (CD-ROMs)
EPS	: Earnings per Share
Equity Guidelines	: Equity Guidelines issued by the SC
ESG	: Environmental, social and governance
FEP Notices	: Foreign Exchange Policy Notices issued by BNM
Financial Adviser or CGS MY	: CGS International Securities Malaysia Sdn. Bhd. (Registration No.: 197901004504 (48703-W))
Financial Periods Under Review	: The financial years under review for the purpose of this Prospectus comprising the FYE 2021, FYE 2022, FYE 2023 and FYE 2024
FYE(s)	: Financial year(s) ended/ending 31 December
GP	: Gross profit
IFRS	: International Financial Reporting Standards
IMR or Protégé Associates	: Independent market researcher, Protégé Associates Sdn Bhd
IMR Report	: Independent Market Research Report on the Precision Engineering Industry in Malaysia prepared by Protégé Associates, as set out in Section 8 of this Prospectus
Key Senior Management	: Key senior management of our Group, whose profiles are set out in Section 9.3.1 of this Prospectus and where applicable, Section 9.2.3 of this Prospectus
Listing Date	: The date of listing of our Company on the Main Market of Bursa Securities
Listing Requirements	: Main Market Listing Requirements of Bursa Securities
LPD	: 3 June 2025, being the latest practicable date prior to the registration of this Prospectus with the SC
Malaysian Share Registrar	: Securities Services (Holdings) Sdn. Bhd. (Registration No.: 197701005827 (36869-T))
Market Day	: A day on which the Bursa Securities and SGX is open for trading in securities (as the case may be)
MCA	: The Companies Act, 2016 of Malaysia
MIDA	: Malaysian Investment Development Authority

DEFINITIONS *(Cont'd)*

MITI	: Ministry of Investment, Trade and Industry of Malaysia
N/A	: Not applicable
NA	: Net assets
NBV	: Net book value
O&G	: Oil and gas
Official List	: A list specifying all securities listed on Bursa Securities
PAT	: Profit after taxation
PBT	: Profit before taxation
Principal Adviser or TA Securities	: TA Securities Holdings Berhad (Registration No.: 197301001467 (14948-M))
Promoter	: Luong Andy
Prospectus Guidelines	: Prospectus Guidelines issued by the SC
R&D	: Research and development
Record of Depositors	: A record of securities holders established by Bursa Depository under the Rules of Bursa Depository
Reference Price Date	: The date of announcement on Bursa Securities and SGX on the listing reference price of the Shares on Bursa Securities
Rules of Bursa Depository	: The rules of Bursa Depository as issued under the Central Depositories Act
ROC	: Republic of China
SAC	: Shariah Advisory Council of the SC
SC	: Securities Commission Malaysia
SCA	: Companies Act, 1967 of Singapore
SDBA	: The Street, Drainage and Building Act, 1974 of Malaysia
Secondary Listing	: The secondary listing of and quotation for the entire issued share capital of UMS on the Main Market of Bursa Securities by way of introduction
Securities	: Has the meaning given in Section 2(1) of the CMSA
SFA	: Securities and Futures Act 2001 of Singapore
SGX-ST or SGX	: Singapore Exchange Securities Trading Limited
SGX Listing Manual	: The rules of the listing manual of the SGX-ST, applicable to the issuers listed on the Mainboard of SGX-ST, as amended and supplemented from time to time

DEFINITIONS *(Cont'd)*

SGXNET	: Singapore Exchange Network, a system network used by listed companies in sending information and announcements to the Exchange or any other system networks prescribed by the Exchange for the purpose of the Exchange making that information available to the market
Share Registrar or Singapore Share Registrar	: In.Corp Corporate Services Pte Ltd (Registration No.: 201109974W)
sq ft	: Square feet
sq m	: Square meter
Sure Achieve	: Sure Achieve Consultant Pte Ltd
TWSE	: Taiwan Stock Exchange Corporation
UMS or our Company	: UMS Integration Limited (formerly known as UMS Holdings Limited) (Singapore Company Registration No.: 200100340R) (Malaysia Foreign Company Registration No.: 202402000027 (995911-D))
UMS Group or our Group	: Collectively, UMS and its subsidiaries and associates
UMS Share(s) or Share(s)	: Ordinary share(s) of our Company
USA	: United States of America

Currencies

Euro	: Euro, the lawful currency of European Union
JPY	: Japanese Yen, the lawful currency of Japan
NTD	: New Taiwan dollar, the lawful currency of ROC
RM	: Ringgit Malaysia and sen, the lawful currency of Malaysia
RMB	: Renminbi, the lawful currency of the PRC
S\$: Singapore Dollar, the lawful currency of Singapore
US\$: United States Dollar, the lawful currency of the USA

Subsidiaries of UMS

AMSB	: Allstar Manufacturing Sdn Bhd
IMTPL	: Integrated Manufacturing Technologies Pte Ltd
IMTL	: Integrated Manufacturing Technologies, LLC
JEP Engineering	: JEP Engineering Pte Ltd (formerly known as Dolphin Engineering Pte Ltd)
JEP Holdings	: JEP Holdings Ltd

DEFINITIONS (Cont'd)

JEP Industrades	: JEP Industrades Pte Ltd
JEPSB	: JEP Precision Engineering (M) Sdn Bhd
JEPPL	: JEP Precision Engineering Pte Ltd
KEPL	: Kalf Engineering Pte Ltd
SASB	: Starke Asia Sdn Bhd
SSPL	: Starke Singapore Pte Ltd
Ultimate Machining	: Ultimate Machining Solutions (M) Sdn Bhd
Ultimate Manufacturing	: Ultimate Manufacturing Solutions (M) Sdn Bhd
Ultimate Mechanical	: Ultimate Mechanical System Sdn Bhd
UMS Aerospace	: UMS Aerospace Pte Ltd
UMS International	: UMS International Pte Ltd
UMSPL	: UMS Pte Ltd
UMS Solutions	: UMS Solutions Pte Ltd
UMS Systems	: UMS Systems Pte Ltd
ZKECL	: Zhejiang Kalf Engineering Co Ltd

Customers

Customer A group of companies	: Customer A group of companies are based in the USA, Europe, Singapore, India and Taiwan. They consist of a corporation based in the USA and listed on the Nasdaq Global Select Market and its subsidiaries, which are principally involved in providing production equipment, services and software to the semiconductor and display industries.
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We are unable to disclose the identity of Customer A group of companies as prior written consent requested by us to disclose their names in this Prospectus was not provided.

Customer B group of companies	: Customer B group of companies are based in the USA and Singapore. They consist of a corporation based in the USA and listed on the Nasdaq Global Select Market and its subsidiary, which provides semiconductor assembly and electronics assembly solutions relating to advanced display, automotive, communications, computing, consumer electronics, data storage, energy storage, and other technology applications.
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We are unable to disclose the identity of Customer B group of companies as prior written consent requested by us to disclose their names in this Prospectus was not provided.

DEFINITIONS *(Cont'd)*

Customer C group of companies : Customer C group of companies are based in Singapore. They are held under a corporation based in Singapore and listed on the Main Board of the SGX-ST, which provides test and handling solutions to global semiconductor and electronics companies.

We are unable to disclose the identity of Customer C group of companies as prior written consent requested by us to disclose their names in this Prospectus was not provided.

Customer D group of companies : Customer D group of companies are based in Singapore, United Kingdom, USA and Canada. They are held under a corporation based in the USA and listed on the New York Stock Exchange, which is a leading global provider of advanced aerospace and defence products and aftermarket service solutions.

We are unable to disclose the identity of Customer D group of companies as prior written consent requested by us to disclose their names in this Prospectus was not provided.

Customer E group of companies : Customer E group of companies are based in Singapore and Malaysia. They are held under a corporation based in the USA and listed on the Nasdaq Global Select Market, which provides manufacturing services which includes design and engineering, supply chain management and post-production services to customers across the consumer electronics, information and communication technology, automotive, healthcare, and industrial products industries.

We are unable to disclose the identity of Customer E group of companies as prior written consent requested by us to disclose their names in this Prospectus was not provided.

Customer F : Customer F is based in the USA. It designs and manufactures semiconductor wafer processing equipment that are used by leading memory, foundry and logic device manufacturers.

We are unable to disclose the identity of Customer F as prior written consent requested by us to disclose its name in this Prospectus was not provided.

Customer G group of companies : Customer G group of companies are based in Canada and China. They are held under a corporation based in France and listed on the Euronext Paris, which is an aerospace company that designs and manufactures aircraft engines, equipment and interiors and defence equipment.

We are unable to disclose the identity of Customer G group of companies as prior written consent requested by us to disclose their names in this Prospectus was not provided.

Customer H group of companies : Customer H group of companies are based in Malaysia, South Korea and Taiwan. They are held under a corporation based in the USA and listed on the Nasdaq Global Select Market, which are principally involved in providing wafer fabrication equipment and services to the semiconductor industry.

We are unable to disclose the identity of Customer H group of companies as prior written consent requested by us to disclose their names in this Prospectus was not provided.

GLOSSARY OF TECHNICAL TERMS

Alloy	: A mixture of two or more materials, usually metal.
Back-end semiconductor manufacturing	: The process whereby the silicon wafer with electronic circuits on it are cut to separate the semiconductors. The cut semiconductors can then be converted into other products.
Chip foundries	: Companies that manufacture microchips for other companies.
Composite	: A mixture of two or more non-metal materials.
E&E	: Electrical and electronics.
Electro-mechanical assembly	: The integration of both electrical and mechanical parts to create functional sub-module assemblies or devices.
Front-end semiconductor manufacturing	: The process whereby numerous semiconductors are lined up to form electronic circuits on a silicon wafer.
Full module assembly	: A process whereby sheet metal parts and precision-machined components and sub-module assemblies are assembled into integrated systems.
Integrated systems	: Self-contained module units and finished end products assembled from the integration of various sheet metal parts and precision-machined components and sub-module assemblies.
Mechanical assembly	: The integration of sheet metal parts and precision-machined components into sub-module assemblies such as equipment structures, metal frames and metal enclosures.
Sheet metal parts	: Metal sheets that have undergone fabrication such as cutting, bending, and welding.
O&G	: Oil and gas.
Precision-machined component(s)	: Metal blocks that have undergone precision machining processes such as milling and turning.
Sub-module assembly	: Includes mechanical and electro-mechanical assembly to produce items such as metal enclosures, machine frames, machine structures and metal chassis.
Surface treatment	: Treatment such as electroplating, anodising, and electropolishing which enhances the properties of the product's surface in terms of function and appearance.

EXCHANGE RATES

All financial information of UMS Group in this Prospectus is presented in Singapore Dollar (S\$), being the presentation currency of the audited consolidated financial statements of UMS.

As at the LPD, the exchange rate between S\$ and RM rounded to three decimal places, is S\$1.00:RM3.299 (*Source: BNM*).

The table below sets out the high, low and average exchange rates between S\$ and RM during the past 4 FYEs 2021, 2022, 2023 and 2024, and the following respective months up to the date of this Prospectus. These exchange rates have been presented solely for information only. We do not make any representations that the exchange rates between S\$ and RM set out below and referred to elsewhere in this Prospectus could have been or could actually be converted into respective currencies at the rate indicated or at any other rate or at all.

	Average ⁽¹⁾	High	Low
<u>Year</u>			
FYE 2021	3.087	3.130	3.038
FYE 2022	3.197	3.378	3.063
FYE 2023	3.401	3.527	3.232
FYE 2024	3.408	3.569	3.212
<u>Month</u>			
January 2025	3.284	3.304	3.249
February 2025	3.299	3.314	3.277
March 2025	3.318	3.334	3.306
April 2025	3.338	3.366	3.306
May 2025	3.296	3.318	3.259

(*Source: BNM*)

Note:

- (1) The yearly average rate is calculated based on the average of the exchange rate on the last business day of each month during that year. The monthly average rate is calculated based on the average of the exchange rate on each day during that month.

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1. CORPORATE DIRECTORY

BOARD OF DIRECTORS

Name	Designation	Nationality / Gender	Address
Datuk Phang Ah Tong	Chairman and Lead Independent Director	Malaysian / Male	21, Jalan SS21/8 Damansara Utama 47400 Petaling Jaya Selangor, Malaysia
Luong Andy	CEO	USA / Male	71, Dalvey Road Singapore 259509
Loh Meng Chong, Stanley	Executive Director	Singaporean / Male	34, Soo Chow Drive Soo Chow Garden Singapore 575542
Chua Siong Kiat	Independent Director	Singaporean / Male	10, Geylang East Avenue 2 #14-08 Simsville Singapore 389758
Datin Poon Lee Fah	Independent Director	Malaysian / Female	38, Denai Bayu 26 Sri Tanjong Pinang 10470, Penang Malaysia
Xie Xingbei, Pearlyn	Independent Director	Singaporean / Female	18 Amber Gardens Amber Park #15-12 Singapore 439980

AUDIT COMMITTEE

Name	Designation	Directorship
Chua Siong Kiat	Chairman	Independent Director
Xie Xingbei, Pearlyn	Member	Independent Director
Datin Poon Lee Fah	Member	Independent Director

NOMINATING COMMITTEE

Name	Designation	Directorship
Datin Poon Lee Fah	Chairman	Independent Director
Luong Andy	Member	CEO
Chua Siong Kiat	Member	Independent Director
Xie Xingbei, Pearlyn	Member	Independent Director

REMUNERATION COMMITTEE

Name	Designation	Directorship
Xie Xingbei, Pearlyn	Chairman	Independent Director
Chua Siong Kiat	Member	Independent Director
Datin Poon Lee Fah	Member	Independent Director

1. CORPORATE DIRECTORY (Cont'd)

COMPANY SECRETARIES	: Lee Wei Hsiung (CSIS Membership No: 8170324) Practising Chartered Secretary, Associate of the Chartered Secretaries Institute of Singapore (ACS) and Associate of the Chartered Governance Institute (ACG) Chin Yee Seng (CSIS Membership No: 8170496) Practising Chartered Secretary, Associate of the Chartered Secretaries Institute of Singapore (ACS) and Associate of the Chartered Governance Institute (ACG) 36 Robinson Road #20-01 City House Singapore 068877 Tel No.: +65 6990 8220
MALAYSIAN AGENT	: Kong Sown Kaey Malaysian Institute of Chartered Secretaries and Administrators (MAICSA) No.: 7047655 CCM Practicing Certificate (PC) No.: 202008001434 Ong Lu See Licensed Secretary (LS) No.: 0006228 CCM Practicing Certificate (PC) No.: 201908001450 35, 1st Floor, Jalan Kelisa Emas 1 Taman Kelisa Emas 13700 Seberang Jaya Pulau Pinang Malaysia Tel No.: +604-3976672
REGISTERED OFFICE/HEAD/MANAGEMENT OFFICE	: 23 Changi North Crescent Singapore 499616 Tel No.: +65 6543 2272 Email: sales@umsgroup.com.sg Website: http://www.umsgroup.com.sg
PRINCIPAL ADVISER	: TA Securities Holdings Berhad 32 nd Floor, Menara TA One No. 22, Jalan P. Ramlee 50250 Kuala Lumpur, Malaysia Tel No.: +603 2072 1277
FINANCIAL ADVISER	: CGS International Securities Malaysia Sdn. Bhd. Level 29, Menara Aras Raya No. 11, Jalan Raja Laut 50350 Kuala Lumpur Malaysia Tel No.: +603 2635 8888
LEGAL ADVISERS	: <i>To our Company as to Malaysian law</i> Lee Choon Wan & Co. No. 12, Lorong Dungun Damansara Heights 50490 Kuala Lumpur Malaysia Tel. No.: +603 2201 1983

1. CORPORATE DIRECTORY (Cont'd)

To our Company as to Singapore law
 Shook Lin & Bok LLP
 1 Robinson Road
 #18-00 AIA Tower
 Singapore 048542
 Tel No.: +65 6535 1944

AUDITORS AND REPORTING ACCOUNTANTS : Moore Stephens Associate PLT
 (Registration No. 201304000972 (LLP0000963-LCA))
 Unit 5.03, 5th Floor, Menara Boustead
 39, Jalan Sultan Ahmad Shah
 10050 George Town, Penang
 Malaysia
 Tel No.: +604 295 9160

Partner-in-charge: Tham Shien Hong
 Licence No.: 03266/04/2027 J
 Professional qualifications:

- Chartered Accountants, Malaysian Institute of Accountants (Membership no. 34769)
- Fellow Member of CPA Australia (Membership no. 9494207)
- Asean Chartered Professional Accountant (Registration no. MY.0000643)

INDEPENDENT MARKET RESEARCHER : Protégé Associates Sdn Bhd
 Suite C-11-12, Plaza Mont' Kiara
 2 Jalan Kiara, Mont' Kiara
 50480 Kuala Lumpur
 Malaysia

Tel No.: +603 6201 9301

Name of signing partner: Seow Cheow Seng
(See Section 8 of this Prospectus for the profile of the firm and signing partner)

SINGAPORE SHARE REGISTRAR : In.Corp Corporate Services Pte Ltd
 36 Robinson Road
 #20-01 City House
 Singapore 068877
 Tel No.: +65 6990 8220

MALAYSIAN SHARE REGISTRAR : Securities Services (Holdings) Sdn. Bhd.
 Level 7, Menara Milenium
 Jalan Damanlela, Pusat Bandar Damansara
 Damansara Heights
 50490 Kuala Lumpur
 Malaysia
 Tel No.: +603 2084 9000

STOCK EXCHANGE LISTED : SGX (SGX Trading Code: 558)

LISTING SOUGHT : Main Market of Bursa Securities

SHARIAH STATUS : Approved by the SAC

2. INTRODUCTION

2.1 APPROVALS AND CONDITIONS

The approvals and conditions imposed by the relevant authorities for our Secondary Listing are as follows:-

2.1.1 SC

The SC had, via its letter dated 24 March 2025, approved our Secondary Listing under Section 214(1) of the CMSA, subject to the following conditions:-

No.	Details of condition imposed	Status of compliance
(i)	Our Company obtaining shareholders' approval for the proposed amendments to our Constitution to incorporate provisions relating to our Secondary Listing;	Complied
(ii)	Our Company appointing at least two directors whose principal or only place of residence is within Malaysia, with at least one of them being appointed as a member of UMS' Audit Committee; and	Complied
(iii)	TA Securities and our Company to fully comply with the requirements of the Equity Guidelines and Prospectus Guidelines pertaining to the implementation of our Secondary Listing.	To be complied

In addition to the above, the SC had also taken note of our Secondary Listing under the Bumiputera equity requirement ("**Bumiputera Equity Requirement**") for public listed companies given that our Company is a company with operations predominantly outside Malaysia. Accordingly, our Company is exempted from the Bumiputera Equity Requirement. Further details of our Company's compliance with the Bumiputera Equity Requirement are set out in Section 7.5 of this Prospectus.

The SC had, via its letters dated 16 October 2024, 20 February 2025 and 12 June 2025, approved the reliefs sought by us from having to comply with certain requirements under the Prospectus Guidelines and Equity Guidelines. The details of the reliefs sought and the corresponding conditions imposed by the SC are as follows:-

Prospectus Guidelines	Details of relief sought	Condition imposed (if any)
Paragraph 1.11 Division 1, Part III of the Prospectus Guidelines – Equity	Relief from having to submit a copy of the prospectus in Bahasa Malaysia for registration to the SC.	-
Paragraphs 2.09(c) and 4.01(d) Division 1, Part II of the Prospectus Guidelines – Equity	Reliefs from having to disclose the information on the ultimate beneficial owners of the Shares held by abrdn Holdings Limited, abrdn plc and Catcher, being the substantial shareholders of UMS, and the identities of the relevant Catcher's subsidiaries that hold direct equity interest in UMS, in the Prospectus.	-

2. INTRODUCTION (Cont'd)

Prospectus Guidelines	Details of relief sought	Condition imposed (if any)
Paragraph 8.01, Division 1, Part II of the Prospectus Guidelines - Equity	<p>Reliefs from having to disclose the following:</p> <ul style="list-style-type: none"> (i) name and principal activity of any entity which is carrying on a similar trade as UMS group or a customer or supplier of UMS group in which UBS AG Singapore, abrdn Holdings Limited and abrdn plc may have interest ("Entity"), the nature and extent of such substantial shareholders' interest in the Entity and the extent to which the substantial shareholders are involved in the management of the Entity either directly or indirectly and steps taken to resolve, eliminate or mitigate the conflict of interest; (ii) name and principal activity of the entity which is carrying on a similar trade as UMS group or a customer of UMS group in which Luong Andy has interest; (iii) name and principal activity of the entities which are carrying on a similar trade as UMS group or a customer of UMS group in which Loh Meng Chong, Stanley has interest; and (iv) certain details of substantial shareholders' direct or indirect interest in entities which is carrying on a similar trade as UMS group (i.e. the name and principal activity of entities in which Catcher has an interest (including its subsidiaries) ("Entities"), the nature and extent of Catcher's interests in the Entities and steps taken to resolve, eliminate or mitigate the conflict of interest, <p>in the Prospectus.</p>	-
Paragraph 1(f)(i) of Appendix 1 under Part IV of the Equity Guidelines	<p>Reliefs from having to disclose the information on the ultimate beneficial owners of the Shares held by abrdn Holdings Limited, abrdn plc and Catcher, being the substantial shareholders of UMS, and the identities of the relevant Catcher's subsidiaries that hold direct equity interest in UMS, in the application term sheet submitted to the SC.</p>	-

2. INTRODUCTION (Cont'd)

2.1.2 Bursa Securities

Bursa Securities had, via its letter dated 25 June 2025, resolved to approve our Secondary Listing. The approval from Bursa Securities is subject to the following conditions:-

No.	Details of condition imposed	Status of compliance
(i)	UMS and TA Securities to make the relevant announcements similar to Paragraphs 8.1 and 8.2 of Practice Note ("PN") 21 of the Listing Requirements;	To be complied
(ii)	UMS and TA Securities to announce to Bursa Securities (via Bursa LINK) on the Listing Reference Price of our Shares, calculated based on the following: <ul style="list-style-type: none"> (a) closing market price of our Shares on the SGX-ST on the market day immediately preceding the Listing Date; and (b) the closing market price of our Shares quoted in S\$ will thereafter be converted to RM, based on the closing S\$ exchange rate on the market day immediately preceding the Listing Date which will be extracted from BNM; 	To be complied
(iii)	UMS and TA Securities to furnish a confirmation on the status of compliance of the term and conditions outlined in the SC's approval letters dated 20 February 2025, 24 March 2025 and 12 June 2025, and BNM's approval letter dated 17 March 2025, prior to the Listing Date;	To be complied
(iv)	UMS and TA Securities to furnish a copy of the amended Constitution together with a certified true copy of the shareholders' resolution approving the same, and a copy of letter of compliance pursuant to Paragraph 2.12 of the Listing Requirements, prior to the Listing Date;	To be complied
(v)	UMS and TA Securities to furnish a confirmation on the status of compliance with Paragraph 4A.04(2) of the Listing Requirements, prior to the Listing Date;	To be complied
(vi)	UMS and TA Securities to furnish the requisite documents (where applicable) as required under Part C, Annexure PN24-A of the Listing Requirement, prior to the Listing Date; and	To be complied
(vii)	in respect of our Combined Removal, Transfer, and Delivery Instructions Form for the transfer of Shares from Malaysia to Singapore, under the declaration of shareholder, to also include clarification that any transfer of shares to an overseas depository is considered swapping of financial assets under the FEP Notices and subject to investment abroad limit.	To be complied

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2. INTRODUCTION (Cont'd)

2.1.3 BNM

BNM had, via its letter dated 17 March 2025, approved the issuance of securities denominated in RM by a non-resident pursuant to our Secondary Listing, subject to compliance with the following conditions:-

No.	Details of condition imposed	Status of compliance
(i)	UMS is required to seek prior approval from BNM for any offering or issuance of new securities denominated in RM on Bursa Securities other than for the purpose of our Secondary Listing;	To be complied
(ii)	UMS is required to provide any information in relation to the issuance of securities denominated in RM pursuant to our Secondary Listing including the conversion of RM into foreign currency for repatriation abroad, as and when requested by BNM; and	To be complied
(iii)	UMS is required to inform BNM should there be any material changes (including cancellation on our Secondary Listing, if any) to the information in relation to our Secondary Listing.	Noted

2.1.4 SAC

The SAC had on 17 June 2025, classified our Shares as Shariah-compliant securities based on our audited consolidated financial statements for the FYE 2024.

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3. PROSPECTUS SUMMARY

This Prospectus Summary only highlights the key information from other parts of this Prospectus. It does not contain all the information that may be important to you. You should read and understand the contents of the whole Prospectus prior to deciding whether to invest in our Shares.

3.1 PRINCIPAL DETAILS OF OUR SECONDARY LISTING

Our Secondary Listing entails the secondary listing of and quotation for our existing Shares on the Main Market of Bursa Securities by way of introduction. Our Shares was listed and quoted on the SESDAQ of the SGX-ST (now known as the Catalist Board) on 25 May 2001 and subsequently transferred to the Mainboard of SGX-ST on 5 May 2003. The Mainboard of the SGX-ST will remain as our primary stock exchange.

As our Secondary Listing will be undertaken by way of introduction, there will be no issuance of new Shares by our Company.

Upon our Secondary Listing, all our Shares which are listed and quoted on both the Mainboard of the SGX-ST and the Main Market of Bursa Securities will be fully fungible, whereby shareholders holding our Shares on the Singapore register, may request to remove their Shares to the Malaysian register for trading on the Main Market of Bursa Securities by depositing such Shares into a CDS account which is maintained with an ADA/ADM of Bursa Depository. Such register removal requests will be subject to the fulfillment of the conditions and criteria of the Singaporean Share Registrar and Malaysian Share Registrar as well as the Bursa Depository regulations.

Further details of our Secondary Listing are set out in Section 4 of this Prospectus.

3.2 HISTORY AND BUSINESS

UMS was incorporated in Singapore on 17 January 2001 as a public company limited by shares under the name Norelco Centreline Holdings Limited. Our Group was formed via the merger between Norelco Centreline Holdings Limited and UMS Semiconductor Pte Ltd in April 2004 and we renamed our Company to Norelco UMS Holdings Limited on 26 April 2005. We changed our name from Norelco UMS Holdings Limited to UMS Holdings Limited on 12 March 2007, and assumed our current name on 5 September 2024.

Our Company was listed on the SESDAQ of the SGX-ST (now known as the Catalist Board) on 25 May 2001 and was subsequently transferred to the Mainboard of the SGX-ST on 5 May 2003.

We specialise in complex precision machining and the fabrication of sheet metal, as well as the provision of related services, such as value-added sub-module assembly for the semiconductor and aerospace industries and full module assembly services for front-end semiconductor equipment and surface treatment. We have production facilities in Malaysia (Penang), Singapore, and the USA as well as warehouses in Malaysia (Penang) and Singapore used for our metal supplies distribution business.

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3. PROSPECTUS SUMMARY (Cont'd)

Principal Activities	Precision Engineering		Others
Business Segment	Precision Component	Integrated system	Others
Types of Services	<ul style="list-style-type: none"> Precision machining Sheet metal fabrication Surface treatment Sub-module assembly 	<ul style="list-style-type: none"> Precision machining Surface treatment Full module assembly 	<ul style="list-style-type: none"> Distribution of metal supplies Trading of cutting tools and tooling components Water and chemical engineering solutions
Types of Products Provided	<ul style="list-style-type: none"> Wire-bonders Semiconductor equipment chamber body Die, sets, jigs and fixtures Sheet metal frames Enclosure assembly 	Front-end semiconductor equipment	<ul style="list-style-type: none"> Non-ferrous metal alloys (e.g. plates, sheets, blocks, extrusions, pipes, finished parts) Cutting tools and tooling components (e.g. toolholders, drill bits, milling cutters) Water disinfection system
Customer Segment	<ul style="list-style-type: none"> Semiconductor Aerospace Others 	Semiconductor	<ul style="list-style-type: none"> Semiconductor Aerospace E&E O&G Energy Others
Geographical Segment	Singapore, USA, Taiwan, Malaysia and Others		

Our revenue breakdown by types of products over the Financial Periods Under Review are as follows:

Types of products	FYE 2021		FYE 2022		FYE 2023		FYE 2024	
	(S\$'000)	(%)	(S\$'000)	(%)	(S\$'000)	(%)	(S\$'000)	(%)
Precision Engineering								
• Precision components	148,052	54.6	184,568	49.6	142,772	47.6	136,525	56.4
• Integrated systems	104,193	38.4	152,769	41.0	139,963	46.7	94,351	39.0
Others ⁽¹⁾	18,975	7.0	35,052	9.4	17,172	5.7	11,239	4.6
Total revenue	271,220	100.0	372,389	100.0	299,907	100.0	242,115	100.0

Note:

- (1) Include distribution of metal supplies, trading of cutting tools and tooling components as well as water and chemical engineering solutions.

Further details of our Group and business overview are set out in Sections 6 and 7 of this Prospectus.

3. PROSPECTUS SUMMARY (Cont'd)

3.3 COMPETITIVE STRENGTHS

Our competitive strengths are as follows:

(a) We are able to provide highly integrated manufacturing services to customers

Our integrated manufacturing process spans from precision machining, metal fabrication, metal finishing to system integration. In addition, our production facilities are approved by one of our key customers for more than 70 special processes for the production of components and integrated systems for semiconductor equipment. We developed capabilities to execute a range of special processes such as type II and III anodising, electropolishing and nickel plating.

(b) We have strong business relationships with our key customers

We are a key manufacturing partner for a number of leading semiconductor equipment and aerospace companies. Our key customers operate in technology intensive industries such as the semiconductor industry and often choose to focus on the R&D process while outsourcing the manufacturing process to their key suppliers. Customer A group of companies, a semiconductor equipment company, has been our key customer for more than 25 years, making us one of its most trusted suppliers. For our aerospace segment, our customers are Tier 1 suppliers to major aerospace companies such as aircraft manufacturers. The lengths of our business relationships with our major customers ranges from 3 years to 25 years.

(c) We have a large production capacity and strong cash position to expand our business

As at the LPD, we have a total of approximately 105,532 sq m of combined floor space in our Singapore, Malaysia and USA production facilities with a total land area of approximately 127,207 sq m. Our large production capacity allows us to engage in high volume production as well as production of complex modules and integrated systems. Our high-volume production capability allows us to achieve economies of scale such that in 2018, we acquired SSPL, a metal supplies distribution company to secure raw materials for our production needs. This further enhances our production efficiency through vertical integration. Our large production space also allows us to accommodate the production of complex products which require multiple production lines for a wide range of processes.

(d) We have a range of production equipment to meet our complex production needs

Our manufacturing operations are supported by our production equipment for the precision machining and fabrication of metal components. Details of our material machinery and equipment are set out in Section 7.11.4 of this Prospectus.

(e) We are led by experienced Executive Directors and Key Senior Management

We are led by an experienced management team with a vast array of technical and business experiences relevant to their business and industry. Our Executive Directors have accumulated approximately 16 to 46 years of experience in the precision engineering industry. We are led by our CEO, Luong Andy who has headed our Group since 2005. He has 46 years of experience in the precision engineering industry. He possesses machining skills which he acquired from his working experience at his family's machining business in Vietnam before emigrating to the USA. Before establishing our Group, he started a precision machining business called Long's Manufacturing Inc in the USA. He has spearheaded our Group's strategic business direction since our initial establishment and transformed us from a precision component manufacturing firm to a full systems integration company serving as key manufacturing partner to leading global customers.

3. PROSPECTUS SUMMARY (Cont'd)

Stanley Loh Meng Chong, our Executive Director, is also our Group's Financial Controller and Senior Vice President of Operations. He has 31 years of experience across various financial disciplines including accounting, finance, treasury and auditing with more than 16 years specifically in the precision engineering industry. Prior to joining our Group, he held several controllership positions in trading and manufacturing organisations. He oversees our Group's overall financial, accounting, tax, treasury, corporate finance and compliance matters.

(f) Availability of Class 100 to Class 10,000 cleanrooms

A cleanroom is a controlled environment which contains low levels of pollutants such as dust, airborne microbes, and aerosol particles. Depending on the class of cleanroom, it will have a controlled level of pollutants which is specified by the number of particles of a particular size per cubic metre. Our Group operates a total of 4 cleanrooms comprising a 5,000 sq. ft. Class 100 cleanroom, a 25,000 sq. ft. Class 10,000 cleanroom and a 10,000 sq. ft. Class 1,000 and 10,000 cleanroom in our production facilities in Malaysia, as well as a 2,900 sq. ft. Class 1,000 and Class 10,000 cleanroom in our production facility in Singapore. A Class 100 cleanroom permits 3,520 particles of size 0.5 micrometres or larger per cubic metre of air while a Class 1,000 cleanroom permits 35,200 particles, and a Class 10,000 cleanroom permits 352,000 particles.

Further details of our competitive strengths are set out in Section 7.11 of this Prospectus.

3.4 FUTURE PLANS AND BUSINESS STRATEGIES

To continue the growth of our Group, we intend to focus on our existing customer segments, namely the semiconductor and aerospace segments:

Semiconductor

For our semiconductor segment, we remain committed to working closely with our long-term major customer namely Customer A group of companies, which is our largest customer in terms of revenue contribution during the Financial Periods Under review of between 66.4% and 74.9%, to maintain our long-term relationship. As the semiconductor market continues to evolve, we are dedicated to leveraging our expertise in precision engineering to support our customer's needs and requirements and enhance operational efficiency by identifying areas which could be improved via technological advancements.

Our new production facility in Penang Science Park North located in Seberang Perai, Penang, Malaysia, comprising Lot P30 and P30A (as defined in Annexure E of this Prospectus), which is catered to our new key customer (consisting of a group of companies held by a corporation based in the USA and listed on the Nasdaq Global Select Market), received its Certification of Completion Compliance and has begun production since beginning of 2024. We provide medium to large format machining to our new key customer for products consisting of critical semiconductor related precision components. Several of the products for our new key customer have begun mass production after the first article of the said products being approved by our new key customer. We currently have several products in the first article stage for the new key customer and we expect to continuously engage with the said customer to develop first article for more products progressively, further contributing to our revenue growth in the future.

In addition to growth from our existing customers, we intend to widen our customer base in the semiconductor segment by leveraging on our track record as a provider of complex precision machining and fabrication of sheet metal to generate new sales leads, as well as participating in exhibitions for networking and sales opportunities.

3. PROSPECTUS SUMMARY (Cont'd)

Aerospace

We have seen revenue from the aerospace segment grow from S\$10.0 million in FYE 2021 to S\$26.3 million in FYE 2024. We intend to increase our aerospace product portfolio to meet the needs of our customers in the aerospace industry as they cater to the rebound in demand for air travel post-pandemic.

We intend to grow our aerospace segment by working closely with our existing aerospace customers. We currently have several products in the first article stage and will begin mass production after the first article of the said products are approved by our customers. We anticipate these new products as well as additional products being approved and ordered by our aerospace customers from time to time will contribute to our revenue growth as we continue to ramp up production to meet their demands. We will also actively engage with our existing aerospace customers to explore potential new products that our Group can offer to expand our product offerings to the said customers.

Water and chemical engineering solutions

As part of our continued efforts to enhance our Group's resource allocation and efficiency, we intend to scale down the business of KEPL after completing the installation and commissioning of the remaining on-hand projects as the performance of KEPL's business did not meet our expectations of profitability and growth and it does not contribute significantly to our overall profitability. In addition, by scaling down the business of KEPL, we will be able to optimise our resource allocation and redirect the resources to other core business segments.

3.5 RISK FACTORS

An investment in our Shares involves a number of risks. You should carefully consider all of the information contained in this Prospectus, including all the risk factors as set out in Section 5 of this Prospectus, before deciding to invest in our Shares.

Set out below are the key risks faced by us in our business operations and relating to our Shares:

(a) We are dependent on our major customers

We are dependent on our major customers, in particular Customer A group of companies who had contributed approximately 67.7%, 66.4%, 74.9% and 68.4% to our Group's total revenue for the Financial Periods Under Review respectively. Our financial performance will be negatively affected if our major customers reduce or delay purchases from us or purchase at terms that are unfavourable to us. If we are unable to maintain our standard of quality and/or consistently meet the requirements of our major customers, we may not be able to maintain our business relationships and/or secure future orders from our major customers. This may adversely and materially affect our financial performance and business prospects.

(b) We are dependent on our Executive Directors and Key Senior Management

Our past performance and success have been achieved under the leadership of our Executive Directors and Key Senior Management who were involved in developing our business strategies and managing our operations. We believe our Group's continuing success depends significantly on their performance and our ability to retain them.

3. PROSPECTUS SUMMARY *(Cont'd)*

(c) We are exposed to fluctuations in metal raw material prices

We purchase a wide range of metal raw materials including aluminium, steel, copper, brass and nickel for our precision machining and sheet metal fabrication operations. These metal raw materials, or the base metals of these metal raw materials where they are metal alloys, are widely traded on global commodity markets and their prices fluctuate according to demand and supply conditions which are influenced by external events such as the geopolitical environment and global economic growth which are beyond our control or ability to predict these events. Any increase in the prices of metal raw materials over a prolonged period of time may have material negative impact to our financial performance and financial condition. While we had in the past managed to negotiate with our customers to negotiate on our prices to cover significant cost increase to our supplies or purchases, there is no assurance that we will be able to pass on any increase in raw material cost to our customers in the future.

(d) We are exposed to risks associated with business combinations, acquisitions and strategic investments

We have a history of acquiring and investing in companies in existing, related or new markets to achieve financial and strategic objectives that ordinarily cannot be attained through organic growth. Some of these acquired companies such as JEP Holdings and SSPL have since successfully enhanced our revenue and competitive strength. We may in the future engage in further business combinations, acquisitions and strategic investments to further grow our business. However, these exercises involve a number of risks to our business and financial conditions.

(e) We are subject to foreign exchange fluctuation risk

We are subject to foreign exchange fluctuation risk from sales and purchases that are denominated in a currency other than our functional currency in S\$. Our sales are mainly transacted in US\$ and our financial assets are substantially denominated in US\$, which gives rise to potential foreign exchange losses and reduction in our functional currency sales value shall the US\$ depreciates significantly against our functional currency in S\$. The financial results of our Malaysian subsidiaries whose functional currency is in RM must be translated into S\$ on every reporting date. Currency mismatches between sales, purchases, and expenses, as well as timing differences between collections and payments, expose us to fluctuations in exchange rates, including against the S\$.

(f) We are dependent on our core team of engineers and skilled production personnel

Our production activities are dependent on the availability of skilled personnels such as our engineers, machinists and welders. We rely on skilled personnels for tasks such as production activities and carrying out design engineering. We may experience difficulties in recruiting new skilled personnels or retain existing skilled personnels especially in a tight labour market condition.

(g) Our production operations are subject to disruptions or delays from unexpected or force majeure events that are outside our control

We rely on the smooth running of our production operations to keep up with our production schedules to fulfil customer orders in a timely manner. While we periodically maintain our machinery and equipment to prevent failures and replace defunct machinery and equipment where necessary, there is no assurance that we may not encounter disruptions or unplanned downtime due to various incidents such as unplanned machine downtime, workplace accidents, or force majeure events like natural disasters, fires, or power outages. Disruptions or unplanned downtime interrupts our production processes and may cause delays to our production schedules.

3. PROSPECTUS SUMMARY (Cont'd)

3.6 DIRECTORS AND KEY SENIOR MANAGEMENT

Our Directors and Key Senior Management as at the LPD are as follows:

Name	Designation
<u>Directors</u>	
Datuk Phang Ah Tong	Chairman and Lead Independent Director
Luong Andy	CEO
Loh Meng Chong, Stanley	Executive Director
Chua Siong Kiat	Independent Director
Datin Poon Lee Fah	Independent Director
Xie Xingbei, Pearlyn	Independent Director

Key Senior Management

Luong Andy	CEO
Loh Meng Chong, Stanley	Group Financial Controller / Senior Vice President, Operations
Gobinath Gunaselan ⁽¹⁾	Operations Director

Note:

- (1) Gobinath Gunaselan had on 3 June 2025 submitted to our Company his notification of resignation with a notice period of 3 months until September 2025. Please refer to Section 9.3 of this Prospectus for further details.

For further information on our Directors and Key Senior Management, please refer to Sections 9.2 and 9.3 of this Prospectus, respectively.

3.7 PROMOTER AND SUBSTANTIAL SHAREHOLDERS

Our Promoter and substantial shareholders' shareholdings are set out below:

Name	Nationality / Country of incorporation	As at the LPD				After the Secondary Listing			
		Direct		Indirect		Direct		Indirect	
		No. of Shares (‘000)	^%	No. of Shares (‘000)	^%	No. of Shares (‘000)	^%	No. of Shares (‘000)	^%
<u>Promoter and substantial shareholder</u>									
Luong Andy	American	-	-	109,263 ⁽¹⁾	15.38	-	-	109,263 ⁽¹⁾⁽²⁾	15.38
<u>Substantial shareholders</u>									
UBS AG Singapore	Singapore	-	-	109,263 ⁽³⁾	15.38	-	-	109,263 ⁽³⁾	15.38
71 Trust LLC	USA	-	-	46,530 ⁽⁴⁾	6.55	-	-	46,530 ⁽⁴⁾	6.55
abrdn Holdings Limited ⁽⁵⁾	United Kingdom	-	-	36,406	5.12	-	-	36,406	5.12
abrdn plc ⁽⁶⁾	United Kingdom	-	-	36,406	5.12	-	-	36,406	5.12
Catcher	ROC	-	-	36,350 ⁽⁷⁾	5.12	-	-	36,350 ⁽⁷⁾	5.12

3. PROSPECTUS SUMMARY (Cont'd)

Notes:

- ^ Based on our issued Shares comprising 710,535,941 Shares as at the LPD.
- (1) Pursuant to Section 4 of the SFA, Luong Andy is deemed to be interested in Shares held through UBS AG Singapore which is a nominee which holds the Shares in custodian accounts for Luong Andy, 71 Trust LLC and SY Private Trust LLC.
 - (2) Luong Andy had provided an undertaking that he will and will procure other notable shareholder(s) of our Company to transfer, an aggregate of at least 10,000,000 Shares (representing approximately 1.4% of the total issued Shares) to his/their securities account(s) in Malaysia to be made available for trading on Bursa Securities for a period of 3 years from the Listing Date, details of which are set out in Section 4.2.3 of this Prospectus.
 - (3) Being the Shares held through nominee accounts by UBS AG Singapore as nominee which holds the Shares in custodian accounts for Luong Andy, 71 Trust LLC and SY Private Trust LLC.
 - (4) Based on the Shares held through UBS AG Singapore which is a nominee which holds the Shares in custodian account for 71 Trust LLC.
 - (5) abrdn Holdings Limited is the parent company of its subsidiaries who act as the investment managers for various clients/funds and have the power to exercise, or control the exercise of, a right to vote attached to the securities and has the power to dispose of, or control the disposal of, the securities. The registered holder(s) of the securities is the client's or fund's custodian.
 - (6) abrdn plc is the parent company of abrdn Holdings Limited.
 - (7) Pursuant to Section 4 of the SFA, Catcher is deemed to be interested in Shares held through its direct and indirect wholly-owned subsidiaries.

Further details on our substantial shareholders are set out in Section 9.1.1 of this Prospectus.

3.8 FINANCIAL HIGHLIGHTS

The following table sets out a summary of the audited consolidated financial information for the Financial Periods Under Review:

	Audited			
	FYE			
	2021	2022	2023	2024
	S\$'000	S\$'000	S\$'000	S\$'000
Consolidated income statements				
Revenue	271,220	372,389	299,907	242,115
PBT	79,399	103,216	68,501	46,771
PAT attributable to owners of our Company	53,103	98,169	59,984	40,607
Consolidated statements of financial position				
Total assets	436,754	489,420	487,165	508,967
Total liabilities	132,480	121,052	100,239	65,048
Total equity	304,274	368,368	386,926	443,919
NA attributable to owners of our Company	278,903	340,470	359,837	418,246
Consolidated statements of cash flows				
Net cash generated from operating activities	66,162	92,379	79,781	56,440
Net cash used in investing activities	(5,623)	(53,863)	(27,450)	(28,815)
Net cash used in financing activities	(48,856)	(40,287)	(48,103)	(16,203)
Net increase/(decrease) in cash and cash equivalents	11,683	(1,771)	4,228	11,422
Cash and cash equivalents at the beginning of the year	53,787	65,086	61,672	67,458
Net effect of exchange rate changes on the balances of cash and cash equivalents held in foreign currencies	(384)	(1,643)	1,558	1,048
Cash and cash equivalents at the end of the year	65,086	61,672	67,458	79,928

3. PROSPECTUS SUMMARY (Cont'd)

	Audited			
	FYE			
	2021	2022	2023	2024
	S\$'000	S\$'000	S\$'000	S\$'000
Other selected financial information				
EBITDA	92,774	120,018	86,512	65,341
PBT margin (%)	29.3	27.7	22.8	19.3
PAT margin (%)	19.6	26.4	20.0	16.8
EBITDA margin (%)	34.2	32.2	28.8	27.0
Current ratio (times)	2.5	3.1	3.6	5.4
Gearing ratio (times)	0.1	0.1	0.1	0.02

Further details on our financial information are set out in Sections 12 and 13 of this Prospectus.

3.9 DIVIDEND POLICY

Our Company has adopted a dividend policy since 15 May 2012 to declare dividends on a quarterly basis. However, it is not a legally binding obligation or guaranteed commitment to the shareholders. Our Board will consider, among others, our Group's future financial performance, cash flows, capital expenditure and working capital requirements, future expansion and investment plans when recommending dividends for approval by our shareholders or when declaring any interim dividends.

The payment and amount of any dividends or distributions to our shareholders will be at the discretion of our Board and will depend on factors stated above (which may not be exhaustive).

Further details on relating to our dividend are set out in Section 12.13 of this Prospectus.

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4. DETAILS OF OUR SECONDARY LISTING

4.1 INDICATIVE TIMETABLE

The following events are intended to take place on the following indicative time and/or date:

Event	Date
Date of this Prospectus	30 June 2025
Announcement on Bursa Securities and SGX on the listing reference price ⁽¹⁾ of UMS Shares on Bursa Securities (i.e., Reference Price Date)	31 July 2025
Listing of our Company on the Main Market of Bursa Securities	1 August 2025

Note:

- (1) The listing reference price of UMS Shares on Bursa Securities will be calculated based on the following:
- The closing market price of UMS Shares on the SGX as at the Reference Price Date;
 - The listing reference price will be calculated by multiplying the closing market price with the closing S\$:RM exchange rate based on BNM's closing rates on the Reference Price Date.

In the event there is any change to our Listing Date, we will advertise the notice of changes in a widely circulated English daily newspaper in Malaysia and make the relevant announcement(s) on Bursa Securities' website.

4.2 PARTICULARS OF OUR SECONDARY LISTING

Our Secondary Listing entails the secondary listing of and quotation for our existing Shares on the Main Market of Bursa Securities by way of introduction. Our Shares was listed and quoted on the SESDAQ of the SGX-ST (now known as the Catalist Board) on 25 May 2001 and subsequently transferred to the Mainboard of SGX-ST on 5 May 2003. The Mainboard of the SGX-ST will remain as our primary stock exchange.

As our Secondary Listing will be undertaken by way of introduction, there will be no issuance of new Shares by our Company.

4.2.1 Fungibility of our Shares

Upon our Secondary Listing, all our Shares which are listed and quoted on both the Mainboard of the SGX-ST and the Main Market of Bursa Securities will be fully fungible, whereby shareholders holding our Shares on the Singapore register, may request to remove their Shares to the Malaysian register for trading on the Main Market of Bursa Securities by depositing such Shares into a CDS account which is maintained with an ADA/ADM of Bursa Depository and vice versa.

As our Shares are fully fungible, our shareholders may request for removal and transfer of Shares from one register/exchange to the other register/exchange (i.e., between Mainboard of SGX and Main Market of Bursa Securities) without any maximum limit (contingent upon compliance with the applicable relevant foreign exchange policies in Malaysia) or minimum number of Shares per removal and transfer request. Our Shares are quoted in S\$ on the Mainboard of SGX and will be quoted in RM on Bursa Securities' Main Market.

Further details on the fungibility of our Shares are detailed in Section 4.7 of this Prospectus while the mechanisms for transfer and deposit of our Shares are detailed in Sections 4.5 and 4.6 of this Prospectus.

4. DETAILS OF OUR SECONDARY LISTING (Cont'd)

4.2.2 Transfer of Shares to the Malaysian register

Prior to the Listing Date, all our existing shareholders will be informed of the option to transfer, if they wish, their Shares from the Singapore register to the Malaysian register for trading on Bursa Securities. As the register transfer process will take at least 12 Market Days to complete, shareholders who wish to commence trading of their Shares on the Listing Date are advised to submit their Register Transfer Requests in accordance with the following timeline:

Event	Date
(i) Date of this Prospectus	30 June 2025
(ii) Shareholders may commence the process of transferring Shares from the CDP to the Malaysian register by submitting the Register Transfer Requests to the Singapore Share Registrar	
Last day for shareholders to submit the Register Transfer Requests to the Singapore Share Registrar by 10.00 a.m. (Singapore time) in order to commence trading of Shares on the Listing Date (being 13 Market Days before the Listing Date)	15 July 2025
Listing Date	1 August 2025

Further details on the mechanism for the transfer of Shares from the Singapore register to the Malaysian register is set out in Section 4.5 of this Prospectus.

4.2.3 Liquidity and transfer undertaking

In order to create liquidity and trading activity on the Main Market of Bursa Securities upon our Secondary Listing, we had, on 26 May 2025 procured a written undertaking from our Promoter, Substantial Shareholder and CEO, Luong Andy, that he will and will procure other notable shareholders of our Company to transfer, an aggregate of at least 10,000,000 Shares, representing approximately 1.4% of the total issued Shares, to his/their securities account(s) in Malaysia to be made available for trading on Bursa Securities for a period of 3 years from the Listing Date.

For purpose of illustration, assuming that Luong Andy, through the Shares in custodian accounts for which he is deemed to be interested, transfers and fully sells down 10,000,000 Shares made available for trading on Bursa Securities pursuant to his undertaking as detailed above, the pro forma effect of his shareholdings in our Company are as follows:

Name	As at the LPD				After the Secondary Listing			
	Direct		Indirect		Direct		Indirect	
	No. of Shares ('000)	^%	No. of Shares ('000)	^%	No. of Shares ('000)	^%	No. of Shares ('000)	^%
Luong Andy	-	-	109,263 ⁽¹⁾	15.38	-	-	99,263 ⁽¹⁾	13.97

Notes:

^ Based on our issued Shares comprising 710,535,941 Shares as at the LPD.

(1) Pursuant to Section 4 of the SFA, Luong Andy is deemed to be interested in Shares held through UBS AG Singapore which is a nominee which holds the Shares in custodian accounts for Luong Andy, 71 Trust LLC and SY Private Trust LLC.

4. DETAILS OF OUR SECONDARY LISTING (Cont'd)

4.2.4 Listing Requirements applicable to UMS

Upon our Secondary Listing, we are required to comply with specific sections of the Listing Requirements in particular Chapters 1 (Definitions), 2 (General Principles), 4A (Foreign Listing) and 16 (Suspension, De-listing and Enforcement) as well as Paragraph 8.11 (pertaining to change in classification of a listed issuer in a specific sector) and Paragraph 9.34 (pertaining to documents for overseas securities holders). Save for the foregoing, the other sections of the Listing Requirements are not applicable to our Company and our Company is subject to the listing rules of our primary stock exchange (i.e. the SGX).

In view that our Company is primarily listed on the SGX, the requirements of the SGX Listing Manual will primarily apply to us. The SGX Listing Manual govern matters such as, among others, equity securities, debt securities, continuing obligations of listed issuers (including continuing disclosures, matters requiring immediate disclosure, and disclosures in announcements, circulars and annual reports), changes in capital of listed issuers, interested person transactions, significant transactions and takeovers. Further details on the summary comparison between the Listing Requirements and the SGX Listing Manual are set out in Annexure C of this Prospectus.

We are required to comply with certain continuing obligations as set out in the Listing Requirements which include, among others:

- (i) our Company must announce to Bursa Securities concurrently all information required to be publicly disclosed to its domestic regulatory authorities and SGX;
- (ii) our Company must distribute to our securities holders in Malaysia all notices of general meetings, annual reports, accounts and other documents and information required to be distributed in Singapore and/or SGX; and
- (iii) our Company must immediately notify Bursa Securities in writing where it has requested for suspension in trading or a de-listing of our securities listed on SGX or if SGX decides to suspend trading in or de-list our securities on SGX.

The provisions under the Listing Requirements applicable to our Company are additional obligations to be complied with by our Company and are not in conflict with our existing obligations under the SGX Listing Manual.

4.2.5 Approvals required

Our Secondary Listing is not subject to approval from SGX or our shareholders.

However, in order to facilitate our Secondary Listing, we had, via an extraordinary general meeting of our Company held on 11 June 2025, obtained the approval of our shareholders for the amendments to our Constitution which comprise, amongst others, adopting provisions to facilitate the trading and settlement of our Shares on Bursa Securities.

Please refer to Section 2.1 of this Prospectus for the details of approvals and conditions from the relevant authorities for our Secondary Listing.

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4. DETAILS OF OUR SECONDARY LISTING (Cont'd)

4.3 HISTORY OF MARKET PRICES

Our Company is presently listed on the SGX in Singapore. The table sets out the historical trading prices and trading volume for our Shares on the SGX for the following periods:

Period	High (S\$)	Low (S\$)	Average daily trading volume
(i) 3 most recent full financial years			
– FYE 2022	1.530	0.860	5,888,852
– FYE 2023	1.350	0.905	4,993,418
– FYE 2024	1.580	0.965	3,703,806
(ii) Monthly for the most recent 6 months preceding the date of this Prospectus			
– December 2024	1.060	0.965	1,944,276
– January 2025	1.070	1.000	1,619,220
– February 2025	1.100	1.010	1,747,105
– March 2025	1.150	1.020	3,010,475
– April 2025	1.120	0.910	3,480,305
– May 2025	1.190	1.040	2,193,125
Average daily trading volume for the 6 months preceding the LPD			2,343,570 ⁽¹⁾
Free float of UMS Shares			527,567,355 ⁽²⁾
Liquidity turnover (%)⁽³⁾			0.44%

(Source: Bloomberg)

Notes:

- (1) Computed based on the sum of daily trading volumes divided by the total number of trading days during the 6-month period.
- (2) Computed based on the total number of UMS Shares held by public shareholders that excludes the Directors, substantial shareholders and associates of such Directors and substantial shareholders of UMS Group as at the LPD.
- (3) Represents the simple average daily trading volume for the 6 months preceding the date of this Prospectus over the free float of UMS Shares.

The table below set out the highest and lowest prices of our Shares for the full financial quarter for the 2 most recent full financial years and subsequent period:

Period	High (S\$)	Low (S\$)
– January 2023 to March 2023	1.350	1.000
– April 2023 to June 2023	1.130	0.905
– July 2023 to September 2023	1.300	1.020
– October 2023 to December 2023	1.350	1.200
– January 2024 to March 2024	1.580	1.260
– April 2024 to June 2024	1.370	1.020
– July 2024 to September 2024	1.230	0.970
– October 2024 to December 2024	1.090	0.965
– January 2025 to March 2025	1.150	1.000

(Source: Bloomberg)

The closing price of our Shares on SGX as at the LPD was S\$1.16, whilst the closing price of our Shares on SGX on 27 June 2025, being the last trading day before the date of this Prospectus, was S\$1.36.

4. DETAILS OF OUR SECONDARY LISTING (Cont'd)

Our Shares have been regularly traded on the SGX and have daily trading on every market day for the past 3 years up to the LPD. The average daily trading volume for the past 3 most recent FYEs 2022, 2023 and 2024 range from 3,703,806 Shares to 5,888,852 Shares, and the liquidity turnover of our Shares for the past 6 months preceding the LPD is 0.44%. Further, there has been no significant trading suspension for our Shares that occurred in the 3 years preceding the LPD.

4.4 TRADING AND SETTLEMENT IN SECONDARY MARKET

Bursa Securities

The shares to be issued out of, or registered in, the Malaysian register are prescribed securities in accordance with Section 14(1) of the Central Depositories Act. As such, any shares to be issued will be deposited directly with Bursa Depository ("**Deposited Securities**") and no physical share certificates will be issued to shareholders.

In accordance with Section 29 of the Central Depositories Act, all dealings in Deposited Securities will be by book entries through CDS accounts and any dealings in these Deposited Securities will be carried out in accordance with the Central Depositories Act and Rules of Bursa Depository.

Transactions in our Shares traded through Bursa Securities under the book-entry settlement system will be reflected by the seller's CDS account being debited with the number of Shares sold and the buyer's CDS account being credited with the number of Shares acquired. No transfer stamp duty is currently payable for such Shares that are settled on a book-entry basis. However, there is a nominal transfer fee of RM10.00 payable for each transfer not transacted on the market.

Beneficial owners of our Shares which will be traded through Bursa Securities are required under the Rules of Bursa Depository to maintain our Shares in CDS accounts, either directly in their names or through authorised nominees.

In relation to Deposited Securities, a depositor whose name appears in the Record of Depositors maintained by Bursa Depository in accordance with Section 34 of the Central Depositories Act in respect of the Shares/securities of our Company which have been deposited with Bursa Depository shall be deemed to be a shareholder, debenture holder or option holder of our Company, as the case may be, and shall, subject to the provisions of the Central Depositories Act and any regulations made under the MCA, be entitled to the number of shares/securities stated in the Record of Depositors.

Trading of shares of companies listed on Bursa Securities is in "board lots" of 100 shares, or such other quantity as may be prescribed by Bursa Securities. Settlement of trades done on a "ready" basis on Bursa Securities generally takes place on the 2nd Market Day following the transaction date, and payment for the securities is generally settled on the 2nd Market Day following the transaction date.

The transaction costs of dealings in shares on Bursa Securities include, amongst others, trading and clearing fees to be charged on buyers and sellers. The brokerage / brokers' commission in respect of trade of shares on Bursa Securities is charged by the respective brokers.

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4. DETAILS OF OUR SECONDARY LISTING (Cont'd)

A summary of the transaction costs of dealings in shares on Bursa Securities is as follows:

Stamp duty	: The stamp duty is RM1.00 for every RM1,000 (or fractional part) of the transaction value of securities (payable by both buyer and seller). The stamp duty shall be remitted to the maximum of RM1,000.
Clearing fees	: (i) Novated contract (on market transaction) 0.03% of transaction value (payable by both buyer and seller) with a maximum of RM1,000.00 per contract. There is no minimum fee imposed. (ii) Direct business transaction 0.03% of transaction value (payable by both buyer and seller) with a maximum of RM1,000.00 per contract and a minimum of RM10.00.
Brokerage / Brokers' commission	: As charged by the respective brokers.

SGX

Shares listed and traded on the SGX-ST are trading under the book-entry settlement system of the CDP and all dealings in and transactions of Shares through the SGX-ST are effected in accordance with the terms and conditions for the operation of securities accounts with CDP, as amended from time to time.

CDP, a wholly-owned subsidiary of the Singapore Exchange Limited, is incorporated under the laws of Singapore and acts as a depository and clearing organisation. CDP holds securities for its accountholders and facilitates the clearance and settlement of securities transactions between accountholders through electronic book-entry changes in the securities accounts maintained by such accountholders with CDP.

Shares will be registered in the name of CDP or its nominees and held by CDP for and on behalf of persons who maintain, either directly or through depository agents, securities accounts with CDP. The SCA and the Constitution of our Company only recognise the registered owners or holders of the Shares as members. CDP depositors and depository agents on whose behalf CDP holds Shares, may not be accorded the full rights of membership, such as voting rights, the right to appoint proxies, or the right to receive Shareholders' circulars, proxy forms, annual reports, prospectuses and take over documents. CDP depositors and depository agents will be accorded only such rights as CDP may make available to them pursuant to CDP's terms and conditions to act as depository for foreign securities.

Persons holding Shares in a securities account with CDP may withdraw the number of Shares they own from the book-entry settlement system in the form of physical share certificates. Such share certificates will not, however, be valid for delivery pursuant to trades transacted on the SGX-ST, although they will be prima facie evidence of title and may be transferred in accordance with the Constitution of our Company. A fee of S\$10.00 for each withdrawal of 1,000 Shares or less and a fee of S\$25.00 for each withdrawal of more than 1,000 Shares will be payable upon withdrawing the Shares from the book-entry settlement system and obtaining physical share certificates. In addition, a fee of S\$2.00 (or such other amounts as the Directors may decide) will be payable to the Singapore Share Registrar for each share certificate issued, and stamp duty at the rate of 0.2% computed on the last-transacted price is payable where Shares are withdrawn in the name of a third party. Persons holding physical share certificates who wish to trade on the SGX-ST must deposit with the CDP their share certificates together with the duly executed instruments of transfer in favour of the CDP, and have their respective securities accounts credited with the number of Shares deposited before they can effect the desired trades. A fee of S\$10.00 is payable upon the deposit of each instrument of transfer with the CDP.

4. DETAILS OF OUR SECONDARY LISTING (Cont'd)

Transactions in Shares under the book-entry settlement system will be reflected by the seller's securities account being debited with the number of Shares sold and the buyer's securities account being credited with the number of Shares acquired. No transfer stamp duty is currently payable for the transfer of the Shares that are settled on a book-entry basis.

A Singapore clearing fee for trades in Shares on the SGX-ST is payable at the rate of 0.0325% of the transaction value. The clearing fee, instrument of transfer deposit fees and share withdrawal fee are subject to Singapore goods and services tax of 9.0%.

Trading of shares of companies listed on SGX-ST is in "board lots" of 100 shares, or such other quantity as may be prescribed by SGX. Dealings in the Shares will be carried out in S\$ and will be effected for settlement in the CDP on a scripless basis. Settlement of trades on a normal "ready" basis on the SGX-ST generally takes place on the 3rd Market Day following the transaction date, and payment for the securities is generally settled on the following day. The CDP holds securities on behalf of investors in securities accounts. An investor may open a direct securities account with the CDP or a securities sub-account with a depository agent. A depository agent may be a member company of the SGX-ST, bank, merchant bank or trust company.

A summary of the transaction costs of dealings in shares on SGX-ST is as follows:

Stamp duty	: 0.2% computed on the last-transacted price is payable where Shares are withdrawn from CDP in the name of a third party.
Clearing fees	: 0.0325% of the transaction value.
Brokerage / Brokers' commission	: As charged by the respective brokers.
Other applicable fees	: (i) A fee of S\$10.00 for each withdrawal of 1,000 Shares or less and a fee of S\$25.00 for each withdrawal of more than 1,000 Shares.
	(ii) A fee of S\$2.00 (or such other amounts as the Directors may decide) will be payable to the Singapore Share Registrar for each share certificate issued.
	(iii) A fee of S\$10.00 is payable upon the deposit of each instrument of transfer with the CDP.

Upon Listing, dealing in and quotation of our Shares on Bursa Securities and SGX will be in RM and S\$ respectively, and the trading prices of our Shares on both exchanges may differ due to factors such as, among others, currency fluctuations and differences in market liquidity and investor bases.

Details on the risk of differences in trading prices of our Shares on SGX and Bursa Securities are set out in Section 5.3.6 of this Prospectus.

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4. DETAILS OF OUR SECONDARY LISTING (Cont'd)

4.5 MECHANISM FOR REMOVAL OF SHARES FROM THE SINGAPORE REGISTER TO THE MALAYSIAN REGISTER, FOR DEPOSIT INTO BURSA DEPOSITORY

Please note that the process for removal of shares and/or fees payable are subject to change. For the avoidance of doubt, all fees and taxes (including stamp duties) incurred during the process for removal of shares shall be borne by the relevant shareholder.

Investors whose Shares are not held through CDS and who wish to trade their Shares on the Bursa Securities must first arrange to transfer their Shares into their own CDS account with Bursa Depository. Such a CDS account can be held by the investor either directly with Bursa Depository or indirectly through an authorised nominee of ADA or ADM in Malaysia. Additionally, if you wish to trade your Shares on the Main Market of Bursa Securities, please follow the procedures set out below.

You must do the following:

If the shareholder's Shares have been deposited with CDP, the shareholder must first request or instruct his Depository Agent to request on his behalf withdrawal of his Shares from CDP by completing and submitting:

- (a) Request for Withdrawal of Securities Form ("**Withdrawal Form**");
- (b) the duly completed transfer form;
- (c) any other supporting documents prescribed by CDP; and
- (d) the withdrawal fee.

The Shareholder must submit the following to Singapore Share Registrar:

- (i) the duly completed combined removal and delivery instructions form (in duplicate); and
- (ii) the applicable fees and expenses payable to the Singapore Share Registrar and the Malaysian Share Registrar.

CDP will send the duly completed transfer form together with the relevant share certificate registered under the name of CDP to the Singapore Share Registrar.

The Singapore Share Registrar will verify the documents and in the event of any discrepancy, Singapore Share Registrar is entitled to return the relevant documents to you (or your depository agent in Singapore, as the case may be). If the removal request form and the relevant documents are in order, the Singapore Share Registrar will then transmit the relevant documents to Malaysian Share Registrar via email and by courier for the Malaysian Share Registrar to effect the removal and transfer of shares from CDP to the Malaysian Register. Malaysian Share Registrar will arrange with Bursa Depository to credit the Shares into the shareholder's CDS account. The shareholder will also receive a confirmation on the transfer of Shares into his/her CDS account.

You should note that the process of transfer your Shares from CDP to CDS will take at least 12 Market Days to complete, i.e. the process of withdrawal of Shares from CDP until the crediting of the Shares into the shareholder's CDS account. Shareholders are advised to ensure such transfers are completed before they trade in their Shares.

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4. DETAILS OF OUR SECONDARY LISTING (Cont'd)

4.6 MECHANISM FOR WITHDRAWAL OF SHARES FROM BURSA DEPOSITORY, AND REMOVAL FROM THE MALAYSIAN REGISTER TO THE SINGAPORE REGISTER

Please note that the process for removal of shares and/or fees payable are subject to change. For the avoidance of doubt, all fees and taxes (including stamp duties) incurred during the process for removal of shares shall be borne by the relevant shareholder.

Investors whose Shares are not held through CDP and who wish to trade their Shares on the SGX-ST must first arrange to transfer their Shares into their own Singapore securities account with CDP. Such a Singapore securities account can be held by the investor either directly with CDP or indirectly through CDP depository agents in Singapore. Additionally, if you wish to trade your Shares on the SGX-ST, please follow the procedures set out below.

You must do the following:

- (a) If your Shares are held in your CDS account, then you (or your depository agent in Singapore, as the case may be) must submit the following to the Malaysian Share Registrar:
 - (i) The duly completed combined removal, transfer, and delivery instructions form (in duplicate); and
 - (ii) the applicable fees and expenses payable to the Malaysian Share Registrar and the Singapore Share Registrar.
- (b) If your Shares are held by an authorised nominee (the “**Authorised Nominee**”) in an authorised nominee or exempt authorised nominee CDS account, then your Authorised Nominee must submit the following to Malaysian Share Registrar:
 - (i) the duly completed combined removal, transfer, and delivery instructions form (in duplicate); and
 - (ii) the applicable fees and expenses payable to the Malaysian Share Registrar and the Singapore Share Registrar.

In the event your Authorised Nominee is maintaining an omnibus CDS account with Bursa Depository, a confirmation is required from the Authorised Nominee stating that you are the beneficial owner of the Shares in that particular CDS account.

The Malaysian Share Registrar to submit the documents to Bursa Depository for verification and in the event of any discrepancy, Malaysian Share Registrar is entitled to return the relevant documents to you (or your depository agent in Singapore, as the case may be) or the Authorised Nominee, as the case may be. If the transfer request forms and the relevant documents are in order, the Bursa Depository shall take all actions necessary to debit of Shares from your CDS account. The Malaysian Share Registrar will then transmit the relevant documents to Singapore Share Registrar via email and by courier for the Singapore Share Registrar to arrange the issuance of certificates to you or credit of Shares into your CDP account. CDP will then verify the documents submitted and credit the Shares accordingly.

You should note that the process of transfer your Shares from CDS to CDP will take at least 8 Market Days to complete, i.e. the process of withdrawal of Shares from CDS until the crediting of the Shares into the shareholder's CDP account. Shareholders are advised to ensure such transfers are completed before they trade in their Shares.

4. DETAILS OF OUR SECONDARY LISTING (Cont'd)

The transfer of Shares from an investor's CDS account to CDP is regarded as an investment in foreign currency assets that would require shareholders to also comply with the FEP Notices. Shareholders who are residents of Malaysia for the purposes of the FEP Notices and subject to the prevailing FEP Notices in relation to the permitted thresholds for investment abroad may be required to seek the prior approval of BNM should they wish to transfer their Shares from Bursa Securities for trading on the SGX-ST. There is no restriction for a non-resident of Malaysia (for the purpose of the FEP Notices) to subscribe for or purchase securities in Malaysia. See Annexure A of this Prospectus for a brief description of the applicable FEP Notices. You are advised to seek further clarification from your own adviser.

Withdrawal or deposit of shares from or into CDP

Persons holding Shares in a Securities Account with CDP or securities sub-account with a Depository Agent may withdraw any number of Shares they own and obtain physical share certificates by executing a Withdrawal Form and submitting the same, together with the Transfer Form ("**Transfer Form**") pre-signed by the investor(s) as transferee(s) and the withdrawal fee, to CDP. CDP will then sign as transferor and send the duly completed and signed Transfer Form together with share certificate(s) registered under the name of CDP to the Singapore Share Registrar. Upon receipt of the above documents, the Singapore Share Registrar will effect the transfer of Shares from CDP to the investor(s) and issue physical Singapore share certificates in the name of the investor. Such share certificates will not, however, be valid for delivery pursuant to trades transacted on the SGX-ST, although they will be prima facie evidence of title and may be transferred in accordance with our Articles of Association.

Persons holding physical share certificates in their own names and who wish to trade on the SGX-ST must submit to CDP their physical share certificates together with the Request for Deposit of Securities Form for the Deposition of Shares into CDP along with the duly executed Transfer Form in favour of CDP as transferee, to have their respective Securities Accounts or securities sub-accounts credited with the number of Shares before they can effect any trades.

In the absence of unforeseen circumstances, (i) in the case of a deposit of securities into CDP, CDP will credit the securities 12 Market Days or later after the date of lodgement of share certificate(s) with CDP and upon receipt of confirmation from the Singapore Share Registrar that the securities have been registered in the name of CDP or its nominee (as the case may be); and (ii) in the case of a withdrawal of securities into CDP, CDP will debit the securities and lodge with the Singapore Share Registrar the certificates from the securities withdrawn within 6 Market Days from the date of receipt of the Withdrawal Form to affect the registration of the securities to the transferee.

4.7 FUNGIBILITY OF SHARES

Upon our Secondary Listing, all our Shares which are listed and quoted on both the SGX and the Main Market of Bursa Securities will be fully fungible, whereby shareholders holding our Shares on the Singapore register, may request to remove their Shares to the Malaysian register for trading on the Main Market of Bursa Securities by depositing such Shares into a CDS account which is maintained with an ADA/ADM of Bursa Depository and vice versa. Such register removal requests will be subject to the fulfillment of the conditions and criteria of the Singaporean Share Registrar and Malaysian Share Registrar as well as the regulations of CDP and Bursa Depository. Upon listing and quotation on the Main Market of Bursa Securities, all of the Shares that are traded on Bursa Securities will be cleared and settled under the settlement system of Bursa Depository.

As our Shares are fully fungible, our shareholders may request for removal and transfer of Shares from one register/exchange to the other register/exchange (i.e., between Mainboard of SGX and Main Market of Bursa Securities) without any maximum limit (contingent upon compliance with the applicable relevant foreign exchange policies in Malaysia) or minimum number of Shares per removal and transfer request. Our Shares are quoted in S\$ on the Mainboard of SGX and will be quoted in RM on Bursa Securities' Main Market.

4. DETAILS OF OUR SECONDARY LISTING (Cont'd)

Further details on the mechanisms for transfer and deposit of our Shares are detailed in Sections 4.5 and 4.6 of this Prospectus.

Holders of our Shares should take note on the trading hours on the respective exchanges which are as follows:

Exchange	Trading hours
Bursa Securities	9:00 a.m. to 12:30 p.m. 2:30 p.m. to 4:50 p.m.
SGX	9:00 a.m. to 12:00 p.m. 1:00 p.m. to 5:00 p.m.

Holders of our Shares should also take note of the respective Market Days on which both exchanges are open for trading which may differ, further information of which is available on the respective exchanges' websites at www.bursamalaysia.com and www.sgx.com.

4.8 TAX AND LEGAL IMPLICATIONS FOR INVESTING IN UMS SHARES

The taxation and legal consequences of any investment in our Shares will depend on your particular circumstances. It is your responsibility to make your own enquiries concerning the taxation consequences of an investment in our Company.

A general overview of certain Malaysia and Singapore taxation provisions applicable to UMS is set out in Section 14.5 of this Prospectus and is based on current tax and duty law and relevant guidance. The information in Section 14.5 of this Prospectus is not intended as a substitute for investors obtaining independent tax advice in relation to their personal circumstances. In addition, information is set out in Section 14.2 of this Prospectus, Annexure B and Annexure C in relation to certain provisions of our Constitution, summary of the MCA and the SCA with respect to corporate governance, shareholders and minority interest protection and regulation of take-overs and mergers and summary of comparison between the Listing Requirements and the SGX Listing Manual, respectively.

4.9 VOTING RIGHTS AND PARTICIPATION IN ANY EQUITY OFFERINGS BY UMS FOR UMS SHARES HELD IN MALAYSIA

Under the SCA, only those persons whose names are entered on the register of members of such a company are prima facie considered members, with rights to attend and vote at general meetings. Depositors (holding shares jointly with Bursa Depository or its nominee) are recognised as members of our Company by virtue of their names being contained in the Record of Depositors entered in the register of members of our Company at our registered office in Singapore and in the branch register of members of our Company at our Malaysian Agent's office, and hence are accorded the full rights of membership such as voting rights, the right to appoint proxies, the right to receive shareholders' circulars, proxy forms, annual reports, prospectuses and takeover documents.

Depositors will be recognised as members of our Company for so long as the Record of Depositors is entered in the register of members and branch register of our Company.

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4. DETAILS OF OUR SECONDARY LISTING (Cont'd)

There is no difference in the rights of the holders of Shares trading on Bursa Securities in Malaysia to that of the holders of Shares trading on SGX in Singapore. Under the Secondary Listing, for so long as we are listed on Bursa Securities and Shares are deposited with Bursa Depository, the deposited securities of a shareholder of UMS ("**Depositor**") shall be held jointly by Bursa Depository and the Depositor and the name of the Depositor as holder of Shares in Malaysia be entered into the Record of Depositors maintained by Bursa Depository. It is not necessary for the holders of Shares which are trading on SGX to have their UMS Shares placed in Bursa Depository to be held by an exempt authorised nominee. Further voting rights of all holders of our Shares is set out in Sections 14.2 and 14.4 of this Prospectus.

Holders of Shares trading on Bursa Securities will also be entitled to participate in any equity offerings by our Company such as rights issues and bonus issues.

4.10 RATIONALE FOR OUR SECONDARY LISTING

The Secondary Listing is undertaken with the following objectives:

- (i) broaden our investor reach and widen our investor base, and potentially increase liquidity in a region where the market is familiar with our business profile and recognises the fundamental strengths of our business;
- (ii) potentially increase the liquidity for our Shares through separate trading platforms; and
- (iii) to enable us to tap into additional platforms for future fund raising and provide us with the flexibility to access different equity markets to raise funds after taking into consideration investors' demand as well as the cost of raising equity funding on the respective stock exchanges.

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5. RISK FACTORS

YOU SHOULD CAREFULLY CONSIDER THE RISK FACTORS SET OUT BELOW ALONG WITH OTHER INFORMATION CONTAINED ELSEWHERE IN THIS PROSPECTUS BEFORE INVESTING IN OUR COMPANY.

5. RISK FACTORS

5.1 RISKS RELATING TO OUR BUSINESS AND OPERATIONS

5.1.1 We are dependent on our major customers

We are dependent on our major customers, in particular Customer A group of companies who had contributed approximately 67.7%, 66.4%, 74.9% and 68.4% to our Group's total revenue and the only customer for the integrated systems (which are assembled based on designs and specifications of Customer A group of companies) for the Financial Periods Under Review.

Our financial performance will be negatively affected if our major customers reduce or delay purchases from us or purchase at terms that are unfavourable to us, including the pricing and payment terms. We are also susceptible to changes in the strategic direction, supply chain realignment or changes in the procurement policies of our major customers. Furthermore, we face competition from the other contract manufacturers to our major customers for orders and new projects. While we enjoy a good working relationship with our major customers, in particular Customer A group of companies which has been our customer for the past 25 years as at the LPD, there can be no assurance that we will be able to continue our relationship with them in the future.

Our business relationships with some of our major customers are governed by agreements which regulate and at times, restrict our conduct in relation to the protection of their intellectual property, maintenance of quality standards, compliance with local and international regulations and avoidance of conflict of interest, among other matters. If we are unable to maintain our standard of quality and/or consistently meet the requirements of our major customers, we may not be able to maintain our business relationships and/or secure future orders from our major customers. This may adversely and materially affect our financial performance and business prospects.

Our Group has entered into a global supply agreement (including several addendums), including the contract for the supply of integrated systems to Customer A group of companies which contains a tenure with current effective period being from July 2023 to December 2025. In addition to the integrated systems where Customer A group of companies will issue purchase orders to our Group, we also receive ad-hoc orders from Customer A group of companies via purchase orders from time to time for other items which are mainly precision-machined components with low volume. Notwithstanding our long-standing relationship with Customer A group of companies of approximately 25 years as at the LPD and our continuous supply of integrated systems to Customer A group of companies since 2008, there is no assurance that Customer A group of companies will not terminate the global supply agreement, renew or extend the contract for the supply of integrated systems beyond its expiry in December 2025 and/or place new orders or repeat orders via purchase orders in the future. This would also lead to a material adverse impact on our revenue and financial performance if we were unable to secure orders from our other existing customers or new customers in the event Customer A group of companies terminates the global supply agreement and stop placing orders with our Group.

5.1.2 We are dependent on our Executive Directors and Key Senior Management

Our past performance and success have been achieved under the leadership of our Executive Directors and Key Senior Management who were involved in developing our business strategies and managing our operations. We believe our Group's continuing success depends significantly on their performance and our ability to retain them.

5. RISK FACTORS (Cont'd)

Our CEO, Mr. Luong Andy, has 46 years of experience in our industry, and he is supported by our Executive Director and Key Senior Management, namely Loh Meng Chong, Stanley and Gobinath Gunaselan⁽¹⁾, that have accumulated more than 16 years of experience in their respective fields.

We seek to retain and attract competent directors and key senior management personnel through attractive remuneration and benefits as well as providing career development opportunities. However, we cannot provide assurance that our efforts will succeed and shall we fail to retain any one of them (for instance, Gobinath Gunaselan who submitted his notification of resignation to our Company on 3 June 2025), our business operations and ability to compete may be adversely affected.

Note:

- (1) Gobinath Gunaselan had on 3 June 2025 submitted to our Company his notification of resignation with a notice period of 3 months until September 2025. Please refer to Section 9.3 of this Prospectus for further details.

5.1.3 We are exposed to fluctuations in metal raw material prices

We purchase a wide range of metal raw materials including aluminium, steel, copper, brass and nickel for our precision machining and sheet metal fabrication operations. These metal raw materials, or the base metals of these metal raw materials where they are metal alloys, are widely traded on global commodity markets and their prices fluctuate according to demand and supply conditions which are influenced by external events such as the geopolitical environment and global economic growth which are beyond our control or ability to predict these events. Any increase in the prices of metal raw materials over a prolonged period of time may have material negative impact to our financial performance and financial condition. In the Financial Periods Under Review, these raw materials constituted approximately 40.1%, 42.6%, 36.5% and 43.4% of our Group's total purchases respectively.

While we had in the past managed to negotiate with our customers on our prices to cover significant cost increase to our supplies or purchases, there is no assurance that we will be able to pass on any increase in raw material cost to our customers in the future. We may be required to absorb the cost increase in the future and hence, adversely and materially impacting our financial performance and financial position.

5.1.4 We are exposed to risks associated with business combinations, acquisitions and strategic investments

We have a history of acquiring and investing in companies in existing, related or new markets to achieve financial and strategic objectives that ordinarily cannot be attained through organic growth. Some of these acquired companies such as JEP Holdings and SSPL have since successfully enhanced our revenue and competitive strength. We may in the future engage in further business combinations, acquisitions and strategic investments to further grow our business. However, these exercises involve a number of risks to our business and financial conditions. They include the diversion of management attention, failure to realise the synergies and expected revenues from acquired businesses, impairment of acquired business assets due to excessive acquisition price or changes in business conditions, failure to detect undisclosed liabilities and deterioration in our financial condition after financing the acquisitions. If our future business combinations, acquisitions and strategic investments fail to meet our strategic and financial objectives, our financial performance and business prospects may be adversely and materially affected.

5. RISK FACTORS *(Cont'd)*

5.1.5 We are subject to foreign exchange fluctuation risk

Our statutory financial statements are presented in S\$, which is our functional reporting currency. We are subject to foreign exchange fluctuation risk from sales and purchases that are denominated in a currency other than our functional currency in S\$. Our sales are mainly transacted in US\$ and our financial assets are substantially denominated in US\$, which gives rise to potential foreign exchange losses and reduction in our functional currency sales value shall the US\$ depreciates significantly against our functional currency in S\$. The financial results of our Malaysian subsidiaries whose functional currency is in RM must be translated into S\$ on every reporting date. Currency mismatches between sales, purchases, and expenses, as well as timing differences between collections and payments, expose us to fluctuations in exchange rates, including against the S\$. The fluctuation of foreign currency exchange is influenced by various factors that are beyond our control. If we fail to manage foreign exchange risks, our financial performance and financial condition may be adversely and materially affected.

5.1.6 We are dependent on our core team of engineers and skilled production personnel

Our production activities are dependent on the availability of skilled personnels such as our engineers, machinists and welders. We rely on skilled personnels for tasks such as production activities and carrying out design engineering. We may experience difficulties in recruiting new skilled personnels or retain existing skilled personnels especially in a tight labour market condition. We compete with other manufacturing players that may offer more competitive compensation to these skilled personnel. As such, we cannot provide assurance that we will be able to continue to retain and attract skilled personnel for our production operations, which may adversely and materially impact our business operations and financial performance.

5.1.7 Our production operations are subject to disruptions or delays from unexpected or force majeure events that are outside our control

We rely on the smooth running of our production operations to keep up with our production schedules to fulfil customer orders in a timely manner. While we periodically maintain our machinery and equipment to prevent failures and replace defunct machinery and equipment where necessary, there is no assurance that we may not encounter disruptions or unplanned downtime due to various incidents such as unplanned machine downtime, workplace accidents, or force majeure events like natural disasters, fires, or power outages. Disruptions or unplanned downtime interrupts our production processes and may cause delays to our production schedules.

In the event our production operations are disrupted or delayed, we may be required to schedule additional production shifts to meet our production targets, resulting in additional costs to us. The delay of our production schedules may also affect our ability to fulfil the timely delivery of products to our customers. This may lead to cancellation of orders or cessation of future orders by our customers and negatively affect our relationship with them, which may adversely impact our business prospects and financial performance. While we have not experienced any past incidents that have led to production disruptions or unplanned downtimes during the Financial Periods Under Review that have adversely and materially affected our business operations and financial performance, we cannot provide assurance that such incidents will not occur in the future.

5. RISK FACTORS *(Cont'd)*

5.1.8 Our business operations are subject to regulatory requirements

We are required to comply with various regulatory requirements in order to maintain and obtain licenses, certificates and approvals issued by regulatory authorities to carry out our business operations. These licenses, certificates and approvals include manufacturing licenses, fire safety certificates, poisons licenses, hazardous materials handling certificates, office licenses and waste discharge approvals. Our failure to comply with these regulations may result in the suspension or termination of our licenses, certificates and approvals, resulting in our inability to operate our business.

In addition, we are also subject to laws and regulatory acts relating to our employees such as the Employees' Minimum Standards of Housing, Accommodations and Amenities Act 1990 and Employees' Minimum Standards of Housing, Accommodations and Amenities Act 1990 in Malaysia as well as such similar laws and regulatory acts such as the Workplace Safety and Health Act 2006 and Work Injury Compensation Act 2019 in Singapore. We are also subject to laws and regulatory acts relating to environment and safety such as the Occupational Safety and Health Act 1994 and Environmental Quality Act 1974 in the Malaysia as well as the Environmental Protection and Management Act 1999, Radiation Protection Act 2007, Fire Safety Act 1993 and Sewerage and Drainage Act 1999 in Singapore. These laws impose a range of penalties in the event of any non-compliance. While we have enacted internal control procedures to ensure our Group's compliance with the regulatory requirements, we cannot guarantee that we can continue to maintain our regulatory compliance with all the laws and regulations governing our business operations.

Our subsidiaries in Singapore had the following non-compliances in the past where there were:

- (i) fine of S\$1,000 imposed on UMSPL on 16 June 2017 for contravening the Sewerage and Drainage (Trade Effluent) Regulations;
- (ii) fine of S\$2,500 imposed on UMSPL on 24 October 2019 for contravening the Sewerage and Drainage (Trade Effluent) Regulations;
- (iii) fine of S\$3,000 imposed on UMSPL on 3 July 2024 for contravening the Sewerage and Drainage (Trade Effluent) Regulations; and
- (iv) fine of S\$200 imposed on UMS Systems on 5 November 2024 for the late submission of Goods and Services Tax Return for the accounting period ended 30 September 2024.

All of the above fines have been fully settled by the Group and there is no further action taken by the relevant authorities on the above non-compliances.

As at the LPD, certain of our Group's rented properties, namely Lots 1436 and 1437 (as defined in Section 7.22 of this Prospectus) in Simpang Ampat, Pulau Pinang are without CCC. Whilst we have not been subject to any penalty, fine or regulatory actions in relation thereto, there is no assurance that the relevant authorities will not take any regulatory actions or impose any penalty or fine on us for the said non-compliances. Furthermore, notwithstanding the steps or measures to rectify the said non-compliances, there is no guarantee that we will be in full compliance with the relevant laws and regulations governing our business operations in the future. Our failure to comply with the relevant laws and regulations may adversely and materially affect our business operations and financial performance.

For further details on the non-compliances and rectification measures taken or to be taken to address such non-compliances, please refer to Section 7.22 of this Prospectus.

5. RISK FACTORS (Cont'd)

5.1.9 We are subject to the risk of inadequate insurance coverage

We have insurance coverage for our production facilities, personnel, material assets and business operations to protect us against unexpected losses. However, our insurance policies are subject to policy limits that restricts the scope and payouts for loss events. We may experience losses that exceed the policy limits or are out of scope which may force us to bear a portion or all of the losses. Additionally, insurers may adjust the terms, policy limits and insurance premiums to our detriment at our next renewal, which will result in additional cost to us or inadequate insurance coverage.

Moreover, we will be subject to the risk that, in the future, we may not be able to maintain or obtain insurance of the type and amount desired at reasonable rates. If we were to incur a significant liability for which we were not fully insured, it could adversely and materially affect our financial performance.

5.1.10 We are exposed to credit risk in relation to trade receivables

We extend credit terms ranging from 30 to 90 days to our customers who may default on their repayment or exhibit signs of defaulting, forcing us to recognise additional impairments and write-offs which adversely impacts our financial performance. While we assess our customers' credit profile before extending them credit terms, we may not have access to complete and accurate information to correctly assess their credit profile. Furthermore, rapidly evolving business conditions may worsen their financial condition since the start of the credit term. While most of our customers are multinational companies with strong financial standing, we may still face payment disputes due to various issues including billing discrepancies, dissatisfaction of our products and disagreements over delivery schedules or payment terms. If we fail to properly manage or contain our credit risk, our financial performance will be adversely and materially affected.

5.1.11 We are subject to risk of cybersecurity threats that could disrupt our business and cause the loss of confidential information

We are subject to the risk of cybersecurity threats that could compromise our information technology infrastructure resulting in disruptions to our business operations such as interruptions to the development and delivery of our products, preparation and reporting of financial reports and internal communication. We could also suffer loss of confidential information, some of which belongs to our major customers, leading to damage to our business reputation and legal actions against us in relation to our loss of confidential information. While we have not experienced major cybersecurity incidents that have adversely and materially affected our business operations and financial performance in the Financial Periods Under Review, we cannot provide assurance that such incidents will not occur in the future.

5.1.12 Expiry of our pioneer tax status with income tax exemption benefit in Malaysia

In 2010, our subsidiary in Malaysia, Ultimate Machining was granted pioneer tax status for a period of 5 years with another 5 years extension (commencing from 2 March 2011 to 1 March 2021) from MIDA for its production operations related to equipment and parts for the solar, O&G and semiconductor industries. The pioneer tax status provides us with a statutory income tax exemption during the effective period. Subsequently, the pioneer tax status for Ultimate Machining expired in FYE 2021.

In 2017, our subsidiary in Malaysia, Ultimate Manufacturing was granted pioneer tax status for a period of 5 years with another 5 years extension (commencing from 11 August 2017 to 10 August 2027) from MIDA for its integrated systems production operations that we relocated to Malaysia, which allows it to enjoy exemption from income tax. Ultimate Manufacturing successfully received approval from MIDA for the 5 years extension to its pioneer tax status starting from 11 August 2022. During the

5. RISK FACTORS (Cont'd)

FYE 2021, Inland Revenue Board of Malaysia disallowed Ultimate Manufacturing's claim for pioneer status tax incentive for year of assessment 2017 as it had not met the condition of having the stipulated percentage of local employee criteria (i.e. 80% of local employees and 20% of foreigners). In view thereof, Ultimate Manufacturing provided additional tax liabilities for year of assessment 2018 to 2021 in FYE 2021. Ultimate Manufacturing appealed to MIDA in FYE 2021 for a relaxation of conditions of the pioneer tax status and reinstatement of the pioneer tax status which was approved in 2022. Subsequently, Ultimate Manufacturing has made a reversal of tax provision of S\$11.9 million for year of assessment 2018 to 2021 in FYE 2022.

There is no assurance that the said pioneer tax status of Ultimate Manufacturing will not be revoked at any time prior to its expiry on 10 August 2027. In view of the foregoing and in the absence of pioneer tax status, or upon expiry of the said pioneer tax status, Ultimate Manufacturing will not be able to enjoy the exemption from income tax and it will be subject to the statutory income tax in Malaysia which will have adverse impact to our Group's financial performance and conditions.

5.2. RISKS RELATING TO OUR INDUSTRY

5.2.1 We face competition within our industry

We experience stiff competition from existing market players in Asia, especially in Malaysia and Singapore, some of whom serve the same customers as we do. We compete based on product quality, production and cost efficiency, service quality, business reputation, supply chain resiliency and product development. Some of our competitors may have greater financial strength, production capabilities or technological strength than we do.

Additionally, we may face stiffer competition and market saturation resulting from new entrants into our industry. They may also be equipped with newer and more advanced technologies and machineries. The emergence of new market players in countries with lower cost environment may also result in new competitors who have greater cost competitiveness against us. They may also receive significant government incentives and support to gain further market share at our expense. Should that occur, we may be forced to reduce our profit margins to compete successfully against them.

Furthermore, our industry receives tax incentives and other support from the Malaysian Government which we believe may incentivise more new entrants to compete against us. Additionally, the outflow of talent from existing market players to new entrants, or from us to other players, may strengthen our competition against us. We cannot provide assurance that we can continue to successfully compete against other market players in our industry which may adversely and materially affect our financial performance and business prospects.

5.2.2 We are subject to political, economic and end-user market risks

Adverse political, social, and economic events in the countries that we operate could negatively impact our business operations and financial performance. Such events might include, but are not limited to, shifts in political leadership, civil unrest, outbreaks of diseases, economic downturns, trade sanctions, labour strikes, interest rate fluctuations and disruptions in infrastructure or public service.

Our industry is sensitive to changes in the global political and economic environment as we are closely integrated with the global supply chain. Our major customers are multinational corporations from the semiconductor and aerospace industries who will adjust their demand for our products according to the global political and economic conditions. They are subject to policy changes adopted by their respective governments on a wide range of issues including controls on the export of certain

5. RISK FACTORS (Cont'd)

technologies, environmental regulations, tax policies as well as subsidies and grants. Changes in monetary policies and economic growth which can affect factors such as interest rates, currency fluctuations, inflation and overall economic stability may also influence their business strategies. Unfavorable changes in the global political and economic environment may cause our customers to delay, reduce or abandon their plans to engage us.

Imposition of tariffs, quota restrictions or protectionist measures in jurisdictions which our Company operates and/or has business dealings, may cause increase in prices of raw materials and supply chain disruptions which may affect our business operations. In addition, any tariffs and other barriers to trade imposed between governments in various regions, in particular the USA and its trading partners, such as PRC and the European Union, could also lead to disruptions which may affect the availability and costs of raw materials, supplies, machinery and/or equipment, particularly those sourced from and produced in the affected countries, which are required by our Group.

Further, such disruptions may also cause fluctuations in the prices for these items which may cause delay in our Group's product deliveries and/or acquisition of capabilities required to continuously serve our customers. Our business operations, financial condition, results of operations and prospects may be materially and adversely affected if we are unable to mitigate these disruptions.

In January 2025, the Bureau of Industry and Security of Department of Commerce of the USA announced certain revisions to its Export Administration Regulations ("EAR") controls on advanced integrated circuits ("IC") and artificial intelligence ("AI") models aimed to, among others, protect the USA's national security and foreign policy interests and adding new license exceptions to facilitate the export, reexport and transfer of advanced ICs to end users in destinations that do not raise national security or foreign policy concerns. Notwithstanding that our Group's operations and business dealings with our customers (in particular our major customers which are based in the USA) are not directly affected by the said new EAR controls in view that our Group does not involve in manufacturing and supply of IC and AI models and our manufacturing operations are not located in any of the countries which are classified as countries of concern (which include, among others, PRC and Macau) where exports of advanced IC and AI models are restricted, there can be no assurance that our Group's business and financial operations will not be adversely affected by the restrictions which may affect the demand of our customers, such as Customer A group of companies, and in turn our customers' orders for products (in particular, semiconductor equipment) from our Group.

On 2 April 2025, the USA introduced a reciprocal tariff policy, including a 10.0% baseline tariff on all imports and higher tariffs for countries contributing to its trade deficit. Malaysia is subject to a 24.0% tariff under this policy. While the baseline tariff took effect on 5 April 2025, the country-specific tariffs, initially set for 9 April 2025, have been delayed for 90 days to allow further trade negotiations. Although the full effects of the tariffs and outcome of trade negotiations remain uncertain, imposition of such tariffs could negatively impact the global industries such as semiconductor and aerospace which our Group are exposed to, as such tariffs may cause fluctuations and/or increase in prices of raw materials and supplies that could lead to higher operational costs, which in turn may adversely and materially impact our Group's financial performance and business prospects.

Our products experience cyclical effects due to changes in investments in machinery and equipment by end users based on anticipated future demand. Moreover, a significant portion of our products are integrated into end user products that are subsequently exported to other countries. Any negative political and economic developments in these countries could reduce demand from end users, which will adversely and materially impact our Group's financial performance and business prospects.

5. RISK FACTORS (Cont'd)

5.2.3 We are subject to technological changes and advancements

Our products are used by end user industries that experience rapid technological changes and advancements. We manufacture components or integrated systems that are used in end products that have evolved over the years. For instance, a number of the front-end semiconductor equipment we are involved in have underwent several technological upgrades since their initial launch, requiring different components or designs over time. If we fail to anticipate technological changes or are slow to adapt to the technological changes, we may lose existing customers or fail to attract new customers thereby adversely and materially impacting our financial performance and business prospects.

5.3. RISKS RELATING TO THE INVESTMENT IN OUR SHARES

5.3.1 We are a Singapore-incorporated company with primary listing on the SGX, and we are subject to the SCA and the SGX Listing Manual

Our corporate affairs are regulated by our Constitution and the laws of Singapore and the SGX Listing Manual, which may differ from those applicable to companies incorporated in other jurisdictions including Malaysia. These laws and regulation may pertain to wide ranging matters including the rights of our shareholders and the duties of our management and Board. In particular, the rights of shareholders to take legal action against us and our Directors, the protection of interests of minority shareholders, and fiduciary responsibilities owed by our Directors to our Company under Singapore laws, which are to a large extent governed by the common law of Singapore, the SCA and our Constitution, may differ in some respects from those established under statutes and under judicial precedents in Malaysia. We have not been subjected to any warning, action or penalty for any non-compliance or breach of the SCA and/or SGX-ST Listing Manual as at the LPD. However, there is no guarantee of our continuous full compliance with the SCA and SGX Listing Manual in the future which may result in actions or fines to be imposed on us.

Additionally, the nature and scope of publicly available information regarding public companies listed on the SGX may differ from that provided by public companies listed on Bursa Securities and in other jurisdictions. For further details on the summary of comparison between the Listing Requirements and the SGX Listing Manual, please see Annexure C of this Prospectus.

As our Shares' listing on Bursa Securities' Main Market is a secondary listing, we are subject to limited regulatory oversight by Bursa Securities. Under the Listing Requirements, as a foreign corporation with a secondary listing on Bursa Securities, we will primarily adhere to the listing rules of our home exchange in Singapore.

Bursa Securities' role in carrying out any regulatory, disciplinary or enforcement roles against us may be limited. Based on the foregoing, coupled with our shareholders' difficulties in commencing any action or enforcing a judgement obtained in Malaysian courts against us, our non-Malaysia-incorporated subsidiaries and Directors residing outside Malaysia, our shareholders in Malaysia may encounter challenges in protecting their interests as compared to shareholders of a company incorporated in Malaysia.

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5. RISK FACTORS *(Cont'd)*

5.3.2 Investments in our Shares may be affected by foreign exchange controls

Foreign exchange policies in Malaysia are administered by the Foreign Exchange Administration of BNM against capital flows into and out of the country. These policies apply to both residents and non-residents including our conduct concerning the repatriation of funds. Under the current Exchange Control Notices and Foreign Exchange Administration Policies issued by BNM, non-residents are permitted to repatriate any amount of funds, including, divestment proceeds, profits, dividends, interest or any other income arising from investments in Malaysia, subject to applicable reporting requirements, due diligence process by banks and withholding taxes. The transfer of Shares from an investor's CDS account to CDP is regarded as an investment in foreign currency assets that would require shareholders to also comply with the Foreign Exchange Policy issued by the BNM, which include but not limited to seeking prior approval of BNM should they wish to transfer their Shares from Bursa Securities for trading on the SGX-ST.

5.3.3 The value of our Shares and any dividend distributions may be adversely affected by exchange rate fluctuations

Our Shares are listed in S\$ on the SGX and will also be quoted in RM on Bursa Securities' Main Market. Any declared dividends will be issued in S\$ and converted to RM for payment to shareholders on the Main Market of Bursa Securities. As such, the value of dividends received in RM by investors in Malaysia is subject to fluctuations in the exchange rate between S\$ and RM. Additionally, investors who sell our Shares on Bursa Securities and convert the sale proceeds to a currency other than RM will face exchange rate fluctuations between that currency and RM, and vice versa.

5.3.4 Dividend distributions may be adversely affected by our business operations and capital requirements

Notwithstanding our dividend policy as set out in Section 12.13 of this Prospectus, our ability to declare and pay dividends is subject to, among other factors, future financial performance, cash flows, capital expenditure and working capital requirements, future expansion and investment plans. Deterioration in these factors may adversely impact our ability to declare dividends, and consequently, there can be no assurance that we are able to maintain our dividend distribution amounts or even that dividends will be declared. Furthermore, the declaration of any dividends is at the discretion of our Board and may be withheld at any time. Failure to pay dividends, or the payment of dividends below investors' expectations, could adversely affect the market price of our Shares.

5.3.5 There is no integrated trading platform between Bursa Securities and the SGX

As of the LPD, there is no integrated trading platform between Bursa Securities and the SGX. Shares traded on Bursa Securities will be settled via book-entry through the CDS, in accordance with the Rules of Bursa Depository and the SICDA. Conversely, shares traded on the SGX will be settled through the CDP, in accordance with the terms and conditions for the operation of the securities accounts with the CDP. As a result, the trading and settlement of our Shares is governed by different sets of rules by the two exchanges. This could lead to variations in share prices and settlement deadlines even if the Shares are traded concurrently on both exchanges. Please refer to Sections 4.5 and 4.6 of this Prospectus for further details on the transfer and deposit of our Shares.

In addition, there may be a time lag during the transmission of our Shares from one exchange to the other. Shareholders whose Shares are listed on the SGX and who wish to trade their shares on Bursa Securities or vice versa must follow the procedures for the transfer of the Shares between Bursa Securities and the SGX as set out in Sections 4.5 and 4.6 of this Prospectus, to facilitate the trade. Shareholders transmitting Shares are unable to trade the Shares being transmitted until they are

5. RISK FACTORS (Cont'd)

credited into his CDS account or securities account with the CDP, as applicable (“**Transfer Period**”). The Transfer Period will take at least 12 Market Days (for the transfer of Shares from CDP to CDS) or 8 Market Days (for the transfer of Shares from CDS to CDP) to complete. During the Transfer Period, while the Shares are transferred, shareholders will not be able to take advantage of arbitrage opportunities arising from any difference between the price of our Shares on each of Bursa Securities and the SGX. In addition, although the Shares are fully fungible between Bursa Securities and the SGX, there is no assurance that the exchanges will not impose restrictions on your ability to transfer your Shares in the future.

5.3.6 **The Secondary Listing may not develop an active or liquid market on Bursa Securities and negative market conditions impacting any market on which our Shares are listed could affect the price of our Shares on the other market**

There is no public market for our Shares in Malaysia prior to their listing. We are unable to guarantee a trading market for our Shares on Bursa Securities shall develop, or the liquidity of the market if such a market does develop. While we currently plan to keep our Shares listed on both the SGX and Bursa Securities, there is no assurance that our Shares will continue to be listed on either exchange.

Significant variations in trading prices of our Shares may occur between the SGX and Bursa Securities due to factors such as currency fluctuations as well as differences in market liquidity, investor bases, trading participants, exchange trading systems, and other uncontrollable factors. As such, there is no guarantee that the trading prices of our Shares on Bursa Securities will match those on the SGX. Our Shares' trading prices may fluctuate in response to changes in our operational results, general economic conditions, accounting principles, developments affecting us or our competitors, analysts' financial estimates, and other events or factors beyond our control. Price volatility may be influenced by factors unrelated to our operational performance or may be disproportionate to it, making it difficult to benchmark our performance against domestic and international standards.

As our Shares will be listed and quoted on both the SGX and Bursa Securities, general market conditions on both exchanges will affect their prices. Adverse market conditions on the SGX could impact the price of our Shares listed on Bursa Securities and vice versa. Moreover, there may be periods when our Shares are traded on one market while the other market is closed. In such cases, investors with Shares on the closed market may not have the opportunity to sell their Shares even when negative trading conditions resulting in price declines has impacted the open market.

5.3.7 **Forward-looking statements in this Prospectus may not be accurate**

This Prospectus includes forward-looking statements that may include statements other than historical facts, such as those concerning our financial position, business strategies, plans, and future operational objectives. These statements are based on assumptions we deem reasonable as of the date of this Prospectus. These assumptions pertain to our current and future business strategies and the operating environment. Factors influencing these assumptions include general economic and business conditions, competition, new laws and regulations impacting our industry, and government initiatives in the jurisdictions where our Group operates, invests, and transacts.

Forward-looking statements are subject to known and unknown risks, uncertainties, and other factors, resulting in our actual results, performance, or achievements, or industry results, to differ materially from those expressed or implied by these forward-looking statements. Given these uncertainties, the inclusion of forward-looking statements in this Prospectus should not be interpreted as a guarantee or assurance from us or our advisers that such plans and objectives will be realised.

6. INFORMATION ON OUR GROUP

6.1 OUR COMPANY

6.1.1 History and background

Our Company was incorporated in Singapore under the SCA on 17 January 2001 as a public company limited by shares under the name of Norelco Centreline Holdings Limited. Our Group was formed upon a merger with UMS Semiconductor Pte Ltd (now known as UMSPL) in April 2004 and we renamed our Company to Norelco UMS Holdings Limited on 26 April 2005. We changed our name from Norelco UMS Holdings Limited to UMS Holdings Limited on 12 March 2007, and assumed our current name on 5 September 2024.

Our Company was registered as a foreign company with the CCM on 4 October 2024. Our Company was listed on the SESDAQ of the SGX-ST (now known as the Catalyst Board) on 25 May 2001 and subsequently transferred to the Mainboard of the SGX-ST on 5 May 2003.

The principal activity of our Company is investment holding, whilst our Group is principally engaged in the complex precision machining and the fabrication of sheet metal, as well as the provision of related services, such as value-added sub-module assembly, full module assembly services and surface treatment. Our Group primarily serves the semiconductor equipment and aerospace industries as well as other industries such as the E&E industry.

The history of our Company can be traced back to 7 March 1990 with the incorporation of Norelco Centreline Pte Ltd ("**NCPL**"), under the name of Norelco Pte Ltd (now known as UMS Systems), by Koh Pang An in Singapore. In early 1995, NCPL took over the business of precision machining of jigs and fixture parts from a partnership. On 1 July 1999, NCPL acquired Norelco Centreline International Pte Ltd ("**NCI**") (now known as UMS International), a company that was principally involved in the manufacturing of precision-machined components and mechanical assembly mainly for the semiconductor industry. On 1 March 2000, NCPL established a new subsidiary, NCS Engineering Pte Ltd ("**NCSE**") to engage in the design of automated machines. On 4 May 2001, Norelco group of companies underwent a restructuring which saw Norelco Centreline Holdings Limited acquiring NCI and NCSE from NCPL, as well as acquiring NCPL from its existing shareholders. Subsequently in the same year, Norelco Centreline Holdings Limited was listed on the SESDAQ of the SGX-ST (presently known as the Catalyst Board).

UMSPL was incorporated on 22 June 1996 under the name of Uraco Manufacturing Pte Ltd as a joint venture between Andy Luong and Uraco Holdings Limited. UMSPL was principally engaged in the manufacturing of precision components and assembly of front-end semiconductor equipment. In April 2004, UMSPL was fully acquired by NCI through the issuance of 138,283,600 shares at a price of S\$0.7875 per share to UMSPL's shareholders. On 26 April 2005, we renamed our Company to Norelco UMS Holdings Limited.

In 2012, we fully acquired the IMT group of companies comprising of IMTL and IMTPL for a cash consideration of approximately S\$8.2 million and S\$19.8 million respectively. The acquisitions allowed us to gain vacuum welding and tube bending capabilities used to manufacture gas delivery systems that are critical to the production of semiconductor integrated systems. Through acquiring IMTL, we also gained a production facility in California in the USA that is engaged in manufacturing of gas delivery systems for semiconductor equipment. In addition, IMTL had offices in California and Texas.

6. INFORMATION ON OUR GROUP (Cont'd)

In 2016, we acquired a 10% stake in AMSB via subscription of new shares in AMSB for a total consideration of RM145,000. AMSB was principally involved in the manufacturing of aerospace metal components in Malaysia. The acquisition serves our entry to the Malaysian aerospace manufacturing industry. On 13 August 2019, we acquired the remaining 90% equity interest in AMSB from the existing shareholders for purchase consideration of S\$5.2 million. AMSB has been inactive since June 2018, and it has remained inactive throughout the Financial Periods Under Review.

In 2017, we acquired a 51.0% controlling stake in KEPL via subscription of new ordinary shares in KEPL for a total consideration of S\$990,000.

In 2018, we acquired a 70.0% controlling stake in SSPL for a total cash consideration of approximately S\$7.1 million. In the same year, we acquired a 29.5% stake in JEP Holdings, which is listed on the Catalist Board, from the open market for a total cash consideration of approximately S\$28.2 million. Subsequently in 2019, we acquired an additional 10.9% stake in JEP Holdings for a total consideration of approximately S\$6.6 million through a married deal with Ellipsiz Ltd, bringing our total stake in JEP Holdings to 38.8 %. The resulting mandatory conditional cash offer lapsed without us exceeding the minimum 50% voting rights acceptance condition. By 2021, we raised our stake in JEP Holdings to 72.0% after acquiring shares through an off-market transaction, mandatory unconditional cash offer and the open market, thus making JEP Holdings our subsidiary. As we continued to acquire shares from the open market, our stake in JEP Holdings increased to 79.6% as at the LPD.

A summary of our Group's key events and milestones are as set out below:

Year	Key milestones of our Group
1990	<ul style="list-style-type: none"> Incorporation of Norelco Pte Ltd (subsequently renamed to Norelco Precision Engineering Pte Ltd in 1994).
1995	<ul style="list-style-type: none"> Norelco Precision Engineering Pte Ltd (subsequently renamed to NCPL in 1999) took over the business of precision machining of jigs and fixture parts from a partnership.
1996	<ul style="list-style-type: none"> Incorporation of Uraco Manufacturing Pte Ltd (subsequently renamed to UMS Semiconductor Pte Ltd in 2000). UMSPL was incorporated in Singapore as a joint venture between Andy Luong and Uraco. UMSPL was principally engaged in the manufacturing of precision components and assembly of front-end semiconductor equipment.
1999	<ul style="list-style-type: none"> NCPL acquired NCI. NCI was principally involved in the manufacturing of precision-machined components and mechanical assembly mainly for the semiconductor industry.
2001	<ul style="list-style-type: none"> Norelco group of companies underwent a restructuring which saw Norelco Centreline Holdings Limited acquiring NCI and NCSE from NCPL, as well as acquiring NCPL from its existing shareholders. Subsequently in the same year, Norelco Centreline Holdings Limited was listed on SESDAQ of the SGX-ST (presently known as the Catalist Board). Norelco Centreline Holdings Limited was principally engaged in the manufacturing of precision-machined components and sub-assembly of modules for the semiconductor back-end equipment industry, and the design, assembly and integration of equipment and automated assembly lines for the hard disk drive industry.
2003	<ul style="list-style-type: none"> Norelco Centreline Holdings Limited was transferred to the Mainboard of the SGX-ST.

6. INFORMATION ON OUR GROUP (Cont'd)

Year	Key milestones of our Group
2004	<ul style="list-style-type: none"> NCI acquired UMSPL, resulting in the merger of the 2 entities which formed our Group. Through the merger, we were able to serve the hard disk drive as well as front-end and back-end equipment semiconductor customers from Singapore, USA, Malaysia, China and other countries. We have production facilities located across Singapore, Malaysia, and China.
2005	<ul style="list-style-type: none"> We renamed our Company to Norelco UMS Holdings Limited.
2006	<ul style="list-style-type: none"> We incorporated a new subsidiary, UMS Aerospace, to facilitate our diversification into the aerospace industry.
2007	<ul style="list-style-type: none"> We secured our first O&G related contracts worth S\$26.0 million for high precision components used in oil drilling equipment. We renamed our Company to UMS Holdings Limited. We successfully obtained the AS9100:2004 (Quality Management System) certification for the aviation, space and defence industry.
2008	<ul style="list-style-type: none"> We established a new 80,000 sq. ft. production facility in Changi to manufacture critical and high precision aerospace and oilfield service equipment related parts and components. We received our first integrated systems contract from Customer A group of companies, a leading semiconductor equipment company in the USA, who since became our largest customer whom we work closely with. To realise Customer A group of companies' strategy of outsourcing production functions to Asia, we received in-house training and technology transfer from Customer A group of companies. With our improved capabilities, we begin to engage in the higher value-added production of integrated semiconductor systems for the front-end semiconductor equipment industry. Prior to this, our involvement in the semiconductor industry and sales to Customer A group of companies was focused on precision components as well as providing sub-assembly of modules to back-end semiconductor equipment manufacturers. We ceased operations of our production facility in Suzhou, China.
2009	<ul style="list-style-type: none"> We commenced operation at our new 400,000 sq. ft. production facility in Jalan Kebun Baru, Penang which has completed its first and second phase of construction built at a total cost of RM75 million. With the establishment of this plant, we begin shifting high volume production of semiconductor precision components to Malaysia while refocusing Singapore as our corporate headquarters, centre for engineering and product development activities and high value-added production centre for semiconductor integrated systems. By doing so, we benefit from the lower production overheads, labour cost and electricity tariffs in Malaysia.
2010	<ul style="list-style-type: none"> Ultimate Machining was accorded pioneer tax status for a period of 5 years with another 5 years extension upon successful application (starting from 2 March 2011 to 1 March 2021) from MIDA for its production operations related to equipment and parts for the solar, O&G and semiconductor industries. Ultimate Machining successfully received approval from MIDA for the 5 years extension to its pioneer tax status starting from 2 March 2016. The pioneer tax status provides us with a statutory income tax exemption during the effective period.

6. INFORMATION ON OUR GROUP (Cont'd)

Year	Key milestones of our Group
2012	<ul style="list-style-type: none"> We fully acquired the IMT group of companies comprising of IMTL and IMTPL for a cash consideration of approximately S\$8.2 million and S\$19.8 million, respectively. The acquisitions provided us with vacuum welding and tube bending capabilities used to manufacture gas delivery systems that are critical to the production of semiconductor integrated systems. IMTL has a production facility in California in the USA. IMTL also had offices in California and Texas. We adopted a quarterly cash dividend policy.
2015	<ul style="list-style-type: none"> We completed the relocation of high-volume production of semiconductor precision components from Singapore to our Penang production facility. As such, we vacated our 25 Changi North Rise factory upon its lease expiry.
2016	<ul style="list-style-type: none"> We acquired a 10% stake in AMSB via subscription of new shares in AMSB for a total consideration of RM145,000. AMSB was principally involved in the manufacturing of aerospace metal components in Malaysia. On 13 August 2019, we acquired the remaining 90% equity interest in AMSB from the existing shareholders. Since June 2018, AMSB became inactive as it was unable to secure customer orders, and it has remained inactive throughout the Financial Periods Under Review.
2017	<ul style="list-style-type: none"> We acquired a 51.0% controlling stake in KEPL via subscription of new shares in KEPL for a total consideration of S\$990,000. KEPL is involved in providing water and chemical engineering solutions to the O&G, power generation and chemical industries in Asia, Africa and South America. It designs and fabricates electro-chlorination systems as well as undertakes electro-chlorination plant projects. We relocated the integrated systems production to our Penang production facility from Singapore to reduce our operational and overhead cost and gain production efficiencies by consolidating the production of integration systems and components to a single region. Ultimate Manufacturing received approval for pioneer tax status for a period of 5 years with another 5 years extension upon successful application (starting from 11 August 2017 to 10 August 2027) from MIDA for its integrated systems production operations that we relocated to Malaysia. Ultimate Manufacturing successfully received approval from MIDA for the 5 years extension to its pioneer tax status starting from 11 August 2022.
2018	<ul style="list-style-type: none"> We acquired a 29.5% stake in JEP Holdings which is listed on the Catalist Board from the open market for a total cash consideration of approximately S\$28.2 million. Through its subsidiaries, JEP Holdings was principally engaged in the precision machining and engineering services mainly to the aerospace industry, as well as the semiconductor and O&G industries. The acquisition serves to expand our customer base further beyond the semiconductor industry. We acquired a 70.0% controlling stake in SSPL for a total cash consideration of approximately S\$7.1 million. SSPL is principally involved in the distribution of metal and aluminium alloy products to the engineering support industry among others and was already a supplier to us prior to the acquisition. The acquisition serves to provide us with cost savings from the vertical integration with the upstream business of raw material sourcing and distribution. We consolidated our office operations in the USA to the office in California, resulting in the closure of our Texas office, as part of our efforts to reduce expenses.

6. INFORMATION ON OUR GROUP (Cont'd)

Year	Key milestones of our Group
2019	<ul style="list-style-type: none"> We acquired an additional 10.9% stake in JEP Holdings for a total consideration of approximately S\$6.6 million through a married deal with Ellipsiz Ltd, bringing our total stake in JEP Holdings to 38.8%. The resulting mandatory conditional general offer lapsed without us exceeding the minimum 50% voting rights acceptance condition.
2020	<ul style="list-style-type: none"> SSPL acquired a neighbouring factory building with a land area of 15,193 sq. ft. next to its existing warehouse in Gul Lane, Singapore for a cash consideration of approximately S\$3.3 million to cater to its growing metal supplies distribution business.
2021	<ul style="list-style-type: none"> Our market capitalisation exceeded S\$1.00 billion for the first time since our listing in 2001. After acquiring shares through an off-market transaction, mandatory unconditional cash offer and the open market, we raised our stake in JEP Holdings to 72.0%, making it our subsidiary.
2022	<ul style="list-style-type: none"> We were named in the Forbes Asia's Best Under a Billion list which recognises the top 200 outperforming small to medium size publicly traded companies with revenue ranging from US\$10.0 million to US\$1.00 billion in the Asia-Pacific region. Ultimate Manufacturing's pioneer tax status was reinstated after it was revoked by the Malaysian Government when it failed to meet the local employee criteria (80% locals: 20% foreigners). We have decided to scale down the operations of KEPL upon the complete delivery of its remaining projects. We were selected as runner up for Most Transparent Company (Technology Category) in the Investors' Choice Award 2022 held by the Securities Investors Association (Singapore).
2023	<ul style="list-style-type: none"> We were named in the Forbes Asia's Best Under a Billion list for the second consecutive year. We were added into the MSCI Global Small Cap Index in the MSCI February review. We won the Centurion Club Award 2023 in the "Highest Growth in Profit After Tax Over 3 Years" category.
2024	<ul style="list-style-type: none"> We received the CCC for our new production facility at Penang Science Park North with a built-up area of approximately 19,084 sq m (equivalent to approximately 213,168 sq ft) and land area of approximately 29,299 sq m (equivalent to approximately 315,372 sq ft) built at a cost of approximately RM234.29 million as at 31 December 2024, including the investments on machinery and equipment. The production facility is focused on the production of medium and large format products, special processes and modular assembly of products for our new key customer, namely Customer H group of companies, who is a leading semiconductor equipment manufacturer in the USA. We acquired two plots of land, namely Plot P30 and P30A, where the new production facility is situated, in November 2020 and October 2020, respectively. We received approval from authority in March 2021 to commence construction of the new production facility, which consists of a plant in Plot P30 for precision components manufacturing operations and another in Plot P30A for cleanroom and assembly operations. The construction of both plants at Plot P30 and P30A was completed in July 2023 with the Certificates of Practical Completion issued for both plants and subsequently obtained the CCC in December 2023 and April 2024, respectively. In June 2023, we commenced the installation of new machineries, and subsequently commenced operations at our new production

6. INFORMATION ON OUR GROUP (Cont'd)

Year	Key milestones of our Group
	<p>facility (both plants at Plot P30 and P30A) in Penang Science Park North in March 2024.</p> <ul style="list-style-type: none"> We acquired an additional 21,760 sq m (equivalent to approximately 234,229 sq ft) industrial land next to our existing Penang production facility in Penang Science Park North for a consideration of RM15.2 million for future expansion. We were ranked among the top 10 constituents of the MSCI Singapore IMI Islamic (USD) Index. We renamed our Company to UMS Integration Limited.

6.1.2 Share capital

Our issued share capital is S\$188,223,354.77, comprising 710,535,941 Shares as at the LPD.

The changes in our issued share capital for the past 3 years preceding the LPD are as follows:

Date of allotment	No. of Shares allotted	Consideration	Type of issue	Cumulative issued share capital	
				No. of Shares	RM
27 February 2024	40,000,000	⁽¹⁾ S\$51,600,000	Private placement	710,535,941	S\$188,223,355

Note:

- (1) Based on the issue price of S\$1.29 per placement Share represented a discount of approximately 6.94% to the volume weighted average price of the Shares for trades done on the SGX-ST on 25 January 2024, being the last full market day preceding the date on which the placement agreement was signed.

As at the LPD, we do not have any outstanding warrants, options, convertible securities and uncalled capital in respect of the Shares in our Company.

As at the LPD, there are no Shares being held as treasury shares.

During the last financial year up to the LPD, there were no:

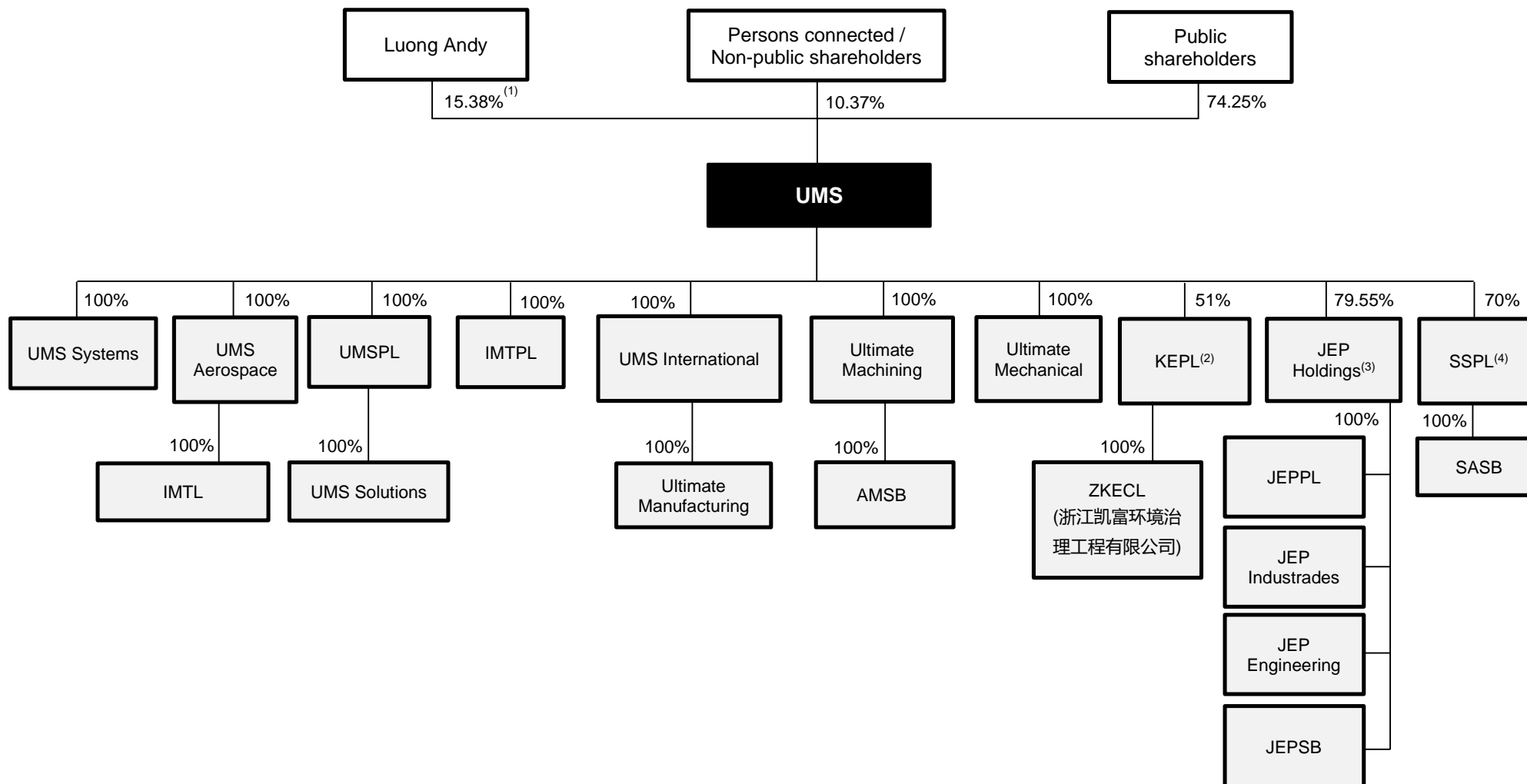
- (i) public take-over offers by third parties in respect of our Shares; and
- (ii) public take-over offers by our Company in respect of other companies' securities.

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6. INFORMATION ON OUR GROUP (Cont'd)

6.2 OUR GROUP STRUCTURE

An overview of our group structure as at the LPD is as follows:



6. INFORMATION ON OUR GROUP *(Cont'd)*

Notes:

- (1) Pursuant to Section 4 of the SFA, Luong Andy is deemed to be interested in 108,963,286 Shares held through UBS AG Singapore which is a nominee which holds the Shares in custodian accounts for Luong Andy, 71 Trust LLC and SY Private Trust LLC.
- (2) The remaining 49% equity interest in KEPL is held by Teo Kim Ann (director of KEPL), Full City Investments Limited (an investment holding company owned by our Promoter) and Loh Meng Chong, Stanley (our Executive Director).
- (3) The remaining 20.45% equity interest in JEP Holdings is held by public investors, certain directors and persons connected to JEP Holdings.
- (4) The remaining 30% equity interest in SSPL is held by Luah Kian Tiong (director of SSPL) and Yue Chee San (Yu Zhishan) (an unrelated 3rd party of our Group, she was a director of SSPL prior to her disposal of 20% equity interest in SSPL to our Company in 2018).

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6. INFORMATION ON OUR GROUP (Cont'd)

6.3 OUR SUBSIDIARIES

Our subsidiaries as at the LPD are as follows:

Name / (registration number)	Date and country of incorporati on	Share capital RM (unless otherwise stated)	Our effective equity interest (%)	Principal activities
Subsidiaries of UMS				
IMTPL (200414231N)	2 November 2004 Singapore	S\$1	100.00	Manufacturing and assembly of stainless steel gaslines and weldment
Ultimate Machining (200701026244 (784265W))	10 August 2007 Malaysia	75,000,000	100.00	Manufacturing of precision machining components, assembly and integration of equipment and automated assembly lines
Ultimate Mechanical (201901018625 (1327954U))	27 May 2019 Malaysia	23,500,000	100.00	Inactive
UMS Aerospace (200612594C)	30 August 2006 Singapore	S\$20,000,000	100.00	Precision machining of machine parts for oilfield precision component manufacturers and other industries
UMS International (199308312D)	16 December 1993 Singapore	S\$500,003	100.00	Investment holding
UMSPL (199604562C)	22 June 1996 Singapore	S\$17,740,000	100.00	Investment holding, precision machining of medical and wafer fabrication equipment, parts manufacturers, providing electroplating and anodising services
UMS Systems (199001052E)	7 March 1990 Singapore	S\$2,000,000	100.00	Assembly and integration of equipment and automated assembly lines
JEP Holdings (199401749E)	12 March 1994 Singapore	S\$52,309,074	79.55	Investment holding and provision of management services to its subsidiaries

6. INFORMATION ON OUR GROUP (Cont'd)

Name / (registration number)	Date and country of incorporati on	Share capital RM (unless otherwise stated)	Our effective equity interest (%)	Principal activities
SSPL (200601647K)	8 February 2006 Singapore	S\$500,000	70.00	Trading of non-ferrous metal alloys
KEPL (200823022Z)	12 December 2008 Singapore	S\$1,739,500	51.00	Manufacturing and repairing of waste water treatment equipment, supply of environmentally-friendly electrolyte water disinfection system and other related products
Subsidiary of Ultimate Machining				
AMSB (201201035910 (1020392-X))	10 October 2012 Malaysia	2,745,000	100.00	Inactive
Subsidiary of UMS Aerospace				
IMTL (202105010795)	23 October 1998 USA	US\$5,847,925	100.00	Stainless steel gaslines and weldment manufacturing and assembly
Subsidiary of UMS International				
Ultimate Manufacturing (199501036923 (366125X))	7 November 1995 Malaysia	11,000,000	100.00	Manufacturing of wafer deposition equipment and related modules for the front end semiconductor industry
Subsidiary of UMSPL				
UMS Solutions (200208854Z)	10 October 2002 Singapore	S\$8,398,800	100.00	Investment property holding
Subsidiary of JEP Holdings				
JEP Engineering (199004899W)	4 October 1990 Singapore	S\$1,000,000	79.55	Large format precision engineering and equipment fabrication service
JEP Industrades (198602591K)	18 November 1986 Singapore	S\$999,000	79.55	Manufacturer, importers and exporters, traders, agents, repairs of precision machineries, carbide cutting tools, hardware, industrial equipment and engineering works

6. INFORMATION ON OUR GROUP (Cont'd)

Name / (registration number)	Date and country of incorporati on	Share capital RM (unless otherwise stated)	Our effective equity interest (%)	Principal activities
JEPSB (201901039105 (1348435D))	30 October 2019 Malaysia	24,700,000	79.55	Steel structure fabrication and high precision machining for aerospace, semiconductor and oil and gas industries
JEPPL (199000194R)	12 January 1990 Singapore	S\$15,553,614	79.55	Precision engineering works for parts used mainly in the aerospace, oil and gas industries, and other general engineering and machinery works
Subsidiary of SSPL				
SASB (201801033157 (1295184V))	14 September 2018 Malaysia	300,000	70.00	Supply of ferrous and non-ferrous metals and general wholesale trade (including general importers and exporters)
Subsidiary of KEPL				
ZKECL (91330600MA29 D5HJ7B)	1 August 2017 China	S\$2,300,000	51.00	Inactive

The details of our subsidiaries as at the LPD are as follows:

6.3.1 IMTPL

IMTPL was incorporated in Singapore under the SCA as a private company limited by shares under its present name on 2 November 2004. IMTPL is principally involved in manufacturing and assembly of stainless steel gaslines and weldment.

The principal place of business of IMTPL is at 23, Changi North Crescent, Singapore, 499616.

The issued share capital of IMTPL is S\$1 comprising 1 ordinary share. There has been no change in the issued share capital of IMTPL for the past 3 years preceding the LPD.

IMTPL is our wholly-owned subsidiary. As at the LPD, IMTPL does not have any subsidiary, associate or joint venture companies.

6.3.2 Ultimate Machining

Ultimate Machining was incorporated in Malaysia under the Companies Act 1965 of Malaysia on 10 August 2007 and deemed registered under the MCA as a private limited company under its present name. Ultimate Machining is principally involved in the manufacturing of precision machining components, assembly and integration of equipment and automated assembly lines.

6. INFORMATION ON OUR GROUP (Cont'd)

The principal place of business of Ultimate Machining is at 1058, Jalan Kebun Baru, Juru, Seberang Perai Tengah, 14100 Simpang Ampat, Pulau Pinang.

The issued share capital of Ultimate Machining is RM75,000,000 comprising 75,000,000 ordinary shares. There has been no change in the issued share capital of Ultimate Machining for the past 3 years preceding the LPD.

Ultimate Machining is our wholly-owned subsidiary. As at the LPD, the direct subsidiary of Ultimate Machining is AMSB, details of which are set out in Section 6.3.11 of this Prospectus. As at the LPD, Ultimate Machining does not have any associate or joint venture.

6.3.3 Ultimate Mechanical

Ultimate Mechanical was incorporated in Malaysia under the MCA on 27 May 2019 as a private limited company under its present name. Ultimate Mechanical is currently inactive.

The principal place of business of Ultimate Mechanical is at 1058, Jalan Kebun Baru, Juru, Seberang Perai Tengah, 14100 Simpang Ampat, Pulau Pinang.

The issued share capital of Ultimate Mechanical is RM23,500,000 comprising 23,500,000 ordinary shares. There has been no change in the issued share capital of Ultimate Mechanical for the past 3 years preceding the LPD.

Ultimate Mechanical is our wholly-owned subsidiary. As at the LPD, Ultimate Mechanical does not have any subsidiary, associate or joint venture companies.

6.3.4 UMS Aerospace

UMS Aerospace was incorporated in Singapore under the SCA as a private company limited by shares under its present name on 30 August 2006. UMS Aerospace is principally involved in precision machining of machine parts for oilfield precision component manufacturers and other industries.

The principal place of business of UMS Aerospace is at 23, Changi North Crescent, Singapore, 499616.

The issued share capital of UMS Aerospace is S\$20,000,000 comprising 20,000,000 ordinary shares. There has been no change in the issued share capital of UMS Aerospace for the past 3 years preceding the LPD.

UMS Aerospace is our wholly-owned subsidiary. As at the LPD, the direct subsidiary of UMS Aerospace is IMTL, details of which are set out in Section 6.3.12 of this Prospectus. As at the LPD, UMS Aerospace does not have any associate or joint venture companies.

6.3.5 UMS International

UMS International was incorporated in Singapore under the SCA on 16 December 1993 as a private company limited by shares under the name of Centreline Engineering (S) Pte Ltd. It changed its name to Norelco Centreline International Pte Ltd on 28 September 2000 and assumed its current name on 2 January 2009. UMS International is principally involved in investment holding.

The principal place of business of UMS International is at 23, Changi North Crescent, Singapore, 499616.

The issued share capital of UMS International is S\$500,003 comprising 500,003 ordinary shares. There has been no change in the issued share capital of UMS International for the past 3 years preceding the LPD.

6. INFORMATION ON OUR GROUP (Cont'd)

UMS International is our wholly-owned subsidiary. As at the LPD, the direct subsidiary of UMS International is Ultimate Manufacturing, details of which are set out in Section 6.3.13 of this Prospectus. As at the LPD, UMS International does not have any associate or joint venture companies.

6.3.6 UMSPL

UMSPL was incorporated in Singapore under the SCA on 22 June 1996 as a private company limited by shares under the name of Uraco Manufacturing Pte Ltd. It changed its name to United Manufacturing Semiconductor Pte Ltd on 16 December 1999, UMS Semiconductor Pte Ltd on 12 January 2000, UMS Pte Ltd on 2 January 2009, UMS Semiconductor Pte Ltd on 13 January 2009 and assumed its current name on 1 July 2009. UMSPL is principally involved in investment holding, precision machining of medical and wafer fabrication equipment, parts manufacturers, providing electroplating and anodising services.

The principal place of business of UMSPL is at 23, Changi North Crescent, Singapore, 499616.

The issued share capital of UMSPL is S\$17,740,000 comprising 177,400,000 ordinary shares. There has been no change in the issued share capital of UMSPL for the past 3 years preceding the LPD.

UMSPL is our wholly-owned subsidiary. As at the LPD, the direct subsidiary of UMSPL is UMS Solutions, details of which are set out in Section 6.3.14 of this Prospectus. As at the LPD, UMSPL does not have any associate or joint venture companies.

6.3.7 UMS Systems

UMS Systems was incorporated in Singapore under the SCA on 7 March 1990 as a private company limited by shares under the name of Norelco Pte Ltd. It changed its name to Norelco Precision Engineering Pte Ltd on 23 May 1994, Norelco Centreline Pte Ltd on 18 June 1999 and subsequently to Norelco UMS Pte Ltd on 29 June 2005 before assuming its current name on 27 November 2006. UMS Systems is principally involved in assembly and integration of equipment and automated assembly lines.

The principal place of business of UMS Systems is at 23, Changi North Crescent, Singapore, 499616.

The issued share capital of UMS Systems is S\$2,000,000 comprising 2,000,000 ordinary shares. There has been no change in the issued share capital of UMS Systems for the past 3 years preceding the LPD.

UMS Systems is our wholly-owned subsidiary. As at the LPD, UMS Systems does not have any subsidiary, associate or joint venture companies.

6.3.8 JEP Holdings

JEP Holdings was incorporated in Singapore under the SCA on 12 March 1994 as a private company by shares under the name of Alantac Engineering (S) Pte Ltd. It changed its name to Alantac Technology Pte Ltd on 17 August 2004 and subsequently converted to a public company and assumed the name of Alantac Technology Ltd on 24 August 2004. It assumed its current name on 6 May 2010. JEP Holdings is principally involved in investment holding and provision of management services to its subsidiaries.

The principal place of business of JEP Holdings is at 16 Seletar Aerospace Crescent, Singapore 797567.

As at the LPD, we own 79.55% of JEP Holdings. The remaining shareholders of JEP Holdings are public investors, certain directors and persons connected to JEP Holdings and persons connected to UMS.

6. INFORMATION ON OUR GROUP (Cont'd)

The issued share capital of JEP Holdings is S\$52,309,074 comprising 413,944,721 ordinary shares of which there are 920,700 treasury shares as at the LPD. There has been no change in the issued share capital of JEP Holdings for the past 3 years preceding the LPD.

JEP Holdings is a direct subsidiary of UMS. As at the LPD, the direct subsidiaries of JEP Holdings are JEP Engineering, JEP Industrades, JEPSB and JEPPL, details of which are set out in Sections 6.3.15 to 6.3.18 of this Prospectus. As at the LPD, JEP Holdings does not have any associate or joint venture companies.

6.3.9 SSPL

SSPL was incorporated in Singapore under the SCA as a private company limited by shares under its present name on 8 February 2006. SSPL is principally involved in trading of non-ferrous metal alloys.

The principal place of business of SSPL is at 34 Gul Lane, Singapore 629428.

As at the LPD, we own 70.0% of SSPL. The remaining shareholders of SSPL are Luah Kian Tiong (15.0%) and Yue Chee San (Yu Zhishan) (15.0%).

The issued share capital of SSPL is S\$500,000 comprising 500,000 ordinary shares. There has been no change in the issued share capital of SSPL for the past 3 years preceding the LPD.

SSPL is a direct subsidiary of UMS. As at the LPD, the direct subsidiary of SSPL is SASB, details of which are set out in Section 6.3.19 of this Prospectus. As at the LPD, SSPL does not have any associate or joint venture companies.

6.3.10 KEPL

KEPL was incorporated in Singapore under the SCA as a private company limited by shares under its present name on 12 December 2008. KEPL is principally involved in manufacturing and repairing of waste water treatment equipment, supply of environmentally-friendly electrolyte water disinfection system and other related products.

The principal place of business of KEPL is at 23, Changi North Crescent, Singapore, 499616.

As at the LPD, we own 51.0% of KEPL. The remaining shareholders of SSPL are Teo Kim Ann (26.0%), Full City Investments Limited (21.5%) and Loh Meng Chong, Stanley (1.5%).

The issued share capital of KEPL is S\$1,739,500 comprising 2,093,595 ordinary shares. There has been no change in the issued share capital of KEPL for the past 3 years preceding the LPD.

KEPL is a direct subsidiary of UMS. As at the LPD, the direct subsidiary of KEPL is ZKECL, details of which are set out in Section 6.3.20 of this Prospectus. As at the LPD, KEPL does not have any associate or joint venture companies.

6.3.11 AMSB

AMSB was incorporated in Malaysia under the Companies Act 1965 of Malaysia on 10 October 2012 and deemed registered under the MCA as a private limited company under the name of All Star Fortress Sdn Bhd. AMSB assumed its current name on 22 February 2016. AMSB is currently inactive.

The principal place of business of AMSB is at 1058, Jalan Kebun Baru, Juru, 14100 Simpang Ampat, Pulau Pinang.

6. INFORMATION ON OUR GROUP (Cont'd)

The issued share capital of AMSB is RM2,745,000 comprising 2,745,000 ordinary shares. There has been no change in the issued share capital of AMSB for the past 3 years preceding the LPD.

AMSB is a direct subsidiary of Ultimate Machining. As at the LPD, AMSB does not have any subsidiary, associate or joint venture companies.

6.3.12 IMTL

IMTL was incorporated in the USA under the laws of the State of California, USA on 23 October 1998 as a corporation. It was converted to a limited liability company on 1 February 2021. IMTL is principally involved in the business of producing process gasline and vacuum weldments for the semiconductor industry and facilitating purchases for our Group.

The principal place of business of IMTL is at 1477 N. Milpitas Boulevard, Milpitas, California, 95035.

The issued share capital of IMTL is US\$5,847,925 comprising 5,535,435 ordinary shares. There has been no change in the issued share capital of IMTL for the past 3 years preceding the LPD.

IMTL is a direct subsidiary of UMS Aerospace. As at the LPD, IMTL does not have any subsidiary, associate or joint venture companies.

6.3.13 Ultimate Manufacturing

Ultimate Manufacturing was incorporated in Malaysia under the Companies Act 1965 of Malaysia on 7 November 1995 and deemed registered under the MCA as a private limited company under the name of Centretechnics Engineering Works (P) Sdn Bhd. It changed its name to Norelco Centreline (PG) Sdn Bhd on 4 November 1999, Norelco Centreline (M) Sdn Bhd on 14 August 2002 and subsequently to Norelco-UMS (M) Sdn Bhd on 26 May 2005 before assuming its current name on 9 October 2006. Ultimate Manufacturing is principally involved in the manufacturing of wafer deposition equipment and related modules for the front end semiconductor industry.

The principal place of business of Ultimate Manufacturing is at 1058, Jalan Kebun Baru, Juru, 14100 Simpang Ampat, Pulau Pinang.

The issued share capital of Ultimate Manufacturing is RM11,000,000 comprising 11,000,000 ordinary shares. There has been no change in the issued share capital of Ultimate Manufacturing for the past 3 years preceding the LPD.

Ultimate Manufacturing is a direct subsidiary of UMS International. As at the LPD, Ultimate Manufacturing does not have any subsidiary, associate or joint venture companies.

6.3.14 UMS Solutions

UMS Solutions was incorporated in Singapore under the SCA as a private company limited by shares under its present name on 10 October 2002. UMS Solutions is principally involved in investment property holding.

The principal place of business of UMS Solutions is at 25, Changi North Crescent Singapore, 499617.

The issued share capital of UMS Solutions is S\$8,398,800 comprising 8,398,800 ordinary shares. Save as disclosed below, there has been no change in the issued share capital of UMS Solutions for the past 3 years preceding the LPD.

6. INFORMATION ON OUR GROUP (Cont'd)

UMS Solutions is a direct subsidiary of UMSPL. As at the LPD, UMS Solutions does not have any subsidiary, associate or joint venture companies.

6.3.15 JEP Engineering

JEP Engineering was incorporated in Singapore under the SCA as a private company limited by shares on 4 October 1990 under the name of Dolphin Industrial Hardware Supplies Pte Ltd. It changed its name to Dolphin Engineering Industries Pte Ltd on 14 January 2000 and subsequently to Dolphin Engineering Pte Ltd on 2 November 2009 before assuming its current name on 3 March 2025. JEP Engineering is principally involved in large format precision engineering and equipment fabrication service.

The principal place of business of JEP Engineering is at 2, Loyang Way 4, Singapore, 507098.

The issued share capital of JEP Engineering is S\$1,000,000 comprising 1,000,000 ordinary shares. There has been no change in the issued share capital of JEP Engineering for the past 3 years preceding the LPD.

JEP Engineering is a direct subsidiary of JEP Holdings. As at the LPD, JEP Engineering does not have any subsidiary, associate or joint venture companies.

6.3.16 JEP Industrades

JEP Industrades was incorporated in Singapore under the SCA as a private company limited by shares under its present name on 18 November 1986. JEP Industrades is principally involved in the business of manufacturer, importers and exporters, traders, agents, repairs of precision machineries, carbide cutting tools, hardware, industrial equipment and engineering works.

The principal place of business of JEP Industrades is at 16, Seletar Aerospace Crescent, Singapore, 797567.

The issued share capital of JEP Industrades is S\$999,000 comprising 999,000 ordinary shares. There has been no change in the issued share capital of JEP Industrades for the past 3 years preceding the LPD.

JEP Industrades is a direct subsidiary of JEP Holdings. As at the LPD, JEP Industrades does not have any subsidiary, associate or joint venture companies.

6.3.17 JEPSB

JEPSB was incorporated in Malaysia under the MCA on 30 October 2019 as a private limited company under the name of Dolphin Manufacturing Solutions Sdn Bhd. JEPSB assumed its current name on 15 September 2022. JEPSB is principally involved in steel structure fabrication and high precision machining for aerospace, semiconductor and oil and gas industries.

The principal place of business of JEPSB is at Lot P30A, Lorong PSPN 9, Penang Science Park North, Mukim 13, Seberang Perai Tengah, 14100 Simpang Ampat, Pulau Pinang.

The issued share capital of JEPSB is RM24,700,000 comprising 24,700,000 ordinary shares. Save as disclosed below, there has been no change in the issued share capital of JEPSB for the past 3 years preceding the LPD:

6. INFORMATION ON OUR GROUP (Cont'd)

<u>Date of allotment</u>	<u>No. of ordinary shares</u>	<u>Consideration</u>	<u>Cumulative issued share capital (RM)</u>
29 December 2022	3,500,000	Cash	17,600,000.00
28 June 2023	7,100,000	Cash	24,700,000.00

JEPSB is a direct subsidiary of JEP Holdings. As at the LPD, JEPSB does not have any subsidiary, associate or joint venture companies.

6.3.18 JEPPL

JEPPL was incorporated in Singapore under the SCA as a private company limited by shares under its present name on 12 January 1990. JEPPL is principally involved in precision engineering works for parts used mainly in the aerospace, oil and gas industries, and other general engineering and machinery works.

The principal place of business of JEPPL is at 16, Seletar Aerospace Crescent, Singapore, 797567.

The issued share capital of JEPPL is S\$15,553,614 comprising 4,069,494 ordinary shares. There has been no change in the issued share capital of JEPPL for the past 3 years preceding the LPD.

JEPPL is a direct subsidiary of JEP Holdings. As at the LPD, JEPPL does not have any subsidiary, associate or joint venture companies.

6.3.19 SASB

SASB was incorporated in Malaysia under the MCA as a private company limited by shares under its current name on 14 September 2018. SASB is principally involved in the supply of ferrous and non-ferrous metals and general wholesale trade (including general importers and exporters).

The principal place of business of SASB is at Lots 1436 and 1437, Jalan Kebun Baru, Juru Estate, 14100 Simpang Ampat, Pulau Pinang.

The issued share capital of SASB is RM300,000 comprising 300,000 ordinary shares. There has been no change in the issued share capital of SASB for the past 3 years preceding the LPD.

SASB is a direct subsidiary of SSPL. As at the LPD, SASB does not have any subsidiary, associate or joint venture companies.

6.3.20 ZKECL

ZKECL was incorporated in China under the Company Law of the PRC on 1 August 2017. ZKECL is currently inactive.

The principal place of business of ZKECL is at 4F-3A, No. 88, Erhuan North Road, Yuecheng District, Shaoxing City, Zhejiang Province, China.

The registered capital of ZKECL is S\$2,300,000. As at the LPD, the registered capital of ZKECL has not been contributed. There has been no change in the registered capital of ZKECL for the past 3 years preceding the LPD.

ZKECL is a direct subsidiary of KEPL. As at the LPD, ZKECL does not have any subsidiary, associate or joint venture companies.

6. INFORMATION ON OUR GROUP (Cont'd)

As at the LPD, our Group does not have any outstanding warrants, options, convertible securities or uncalled capital.

None of our Shares and share capital in our subsidiaries were issued and allotted at a discount or have any special terms. Save for the registered capital of ZKECL, our issued Shares and the issued shares of our subsidiaries are fully paid-up.

As at the LPD, neither our Company nor our subsidiaries are involved in any bankruptcy, receivership or similar proceedings.

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7. BUSINESS OVERVIEW

7.1 PRINCIPAL ACTIVITIES

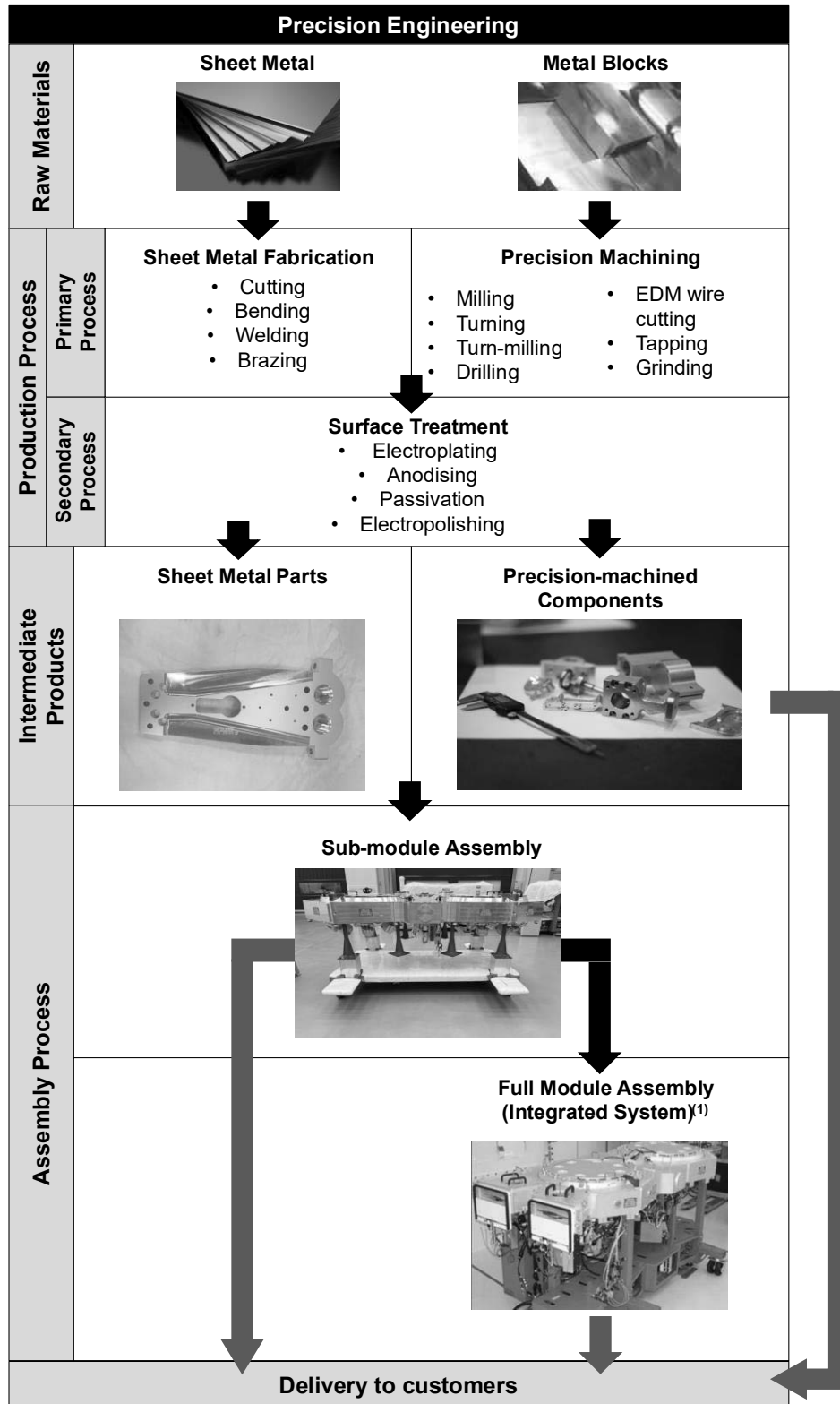
We specialise in complex precision machining and the fabrication of sheet metal, as well as the provision of related services, such as value-added sub-module assembly for the semiconductor and aerospace industries and full module assembly services for front-end semiconductor equipment and surface treatment. We have production facilities in Malaysia (Penang), Singapore, and the USA as well as warehouses in Malaysia (Penang) and Singapore used for our metal supplies distribution business.

Principal Activities	Precision Engineering		Others
Business Segment	Precision Component	Integrated system	Others
Types of Services	<ul style="list-style-type: none"> Precision machining Sheet metal fabrication Surface treatment Sub-module assembly 	<ul style="list-style-type: none"> Precision machining Surface treatment Full module assembly 	<ul style="list-style-type: none"> Distribution of metal supplies Trading of cutting tools and tooling components Water and chemical engineering solutions
Types of Products Provided	<ul style="list-style-type: none"> Wire-bonders Semiconductor equipment chamber body Die, sets, jigs and fixtures Sheet metal frames Enclosure assembly 	Front-end semiconductor equipment	<ul style="list-style-type: none"> Non-ferrous metal alloys (e.g. plates, sheets, blocks, extrusions, pipes, finished parts) Cutting tools and tooling components (e.g. toolholders, drill bits, milling cutters) Water disinfection system
Customer Segment	<ul style="list-style-type: none"> Semiconductor Aerospace Others 	Semiconductor	<ul style="list-style-type: none"> Semiconductor Aerospace E&E O&G Energy Others
Geographical Segment	Singapore, USA, Taiwan, Malaysia and Others		

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7. BUSINESS OVERVIEW (Cont'd)

The following diagram illustrates our production process:



7. BUSINESS OVERVIEW (Cont'd)

Note:

- (1) For the full module assembly required for integrated systems, we will also procure additional parts and components such as precision-machined components, gas lines, and sheet metals from our subsidiaries as well as sub-modules from third-party suppliers and combine them together with our in-house sub-assembled modules to assemble the integrated system.

7.1.1 Precision engineering

Precision engineering is a specialised field of engineering focused on designing and manufacturing highly accurate and reliable components, systems, and equipment. It involves the application of advanced manufacturing processes to achieve extremely tight tolerances, complexity, and repeatability in the production of components and systems. Precision engineering implements rigorous quality control to maintain high standards of quality as even a slight defect or variation may significantly impair the product's functionality.

We have supply agreements with certain customers that governs the general terms and conditions of our business relationship with the respective customers, including Customer A group of companies. To purchase goods from us, our customers will issue purchase orders that will specify the product type, specifications, quantity and agreed price, among other terms, to us. Our precision engineering business segment sells precision components and integrated systems directly to customers who comprise of manufacturers in industries such as semiconductor and aerospace. As such, we do not engage intermediaries nor sell directly to end-user customers who uses or consumes the final end product that incorporates our precision components and integrated systems are assembled into.

7.1.1.1 Precision components

We manufacture precision components that are later integrated by our customers into complex systems used in the semiconductor and aerospace industries. The precision-machined components that we manufacture for the semiconductor industry are used in both front-end and back-end semiconductor equipment for semiconductor equipment manufacturers. This business segment includes the manufacturing of gas lines for transporting process gases used in front-end semiconductor equipment and wire-bonders as well as chambers used in back-end semiconductor equipment.

Through JEP Holdings, we manufacture aerospace components from various types of metals and alloys including inconel, titanium, stainless steel, aluminium, cast iron and other composite materials (i.e., a mixture of two non-metal materials) using precision machining. These aerospace components are used in the manufacturing of passenger aircrafts. Our precision components solutions comprise of sheet metal fabrication, precision machining, surface treatment and sub-module assembly.

For the precision components segment, our arrangement with our customers, including Customer A group of companies, are generally on a purchase order basis whereby we will provide them with the necessary products after we receive the purchase orders from them.


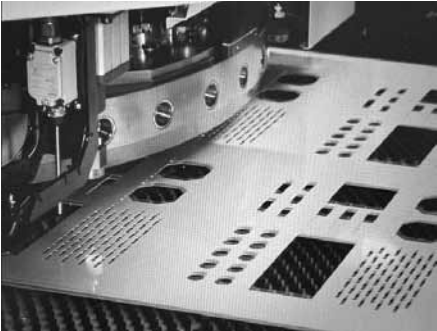
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7. BUSINESS OVERVIEW (Cont'd)


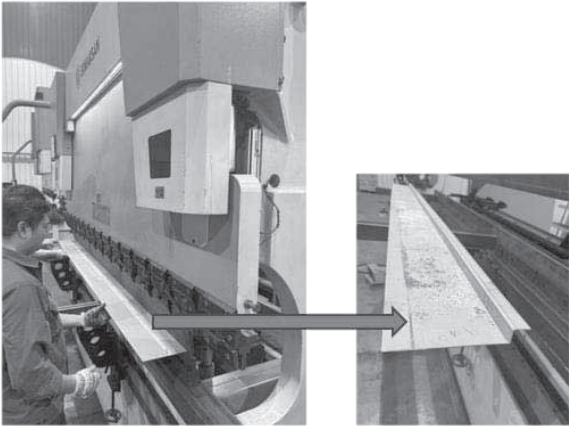
(i) Sheet metal fabrication

Sheet metal fabrication refers to the processing of sheet metal into sheet metal parts through various types of processes such as cutting, bending, and welding. These processes require the use of various machinery and equipment to achieve the precision and specifications required by our customers. Once the sheet metal has undergone the various fabrication processes, the sheet metal parts, if required, will undergo surface treatments. Once the surface treatment is completed, the sheet metal parts will then be assembled into sub-assembled products or finished machine structures.



Details of our processes are as follows:

(a) Cutting	<p>Cutting is a process used to cut sheet metal into different sizes and shapes with the use of cutting tools and machines. We offer cutting processes that include laser cutting, punching and tube cutting.</p> <p><u>Laser cutting</u></p> <p>This process uses a high-powered laser beam to cut the sheet metal in a precise manner.</p>  <p>CNC Laser Cutting Machine</p> <p><u>Punching</u></p> <p>This process uses a punch press installed with a punch set that will punch through the sheet metal to create holes and cut out shapes in the sheet metal following the shape of the punch set.</p>  <p>Turret punching machine punching process</p>
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7. BUSINESS OVERVIEW (Cont'd)

	<p><u>Laser tube cutting</u></p> <p>This process uses a high-powered laser beam to cut through metal tubes to create straight lines, angled cuts, curved patterns and complex geometries in the metal tube.</p>  <p>CNC Laser Tube Cutting Machine</p>
(b) Bending	<p>Bending is process used to form sheet metal into specific angles or shapes such as V-shapes, U shapes and channels. We position a piece of sheet metal between a punch on top and a die on the bottom of a press brake machine which will press the punch against the sheet metal into the die, creating the desired bend in the sheet metal.</p>  <p>Press brake machine bending process</p>
(c) Welding	<p>Welding is a process that melts two or more base metals at their fusion points, usually together with a filler material, to form a joint between the base metals. We use various types of traditional welding processes including TIG welding and MIG welding. We also provide welding for gas lines.</p> <p><u>TIG Welding</u></p> <p>TIG welding, which stands for Tungsten Inert Gas welding, is a type of electric arc welding that uses a non-consumable tungsten electrode to create an electric arc against the metal piece. The electric arc formed between the non-consumable tungsten electrode and the metal pieces melts the metal and forms the joint. An inert gas is used to shield the weld area from contamination.</p>

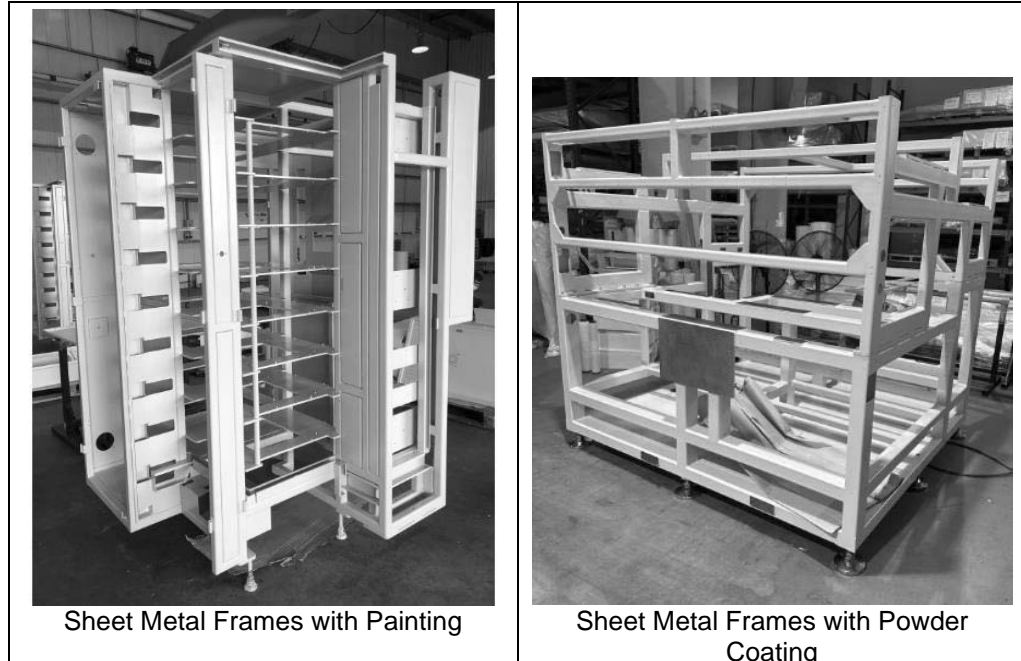
7. BUSINESS OVERVIEW (Cont'd)

	 <p>TIG Welding of a Precision Component</p> <p><u>MIG Welding</u></p> <p>MIG Welding, which stands for Metal Insert Gas Welding, uses a continuous feed of consumable wire electrode (filler material) which creates an electric arc against the metal piece. The electric arc formed between the consumable wire electrode and the metal pieces melts the filler material and the metal piece, forming the joint. An inert gas is used shield the weld area from contamination.</p>
(d) Brazing	<p>Brazing is a process that melts a filler material at the fusion point of two or more base metals to form a joint between the base metals. This process operates at a high temperature that is not sufficient to melt the base metals.</p>  <p>Welded Components Using Brazing</p>

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7. BUSINESS OVERVIEW (Cont'd)

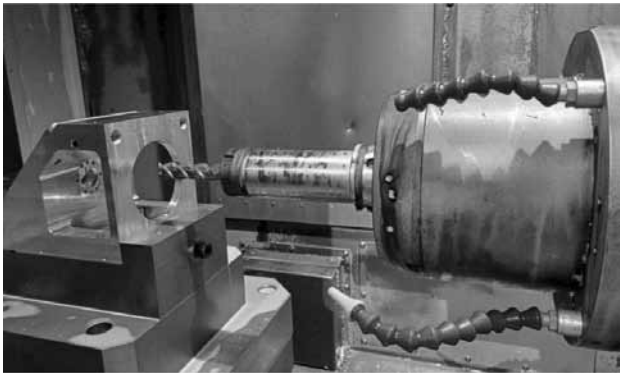
We produce sheet metal parts such as the following:




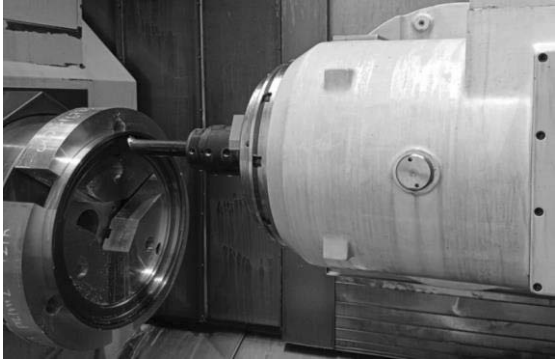
(ii) Precision machining

Precision machining generally involves removing excess metal from a metal block to form a shape according to customer designs and specifications. We provide precision machining to produce precision-machined components with varying dimensions to exacting specifications and tight tolerances.

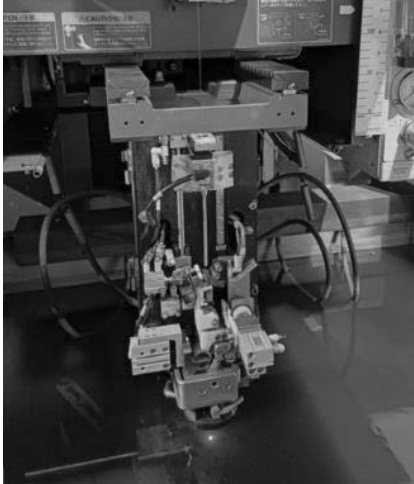


We perform precision machining with CNC machines such as 3-axis, 4-axis and 5-axis CNC machines. Axis refers to the different directions in which the machine can move its tool or metal workpiece. The more axes a machine can perform, the greater the precision and flexibility in its machining operation. We use the following methods for our precision machining:

(a) Milling	<p>A process that uses a rotating cutting tool to remove material from a stationary metal workpiece. This process can be executed in various directions (1 or several axes), cutter head speed, and pressure. This process is effective for machining flat surfaces or deep cavities in the metal workpiece.</p> <div data-bbox="683 1603 1305 1973">  </div> <p>CNC Milling of a Metal Workpiece</p>
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7. BUSINESS OVERVIEW (Cont'd)

(b) Turning	<p>A process that uses a stationary cutting tool to remove material from a rotating metal workpiece. The metal workpiece is usually clamped and rotated at high speed while the cutting tool is fed into it to shape the material into the desired form. This process is effective for making parts that are cylindrical or have rotational shapes. It can also create shapes where the diameter changes along different sections of the component, allowing for complex, variable shapes.</p>  <p>CNC Turning of a Metal Workpiece</p>
(c) Turn-milling	<p>A process that combines milling and turning to shape metal workpieces to complex shapes such as contoured and non-cylindrical shapes by the simultaneous rotation of the metal workpiece and cutting tool. This process may also reduce processing time as the turning and milling process can be handled by a single machine.</p>  <p>CNC Turn-milling of a Metal Workpiece</p>
(d) EDM wire cutting	<p>A process that uses a thin electrically charged wire that generates intense heat to cut through metal workpieces along a programmed path by melting and vaporising the excess material. EDM wire cutting is effective for cutting small and fragile parts with tight tolerances and can cut through all metals of various hardness including tungsten with relative ease compared to using traditional cutting tools.</p>

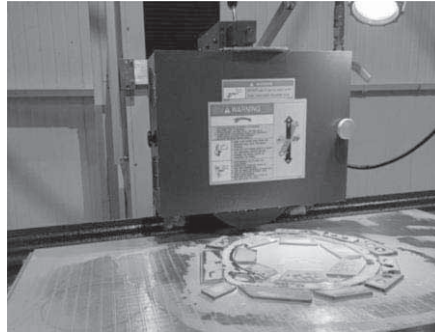
7. BUSINESS OVERVIEW (Cont'd)

	 <p>CNC EDM wire cutting of a Metal Workpiece</p>
(e) Drilling	<p>A process that uses a rotating cutting tool to create holes in a metal workpiece of various size and depth.</p>  <p>CNC Drilling of a Metal Workpiece</p>
(f) Tapping	<p>A process that uses a tool called a tap to cut threads inside a drilled hole to allow a screw or bolt to be inserted and secured to the metal workpiece.</p>  <p>CNC Tapping of a Metal Workpiece</p>

7. BUSINESS OVERVIEW (Cont'd)

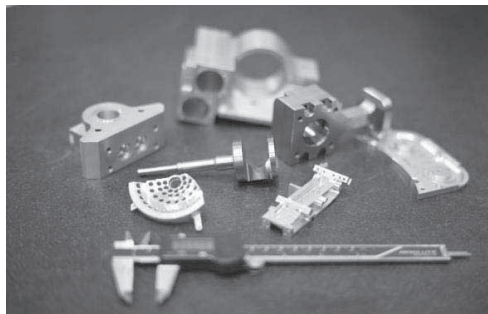
(g) Grinding

A process that uses a rotating abrasive wheel to remove material from a metal workpiece to produce precise shapes and dimensions while achieving a smooth and polished surface. This process is often use in the final finishing stage of the precision machining process after milling and turning process to further refine the metal workpiece.

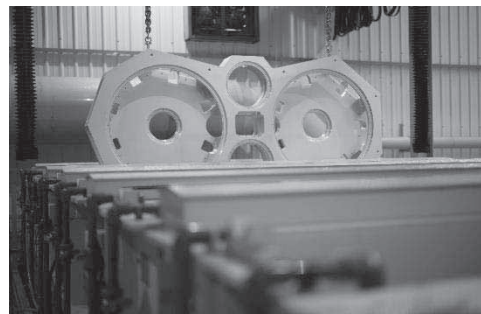


CNC Grinding of a Metal Workpiece

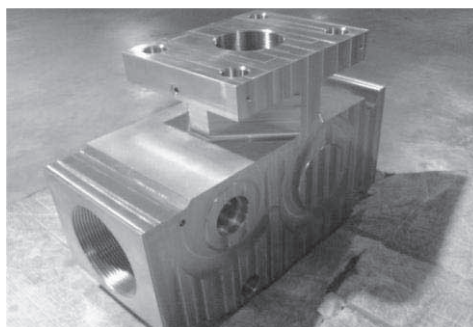
Examples of precision-machined components manufactured by us includes the following:



Die Sets, Jigs and Fixtures for Semiconductor Equipment.



Chamber Body for Semiconductor Equipment.




Parts for Drill and Measure O&G Equipment





7. BUSINESS OVERVIEW (Cont'd)

(iii) Surface treatment

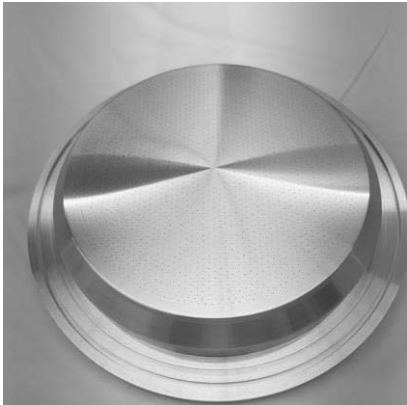
We carry out surface treatments to enhance the surface properties, in terms of function and appearance, of our precision components including sheet metal parts and precision-machined components. We offer surface treatments such as electroplating, anodising, passivation and electropolishing as follows:

(a) Electroplating	<p>Electroplating is a metal plating process that involves the deposition of 1 or more layers of metal coating such as nickel on to the surface of a precision component.</p> <p>Electroplating involves dipping the precision component (which serves as cathode) and a piece of metal containing the intended coating (which may comprise of nickel or other coating metals) or an inert metal, serving as anode, into an electrolyte solution (containing the same metal ions as the intended coating). The cathode and anode are connected to an electrical power source and when inserted into the electrolyte solution, an electrical circuit is formed. When the electrical power source is activated, an electrical current will pass from the cathode to the anode through the electrolyte solution, causing the metal ions of the anode to dissolve into and transfer through the electrolyte solution and deposit on the surface of the precision component, thereby forming a layer of coating on its surface.</p> <p>Electroplating improves the electrical conductivity, durability, hardness, wear resistance, corrosion resistance and aesthetic appearance of the precision component.</p>  <p>Electroplated Precision Component</p>
(b) Anodising	<p>Anodising is an electrochemical process that creates a metal oxide layer on the surface of a precision component, typically an aluminium precision component. In this process, precision components are submerged in a chemical solution and an electrical current is passed through the solution. There are 3 types of anodising. Type I anodising typically uses chromic acid chemical solution which results in a thinner coat than type II and type III. Type II anodising uses sulfuric acid chemical solution. Type III, also known as hard anodising, also uses sulfuric acid chemical solution but the process is performed at a higher voltage and lower temperature which results in a thicker coating than type II anodising. Our Group commonly provides type II and type III anodising to our customers. Anodising is performed to improve the metal's electrical resistance, durability, hardness, and corrosion resistance, while also enhancing its appearance.</p>

7. BUSINESS OVERVIEW (Cont'd)

	 <p>Deposition Line of the Anodising Process</p>  <p>Type II Anodised Precision Component</p>  <p>Type III Anodised Precision Component</p>
(c) Passivation	<p>Passivation is a chemical process that creates an oxide layer on the surface of a precision component, typically stainless steel and titanium metal products. It involves cleaning the metal surface to remove contaminants such as oil and dirt before immersing it in an acidic solution which removes the remaining impurities. This treatment allows a thin and stable oxide layer to form naturally on the metal surface, acting as a protective barrier against corrosion.</p>  <p>Precision Component That Underwent Passivation</p>
(d) Electropolishing	<p>Electropolishing is an electrochemical process used to create a polished and smooth surface by removing a thin layer of material from the precision component that has irregular surface at the microscopic level. This process involves cleaning the surface of the precision component to remove contaminants before immersing it into an electrolytic solution. The precision component act as the anode and a piece of metal (usually lead, copper, or stainless steel) acts as the cathode. When the electrical power source is activated, an</p>

7. BUSINESS OVERVIEW (Cont'd)

	<p>electrical current will pass from the cathode to the anode through the electrolyte solution, causing the metal ions of the anode to dissolve into and transfer through the electrolyte solution. This treatment dissolves high spots on the irregular metal surface thereby levelling out the uneven areas. The resulting surface is corrosion resistant, easy to clean and smooth which reduces wear and tear.</p>  <p>Electropolished Precision Component</p>
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(iv) Sub-Module Assembly

We offer sub-module assembly comprising mechanical and electro-mechanical assembly to produce items such as metal enclosures, machine frames, machine structures and metal chassis. These sub-module assemblies will undergo additional processing and assembly by our customers to create finished end products.

(a) Mechanical assembly

Mechanical assembly involves the integration of sheet metal parts and precision-machined components into sub-module assemblies such as equipment structures, metal frames and metal enclosures. The types of sub-module assemblies undertake includes the following:

Types of mechanical assembly	Description
Chamber manufacturing and assembly	Assembly of chambers used in various industrial applications, such as vacuum chambers, reaction chambers, and processing chambers.
Welded frame assembly	Structural frameworks fabricated by welding various metal components together into support and housing for equipment and systems.

(b) Electro-mechanical assembly

Electro-mechanical assembly involves the integration of both electrical and mechanical parts to create functional sub-module assemblies or devices. These sub-module assemblies often include electronic circuits, wiring, sensors, actuators, and mechanical parts.

7. BUSINESS OVERVIEW (Cont'd)

Types of electro-mechanical assembly	Description
Drive and lift assembly	Assembly of mechanical systems that incorporate motors, gears, and other components to provide movement and lifting capabilities within integrated systems.
Cable assembly	Complex assemblies of cables and wires for electrical and electronic connections in integrated systems.

The resulting sub-module assemblies from these mechanical and electro-mechanical assembly processes are later integrated together with other parts and components in the main assembly process by us or by our customer at their own facilities into fully assembled products.

Our sub-module assemblies are illustrated below:



Enclosure Assembly



Equipment Mainframe Structure



Lid Lift Fixture



Power Supply Assembly

7. BUSINESS OVERVIEW (Cont'd)

7.1.1.2 Integrated systems

We assemble modules and full integrated systems for front-end semiconductor equipment. We assemble various components and sub-modular modules into an integrated self-contained module units. These module units are integrated into our customer's end products which are front-end semiconductor equipment. They can be maintained and replaced separately from the complete assembly. We also provide the complete assembly of finished end products, typically semiconductor equipment, that combine various sub-assemblies, components and modules. These equipment are integrated into the production lines of production facilities such as chip foundries.

We perform various in-house processes including the precision machining of metal blocks, surface treatment and sub-module assembly of parts and components for these integrated systems. The products made from our in-house processes are integrated together with other parts from third-party suppliers to form an integrated system.

To ensure that the integrated system performs accordingly, we undertake testing such as leak test, process test, and reliability validation test before delivering the assembled product to the customer.

For the Financial Periods Under Review, we only supplied these integrated systems (which are assembled based on designs and specifications of Customer A group of companies) to Customer A group of companies. We have entered into a supply contract outlined in an addendum to the global supply agreement with Customer A group of companies for the supply of integrated systems. The current contract between our Group and Customer A group of companies for the supply of integrated systems is valid until December 2025. The integrated systems are sold directly to Customer A group of companies.

An example of an integrated system we have assembled is as follows:



Wafer Transfer Module

7.1.2 Others

Our various subsidiaries are engaged in other principal activities, namely the distribution of metal supplies, trading of cutting tools and tooling components as well as water and chemical engineering solutions.

(i) Distribution of metal supplies

Through SSPL and SASB, we engage in the distribution of non-ferrous metal alloys including aluminium in various forms such as plates, sheets, blocks, extrusions, pipes and finished parts. SSPL is the distributor for metal semi-fabricators such as Kaiser Aluminum Corporation, GLEICH Aluminium GmbH, Hulamin Ltd, Alro S.A and AK Corporation Ltd. Metal semi-fabricators transform raw metal materials such as metal

7. BUSINESS OVERVIEW (Cont'd)

ingots and billets into intermediate forms for further processing. SSPL and SASB distribute metal supplies primarily to customers in the engineering support industry who provide engineering support services to end customers from various industries including the aerospace, semiconductor, E&E, defence, medical and life sciences and O&G industries as well as other miscellaneous customers. SSPL operates a metal service centre equipped with automated cutting machines capable of cutting metal supplies with precise tolerances to meet the exact dimensions required by customers. We procure the necessary sheet metal and metal blocks from SSPL for use in our precision engineering business segment.

SSPL and SASB does not enter into supply agreements with customers and conducts its sales on a purchase order basis. SSPL and SASB adopt a direct sales channel where its products are sold directly to end customers. SSPL and SASB does not appoint sales intermediaries nor enter into distribution agreements with distribution companies.

(ii) Trading of cutting tools and tooling components

Our indirect subsidiary, JEP Industrades, is involved in the trading of cutting tools and tooling components used in metal cutting. It trades products such as indexable carbide inserts, toolholders, milling cutters, boring bars, solid carbide endmills, deburring tools, high speed steel endmills, drill bits, taps and dies, threading and grooving inserts. These products are used across various industries and applications that involve machining operations. It sources its products from various suppliers including foreign cutting tools and tooling component manufacturers in Japan, Taiwan, South Korea and the USA. The products sourced are sold to various customers including industrial supplies companies as well as machinery and equipment manufacturers and other customers. We procure cutting tools from JEP Industrades for our precision engineering operations.

JEP Industrades does not enter into supply agreements with customers and conducts its sales on a purchase order basis. JEP Industrades adopts a direct sales channel where its products are sold directly to end-user customers and industrial supplies companies. JEP Industrades does not appoint sales intermediaries nor enter into distribution agreements with distribution companies.

(iii) Water and chemical engineering solutions

We provide water and chemical engineering solutions through KEPL. KEPL delivers water disinfection systems mainly to energy and utilities customers as well as other types of customers. These water disinfection systems may be used by power plants, offshore O&G facilities, petrochemical plants, desalination plants, municipal drinking plants, and wastewater treatment plants. KEPL also provides engineering, procurement and consultancy turnkey services for the setting up of electro-chlorination plants to the energy and O&G industries. Its core water disinfection system product utilises electro-chlorination water disinfection technology. Electro-chlorination systems generate the sodium hypochlorite chemical compound (used as a disinfectant) onsite by bypassing an electric current through a solution of salt and water (natural seawater or artificial brine) during an electrolysis process. Its onsite generation feature avoids the risk of transporting and storing large quantities of sodium hypochlorite, which is hazardous to the environment and humans, to the water disinfection site. The electrolyzers used in the electro-chlorination system are designed and manufactured by KEPL under the elysisPURE brand.

7. BUSINESS OVERVIEW (Cont'd)

For our electro-chlorination system and plants, we participate in tenders to secure projects. If successful, we will be awarded the project directly by the customer, typically on a contract basis. During the execution of these projects, we typically undertake a design and build role where we are responsible for the engineering design, installation, testing and commissioning of the electro-chlorination systems. The parts and components of the electro-chlorination systems are derived from our own in-house manufactured electrolyzers as well as other third-party suppliers. The typical duration of the projects is between 12 months and 36 months.

However, we intend to scale down the business of KEPL after completing the installation and commissioning of the remaining on-hand projects as the performance of KEPL's business did not meet our expectations of profitability and growth and it does not contribute significantly to our overall profitability, being between approximately 0.1% and 5.8% of our PAT for the Financial Periods Under Review. In addition, by scaling down the business of KEPL, we will be able to optimise our resource allocation and redirect the resources to other core business segments such as the precision engineering segment.

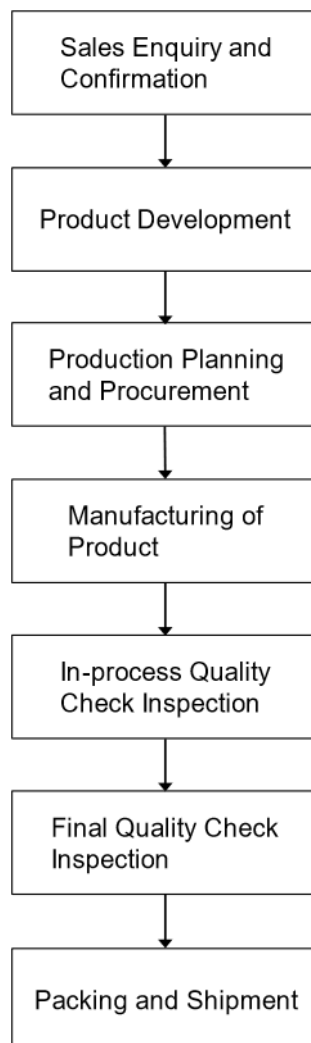
7.2 PRODUCTION FACILITIES

Our manufacturing operations are based in Singapore, Malaysia (Penang), and the USA at the following locations:

Country	Location	Existing use	Approximate built-up area (sq m)	Approximate land area (sq m)
Singapore	Changi North Industrial Estate	Corporate headquarters, precision machining and assembly	12,479	15,221
	Tuas	Storage of raw materials and cutting machines operation	3,552	3,811
	Seletar Aerospace Park	Precision engineering for components used mainly in aerospace and semiconductor as well as trading of equipment and cutting tools	18,502	18,502
	Loyang	Large format precision engineering and equipment fabrication service	6,216	6,234
Malaysia	Simpang Ampat, Penang	Precision machining and assembly as well as general engineering and machinery works	64,091	83,439
USA	Milpitas, California	Sales office, production of gas delivery systems for semiconductor equipment.	692	N/A
Total			105,532	127,207

7. BUSINESS OVERVIEW (Cont'd)

7.3 OPERATIONAL PROCESS



Sales enquiry and confirmation

Upon receiving sales enquiries from our customers, we check the customer's requirements including product specifications and delivery requirements against our existing capabilities. If we can fulfil the requirements, we will issue a quotation to our customer which outlines our prices. Our customers will evaluate our quotation based on our pricing among other factors. If our customers are satisfied with our quotation, they will issue an order confirmation, typically in the form of a purchase order, to us.

Product development

Depending on the type of products involved, we may engage in the design and development of our customer's products. Otherwise, for products that do not require design and development services from us, we will directly proceed to the production planning and procurement process. During the product development process, we provide feedback on the manufacturability of the product. After our customer approves the product design, we will create a prototype and test it to ensure it meets our customer's specifications. We repeat the prototyping process if it does not meet our customer's requirements. Upon our customer's confirmation of the final prototype, we will proceed to prepare for mass production based on the final prototype approved by our customer. Please refer to Section 7.10 of this Prospectus for further information on our design and development activities.

7. BUSINESS OVERVIEW (Cont'd)

Production planning and procurement

Before commencing mass production, we perform production planning where we develop a production schedule outlining the production timeline, production capacity and raw materials and labour required. Based on the production schedule, we will produce the first article to verify that our production process is able meet our customers' requirements. We will submit the first article to our customer for their approval for us to commence mass production.

For products that have already passed the first article stage, we will proceed to the procurement stage. During our procurement stage, we will check our existing inventory for availability of raw materials. If the required raw materials are not available, we will issue a purchase requisition followed by a purchase order to third party suppliers to source the required raw materials such as aluminium, stainless steel and cold-rolled steel as well as intermediate products for our assembly lines. We conduct incoming inspection on raw materials and products procured from suppliers for defects or for variations from our order specifications.

Manufacturing of product

Please refer to Sections 7.3.1 and 7.3.2 of this Prospectus for further information on our manufacturing processes.

In-process quality check inspection

We perform in-process quality check inspections at different stages of the manufacturing process. Prior to commencing production, we carry out first article inspection to ensure the initial piece of the production line meets all requirements and specifications. During the manufacturing process, we use a variety of measuring and testing equipment such as measuring gauges, profile projectors, callipers and coordinate measuring machine to conduct sampling tests to ensure that the products meet customer requirements. Any variations or defects detected will be immediately rectified.

Final quality check inspection

At the end of the manufacturing process, we will conduct a final quality check to ensure the finished product meet our customer's requirements. The quality check results are recorded in proper documentation to facilitate traceability and for our customers' perusal.

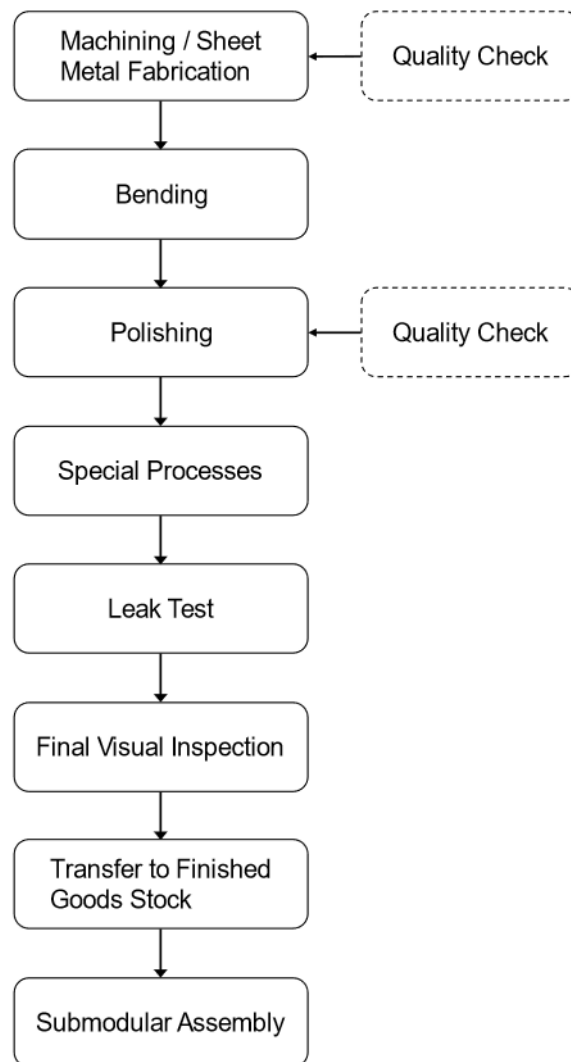
Packing and shipment

When the finished product passes our final quality check, we will pack them into proper packaging and affix shipping labels on the packaging to be ready for shipment. We deliver the packaged products to customer destinations, either local or overseas, through freight forwarders appointed by our customers who also bear the freight charges.

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7. BUSINESS OVERVIEW (Cont'd)

7.3.1 Precision components manufacturing process



The precision components manufacturing process begins with cutting the raw material in its original form such as sheet metals or blocks into smaller sizes to minimise wastage and ensure proper fit for the precision machining process.

During sheet metal fabrication, the cut sheet metal undergoes further cutting processes such as punching and laser cutting to create specific shapes, holes, cutouts and other features as required by the design specifications. The various processes involved can be seen in Section 7.1.1.1(i) of this Prospectus. The sheet metals are then joined together through the welding or brazing process to create different metal structures for further assembly.

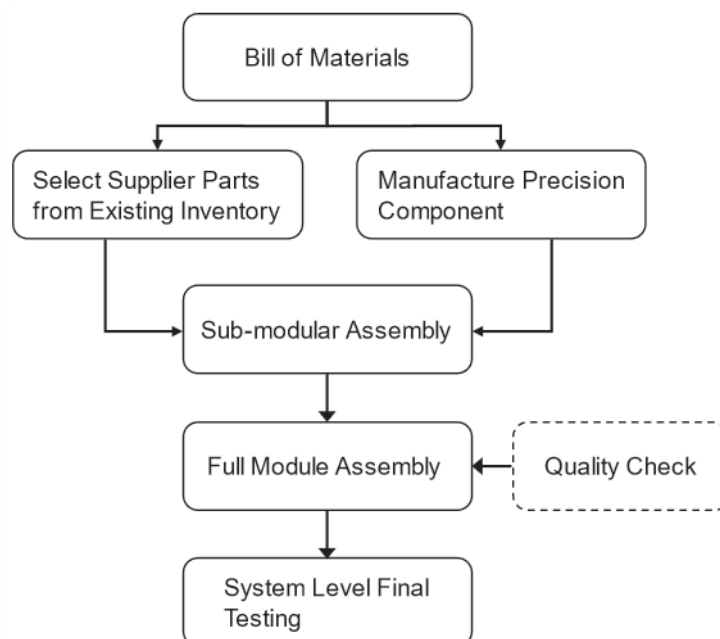
During the precision machining process, the cut metal block is loaded onto the various CNC machines where the precision machining process takes place. The CNC machine gradually removes material from the metal block and process it into the intended shape. The various processes involved can be seen in Section 7.1.1.1(ii) of this Prospectus. The precision-machined component then undergoes a quality check using a coordinate measuring machine or other measuring tools to measure its dimensions against the required specifications.

7. BUSINESS OVERVIEW (Cont'd)

The sheet metal parts and precision-machined components are then subjected to surface treatment such as electroplating or anodising. The various processes involved can be seen in Section 7.1.1.1(iii) of this Prospectus. The treated sheet metal parts and precision-machined components will be rinsed and dried before undergoing a cosmetic inspection under proper lighting conditions to ensure they meet the visual and aesthetic standards required and to detect scratches/blemishes, dents or discolorations which may hamper their functionality. Subsequently, the sheet metal parts and precision-machined components will be chemically cleaned using specialised chemicals to remove contaminants and ensure surface purity before further processing or assembly.

The sheet metal parts and precision-machined components that are required to be airtight or watertight will undergo leak testing such as a vacuum leak test. Then, a final visual inspection will be performed on the finished metal components before they are transferred to the finished goods stocking area. Subsequently, when needed, the sheet metal parts and precision-machined components will be transferred to our sub-assembly lines where they will undergo sub-module assembly according to the customer's design and specifications.

7.3.2 Integrated systems manufacturing process



We receive the bill of materials required for the integrated system alongside a purchase order from our customer. Based on the bill of materials, we generate a material picklist to select the required parts from our existing inventory sourced from our suppliers. If the parts on the materials picklist are not available in our existing inventory, we will issue a purchase order to our suppliers for these parts. After collecting all the parts on the material picklist, we deliver them to the sub-module assembly line. We will also generate production orders for our in-house precision components that are listed on the bill of materials. After the required precision components are manufactured, we will deliver them to our sub-module assembly line. We then assemble the parts and components into sub-module assemblies at the sub-module assembly line. The sub-module assemblies are then transferred to the full-module assembly line in our Class 10,000 cleanroom in preparation for full module assembly.

7. BUSINESS OVERVIEW (Cont'd)

During full module assembly, we assemble various sheet metal parts as well as precision-machined components and sub-module assemblies into a full module. We carry out inspection and testing throughout the full module assembly process. When the assembly of the full module is completed, we perform system level final testing to ensure all parts and components have been integrated correctly and function according to our customer's requirements.

7.4 QUALITY CONTROL

We adopt quality management systems ("QMS") with the objectives to consistently provide products and services that meet customer and regulatory requirements and enhance customer satisfaction. Our QMS are certified under the ISO 9001:2015 standard while our QMS for our aerospace segment is certified under AS9100D and NADCAP which are QMS accreditations tailored to the aerospace industry. Our QMS certifications are outlined in the table below.

Entities	Standard	Scope	Issuing Party
UMS	ISO 9001:2015	The provision of CNC precision machining sub-assembly and special process including engineering support services; the assembly and integration of custom-built modules; and the fabrication and supply of high technology, ultraclean and high vacuum weldments, gas lines and interconnections	The British Standards Institution
JEP Engineering	ISO 9001:2015	Precision machining and fabrication services	Socotec Certification UK Ltd
	ISO 13485:2016	Manufacturing of precision components for medical devices	Socotec Certification UK Ltd
JEPPL	AS9100D & ISO 9001:2015	Precision machining of aerospace components, oil & gas, semiconductor and machine products, and sub assembly contract manufacturing, and chemical processing and surface enhancement of metal component	DNV
	NADCAP	Surface enhancement	Performance Review Institute
	NADCAP	Chemical processing	Performance Review Institute
Ultimate Machining / Ultimate Manufacturing	ISO 9001:2015	Manufacturing and assembly of high precision engineering and machine parts.	AGM Certification Sdn Bhd

7. BUSINESS OVERVIEW (Cont'd)

Our QMS impose quality controls over our operational processes as follows:

(i) Operational planning and control

Our Key Senior Management along with Heads of Department from the engineering and quality assurance division are required to carry out quality planning to ensure the products meet the customer and regulatory requirements. Quality planning covers the identifying product requirements, establishing criteria for the acceptability of each product, planning resources needed to achieve product conformity and identifying the necessary documentation and recording requirements.

(ii) Requirements for products and services

We seek to ensure effective communication with customers to accurately determine their requirements which include contract or order requirements and delivery or post-delivery requirements. We have established procedures for handling communication of product information to customers, customer visits, order handling and amendments as well as customers' feedback and complaints. This process ensures we avoid offering products that fail to meet customer requirements.

(iii) Control of externally provided processes, products and services

We seek to ensure the quality of raw materials, services, processes and products provided by third-party suppliers. To this end, we have established quality control procedures over sub-contracted works, purchases, and supplier selection and approval processes. These procedures cover the evaluation, selection, performance monitoring and re-evaluation of third-party suppliers. Incoming inspections are performed on all products and raw materials received from suppliers. We compile, monitor and analyse supplier performance data and identify negative trends which requires corrective or preventive actions to ensure conformity to our requirements.

(iv) Control of production processes

We establish quality control procedures that influences the quality of our production processes. These procedures include the following:

- Making available documentation of information on product characteristics and expected results to production personnel.
- Carry out first article inspection to ensure the product meets all requirements before commencing mass production.
- Incorporating monitoring and measurement processes during production to verify product acceptance criteria.
- Periodically maintain and calibrate measuring instruments to ensure accurate measurements.
- Ensure the availability of machines, equipment and information, communication and technologies required for the production process, where maintenance are carried out periodically.
- Ensure the appointment of competent production personnel with the required qualifications.
- Provide internal and external training to production personnel to increase competency.

7. BUSINESS OVERVIEW (Cont'd)

In addition, we use labels to indicate the status of products (accept, reject or hold) at all production stages to avoid unintended use or delivery. We implement traceability between delivery orders, job travellers, production batches and customer purchase orders to ensure we can quickly pinpoint the origin of any manufacturing defect.

(v) Release of products

Prior to dispatching products to our customers, we conduct finished product testing and inspection and document the results and the identity of the personnel authorising the product release.

(vi) Control of non-conforming products

Non-conforming products, referring to products that do not meet required specifications, arise from the purchase of goods from third party suppliers, during our production process and finished products before and after delivery to customers. We identify, document and segregate non-conforming products to prevent unintended use or delivery. Non-conforming products may be reworked after getting customers approval, accepted only with written authorisation from our customer or discarded.

7.5 PRINCIPAL MARKETS

Our revenue breakdown by types of products over the Financial Periods Under Review are as follows:

Types of products	FYE 2021		FYE 2022		FYE 2023		FYE 2024	
	(S\$'000)	(%)	(S\$'000)	(%)	(S\$'000)	(%)	(S\$'000)	(%)
Precision Engineering								
• Precision components	148,052	54.6	184,568	49.6	142,772	47.6	136,525	56.4
• Integrated systems	104,193	38.4	152,769	41.0	139,963	46.7	94,351	39.0
Others ⁽¹⁾	18,975	7.0	35,052	9.4	17,172	5.7	11,239	4.6
Total revenue	271,220	100.0	372,389	100.0	299,907	100.0	242,115	100.0

Note:

- (1) Include distribution of metal supplies, trading of cutting tools and tooling components as well as water and chemical engineering solutions.

Our revenue breakdown by geographical locations of our customers over the Financial Periods Under Review are as follows:

Geographical Locations	FYE 2021		FYE 2022		FYE 2023		FYE 2024	
	(S\$'000)	(%)	(S\$'000)	(%)	(S\$'000)	(%)	(S\$'000)	(%)
Singapore	189,914	70.0	258,552	69.4	210,750	70.3	163,060	67.4
USA	31,481	11.6	35,377	9.5	34,840	11.6	32,618	13.5
Taiwan	27,990	10.3	39,184	10.5	25,952	8.7	16,541	6.8
Malaysia	11,517	4.2	19,979	5.4	8,858	3.0	17,457	7.2
Others ⁽¹⁾	10,318	3.9	19,297	5.2	19,507	6.4	12,439	5.1
Total revenue	271,220	100.0	372,389	100.0	299,907	100.0	242,115	100.0

7. BUSINESS OVERVIEW (Cont'd)

Note:

- (1) Comprise countries including but not limited to PRC (mainly involved in trading of cutting tools and tooling components) and South Korea (mainly involved in precision component segment).

Our revenue breakdown by end-industry for the Financial Periods Under Review are as follows:

End Industry Segments	FYE 2021		FYE 2022		FYE 2023		FYE 2024	
	(S\$'000)	(%)	(S\$'000)	(%)	(S\$'000)	(%)	(S\$'000)	(%)
Semiconductor	242,293	89.3	322,379	86.6	260,037	86.7	204,556	84.5
Aerospace	9,952	3.7	14,958	4.0	22,698	7.6	26,320	10.9
Others ⁽¹⁾	18,975	7.0	35,052	9.4	17,172	5.7	11,239	4.6
Total revenue	271,220	100.0	372,389	100.0	299,907	100.0	242,115	100.0

Note:

- (1) Comprises, among others, the E&E, O&G and energy industries.

For information, for the purpose of Bumiputera equity requirement for public listed companies, based on our Group's PAT attributable to owners of our Company by location of its operations for the FYE 2024, our Group has predominantly foreign-based operations and as such, is not required to allocate at least 12.5% of its enlarged number of issued Shares to Bumiputera investors approved by the MITI.

Pursuant to the Equity Guidelines, predominantly foreign-based operations means *"the after-tax profits of an applicant derived from assets or operations held outside Malaysia are higher than the after-tax profits derived from assets or operations held within Malaysia"*. Based on our Group's PAT attributable to owners of our Company for the FYE 2024, being the latest financial year which audited financial statements have been issued, our PAT attributable to owners of our Company generated from outside Malaysia is more than those of within Malaysia, after taking into consideration of the following:

- (i) PAT attributable to owners of our Company derived from the audited financial statements of our subsidiaries in Malaysia, which operate all our production facilities in Malaysia, and other subsidiaries which are deemed to be outside Malaysia, adjusted for inter-company eliminations such as interest income or expense, management fees and other income or expense between the entities within our Group; and
- (ii) save for orders fulfilled directly by our Group's operations in Malaysia, our operations in Malaysia manufacture products and parts required which are typically finished products, and deliver to our sites in Singapore for further processes (such as surface treatment) and/or tests prior to delivery to our customers. Majority of our key customer relationships, including with our major customers such as Customer A group of companies, are managed through our subsidiaries based in Singapore. In such instances, invoices will be issued by our subsidiaries in Singapore to our customers and as a consequence our revenues recognised in the consolidated financial statements of our Group for the Financial Periods Under Review are mainly derived from our subsidiaries in Singapore.

7. BUSINESS OVERVIEW (Cont'd)

7.6 SALES AND MARKETING ACTIVITIES

Our sales and marketing team is headed by our CEO, Luong Andy. They are responsible for conducting market research, client acquisition, client relationship management, developing sales strategies, receiving sales enquiries, creating proposals and quotations, negotiating contracts and agreements and managing customer feedback. We have sales offices located across Singapore, Malaysia and the USA. Our sales and marketing strategies are as follows:

(i) Business track record

We have a proven track record of serving multinational corporation customers in the semiconductor and aerospace industry. We are able to meet the stringent quality standards required by the multinational corporation customers who will qualify our production lines. We leverage on our track record to obtain manufacturing contracts from new and existing customers. Our successful completion of product delivery to our customers, key performing metrics, manufacturing capabilities and quality assurance certifications provide us with a reference to secure new contracts and repeating orders.

(ii) Sales consultant

Our Group had appointed Sure Achieve since 1 May 2017 to provide consultancy services in relation to our marketing, sales and pricing strategies to promote our Group's products and services to our customers or potential customers and/or introduction to new markets. Sylvia SY Lee Luong, a director and shareholder (with 5% equity interest) of Sure Achieve, who has vast experience in the engineering industry and is familiar with the products and services offered by our Group in view of her past involvement in our Group, having served our Company as its Chief Operating Officer from 2007 to 2013 and Executive Director from 2010 to 2013. She is the spouse of Luong Andy. Hence, the appointment of Sure Achieve as our sales consultant is a related party transaction for our Company.

Further details on the appointment of Sure Achieve as our sales consultant are set out in Section 10.1.1 of this Prospectus.

(iii) Exhibitions

We participate in various exhibitions organised by third-party organisers for networking and sales opportunities by directly engaging with participants at the exhibitions. We also gain insights into industry trends from our interactions with the suppliers, peers and customers of our industry. In the Financial Periods Under Review, we participated in the following exhibitions:

Year	Event name	Location
July 2023	SEMICON West	San Francisco, California, USA
March 2024	SEMICON China	Shanghai, China
July 2024	SEMICON West	San Francisco, California, USA

7. BUSINESS OVERVIEW (Cont'd)

7.7 TECHNOLOGY USED

The following details the technological tools used in our operations:

Technological tools / Name of software	Description
CNC Machine	Automated manufacturing machine that uses computer programming to control and operate machine tool for tasks such as cutting, drilling, milling, turning and deburring to create complex and highly accurate shapes from workpieces.
Computer-aided Manufacturing Software	Computer software to generate machining instructions based on the AutoCAD designs and drawings for the CNC machine.
Coordinate Measuring Machine	Measuring machine that use computer programming to control a probe that measures the geometric dimensions of an object with high accuracy to gather data points by touching or scanning the surface of the object.
Computer-aided Design Software	Computer-aided design software to create detailed and accurate 2D and 3D designs and drawings of our products.

7.8 SEASONALITY OR CYCLICAL EFFECTS

Our business is not affected by any seasonal trends but is affected by the cyclical trends of the industries that we supply to, namely the semiconductor and aerospace industries. Within the semiconductor industry, we are susceptible to changes in the capital expenditure of semiconductor companies from year to year as we have exposure to the front-end and back-end semiconductor equipment that are used in these semiconductor companies. Meanwhile, we are also susceptible to the cyclical trends in the aerospace industry, particularly the commercial aircraft industry.

7.9 HEALTH, SAFETY AND ENVIRONMENTAL POLICIES

We have established health, safety and environmental policies, procedures and programs to safeguard the wellbeing of employees and visitors to our premises as well as to minimise our environmental impact. We are accredited by international standards, specifically, the ISO 45001:2018 (Occupational health and safety management system) and ISO 14001:2015 (Environmental management system) standards.

We have established safety measures at our production facilities to prevent work injuries and we have placed health and safety representatives at our facilities to promote a positive safety culture and oversee implementation of health and safety practices in the respective facilities. Our safety measures include the following:

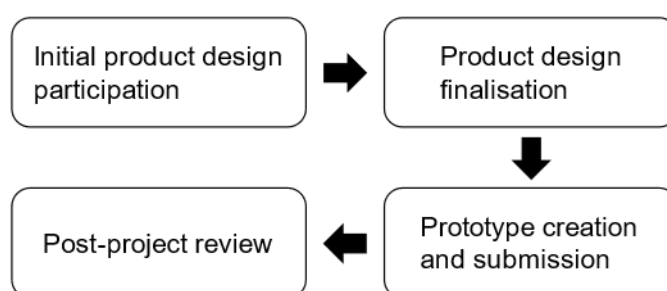
- (i) New employees are required to undergo a safety orientation before they start work;
- (ii) Visitors and contractors at our facilities are required to undergo a safety briefing before they start work;
- (iii) Visitors and contractors conducting hazardous work are required to provide evidence of the necessary permits and licenses required to carry out the work; and
- (iv) Any person or employee has the right to stop work if they encounter a hazardous situation and are required to report it to their supervisor.

7. BUSINESS OVERVIEW (Cont'd)

In the event of an accident or incident, an investigation will be conducted by the supervisor together with the health and safety representative to determine the root cause. Following that, we will take the necessary corrective actions and issue notices to all employees to adhere to safety guidelines to prevent recurrence of such incidents.

During our operations, we consume a large amount of energy and water, generate hazardous and non-hazardous waste and handle hazardous substances. Our environmental management system enables us to manage our impact on the environment especially regarding reducing our energy and water consumption as well as effective waste management. For information on our environmental sustainability measures, refer to Section 7.25 of this Prospectus.

7.10 DESIGN AND DEVELOPMENT ACTIVITIES



(i) Initial product design participation

Our engineering team engages in the early phase of our customer's product development process. Our customer's R&D team shares preliminary designs of the product with our engineers to review and provide feedback on to assess its manufacturability. Our feedback on the design for manufacturability and value engineering considers our manufacturing capabilities, capacity and process costs.

(ii) Product design finalisation

Our customer's R&D team will refine their product designs based on our feedback. This iterative process may involve multiple rounds of review and modification before the final design is released by our customer for prototype creation.

(iii) Prototype creation and submission

Once the project schedule is agreed upon with our customer, our team will develop an overall development plan of the product, raw materials list, process flows and product quality plan. A product quality plan is a set of procedures that serves as a guide throughout different stages of the development and manufacturing process to ensure the quality of product. The prototype is then produced based on the documentation and steps of the technical information, which will then be inspected and tested by our quality control team according to the product quality plan.

(iv) Post-project review

After the project is completed, our project team conducts an internal review to identify areas for future improvement. They will assess any issues and setbacks encountered and recommend corrective and improvement actions for future projects.

7. BUSINESS OVERVIEW (Cont'd)

7.11 COMPETITIVE STRENGTHS

7.11.1 We are able to provide highly integrated manufacturing services to customers

Our integrated manufacturing process spans from precision machining, metal fabrication, metal finishing to system integration. In addition, our production facilities are approved by one of our key customers for more than 70 special processes for the production of components and integrated systems for semiconductor equipment. We developed capabilities to execute a range of special processes such as type II and III anodising, electropolishing and nickel plating.

With our capabilities, we have successfully delivered full integrated systems in particular for front-end semiconductor equipment to key customers. These pieces of equipment are used for advanced processes during the manufacturing of semiconductors at the foundries of leading chipmakers. As such, we are required to maintain advanced manufacturing capabilities and quality standards to meet the stringent industry specifications that are required of front-end semiconductor equipment. Our involvement with the high technology industries places us at the forefront of technological advancements which provides us with abundant opportunities to advance our manufacturing capabilities.

7.11.2 We have strong business relationships with our key customers

We are a key manufacturing partner for a number of leading semiconductor equipment and aerospace companies. Our key customers operate in technology intensive industries such as the semiconductor industry and often choose to focus on the R&D process while outsourcing the manufacturing process to their key suppliers. Customer A group of companies, a semiconductor equipment company, has been our key customer for more than 25 years, making us one of its most trusted suppliers. For our aerospace segment, our customers are Tier 1 suppliers to major aerospace companies such as aircraft manufacturers. The lengths of our business relationships with our major customers ranges from 3 years to 25 years.

We work closely with our key customers to develop manufacturing processes to meet their technical and production needs. We invest in production capabilities and production lines to meet key customers' requirements. For instance, we provide more than 70 special processes to a key customer as highlighted in Section 7.11.1 of this Prospectus, showing our commitment to their production needs. Before ramping up production, we collaborate closely with our customer to conduct detailed feasibility studies, optimise processes and to refine specifications. This is complemented by pilot runs to validate the process and stringent quality assurance protocols to meet our key customers' standards. As such, we are able to deliver products that meet specific requirements of our customers have a competitive advantage against our competitors as due to our close collaboration and strong relationships with our key customers.

We provide reliable and timely manufacturing services which are essential to our key customers as their products are often used in critical processes. In addition to manufacturing services, we also provide services such as prototyping and vendor managed inventory services to our key customers which allows them to focus on higher value-added processes such as research and development. In a vendor managed inventory arrangement, we monitor rolling forecast provided by customers and replenish our inventories on hand according to the rolling forecast, ensuring we are able to fulfil customer orders promptly. We believe our strategy of focusing on our key customers allows us to sustainably grow our business over the medium to long term.

7. BUSINESS OVERVIEW (Cont'd)

7.11.3 We have a large production capacity and strong cash position to expand our business

As at the LPD, we have a total of approximately 105,532 sq m of combined floor space in our Singapore, Malaysia and USA production facilities with a total land area of approximately 127,207 sq m. Our large production capacity allows us to engage in high volume production as well as production of complex modules and integrated systems. Our high-volume production capability allows us to achieve economies of scale such that in 2018, we acquired SSPL, a metal supplies distribution company to secure raw materials for our production needs. This further enhances our production efficiency through vertical integration. Our large production space also allows us to accommodate the production of complex products which require multiple production lines for a wide range of processes.

We maintain a strong cash position of approximately S\$67.5 million and S\$79.9 million as at 31 December 2023 and 31 December 2024 respectively to prepare for addition of new production capacities to cater to existing and new customers as well as merger and acquisition opportunities that can enhance our manufacturing capabilities or diversify our revenue streams. We acquired shares in JEP Holdings and successfully acquired control of JEP Holdings in 2021, which allowed us to further diversify into the aerospace industry to grow our Group and enhance the resilience of our business. We may engage in further merger and acquisition activities at the opportune time in order to further diversify our revenue streams and enhance our business resilience against cyclical effects in the semiconductor industry.

7.11.4 We have a range of production equipment to meet our complex production needs

Our manufacturing operations are supported by our production equipment for the precision machining and fabrication of metal components. As at 31 December 2024, our production facilities include the following material machinery and equipment:

FYE 2024

Types of machines	No. of units	Age range of machines (years)	No. of units fully depreciated as at 31 December 2024	Audited NBV as at 31 December 2024 (S\$'000)
CNC 3 Axis Milling	45	0 to 23	10	5,587
CNC 4 Axis Milling	81	2 to 21	22	10,350
CNC 5 Axis Milling	91	0 to 26	36	30,489
CNC 2 Axis Turn / Milling	15	3 to 18	12	106
CNC 3 Axis Turn / Milling	4	6 to 19	2	56
CNC 5 Axis Turn / Milling	33	0 to 17	17	6,191
CNC 2 Axis Turning	56	2 to 20	31	1,010
CNC 3 Axis Wire Cut	7	3 to 12	5	158
CNC Horizontal Milling	41	0 to 19	31	1,866
CNC Vertical Milling	81	0 to 20	50	2,389
CNC Horizontal Lathe	14	0 to 16	6	424
CNC Vertical Lathe	3	12 to 16	3	-
CNC 3+1 Axis Milling	8	7 to 19	4	169
Others*	66	0 to 24	17	5,704

Note:

- * Comprising equipment such as, among others, grinder, bandsaw, coordinate measuring machines and press brake machines.

7. BUSINESS OVERVIEW (Cont'd)

7.11.5 We are led by experienced Executive Directors and Key Senior Management

We are led by an experienced management team with a vast array of technical and business experiences relevant to their business and industry. Our Executive Directors have accumulated approximately 16 to 46 years of experience in the precision engineering industry. We are led by our Executive Director and CEO, Luong Andy who has headed our Group since 2005. He has 46 years of experience in the precision engineering industry. He possesses machining skills which he acquired from his working experience at his family's machining business in Vietnam before emigrating to the USA. Before establishing our Group, he started a precision machining business called Long's Manufacturing Inc in the USA. He has spearheaded our Group's strategic business direction since our initial establishment and transformed us from a precision component manufacturing firm to a full systems integration company serving as key manufacturing partner to leading global customers.

Stanley Loh Meng Chong, our Executive Director, is also our Group's Financial Controller and Senior Vice President of Operations. He has 31 years of experience across various financial disciplines including accounting, finance, treasury and auditing with more than 16 years specifically in the precision engineering industry. Prior to joining our Group, he held several controllership positions in trading and manufacturing organisations. He oversees our Group's overall financial, accounting, tax, treasury, corporate finance and compliance matters.

In addition to our Executive Directors, our Key Senior Management also includes our Operations Director, Gobinath Gunaselan⁽¹⁾, who is responsible for overseeing our Group's manufacturing operations. He joined our Group since 1999 and has close to 31 years of experience in high technology equipment manufacturing operations and involvement in strategic sourcing management in the hard disk drive, O&G, aerospace and semiconductor equipment industries.

Note:

- (1) Gobinath Gunaselan had on 3 June 2025 submitted to our Company his notification of resignation with a notice period of 3 months until September 2025. Please refer to Section 9.3 of this Prospectus for further details.

7.11.6 Availability of Class 100 to Class 10,000 cleanrooms

A cleanroom is a controlled environment which contains low levels of pollutants such as dust, airborne microbes, and aerosol particles. Depending on the class of cleanroom, it will have a controlled level of pollutants which is specified by the number of particles of a particular size per cubic metre. Our Group operates a total of 4 cleanrooms comprising a 5,000 sq. ft. Class 100 cleanroom, a 25,000 sq. ft. Class 10,000 cleanroom and a 10,000 sq. ft. Class 1,000 and 10,000 cleanroom in our production facilities in Malaysia, as well as a 2,900 sq. ft. Class 1,000 and Class 10,000 cleanroom in our production facility in Singapore. A Class 100 cleanroom permits 3,520 particles of size 0.5 micrometres or larger per cubic metre of air while a Class 1,000 cleanroom permits 35,200 particles, and a Class 10,000 cleanroom permits 352,000 particles.

Our customers, particularly those in the semiconductor industry, require certain sheet metal parts and precision-machined components to be assembled under cleanroom conditions to limit contamination. By having cleanroom environments throughout our production facilities, we can meet and maintain the quality standards necessary. In addition, we can attract potential customers from other industries that require cleanroom conditions for their products.

7. BUSINESS OVERVIEW (Cont'd)

7.12 PRODUCTION CAPACITY, OUTPUT AND UTILISATION

Our key production facilities are located in Malaysia (Penang) and Singapore. During the production process, we utilise different machinery and equipment to produce sheet metal parts and precision-machined components based on the designs and specifications of our customers. Depending on the type of products and the complexity of each product, the machinery and equipment utilised as well as the production time will differ.

Our production capacity and utilisation of each category of machinery at our production facilities for FYE 2024 are as follows:

Malaysia

FYE 2024

Plant	Types of machinery	No. of units as at 31 December 2024	Estimated maximum annual capacity ⁽¹⁾ (hour)	Actual production time per annum (hour)	Annual production capacity utilisation rates ⁽²⁾ (%)
Simpang	CNC 5 Axis Milling	63	248,063	109,147	44
Ampat,	CNC 4 Axis Milling	24	94,500	43,848	46
Penang	CNC 3 Axis Milling	19	74,813	31,508	42
	CNC 2 Axis Turning	56	220,500	91,728	42
	CNC 2 Axis Turn / Milling	12	47,250	22,680	48
	CNC 5 Axis Turn / Milling	21	82,688	35,060	42
	CNC 3 Axis Wire Cut	6	23,625	10,773	46
	CNC Horizontal Milling	41	161,438	69,741	43
	CNC Vertical Milling	81	318,938	150,538	47

Notes:

- (1) The estimated maximum annual capacity is calculated based on the number of machines, the number of working hours per day of 17.5 hours based on 2 shifts per day and 250 working days per year (based on 365 days per year subtracted 115 days for weekends and public holidays) with an efficiency rate of 90%.
- (2) The annual production capacity utilisation rate is calculated based on the actual production time per annum divided by the estimated maximum annual capacity multiplied by 100%.

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7. BUSINESS OVERVIEW (Cont'd)

Singapore

FYE 2024

<u>Plant</u>	<u>Types of machinery</u>	<u>No. of units as at 31 December 2024</u>	<u>Estimated maximum annual capacity (hour)</u>	<u>Actual production time per annum (hour)</u>	<u>Annual production capacity utilisation rates⁽⁴⁾ (%)</u>
Changi North Industrial Estate	CNC 5 Axis Milling	4	9,675 ⁽¹⁾	2,819	29
	CNC 4 Axis Milling	33	178,200 ⁽²⁾	115,256	65
Seletar Aerospace Park	CNC 5 Axis Milling	23	111,263 ⁽³⁾	41,071	37
	CNC 4 Axis Milling	23	111,263 ⁽³⁾	27,049	24
	CNC 3 Axis Milling	20	96,750 ⁽³⁾	43,388	45
	CNC 3+1 Axis Milling	4	19,350 ⁽³⁾	13,667	71
	CNC 5 Axis Turn / Milling	12	58,050 ⁽³⁾	14,706	25
	CNC 3 Axis Turn / Milling	4	19,350 ⁽³⁾	2,516	13
	CNC 2 Axis Turn / Milling	3	14,513 ⁽³⁾	8,400	58
	CNC Horizontal Lathe	14	67,725 ⁽³⁾	23,988	35
Loyang	CNC 5 Axis Milling	1	4,838 ⁽³⁾	3,417	71
	CNC 4 Axis Milling	1	4,838 ⁽³⁾	Nil	Nil
	CNC 3 Axis Milling	4	19,350 ⁽³⁾	8,663	45
	CNC 3+1 Axis Milling	4	19,350 ⁽³⁾	16,673	86

Notes:

- (1) The estimated maximum annual capacity is calculated based on the number of machines, the number of working hours per day of 10.75 hours based on 1 shift per day and 250 working days per year (based on 365 days per year subtracted 115 days for weekends and public holidays) with an efficiency rate of approximately 90%.
- (2) The estimated maximum annual capacity is calculated based on the number of machines with continuous automated operations producing high volume with minimal variations and manual setup at an efficiency rate of approximately 90%, accounting for planned and unplanned downtime, and 250 working days per year (based on 365 days per year subtracted 115 days for weekends and public holidays).
- (3) The estimated maximum annual capacity is calculated based on the number of machines, the number of working hours per day of 21.5 hours based on 2 shifts per day and 250 working days per year (based on 365 days per year subtracted 115 days for weekends and public holidays) with an efficiency rate of approximately 90%.
- (4) The annual production capacity utilisation rate is calculated based on the actual production time per annum divided by the estimated maximum annual capacity multiplied by 100%.

In addition to the above, our Group also has 2 CNC 3 Axis Milling machines located in our plant at Changi North Industrial Estate and 1 CNC 3 Axis Wire Cut machine and 3 CNC Vertical Lathe machines located in our plant at Seletar Aerospace Park primarily used for reworking purposes which does not contribute directly to the main production output.

Despite the annual production capacity utilisation rates of our existing production facilities and machinery are below the estimated maximum annual capacity, i.e. ranging from 13% to 86% in FYE 2024, our new production facility in Penang Science Park North located in Seberang Perai, Penang, Malaysia is catered to our new key customer, Customer H group

7. BUSINESS OVERVIEW (Cont'd)

of companies, in order to segregate the operations for production of Customer H group of companies' products from the production for other customers of our Group due to reasons of intellectual property protection and customised production capabilities (which are catered for specific designs for Customer H group of companies' products) at the new production facility in Penang Science Park North, and demonstrates the capacity commitment by our Group to serve the new key customer with the ability to ramp up production to meet any increasing demand, when required, and ability to cater for production of more additional products moving forward. Notwithstanding that our current strategy is to cater the new production facility in Penang Science Park North for Customer H group of companies, we are not prohibited under any agreement with Customer H group of companies to use the said production facility to serve other customers and our Group is able to utilise the said production facility for the production to meet demand from other customers through re-allocation of the production space and capacity available at the said production facility, if required. In addition, there are no restrictions for the implementation of similar processes or production capabilities for other customers as the production processes for our customers involve fabrication processes such as cutting or precision machining processes such as milling and turning, or a combination of both, which are typical in precision engineering activities.

7.13 EMPLOYEES

As at the LPD, we have a total workforce of 1,048 employees. The breakdown of our employees as at 31 December 2024 and the LPD is as follows:

Malaysia

Category	As at 31 December 2024	As at LPD
Management	2	1
Production ⁽¹⁾	638	636
Operations ⁽²⁾	58	57
Finance	7	7
HR and administrative	34	36
IT	4	5
Total	743	742

Category	As at 31 December 2024	As at LPD
Local (Malaysians)	334	317
Foreign (non-Malaysians)	409	425
Total	743	742

Category	As at 31 December 2024
Permanent	334
Contract	409
Total	743

As at the LPD, none of our Group's employees in Malaysia is a member of any union.

7. BUSINESS OVERVIEW (Cont'd)

Singapore

Category	As at 31 December 2024	As at LPD
Management	9	8
Production ⁽¹⁾	222	222
Operations ⁽²⁾	31	32
Finance	14	15
HR and administrative	12	12
IT	3	3
Total	291	292

Category	As at 31 December 2024	As at LPD
Local (Singaporeans)	90	103
Foreign (non-Singaporeans)	201	189
Total	291	292

Category	As at 31 December 2024
Permanent	278
Contract	13
Total	291

As at 31 December 2024, 21 of our employees in Singapore are part of a union, namely the United Workers of Electronics & Electrical Industries.

USA

Category	As at 31 December 2024	As at LPD
Management	1	1
Production ⁽¹⁾	8	8
Operations ⁽²⁾	4	4
Finance	1	1
HR and administrative	-	-
IT	-	-
Total	14	14

Category	As at 31 December 2024	As at LPD
Local (Americans)	12	12
Foreign (non-Americans)	2	2
Total	14	14

Category	As at 31 December 2024
Permanent	14
Contract	-
Total	14

As at the LPD, none of our Group's employees in the USA is a member of any union.

As at the LPD, there has not been any major industrial dispute involving our Group.

Notes:

- (1) Comprises employee functions related to assembly, surface treatment, precision machining, packaging, quality control, production planning, process engineering and other production related functions.
- (2) Comprise employee functions related to logistics and storage, purchasing, sales and administration, and customer service.

7. BUSINESS OVERVIEW (Cont'd)

7.14 MAJOR CUSTOMERS

The table below list the top five customers of our Group for the Financial Periods Under Review:

FYE 2021

Customers	Geographical location	Industry	Services provided	Length of relationship (years)*	Revenue contribution	
					(S\$'000)	(%)
Customer A group of companies	Singapore, USA and Taiwan	Semiconductor	Precision machining, sheet metal fabrication, surface treatment and sub-module and full-module assembly	21	183,711	67.7
Customer B group of companies	Singapore, Malaysia and USA	Semiconductor	Precision machining, sub-module assembly	10	20,297	7.5
Customer C group of companies	Singapore and Malaysia	Semiconductor	Precision machining, sheet metal fabrication, surface treatment and sub-module assembly	11	8,743	3.2
Customer D group of companies	Singapore, United Kingdom and USA	Aerospace	Precision machining, surface treatment and sub-module assembly	10	8,506	3.1
Customer E group of companies	Singapore and Malaysia	E&E	Precision machining, sheet metal fabrication, and sub-module assembly	19	5,333	2.0
Total					226,590	83.5
Total revenue of our Group					271,220	100.0

7. BUSINESS OVERVIEW (Cont'd)

FYE 2022

Customers	Geographical location	Industry	Services provided	Length of relationship (years)*	Revenue contribution	
					(S\$'000)	(%)
Customer A group of companies	Singapore, USA and Taiwan	Semiconductor	Precision machining, sheet metal fabrication, surface treatment and sub-module and full-module assembly	22	247,215	66.4
Customer C group of companies	Singapore and Malaysia	Semiconductor	Precision machining, sheet metal fabrication, surface treatment and sub-module assembly	12	22,482	6.0
Customer D group of companies	Singapore, United Kingdom and USA	Aerospace	Precision machining, surface treatment and sub-module assembly	11	10,387	2.8
Customer B group of companies	Singapore, Malaysia and USA	Semiconductor	Precision machining, sub-module assembly	11	6,865	1.9
Customer F	USA	Semiconductor	Gas line and weldments	15	5,240	1.4
Total					292,189	78.5
Total revenue of our Group					372,389	100.0

7. BUSINESS OVERVIEW (Cont'd)

FYE 2023

Customers	Geographical location	Industry	Services provided	Length of relationship (years)*	Revenue contribution	
					(S\$'000)	(%)
Customer A group of companies	Singapore, USA and Taiwan	Semiconductor	Precision machining, sheet metal fabrication, surface treatment and sub-module and full-module assembly	23	224,517	74.9
Customer D group of companies	Singapore, United Kingdom and USA	Aerospace	Precision machining, surface treatment and sub-module assembly	12	14,060	4.7
Customer G group of companies	China and Canada	Aerospace	Precision machining and sub-module assembly	12	6,591	2.2
Customer E group of companies	Singapore and Malaysia	E&E	Precision machining, sheet metal fabrication, and sub-module assembly	13	3,458	1.1
Customer C group of companies	Singapore and Malaysia	Semiconductor	Precision machining, sheet metal fabrication, surface treatment and sub-module assembly	13	2,850	1.0
Total					251,476	83.9
Total revenue of our Group					299,907	100.0

7. BUSINESS OVERVIEW (Cont'd)

FYE 2024

Customers	Geographical location	Industry	Services provided	Length of relationship (years)*	Revenue contribution	
					(S\$'000)	(%)
Customer A group of companies	Singapore, USA and Taiwan	Semiconductor	Precision machining, sheet metal fabrication, surface treatment and sub-module and full-module assembly	24	165,628	68.4
Customer D group of companies	Singapore, United Kingdom, USA and Poland	Aerospace	Precision machining, surface treatment and sub-module assembly	13	17,171	7.1
Customer H group of companies	Malaysia	Semiconductor	Precision machining, surface treatment and sub-module assembly	2	10,820	4.5
Customer G group of companies	China and Canada	Aerospace	Precision machining and sub-module assembly	13	6,831	2.8
Customer C group of companies	Singapore and Malaysia	Semiconductor	Precision machining, sheet metal fabrication, surface treatment and sub-module assembly	14	3,715	1.5
Total					204,165	84.3
Total revenue of our Group					242,115	100.0

Note:

* The approximate length of relationships is calculated at each of the respective FYEs.

7. BUSINESS OVERVIEW (Cont'd)

For the Financial Periods Under Review, our top five major customers contributed S\$226.6 million, S\$292.2 million, S\$251.5 million and S\$204.2 million to our Group's total revenue, representing approximately 83.5%, 78.5%, 83.9% and 84.3% of our Group's total revenue, respectively.

We are dependent on one of our major customers, namely Customer A group of companies, as they have contributed 67.7%, 66.4%, 74.9% and 68.4% to our total revenue for the Financial Periods Under Review. Customer A group of companies has been our customer for the past 25 years as at the LPD.

Save for Customer E group of companies, our Group has entered into non-disclosure agreements or confidentiality obligations with our other major customers.

Our Group has entered into a global supply agreement dated 22 January 2008 (including several addendums dated 1 March 2017, 1 July 2023, 7 February 2024 and 15 February 2025) with Customer A group of companies which outline, among others, the items, prices, and terms of arrangement governing the relationship between our Group and the Customer A group of companies. The global supply agreement sets out the terms of arrangement governing the business relationship between us and Customer A group of companies, while the addendums relate to the supply of integrated systems and order and delivery system of Customer A group of companies. Notwithstanding the price mechanism agreed in certain addendums to the global supply agreement with Customer A group of companies, the price may change from time to time arising from, among others, price increase for the suppliers or services required by our Group to serve Customer A group of companies, subject to negotiation with Customer A group of companies. The contract for the supply of integrated systems to Customer A group of companies is outlined in an addendum to the global supply agreement which, in addition to the price mechanism, contains a tenure with the current effective period being from July 2023 to December 2025. Notwithstanding the foregoing, our Group has continuously been supplying the integrated systems to Customer A group of companies since 2008. For clarity, the Group's business relationship with Customer A group of companies began in 2000 where the Group supplied machined precision components to Customer A group of companies. In 2008, Customer A group of companies granted the Group the first integrated systems contract which has been extended or renewed with new integrated systems contracts (being addendums to the global supply agreement) until present with current expiry in December 2025. The global supply agreement (including its relevant addendums) with Customer A group of companies does not contain any non-compete clause with regards to our Group's businesses, operations and/or investments.

The details of our business dealings with Customer A group of companies are as follows:

- (i) for the supply of integrated systems, Customer A group of companies will provide a rolling weekly forecast of the required items and purchase volume for the next 2 to 4 quarters, for us to pre-plan our raw material procurement and production capacity before the delivery date. Thereafter, we will receive purchase order from Customer A group of companies typically 6 weeks prior to the delivery date of the products; or
- (ii) for the supply of precision-machined components specified in the global supply agreement (including the addendums), Customer A group of companies provides a rolling weekly forecast for 1-year period of required items and purchase volumes. Based on this, we prepare and produce the items, deliver them to Customer A group of companies' premises where the items remain as consignment inventory. The ownership of the items belongs to us until they are used by Customer A group of companies, which upon each usage, Customer A group of companies will issue a purchase order based on the quantities used by Customer A group of companies to the us. Subsequently, we will issue invoice for the items and quantities used. Nevertheless, in the event any items remain unused for 6 months upon delivery by us, the items are automatically deemed used, allowing us to issue invoice accordingly.

7. BUSINESS OVERVIEW (Cont'd)

The agreements including the addendums with Customer A group of companies do not specify any committed value or quantity of items to be ordered from our Group or provide certainty of orders from Customer A group of companies. In addition to the items which are specified in the agreements with Customer A group of companies (such as the integrated systems and certain precision-machined components) where Customer A group of companies will issue purchase orders to our Group as detailed above, we had also received ad-hoc orders from Customer A group of companies via purchase orders from time to time for other items which are mainly precision-machined components with low volume.

The salient terms of the global supply agreement (including several addendums) with our Customer A group of companies, which are applicable to all the products specified in the said agreement (save for certain provisions expressly modified under the addendums to the global supply agreement for the integrated systems), are as follows:

Tenure	<p>Commence on 22 January 2008 and shall continue unless terminated (as detailed in “Termination” below) or either party provides 9 months prior written notice to the other party on the party’s desire to allow the global supply agreement to expire.</p> <p>For the supply of integrated systems, the current effective tenure is from July 2023 to December 2025.</p>
Termination	<p>Both parties may give the other written notice of default of the agreement and such notice may be given:</p> <ul style="list-style-type: none"> (i) by Customer A group of companies: <ul style="list-style-type: none"> (a) in the event of our failure to deliver the items in accordance with the delivery time, specifications and/or other requirements pursuant to the global supply agreement; (b) if we anticipatorily repudiate any material provision of the global supply agreement and fails to provide adequate assurance to Customer A group of companies of our future performance; or (c) if we become insolvent or file for a petition under any bankruptcy, insolvency or similar law, or make an assignment for the benefit of our creditors. (ii) by our Group: <ul style="list-style-type: none"> (a) in the event of Customer A group of companies’ fail to adhere to our payment terms or breach of our intellectual property rights pursuant to the global supply agreement; (b) if Customer A group of companies anticipatorily repudiate the material provisions of the global supply agreement as set out in (ii)(a) above, and fails to provide adequate assurance to us of their future performance; or (c) if Customer A group of companies become insolvent or file for a petition under any bankruptcy, insolvency or similar law, or make an assignment for the benefit of our creditors.

7. BUSINESS OVERVIEW (Cont'd)

	<p>A cure period of 90 days is given for the defaulting party to remedy the above breaches, save for instances where such breach is a negligent or wilful material breach of confidentiality or intellectual property rights, in which case the global supply agreement shall terminate immediately following the notice of default.</p>
Orders	<p>Orders for items shall be submitted as a demand signal, which specifies the details, quantity, delivery terms, and price of the item. Our Group shall then promptly accept or reject such orders. An order may not be rejected if it meets the terms of the global supply agreement and any rejection shall be accompanied by reasonable grounds for such rejection. Some orders are automatically accepted if not objected to within specific timeframes.</p> <p>Customer A group of companies may modify such orders when required due to industry fluctuations, e.g. increasing the order quantity prior to the delivery date. Where such increase falls within an agreed upon quantity flexibility matrix as set out in the global supply agreement, our Group will deliver the increased quantity of items without extra charges and will ensure no delays to any previously ordered items. If such increase exceeds the quantity flexibility matrix, our Group may choose to fulfil such order if it is feasible and upon mutually agreed terms. Customer A group of companies will then cover reasonable, pre-approved and separately invoiced costs.</p> <p>There is no volume commitment pursuant to the global supply agreement. Customer A group of companies is not obligated to purchase a specific volume of items unless stated in a demand signal.</p> <p>Notwithstanding the above, pursuant to an addendum to the global supply agreement dated 7 February 2024, Customer A group of companies has requested for an adjustment to the contract price while committed to order a number of minimum quantity at such adjusted contract price for the integrated systems for the calendar year 2024 ("2024 Addendum"). Pursuant to an addendum to the global supply agreement dated 15 February 2025, Customer A group of companies has requested for the similar adjustment of terms (i.e. similar adjusted contract price and minimum quantity of orders) per the 2024 Addendum for the integrated systems for the calendar year 2025 ("2025 Addendum"). Save for the adjusted contract price and minimum quantity of orders committed by Customer A group of companies for the FYE 2024 and FYE 2025, the other terms for the supply of integrated systems remain effective. For information, save for the 2024 Addendum and 2025 Addendum, there has not been any other agreement or addendum for adjustment to contract price and minimum quantity of orders committed by Customer A group of companies for the supply of integrated systems in the past.</p>
Pricing	<p>The contract price for certain items is agreed upon pursuant to the global supply agreement. Where the price of an item is not specified, the contract price shall be set forth in the demand signal to be accepted by our Group. Prices remain fixed during the contract term unless changes are mutually agreed upon by the parties in writing. If requested by a party, prices may be reviewed biannually, taking into account changes in raw material costs, labour, duties, or other direct costs. The customer may then agree to such price change or remove such item from the agreement or find alternative suppliers.</p>

7. BUSINESS OVERVIEW (Cont'd)

Confidentiality	Except as expressly set forth in the global supply agreement or agreed by Customer A group of companies in writing, our Group (i) may use confidential information solely for the purpose of providing items to Customer A group of companies, (ii) may provide confidential information only to those individuals who need to know such confidential information to provide items to Customer A group of companies, and (iii) shall not use or disclose any confidential information for any other purpose.
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Based on the foregoing and as the global supply agreement is typically required by Customer A group of companies as a standard document mainly setting out the terms of arrangement governing the business relationship as a selected supplier or vendor to them and have no fixed tenure unless terminated by the parties or due to breach to the agreements and no committed value or volume of items to be purchased from our Group, save for the addendums to the global supply agreement dated 7 February 2024 and 15 February 2025 in respect of the supply of integrated systems in FYE 2024 and FYE 2025 respectively, our Group's business performance and profitability are not solely dependent on the global supply agreement, and will depend on our Group's ability to secure repeat orders via purchase orders from our customers including Customer A group of companies. As such, if we are unable to secure future orders or repeat orders from our customers including Customer A group of companies, we may experience a negative impact on our sales and financial performance. This would also lead to a material adverse impact on our revenue and financial performance if we were unable to secure orders from our other existing customers or new customers in the event Customer A group of companies terminates the global supply agreement and stop placing orders with our Group. It is unlikely that our Group will continue receiving purchase orders from Customer A group of companies if the global supply agreement is terminated by them. Nevertheless, our Group has not encountered any risk of termination of the current global supply agreement with Customer A group of companies since its execution in January 2008. Please refer to Section 5.1.1 of this Prospectus for further details on the risk of termination of business relationships or agreements with our major customers.

Customer A group of companies does not rely solely on our Group for the supply of the products as there are other contract manufacturers with similar production capabilities that may produce similar products required by Customer A group of companies. However, any new supplier to Customer A group of companies will need to undergo stringent qualification process which may be time-consuming before being approved by Customer A group of companies and commence mass production, such as developing manufacturing processes that meet the technical and production requirements of Customer A group of companies and developing and securing approval for first articles from Customer A group of companies.

Nevertheless, we believe that the long-standing relationship of approximately 25 years that we have with Customer A group of companies as well as our capabilities, product quality, reliability, and timely delivery to serve and continuously meet the requirements of Customer A group of companies will enable us to continue our business relationship with them in the future.

7. BUSINESS OVERVIEW (Cont'd)

7.15 MAJOR SUPPLIERS

The table below list the top five suppliers of our Group for the Financial Periods Under Review:

FYE 2021

Suppliers	Country	Type of products / services provided	Length of relationship (years)*	Purchases	
				(S\$'000)	(%)
Kaiser Aluminium Fabricated Products LLC	USA	Aluminium	11	9,518	7.4
VAT Singapore Pte Ltd	Singapore	Loose tools	13	8,515	6.6
IBC Engineered Materials Corporation	USA	Aluminium	10	7,963	6.2
Parker Hannifin Singapore Pte Ltd	Singapore	Loose tools	15	7,704	6.0
NSK Precision America Inc	USA	Loose tools	8	6,586	5.1
Total				40,286	31.3
Total purchases of our Group				128,473	100.00

FYE 2022

Suppliers	Country	Type of products / services provided	Length of relationship (years)*	Purchases	
				(S\$'000)	(%)
Kaiser Aluminium Fabricated Products, LLC.	USA	Aluminium	12	15,766	8.2
VAT Singapore Pte Ltd	Singapore	Loose tools	14	12,723	6.6
Koiho International Company Limited	China	Aluminium	9	12,416	6.4

7. BUSINESS OVERVIEW (Cont'd)

Suppliers	Country	Type of products / services provided	Length of relationship (years)*	Purchases	
				(S\$'000)	(%)
Parker Hannifin Singapore Pte Ltd	Singapore	Loose tools	16	11,388	5.9
Fa-Ric Singapore Pte Ltd	China	Steel	13	7,854	4.1
Total				60,147	31.2
Total purchases of our Group				193,000	100.00

FYE 2023

Suppliers	Country	Type of products / services provided	Length of relationship (years)*	Purchases	
				(S\$'000)	(%)
Parker Hannifin Singapore Pte Ltd	Singapore	Loose tools	17	10,408	7.8
VAT Singapore Pte Ltd	Singapore	Loose tools	15	10,059	7.5
SMC Corporation (Singapore) Pte Ltd	Singapore	Loose tools	14	6,780	5.1
Kaiser Aluminium Fabricated Products LLC	USA	Aluminium	13	6,204	4.6
Arconic Davenport LLC	USA	Aluminium	16	6,086	4.6
Total				39,537	29.6
Total purchases of our Group				133,539	100.00

7. BUSINESS OVERVIEW (Cont'd)

FYE 2024

Suppliers	Country	Type of products / services provided	Length of relationship (years)*	Purchases	
				(S\$'000)	(%)
Kaiser Aluminium Fabricated Products, LLC.	USA	Aluminium	14	11,889	11.6
VAT Singapore Pte Ltd	Singapore	Loose tools	16	7,076	6.9
Parker Hannifin Singapore Pte Ltd	Singapore	Loose tools	18	5,601	5.5
Ventura Aerospace, LLC	USA	Steels	6	4,531	4.4
Safran Landing Systems Suzhou Co., Ltd	China	Copper, brass and nickel	14	3,739	3.6
Total				32,836	32.0
Total purchases of our Group				102,652	100.00

Note:

* The approximate length of relationships is calculated at each of the respective FYEs.

For the Financial Periods Under Review, our top five major suppliers contributed S\$40.3 million, S\$60.1 million, S\$39.5 million and S\$32.8 million of our Group's total purchases, representing approximately 31.3%, 31.2%, 29.6% and 32.0% of our Group's total purchases in the Financial Periods Under Review, respectively.

These major suppliers include, among others, Parker Hannifin Singapore Pte Ltd, VAT Singapore Pte Ltd and SMC Corporation (Singapore) Pte Ltd whom are approved vendors of Customer A group of companies, from whom we are required to source certain components or parts in order to meet the orders placed by Customer A group of companies. In light of this, we are dependent on these major suppliers whom are approved vendors of Customer A group of companies to the extent that we continue to be required by Customer A group of companies to purchase the components or parts from these major suppliers. Nevertheless, these major suppliers are also dependent upon us as we are selected by Customer A group of companies to procure the relevant components or parts from the major suppliers to assemble the integrated systems.

7. BUSINESS OVERVIEW *(Cont'd)*

Save for the above, we are not dependent on any of the other major suppliers which are suppliers for raw materials such as Kaiser Aluminium Fabricated Products LLC as we are able to source the same supplies from alternative suppliers at market prices. The items provided by our major suppliers are commonly available products that can be sourced locally or overseas. We select our suppliers based on their capacity, product quality and prices among other criteria. Since we do not engage in long-term or exclusive agreements with our suppliers, there are no costs associated with switching to alternative suppliers. We have cultivated strong working relationships with our major suppliers, and there has been no significant disputes or supply disruptions during the Financial Periods Under Review and up to the LPD.

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7. BUSINESS OVERVIEW (Cont'd)

7.16 TYPES, SOURCES AND AVAILABILITY OF SUPPLIES

The major types of raw materials purchased by our Group in the Financial Periods Under Review is as follows:

	FYE 2021		FYE 2022		FYE 2023		FYE 2024	
Type of products	(S\$'000)	(%)	(S\$'000)	(%)	(S\$'000)	(%)	(S\$'000)	(%)
Loose tools ⁽ⁱ⁾	50,632	39.4	70,506	36.5	54,703	41.0	37,692	36.7
Aluminium	31,180	24.3	49,318	25.6	24,299	18.2	25,571	24.9
Steels	16,918	13.2	28,835	14.9	17,807	13.3	12,996	12.7
Copper, brass and nickel	3,285	2.6	4,075	2.1	6,634	5.0	5,987	5.8
Sub-modules ⁽ⁱⁱ⁾	3,789	2.9	6,921	3.6	3,778	2.8	3,931	3.8
Packaging	1,225	1.0	1,488	0.8	997	0.7	648	0.6
Consumables	803	0.6	1,909	1.0	780	0.6	476	0.5
Paint / ink / chemicals	41	0.0	11	0.0	20	0.0	126	0.1
Others ⁽ⁱⁱⁱ⁾	20,600	16.0	29,937	15.5	24,521	18.4	15,225	14.9
Total	128,473	100.00	193,000	100.00	133,539	100.00	102,652	100.0

Notes:

- (i) Loose tools refer to miscellaneous components and accessories used in the sub-module and full module assembly of products including mechanical components (e.g. valves, motors, drivers), electrical parts (e.g. cables, harnesses), fasteners and hardware components (e.g. screws, washers, nuts), seals and gaskets, tubing and hoses and other components.
- (ii) Sub-modules refer to the sub-modules sourced from third-party suppliers appointed by our customers that are integrated together with the sub-modules that are produced in-house.
- (iii) Others include CNC tooling and maintenance spare parts.

7. BUSINESS OVERVIEW (Cont'd)

7.17 MATERIAL INVESTMENTS AND DIVESTITURES

Save as disclosed below, our Group does not have any other material investments for the Financial Periods Under Review and up to the LPD:

	FYE 2021	FYE 2022	FYE 2023	FYE 2024	1 January 2025 up to the LPD
Investment cost	(S\$'000)	(S\$'000)	(S\$'000)	(S\$'000)	(S\$'000)
Plant and equipment	8,255	29,700	31,445	25,214	15,084
• Malaysia	3,023	20,579	27,032	20,136	8,269
• Singapore	5,229	9,070	4,411	5,073	6,770
• USA	3	51	2	5	45
Construction-in-progress ⁽¹⁾	1,722	8,833	6,461	40	-
Total	9,977	38,533	37,906	25,254	15,084

Note:

- (1) Mainly comprises the capital expenditure incurred for the construction of the new production facility in Penang Science Park North located in Seberang Perai, Penang, Malaysia.

The above capital expenditure was primarily financed by a combination of our Group's internally-generated funds and/or bank borrowings.

Our Group does not have any material divestiture for the Financial Periods Under Review and up to the LPD.

7.18 MAJOR LICENCES AND PERMITS

Details of our major licenses and permits are set out in Annexure D of this Prospectus.

7.19 INTELLECTUAL PROPERTIES

As at the LPD, our Group do not have any trademarks registrations and intellectual property rights which are material to our Group.

7.20 MATERIAL PROPERTIES, PLANT, MACHINERY AND EQUIPMENT

Details of our material properties, plant, machinery and equipment are set out in Annexure E of this Prospectus.

7.21 GOVERNING LAWS AND REGULATIONS

Singapore

- (i) Employment Act 1968 of Singapore ("EA 1968")

The EA 1968 covers every employee who is under a contract of service with an employer and includes a workman (as defined under the EA 1968) subject to exceptions. "Employee" under the EA 1968 does not extend to, among others, freelance contractors who have entered into a contract for service. As such, freelance contractors would not be considered as employees of our Group. Under the EA 1968 there are certain minimum conditions of service that employers are required to provide to their employees, including (i) minimum days of statutory annual and sick leave (Sections 88A and 89 of the EA 1968 respectively); (ii) paid public holidays (Section 88 of the EA 1968); (iii) statutory protection against wrongful dismissal (Section 14 of the EA 1968); (iv) provision of key employment terms in writing (Section 95A of the EA 1968); and (v) statutory maternity leave and childcare leave benefits (Sections 76 and Section 87A of the EA 1968 respectively).

7. BUSINESS OVERVIEW (Cont'd)

A workman is defined under Section 2 of the EA 1968 as including, among others, (a) any person, skilled or unskilled, who has entered into a contract of service with an employer in pursuance of which he is engaged in manual labour, including any artisan or apprentice, but excluding any seafarer or domestic worker; and (b) any person employed partly for manual labour and partly for the purpose of supervising in person any workman in and throughout the performance of his work.

The main employment provisions of the EA 1968 cover all employees, including persons employed in a managerial or executive position, except domestic workers, seafarers and those who are covered separately. These main employment provisions include public holiday and sick leave entitlements, minimum days of annual leave, payment of salary and allowable deductions and release for wrongful dismissal.

In addition to the main employment provisions of the EA 1968, Part 4 of the Employment Act contains provisions with respect to, among other things, working hours, overtime, rest days, holidays, annual leave, payment of retrenchment benefit, priority of retirement benefit, annual wage supplements and other conditions of work or service ("**Part 4**"). However, such Part 4 provisions only apply to: (a) workmen earning basic monthly salaries of not more than S\$4,500; and (b) employees (excluding workmen or a person employed in a managerial or an executive position) earning basic monthly salaries of not more than S\$2,600. An employer who breaches any provision of Part 4 of the EA 1968 is guilty of an offense and is liable on conviction for a fine not exceeding S\$5,000, and for a second or subsequent offense a fine not exceeding S\$10,000 or imprisonment for a term not exceeding 12 months or both.

Beginning from April 1, 2016, employers are required to issue to their employees who are covered by the EA 1968 and who are employed for 14 days or more a written record of the key employment terms of the employee. Such key employment terms include, among other things, working arrangements (such as daily working hours, number of working days per week and rest day(s)), salary period, basic salary, fixed allowances and deductions, over time rate of pay, types of leave and other medical benefits.

(ii) Employment of Foreign Manpower Act 1990 of Singapore ("**EFMA 1990**")

The employment of foreign employees in Singapore is governed by EFMA 1990 and is under the purview of the Ministry of Manpower of Singapore ("**MOM**").

Section 5 of the EFMA 1990 states that a person must not employ a foreign employee unless the foreign employee has a valid work pass from the MOM in accordance with the Employment of Foreign Manpower (Work Passes) Regulations 2012, which allows the foreign employee to work for him. Any person who fails to comply with or contravenes this provision of the EFMA 1990 is guilty of an offense and will: (a) be liable on conviction for a fine not less than S\$5,000 and not more than S\$30,000 or imprisonment for a term not exceeding 12 months or both; and (b) on a second or subsequent conviction: (i) in the case of an individual, be liable for a fine of not less than S\$10,000 and not more than S\$30,000 and imprisonment for a term of not less than one month and not more than 12 months; or (ii) in any other case, be punished with a fine of not less than S\$20,000 and not more than S\$60,000.

The type of work and salary being received by the foreigner, among other things, will affect the work pass to be issued to a foreigner. For employment pass, foreign professionals, managers and executives are required to earn a fixed monthly salary of S\$5,600 (in all sectors except the financial services sector) and S\$6,200 (in the financial services sector). In addition, the qualifying salaries increase for older and more experienced candidates. From 1 September 2023, in addition to meeting qualifying salary, employment pass candidates must also pass a points-based Complementarity Assessment Framework. From 1 September 2023, new applications for S Pass relating to mid-level skilled staff earning a fixed monthly salary of at least S\$3,150 (in all sectors

7. BUSINESS OVERVIEW (Cont'd)

except the financial services) and \$3,650 (in the financial services sector) who possess a degree, diploma or technical certificate and have the relevant work experience may apply for an S-pass; and semi-skilled foreign workers from approved source countries working in, among others, the manufacturing sector may apply for a work permit. From 1 September 2025, the qualifying salary for S Pass will be increased to at least S\$3,300 (in all sectors except the financial services sector), and S\$3,800 (in the financial services sector).

Pursuant to the Employment of Employment of Foreign Manpower (Work Passes) Regulations 2012, an employer of a Work Permit or S-Pass holder is required to purchase and maintain medical insurance with coverage of at least S\$60,000 per 12-month period of a foreign workers' employment (or for such shorter period where the foreign workers' period of employment is less than 12 months) for the foreign workers' in-patient care and day surgery except as the Controller of Work Passes may otherwise provide by notification in writing.

Sector-specific rules regulated by the MOM achieved via various policy instruments including: (a) business activity; (b) approved source countries; (c) the imposition of security bonds and levies; and (d) quota (or dependency ratio ceilings) based on the ratio of local to foreign workers also affects the employment of foreign workers.

(iii) Central Provident Fund Act 1953 of Singapore ("CPFA 1953")

Pursuant to Section 7 of the CPFA 1953, an employer is obliged to make CPF contributions for all employees who are Singapore citizens or permanent residents who are employed in Singapore by an employer (but excluding employees who are employed as a master, a seaman or an apprentice in any vessel, subject to an exception for non-exempted owners). CPF contributions are not applicable for foreigners who hold work passes. CPF contributions are required for both ordinary wages and additional wages (subject to an ordinary wage ceiling and a yearly additional wage ceiling) of employees at the applicable prescribed rates. Such rates are dependent on the amount of monthly wages and the age of the employee, among others. While the employer must pay both the employer's and employee's share of the monthly CPF contribution, an employer can recover the employee's share of CPF contributions by deducting it from their wages.

Pursuant to Section 9 of the CPFA 1953, the amount of the contributions which an employer is liable to pay under Section 7 of the CPFA 1953 in respect of any month is not paid within the prescribed period, the employer shall be liable for the payment of interest on the amount for everyday the amount remains unpaid commencing from the first day of the month succeeding the month in respect of which the amount is payable and the interest shall be calculated at the rate of 1.5% per month or the sum of S\$5, whichever is greater. Where any employer who has recovered any amount from the monthly wages of an employee in accordance with the CPFA 1953 fails to pay the contributions to the CPF within the prescribed time, he will be guilty of an offence and will be liable on conviction for a fine not exceeding S\$10,000 or imprisonment for a term not exceeding seven years or both. Where an offence has been committed under the CPFA 1953 but there are no specific penalties provided, the offender may be liable for a fine not exceeding S\$5,000 or imprisonment for a term not exceeding six months or both, and where the person is a repeat offender in relation to the same offence, the offender may be liable for a fine not exceeding S\$10,000 or imprisonment for a term not exceeding 12 months or both.

7. BUSINESS OVERVIEW (Cont'd)

(iv) Workplace Safety and Health Act 2006 of Singapore ("WSHA 2006")

Further to Sections 12(1) and 12(2) of the WSHA 2006, every employer has the duty to take, so far as is reasonably practicable, such measures as are necessary to ensure the safety and health of its employees at work and persons (not being the employer's employees) who may be affected by any undertaking carried on by the employer in the workplace, respectively. Such measures include providing and maintaining for the employees a work environment that is safe, without risk to health, and adequate with regards to facilities and arrangements for employees' welfare at work, ensuring that adequate safety measures are taken in respect of any machinery, equipment, plant, article or process used by the employees, ensuring that the employees are not exposed to hazards arising out of the arrangement, disposal, manipulation, organization, processing, storage, transport, working or use of things in or near their workplace and under the control of the employer, developing and implementing procedures for dealing with emergencies that may arise while those persons are at work and ensuring that the employees at work have adequate instruction, information, training and supervision as is necessary for them to perform their work. The relevant regulatory body is the MOM.

Any person who breaches his duty under the WSHA 2006 is guilty of an offense and will be liable on conviction, for situations where no penalty is expressly provided, in the case of a body corporate, to a fine not exceeding S\$500,000 and if the contravention continues after the conviction, the body corporate shall be guilty of a further offense and will be liable to a fine not exceeding S\$5,000 for every day or part thereof during which the offense continues after conviction. For repeat offenders, where a person has on at least one previous occasion been convicted of an offense under the WSHA 2006 that causes the death of any person and that person is subsequently convicted of the same offense that causes the death of another person, the court may, in addition to any imprisonment, if prescribed, punish the person, in the case of a body corporate, with a fine not exceeding S\$1 million and, in the case of a continuing offense, with a further fine not exceeding S\$5,000 for every day or part thereof during which the offense continues after conviction.

Under Section 16 of the WSHA 2006, any person who manufactures or supplies any machinery, equipment or hazardous substance ("**MEHS**") for use at work has the duty to ensure, so far as is reasonably practicable, that (a) information regarding the safe use of the MEHS is supplied for use at work (which should include precautions to be taken for the proper use and maintenance of such MEHS, the health hazards associated with the MEHS and the information relating to and the results of any examinations or tests of the MEHS that are relevant to its safe use); (b) the MEHS is safe, and without risk to health, when properly used; and (c) the MEHS is examined and tested in compliance with the obligation imposed by paragraph (b). The duties imposed on any person in respect of the aforementioned shall (i) apply only if the MEHS are manufactured or supplied in the course of a trade or business carried on by the person (whether for profit or not); (ii) apply whether or not the MEHS are exclusively manufactured or supplied for use by persons at work; (iii) extend to the supply of the MEHS by way of sale, transfer, lease or hire and whether as principal or agent, and to the supply of the MEHS to a person for the purpose of supply to others; but (iv) do not apply to a person by reason only that the person supplies the machinery or equipment under a lease-purchase agreement, conditional sale agreement or credit-sale agreement to another ("**customer**") in the course of a business of financing the acquisition of the machinery or equipment by the customer from others.

Further to Section 21(1), read with Section 21(2) of the WSHA 2006, the Commissioner for Workplace Safety and Health (the "**CWSH**") may serve a remedial order or a stop-work order in respect of a workplace if he is satisfied that (a) the workplace is in such condition, or is so located, or any part of the machinery, equipment, plant or article in the workplace is so used, that any work or process carried on in the workplace cannot be carried on with due regard to the safety, health and welfare of persons at work; (b) any person has contravened any duty imposed by the WSHA 2006; or (c) any person has

7. BUSINESS OVERVIEW (Cont'd)

done any act, or has refrained from doing any act which, in the opinion of the CWSH, poses or is likely to pose a risk to the safety, health and welfare of persons at work.

The remedial order shall direct the person served with the order to take such measures, to the satisfaction of the CWSH, to, among other things, remedy any danger so as to enable the work or process in the workplace to be carried on with due regard to the safety, health and welfare of the persons at work. On the other hand, a stop-work order will direct the person served with the order to immediately cease to carry on any work or process indefinitely or until such measures as are required by the CWSH have been taken, to the satisfaction of the CWSH, to remedy any danger so as to enable the work or process in the workplace to be carried on with due regard to the safety, health and welfare of the persons at work, and shall specify the date on which such order is to take effect.

Further to the Workplace Safety and Health (Noise) Regulations 2011 of Singapore (the “**WSHNR 2011**”), the occupier of a workplace must take reasonably practicable measures to reduce or control the noise from any machinery or equipment used or from any process, operation or work carried out by him in the workplace, so that no person at work in the workplace is exposed or likely to be exposed to excessive noise. This may include replacing noisy machinery, equipment, processes, operations or work with less noisy machinery, equipment, processes, operations or work, and such other measures as prescribed under the WSHNR 2011. Where it is not practicable to reduce the noise, the occupier of a workplace shall limit the duration of time persons at work are exposed to the noise in accordance with the time limits prescribed in the Schedule under the WSHNR 2011. Any person who contravenes the aforementioned is guilty of an offense and is liable on conviction for a fine not exceeding S\$20,000 or to imprisonment for a term not exceeding two years or both, and in the case of a second or subsequent conviction, for a fine not exceeding S\$50,000 or imprisonment for a term not exceeding two years or both.

Pursuant to the Workplace Safety and Health (Risk Management) Regulations (“**Risk Management Regulations**”), the employer in a workplace is supposed to, among other things, conduct a risk assessment in relation to the safety and health risks posed to any person who may be affected by his undertaking in the workplace, take all reasonably practicable steps to eliminate or where it is not reasonably practicable to eliminate the risk, minimize foreseeable risks, implement measures or safe work procedures to address the risks. A person who, without reasonable excuse, contravenes the aforementioned requirements shall be guilty of an offence and shall be liable on conviction to a fine not exceeding S\$50,000 or to imprisonment for a term not exceeding two years or both. Every employer is also required to maintain records of such risk assessments and measures/safety procedures and submit such records to the CWSH when required by the CWSH from time to time. Failure by any employer to comply with the requirement to maintain records shall result in him being guilty of an offence and liable on conviction for a fine not exceeding S\$20,000 or to imprisonment for a term not exceeding two years or both for the first offense, and for a fine not exceeding S\$50,000 or imprisonment for a term not exceeding two years or both for a subsequent offense. Such records are to be kept for a period of not less than three years. Failure of an employer to do so without reasonable excuse shall result in him being guilty of an offence and liable on conviction to a fine not exceeding S\$10,000 for the first offense, and a fine not exceeding S\$20,000 or to imprisonment for a term not exceeding six months or both for a subsequent offense.

7. BUSINESS OVERVIEW (Cont'd)

(v) Work Injury Compensation Act 2019 of Singapore ("WICA 2019")

The WICA 2019 applies to all employees who are engaged under a contract of service or apprenticeship with an employer regardless of their level of earnings but does not cover self-employed persons or independent contractors. However, Section 13(1) of the WICA 2019 provides that, where any person (referred to as the principal) in the course of or for the purpose of his trade or business contracts with any other person (referred to as the subcontractor employer), the principal may be liable to compensate those employees of the subcontractor employer who were injured while employed in the execution of work for the principal. Furthermore, the WICA 2019 provides that if an employee dies or sustains injuries in a work-related accident or contracts occupational diseases in the course of the employment, the employer shall be liable to pay compensation in accordance with the provisions of the WICA 2019. For permanent incapacity or death, an injured employee is entitled to claim medical leave wages, medical expenses and lump sum compensation, subject to certain limits stipulated in the WICA 2019.

Two possible courses of action are available for an employee who suffers an injury arising out of and in the course of his employment:

- (a) report the accident to his employer so as to submit a claim for compensation through the MOM without needing to prove fault or negligence on anyone's part. There is a fixed formula in the WICA 2019 for the amount of compensation to be awarded; or
- (b) commence legal proceedings to claim damages under common law against the employer for breach of duty or negligence.

Every employer is required to insure and maintain insurance under approved policies with an insurer against all liabilities which he may incur under the provisions of the WICA 2019 in respect of all employees employed by him, unless specifically exempted. Failure to provide adequate insurance is an offence carrying a fine of up to S\$10,000 or imprisonment for a term of up to 12 months, or both for a first-time offender. If the person is a repeat offender, to a fine not exceeding \$20,000 or to imprisonment for a term not exceeding 12 months or to both.

(vi) Environmental Protection and Management Act 1999 ("EPMA 1999")

Section 22 of the EPMA 1999 states that a person must not import, manufacture, possess for sale, sell or offer for sale any hazardous substance unless the person holds a licence granted by the Director-General for that purpose. Any person who contravenes this would be guilty of an offence and shall be liable on conviction to a fine not exceeding S\$50,000 or to imprisonment for a term not exceeding 2 years or to both and, in the case of a continuing offence, to a further fine not exceeding S\$2,000 for every day or part of a day during which the offence continues after conviction.

Any licence granted to a person under Section 22 of the EPMA 1999 is not transferable to any other person and no licence may authorise the import, manufacture, possession for sale, sale or offer for sale of any hazardous substance by any individual other than the individual named in the licence.

Under Regulation 17 of the Environmental Protection and Management (Hazardous Substances) Regulations, a person shall not use, keep or have in his possession or under his contract any hazardous substance specified in the schedule of the said regulations unless he is authorised to store such hazardous substance. Any person who contravenes this shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$30,000 or to imprisonment for a term not exceeding 2 years or to both and, in the case

7. BUSINESS OVERVIEW (Cont'd)

of a continuing offence, to a further fine not exceeding \$1,000 for every day or part thereof during which the offence continues after conviction.

(vii) Radiation Protection Act 2007 ("RPA 2007")

Further to Section 7 of the RPA 2007, a person must not *inter alia* keep, have in the person's possession or under the person's control, or use any irradiating apparatus, except under an in accordance with a licence. Any person who contravenes this shall be guilty of an offence and shall be liable on conviction to a fine not exceeding S\$100,000 or to imprisonment for a term not exceeding 5 years or to both.

In addition, the RPA 2007 also provides that every person who sells any irradiating apparatus must immediately give notice of such sale to the Director-General of Environmental Protection ("**Director-General**") along with the name, address and prescribed particulars of the person to whom it was sold. Moreover, every person who purchases any irradiating apparatus must immediately give notice of the purchase to the Director-General together with the name, address and prescribed particulars of the person from whom it was purchased. An irradiating apparatus, whether in working condition or otherwise, must not be disposed of without the prior written approval of the Director-General. Any contravention of these requirements would result in a person being guilty of an offence and the said person shall be liable on conviction to a fine not exceeding S\$50,000 or to imprisonment for a term not exceeding 12 months or to both.

(viii) Fire Safety Act 1993 ("FSA 1993")

Pursuant to Section 78 of the FSA 1993, a person must not store or keep, or cause to be stored or kept, any class of petroleum or any flammable material except (a) in or on licensed premises, (b) in such quantities and in such manner and in accordance with requirements prescribed in relation to such petroleum or flammable material and (c) under the authority of and in accordance with the provisions of a storage licence from the Commissioner of Civil Defence and every condition specified therein. A person who contravenes Section 78 of the FSA 1993 is guilty of an offence and shall be liable on conviction to a fine not exceeding S\$10,000 or to imprisonment for a term not exceeding 6 months or to both and, in the case of a continuing offence, to a further fine not exceeding S\$1,000 for every day or part of a day during which the offence continues after conviction.

(ix) Sewerage and Drainage Act 1999 ("SDA 1999")

Section 16(1) of the SDA 1999 states that a person must not discharge, or cause or permit to be discharged, any trade effluent into any public sewerage system or any drain-line or sewer connected to a public sewerage system, except – (a) with the prior written approval of the Public Utilities Board and (b) in accordance with the conditions of that approval (if any) and any regulations under the SDA 1999 with respect to control of such discharge.

Regulation 4 of the Sewerage and Drainage (Trade Effluent) Regulations states that an application for approval to discharge trade effluent into the part of the public sewerage system, or drain-line or sewer connected to a public sewerage system, specified in the application, made pursuant to section 16(1) or 16A(1) of the Act shall be in such form as the Public Utilities Board may require, and sets out the information required to be provided by the applicant in his application. The Public Utilities Board in granting its approval may impose conditions as it thinks fit which may include a condition that the applicant must provide such deposits, performance bonds, guarantees or other forms of security, for such amounts, as the Public Utilities Board may from time to time require, to secure compliance by the applicant with any condition the Public Utilities Board imposes.

7. BUSINESS OVERVIEW (Cont'd)

A person granted an approval must notify the Public Utilities Board in writing, within 14 days after any change in any of the following if the change affects the amount or the physical, organic or chemical nature of the trade effluent discharged: (a) a process or operation (b) a raw material or chemical, if notified by the Public Utilities Board to the person in writing or (c) layout.

In relation to any approval granted, the Public Utilities Board may (a) modify the conditions in relation to the approval, whether by (i) removing, varying or replacing any condition that was imposed upon the grant of the approval or (ii) imposing any new condition on the approval (such as a condition that the person granted the approval must provide such deposits, performance bonds, guarantees or other forms of security, for such amounts, as the Public Utilities Board may from time to time require, to secure compliance by the applicant with any condition the Public Utilities Board imposes); or (b) suspend or revoke the approval.

(x) Electricity Act 2001 ("EA 2001")

Section 67 of the EA 2001 states that no person may (a) use, work or operate or permit to be used, worked or operated any electrical or supply installation or (b) supply to or for the use of any other person electricity from any electrical or supply installation, except under and in accordance with the terms of an electrical or a supply installation licence granted by the Energy Market Authority of Singapore ("**EMA**") under the said section authorising such use, work, operation or supply. Any person who contravenes this shall be guilty of an offence and shall be liable on conviction to a fine not exceeding S\$10,000 or to imprisonment for a term not exceeding 3 years or to both and, in the case of a continuing offence, to a further fine not exceeding S\$250 for every day or part of a day during which the offence continues after conviction.

Regulation 27 of the Electricity (Electrical Installations) Regulations 2002 provides that the EMA may grant an electrical or supply installation licence or renewal of such licence upon payment as per the schedule in the said regulations.

Section 83 of the EA 2001 sets out the offences relating to electrical or supply installation. Pursuant to Section 83(1) of the EA 2001, any person who supplies electricity to any premises without an electrical or a supply installation licence shall be guilty of an offence and shall be liable on conviction to a fine not exceeding S\$50,000 or to imprisonment for a term not exceeding 3 years or to both. Section 83(2) of the EA 2001 states that any person who wilfully tampers with or adjusts any electrical or supply installation or any part thereof so as to cause or to be likely to cause danger to human life or damage to any property shall be guilty of an offence and shall be liable on conviction to imprisonment for a term not exceeding 5 years. Further to section 83(3) of the EA 2001, any person who, by rash or negligent act or omission committed or omitted in respect of any electrical or supply installation or any part thereof under the person's control, causes hurt to any person or damage to any property shall be guilty of an offence and shall be liable on conviction to a fine not exceeding S\$10,000 or to imprisonment for a term not exceeding 3 years or to both. Further to Section 83(5) of the EA 2001, any licensee of a supply installation who without express authority from the Authority supplies electricity or lays down any supply line or constructs any electrical works outside the installation area specified in the licensee's licence shall be guilty of an offence and shall be liable on conviction to a fine not exceeding S\$10,000 or to imprisonment for a term not exceeding 3 years or to both.

7. BUSINESS OVERVIEW (Cont'd)

Malaysia

- (xi) Local Government Act 1976 (“LGA”), Penang Island Municipal Council (Licensing of Trades, Businesses and Industries) By-Laws 1991 and Seberang Perai Municipal Council (Business Licence Fees) By-Laws 1980 (“LTBI Penang”)

The LGA is enacted to revise and consolidate the laws relating to local government in Peninsular Malaysia. Every license or permit granted by the local authority shall be subject to such conditions and restrictions as the local authority thinks fit and shall be revocable by the local authority at any time without assigning any reason therefor. Factories and warehouses are therefore required to have business and signboard/advertising licences, to display said licences at the factory/warehouse premises, and to produce said licences upon request.

Pursuant to the Section 107(6) of the LGA, a person who fails to exhibit or produce his license on the licensed premises shall be liable to a fine not exceeding RM500 or to imprisonment for a term not exceeding six (6) months or to both. Further to the above, the LTBI Penang provides that any contravention of the by-laws shall attract a fine of not exceeding RM2,000, or to imprisonment for a term not exceeding one (1) year, or both; and imposes an additional fine of not more than RM200 for every day that the offence continues after conviction.

- (xii) Employment Act 1955 (“EA”), National Wages Consultative Council Act 2011 (“NWCCA”), Minimum Wages Order 2024 (“MWO”) and Employment (Part-Time Employees (Regulations) 2010 (“Part-Time Regulations”)

The EA regulates all labour relations including, amongst others, contracts of service, payment of wages, rest days, hours of work and termination. According to Section 99A of the EA, a general penalty of a fine not exceeding RM50,000 is prescribed to whomever that contravenes any section of the EA where no specific penalty is provided.

The EA also provides regulations for the employment of foreign employees. Pursuant to Section 60(K)(1) of the EA, it is a requirement for employers to obtain approval from the Director General of Labour before a foreign employee can be employed. Any employer who contravenes this section commits an offence and shall, on conviction, be liable to a fine not exceeding RM100,000 or to imprisonment for a term not exceeding five (5) years or to both.

Pursuant to the NWCCA, an employer who fails to pay the basic wages, as specified in the minimum wages order, to his employees commits an offence and shall, on conviction, be liable to a fine not of not more than RM10,000 for each employee. According to the MWO, the minimum wage, effective 1 February 2025, is RM1,700 monthly and RM8.72 hourly, applicable to employees of employers who, among others, employ five (5) or more employees.

The Part-Time Regulations govern the overtime pay, holidays, annual leave, sick leave, and rest day for part-time employees. Any employer who contravenes the regulation commits an offence and shall, on conviction, be liable to a fine not exceeding RM10,000.

- (xiii) Occupational Safety and Health Act 1994 (“OSHA”), Occupational Safety and Health (Plant Requiring Certificate of Fitness) Regulations 2024 (“Certificate of Fitness Regulations”) and the Occupational Safety and Health (Licensed Person) Order 2024 (“Licensed Person Regulations”)

The OSHA provides that it is the general duty of every employer to ensure, so far as is practicable, the safety, health and welfare at work of all employees.

7. BUSINESS OVERVIEW (Cont'd)

Pursuant to Section 15 of the OSHA, general duties include, in particular:

- (a) the provision and maintenance of plant and systems of work that are, so far as is practicable, safe and without risks to health;
- (b) the making of arrangements for ensuring, so far as is practicable, safety and absence of risks to health in connection with the use or operation, handling, storage and transport of plant and substances;
- (c) the provision of such information, instruction, training and supervision as is necessary to ensure, so far as is practicable, the safety and health at work of his employees;
- (d) so far as is practicable, as regards any place of work under the control of the employer, the maintenance of it in a condition that is safe and without risks to health and the provision and maintenance of the means of access to and egress from it that are safe and without such risks;
- (e) the provision and maintenance of a working environment for his employees that is, so far as is practicable, safe, without risks to health, and adequate as regards facilities for their welfare at work; and
- (f) the development and implementation of procedures for dealing with emergencies that may arise while his employees are at work.

An occupier of a workplace that has been gazetted as requiring a safety and health officer must appoint a person who is competent to act as a safety and health officer to ensure the due observance of the provisions of the OSHA and any related regulations, and for promoting safe work conduct at the workplace.

Any person who contravenes any of the above will be guilty of an offence and will, on conviction, be liable to a fine not RM50,000 or to imprisonment for a term not exceeding six (6) months or to both.

Every employer is also required to establish a safety and health committee if there are 40 or more persons employed at the place of work or if directed by the Director General of DOSH, failing which the employer shall be guilty of an offence and will, on conviction, be liable to a fine not exceeding RM100,000 or to imprisonment for a term not exceeding one (1) year or to both. The safety and health committee will, among others, keep under review the measures taken to ensure the safety and health of persons at the workplace.

The OSHA also prescribes standards for the certification and inspection of plants, ensuring their operational safety and compliance, and the Certificate of Fitness Regulations and the Licensed Person Regulations detail requirements for plant operations and certifications.

Any person who operates or causes or permits any plant requiring a certificate of fitness to be operated must ensure that the plant has a valid certificate of fitness, failing which such person will be guilty of an offence and will, on conviction, be liable to a fine not exceeding RM100,000 or to imprisonment for a term not exceeding one (1) year or both.

- (xiv) Industrial Co-ordination Act 1975 ("ICA") and Industrial Co-ordination (Exemption) Order 1976 ("Industrial Exemption Order")

The ICA provides for the co-ordination and orderly development of manufacturing activities in Malaysia, it also prescribes the licensing requirements for manufacturing activities.

7. BUSINESS OVERVIEW (Cont'd)

A “manufacturing activity” is defined as the making, altering, blending, ornamenting, finishing or otherwise treating or adapting any article or substance with view to its use, sale, transport, delivery or disposal; and includes the assembly of parts and ship repairing but shall not include any activity normally associated with retail or wholesale trade.

The ICA and the Industrial Exemption Order mandates the existence of a manufacturing licence where a person engages in manufacturing activities and has shareholders' funds of RM2.5 million and above or engages 75 or more full-time paid employees. Contravention of which would render such person guilty of an offence and liable to a fine of not exceeding RM2,000 or to a term of imprisonment not exceeding six (6) months and to a further fine not exceeding RM1,000 for every day during which such default continues.

(xv) Fire Services Act 1988 (“FSA”) and Fire Services (Designated Premises) (Amendment) Order 2020 (“Designated Premises Order”)

The FSA is enacted to make necessary provisions for the effective and efficient functioning of the Fire Services Department. It is also enacted for the protection of persons and property from fire risks and for purposes connected therewith.

According to Section 28(1) of the FSA, every designated premise shall require a fire certificate. “Designated” premises are defined in the Designated Premises Order, which includes factories. Fire certificates are therefore needed for factories of a single storey with a size of 2,000 square meters and over where sprinkler systems are installed. The same also applies to factories of 2 storeys of the same layout.

Pursuant to Section 33 of the FSA, where there is no fire certificate in force in respect of any designated premises, the owner of the premises shall be guilty of an offence and shall, on conviction, be liable to a fine not exceeding RM50,000 or to imprisonment for a term not exceeding five (5) years or to both.

(xvi) Environmental Quality Act 1974 (“EQA”) and Environmental Quality (Prescribed Premises) (Scheduled Wastes Treatment and Disposal Facilities) Order 1989 (“Scheduled Waste Order”)

The EQA is enacted for the prevention, abatement, control of pollution and enhancement of the environment.

According to Section 34B of the EQA, no person shall place, deposit or dispose of, or cause or permit to place, deposit or dispose of, except at prescribed premises only, any scheduled wastes on land or into Malaysian waters. Prescribed premises are provided for in the Scheduled Wastes Order. A person found in contravention of Section 34B of the EQA shall be upon conviction, be punished with a fine of not less than RM100,000 and not exceeding RM10,000,000 and also be liable to imprisonment for a term not exceeding five (5) years.

According to Section 49A of the EQA, an owner or occupier of a premise shall employ a person who has been certified by the Director General as a competent person to conduct all or any of the following activities:

- (a) the operation of a control equipment;
- (b) the management of scheduled wastes;
- (c) the conduct of studies; and
- (d) the preparation and submission of reports, plans, proposals, engineering drawings or other documents relating to environmental matters.

7. BUSINESS OVERVIEW (Cont'd)

Contravention of which would according to Section 41 of the EQA, hold a person liable to a fine of not less than RM5,000 and not exceeding RM250,000.

- (xvii) Employees' Minimum Standards of Housing, Accommodation and Amenities Act 1990 ("EMSHAAA") and Employees' Minimum Standards of Housing, Accommodations and Amenities (Accommodation and Centralized Accommodation) Regulations 2020 ("Employees' Accommodation Regulations")

The EMSHAAA is the legislative framework that compels employers to ensure that the minimum standards of housing and amenities are provided to workers.

According to Section 24D(3) of the EMSHAAA, an employer who provides an accommodation not certified with a Certificate for Accommodation to an employee, commits an offence and shall on conviction, be liable to a fine not exceeding RM50,000. For a centralized accommodation provider that contravenes, they would be committing an offence and upon conviction, be liable for a fine not exceeding RM50,000 or to imprisonment for a term not exceeding one (1) year or to both.

The Employees' Accommodation Regulations also provides for further minimum requirements that an accommodation must have. Contravention of said regulations would upon conviction, lead to a fine of RM1,000 or to imprisonment for a term not exceeding six (6) months or to both.

- (xviii) Customs Act 1967

The Customs Act 1967 ("CA") provides for the procedures and measures applied by officers of customs before the release of goods. It also governs the licensing of manufacturing warehouses.

Pursuant to Section 65 and 65A of the CA, the Director General may, on payment of such fees as may be fixed by him in each case, grant a licence to any person ("licensee"), and when granted, withdraw any licence, for warehousing goods liable to customs duties in a place or places specified in such licence and to carry on any manufacturing process and other operation in respect of the goods liable to customs duties and any other goods. In each case, the Director General may also impose conditions on the licences which are to be adhered to.

According to Section 138 of the CA, an omission or neglect to comply with, and every act done or attempted to be done contrary to, the provisions of the CA, or any breach of the conditions and restrictions subject to, or upon which, any licence is issued or any exemption is granted under the CA, shall be an offence and where no penalty is expressly provided for, the offender shall be liable to a fine not exceeding RM50,000 or to imprisonment for a term not exceeding five (5) years or to both.

- (xix) Street, Drainage and Building Act 1974 ("SDBA") and Uniform Building By-Laws 1984 ("UBBL")

The SDBA is enacted to amend and consolidate the laws relating to street, drainage and building in local authority areas in Peninsular Malaysia, and for the purposes connected therewith.

Under the UBBL which was issued pursuant to the SDBA, a CCC will only be issued by the local authority upon receipt of certification in relevant forms by a qualified person i.e., an architect, registered building draughtsman or engineer.

A qualified person must be satisfied that, to their best knowledge: (i) the relevant building has been constructed in accordance with UBBL; (ii) any conditions imposed by the local

7. BUSINESS OVERVIEW *(Cont'd)*

authority have been satisfied; (iii) all essential services have been provided; and (iv) responsibilities have been accepted for the portions that are being concerned with.

Pursuant to Section 70(27)(f) of the SDBA, any person who occupies or permits to be occupied any building or any part thereof without a CCC shall be liable on conviction, to a fine not exceeding RM250,000 or to imprisonment for a term not exceeding ten (10) years or to both.

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7. BUSINESS OVERVIEW (Cont'd)

7.22 NON-COMPLIANCE WITH THE RELEVANT LAWS, REGULATIONS AND REQUIREMENTS GOVERNING THE CONDUCT OF THE OPERATIONS OF OUR GROUP

Our Directors confirm that, save for the non-compliances as disclosed below, as at the LPD, our Group is in compliance with the relevant laws, regulations, rules and requirements governing the conduct of the business of our Group:

No.	Nature of non-compliance	Details of the property	Current status and rectification measures taken or to be taken	Estimated time for rectification	Estimated cost of rectification	Potential penalty	Impact to business operations or financial condition
(A) Occupation of premises without CCC							
1.	As at the LPD, our Group has yet to obtain CCC for the premises located on Geran Mukim 588, Lot 1436 and Geran Mukim 589, Lot 1437, both of Mukim 12, Daerah Seberang Perai Tengah, Negeri Pulau Pinang ("Lots 1436 and 1437"), both of which are rented.	<p><u>Description of property</u> Single-storey mixed-used facility erected on Lots 1436 and 1437 which is used for storing aluminium materials, cutting of aluminium to customer specifications and administrative functions (such as order management, logistics coordination and general office operations)</p> <p><u>Built-up area</u> 594.58 sq m</p> <p><u>Land size of Geran Mukim 588, Lot 1436</u> 5,447.07 sq m</p> <p><u>Land size of Geran Mukim 589, Lot 1437</u> 5,556.33 sq m</p>	<p>Our Group has since reached out to the landlord of Lots 1436 and 1437 for the application of the CCC. However, the landlord has refused our Group's request for an application of the CCC.</p> <p>In this regard, our Group had on 27 May 2025 entered into a sale and purchase agreement for the acquisition of a new property with CCC which is located within the same vicinity of Lots 1436 and 1437 ("New Property") for a purchase consideration of RM7.8 million to be fully satisfied in cash⁽¹⁾.</p>	<p>Our Group do not expect Lots 1436 and 1437 to obtain a CCC prior to the expiry of its tenancy.</p> <p>The status of the non-compliance will be disclosed in our Group's annual report.</p>	<p>The rental for extended period of tenancy at Lots 1436 and 1437 and relocation costs of approximately RM100,000 are not expected to be material.</p>	<p>Pursuant to Section 70(27)(f) of the Streets, Drainage and Building Act 1974, any person who occupies or permits to be occupied any building or part thereof without a CCC shall be liable on conviction, to a fine not exceeding RM250,000 or to imprisonment for a term not exceeding 10 years or to both.</p>	<p>The estimated cost of rectification and the potential maximum penalty (RM350,000 representing approximately 0.22% of our Group's PBT for the FYE 2024) are not material to our Group.</p> <p>In addition, the operations at Lots 1436 and 1437 by Starke Asia are mainly warehousing for the distribution of non-ferrous metal alloys, which contributed approximately 0.22% of our Group's total revenue for the FYE 2024 while the book value of the inventories stored is approximately 0.23% of our Group's total asset value for the FYE 2024.</p>

7. BUSINESS OVERVIEW (Cont'd)

No.	Nature of non-compliance	Details of the property	Current status and rectification measures taken or to be taken	Estimated time for rectification	Estimated cost of rectification	Potential penalty	Impact to business operations or financial condition
		Property address Lot 1436 & 1437, Jalan Kebun Baru, Juru Estate 14100, Simpang Ampat, Pulau Pinang	The acquisition of the New Property is expected to be completed by August 2025 and we intend to relocate our operations at Lots 1436 and 1437 to the New Property which is expected to be completed by October 2025. Consequently, our Group has sought for an extension of 6 months to our tenancy of Lots 1436 and 1437 (expiring in August 2025) until February 2026. Our Group intends to cease the operations at Lots 1436 and 1437 upon the relocation to the New Property and expiry of the tenancy in February 2026.				Furthermore, the operations of Starke Asia are not crucial to the production inputs for our Group's production operations which are highly supported by Starke Singapore in Singapore, as Starke Singapore has stocked a wider range of materials to support our Group's operations.

Note:

(1) The details of the New Property are as follows:

Property address : Geran Mukim 1790, Lot No. 3891, Mukim 13, Daerah Seberang Perai Tengah, Pulau Pinang
Type of property : Single-storey detached factory
Land area / Built-up area : 7,736 sq m / 918.6 sq m

7. BUSINESS OVERVIEW (Cont'd)

7.23 MATERIAL DEPENDENCY ON CONTRACTS, INTELLECTUAL PROPERTY RIGHTS, LICENCES, PERMITS OR OTHER ARRANGEMENTS

As at the LPD, save for the licences and permits as set out in Annexure D of this Prospectus, there are no commercial or financial contracts, intellectual property rights, licences, permits or other arrangements which our Group's business or profitability is materially dependent on.

7.24 INTERRUPTIONS TO BUSINESS AND OPERATIONS

7.24.1 Impact of COVID-19 on the operations of our Group

The World Health Organization ("WHO") declared COVID-19 a pandemic on 11 March 2020. In response to the pandemic, governments across multiple countries from where we operate implemented various movement control measures to mitigate and contain the spread of the virus within their countries. On 5 May 2023, the WHO declared an end to the pandemic as the number of confirmed COVID-19 cases had been on a downward trend due to the increasing population immunity facilitated by vaccination along with a reduction in the strain on healthcare systems.

Malaysia

The Malaysian government initiated a series of movement control measures to prevent the spread of the virus beginning on 18 March 2020. On 15 June 2021, the government announced the National Recovery Plan, a phased exit strategy from the COVID-19 pandemic, consisting of 4 phases in which restrictions were gradually relaxed. The Malaysian government then announced that, beginning 1 April 2022, Malaysia would transit from the NRP into the "transition to endemic" phase, with restrictions further eased. This includes abolishing limits on workforce capacity, allowing interstate travel for all, as well as abolishing restrictions on business hours.

Our Penang production facilities were temporarily closed and had suspended operations from 18 March 2020 to 5 April 2020. They resumed operations on 6 April 2020 after receiving approval from Malaysian authorities to resume factory operations according to the SOPs set by the Malaysian government. Our warehouse operation under SASB was temporarily suspended from 18 March 2020 to 28 April 2020. We resumed our warehouse operations on 29 April 2020 after receiving approval from the Malaysian authorities according to the SOPs set by the Malaysian Government. Nonetheless, we experienced varying levels of restrictions to our workforce capacity throughout the COVID-19 pandemic.

Singapore

The Singapore government implemented a circuit breaker that included stringent safe management measures and nationwide restrictions starting on 7 April 2020 until 1 June 2020. Following this, the Singapore Government introduced a phased approach with the aim of resuming business activities (Phase 1, Phase 2 and Phase 3) with each new phase aiming to gradually relax the restrictions. Throughout the phases, the restrictions were relaxed and reinstated based on the daily and active COVID-19 case counts within specific jurisdictions. On 10 August 2021, Singapore began a four-stage transition to COVID-19 endemicity in which restrictions were further gradually relaxed.

As our manufacturing operations were deemed essential business as part of the semiconductor supply chain, our Singapore production facilities were allowed to operate during the circuit breaker from 7 April 2020 to 1 June 2020. However, throughout 2021, we experienced temporary closures of selected factories located at areas with heightened community infections. Our warehouse operation under SSPL had not experienced closures throughout the COVID-19 pandemic. We experienced varying levels of restrictions to our workforce capacity throughout the COVID-19 pandemic.

7. BUSINESS OVERVIEW (Cont'd)

USA

The state of California declared a State of Emergency on 4 March 2020 in response to the COVID-19 threat, which was followed by a statewide "Stay at Home" order on 19 March 2020 mandating all Californians to stay at home until 7 April 2020. On 28 April 2020, the state of California unveiled a phased reopening plan consisting of 4 stages which ends with the lifting of the "Stay at Home" order. To dynamically counter the spread of COVID-19 and move towards reopening, the state of California introduced the color-coded county tier system, beginning 31 August 2020, which assigns a restriction level (out of 4 levels of restrictions) to each county based on their new case numbers and positivity rate. From 5 December 2020 to 25 January 2021, a "Stay at Home" order on a regional level was implemented and subsequently lifted. On 15 June 2021, the state of California declared a full economic reopening which eliminated capacity restrictions and the color-coded county tier system among other restrictions.

Our production facility in California were temporarily suspended from 16 March 2020 to 22 March 2020. We subsequently resumed operations on 23 March 2020. Nonetheless, we experienced varying levels of restrictions to our workforce capacity throughout the COVID-19 pandemic.

Recovery and counter measures

During the COVID-19 pandemic, we have issued and implemented safety protocols meant to minimise workplace infection risks. Preventing COVID infections allow us to operate at higher capacity levels and avoid suspension of operations orders by governments. These safety protocols include the following:

- (i) Employees must scan their body temperature before entering workplaces. Employees with abnormal body temperature readings are barred entry.
- (ii) Employees must wear facemask and regularly use hand sanitisers
- (iii) Employees must practice social distancing assisted by tape marked areas
- (iv) Employees must conduct COVID self-kit tests at regular intervals
- (v) Workplaces are sanitised before and after work
- (vi) Employees must avoid unnecessary physical contact

Impact to our business operations

The COVID-19 pandemic had affected the project delivery schedules of our subsidiary, KEPL, which has exacerbated its underperformance since its acquisition. We fully impaired the balance of goodwill from the acquisition of KEPL for a total of S\$1.1 million in FYE 2020.

Save for the above, our business operations were not materially or adversely impacted by the COVID-19 pandemic despite experiencing temporary closures and varying workforce capacity restrictions at certain periods. Since we allowed our administrative staff to work from home during these periods, we were able to operate at a capacity sufficient to meet our production requirements. We experienced minor disruptions to our supply chains which did not materially or adversely affect our business operations as we were able to source from alternative suppliers. Although we experienced increase in logistic costs due to the COVID-19 pandemic's impact on global supply chains, our financial performance was not adversely or materially affected as we managed to pass on the increased costs to customers.

7. BUSINESS OVERVIEW (Cont'd)

7.25 ESG PRACTICES

We acknowledge that having robust ESG practices is vital to the long-term viability of our Group. We strive to uphold our responsibility to mitigate climate change, adhere to governance, ethics and integrity, anti-corruption and compliance standards as well as exercise responsible talent management and employment practices. By doing so, we can deliver sustainable value and benefits to our shareholders and stakeholders. We monitor our ESG sustainability for the purpose of reporting our sustainability practices based on the Global Reporting Initiative Standards ("**GRI Standards**").

(i) Environmental

We recognise our impact on the surrounding community, environment and resources and our environmental goal is to reduce our operational footprint in the environment and local communities. We are focused on meeting our responsibilities and commitments to the environment through the following:

- (a) Compliance with local regulations relating to environmental protection and management including the management of hazardous waste;
- (b) Pursue operational efficiency and adopt environmentally friendly technologies to ensure efficient consumption of resources including energy and water consumption. Our initiatives include adopting energy saving technologies such as solar panel installations, LED energy saving lighting and energy efficient equipment as well as programming air-conditioners and lights to switch off during non-working hours. In terms of water management, we seek to lower our water usage, especially for water intensive processes such as during the surface treatment of components, by improving control over the water flow. We also source water from NEWater plants, which are reclaimed wastewater, at our Singapore production facilities, demonstrating our commitment to water sustainability;
- (c) We manage our wastes according to local regulations and only appoint government licensed waste collection vendors. We will send recyclable wastes and unwanted materials for recycling wherever possible. To reduce waste generation, we adopt processes that can reduce materials usage and reuse materials wherever possible; and
- (d) We seek to lower the environmental impact of our transportation activities by using cleaner fuels that emit lower emissions and optimise our delivery schedules to reduce fuel usage.

We have established an internal energy intensity target (computed based on gigajoules consumed over revenue of our Group) of 0.00047 or less on electricity consumption for our manufacturing process. As reported in our sustainability report 2024, we achieved an energy intensity of 0.00058 by optimising the manufacturing process across our production facilities for the FYE 2024. In addition, we also have an internal water intensity target (computed based on giga litre of water consumed over revenue of our Group) of 0.0012 or less on water consumption for our manufacturing process. As reported in our sustainability report 2024, we achieved a water intensity of 0.0015 for the FYE 2024.

All listed companies on the SGX-ST are required to start reporting Scope 1 and Scope 2 greenhouse gas ("**GHG**") emissions for their FYE 2025 pursuant to the mandatory adoption of latest international standards into its sustainability reporting regime while mandatory disclosure of Scope 3 CHG emissions will be required at an effective date to be notified by SGX. The relevant climate-related requirements contained in the IFRS Sustainability Disclosure Standards, which is issued by the International Sustainability Standards Board ("**ISSB**") must be incorporated in their climate-related disclosures. We have been reporting our Scope 1 and Scope 2 GHG emissions since FYE 2021 in our annual sustainability report, which is in compliance with the GRI Standards. The GRI Standards was chosen due

7. BUSINESS OVERVIEW (Cont'd)

to its longstanding universal application and robust guidance, which allows for comparability of our performance against peers. Our sustainability report is also prepared in accordance with the SGX-ST Listing Rules 711A and 711B which govern the requirements on sustainability reporting.

(ii) Social

We recognise that providing valuable work experience and creating a positive work environment are key to attracting, developing and growing a competitive workforce that can drive our growth and success. Our responsibilities and commitments to our employees are stated as follows:

- (a) Guided by the principles set out by Singapore's Tripartite Alliance for Fair and Progressive Employment Practices established by the tripartite partners namely the Singapore's Ministry of Manpower, National Trades Union Congress, and Singapore National Employers Federation, we commit to provide fair employment and equal opportunities to all groups of people regardless of ethnicity, gender, religious belief, age or physical disabilities. We conduct recruiting, training and development, compensation and evaluation of employees on a non-discriminatory and merit basis;
- (b) We provide management development and talent development opportunities to employees within our Group;
- (c) We organise team building activities and recreational activities to strengthen connections and camaraderie among our employees; and
- (d) We commit to ensure a safe working environment for our employees. We place health and safety representatives at our production facilities and provide safety orientations to new employees and safety briefings to visitors and contractors before commencing work. Any person or employee who finds themselves in a hazardous situation has the right to stop their work and report the situation to their supervisor. In the event of an accident or incident, an investigation will be carried out by the supervisor together with the Health and Safety representative to identify the root cause. In FYE 2024, we had 12 work injury cases reported due to 1 case of slips and falls, exposure to sharp tools / product parts (6 cases), struck by objects (3 cases) and improper handling of tools (2 cases). To prevent reoccurrence of the accident, our employees are constantly reminded to stay alert the factors which could potentially be a work hazard.

(iii) Governance

We recognise that having good corporate governance is essential to protect the interest of shareholders and ensure the stability and sustainability of our performance. We are committed to uphold good corporate governance through the following:

- (a) Adoption of policies focused on board independence, diversity and guidance. Our Board comprises 6 members, with 4 serving as Independent Directors, ensuring both independence and objectivity in our governance practices.
We have established a board diversity policy that aims to provide the board with a balanced mix of skills, knowledge, experience, gender, age and other aspects of diversity. This policy is intended to promote the inclusion of different perspectives and ideas and leveraging available talents.

Our Independent Directors have unrestricted access to our management, company secretary and external advisors. Our Board are regularly updated on the latest market developments and key business initiatives. They are also briefed on prospective deals and potential developments before a formal Board approval is sought.

7. BUSINESS OVERVIEW (Cont'd)

- (b) Our Remuneration Committee, Nominating Committee and Audit Committee are chaired by independent directors. Our Remuneration Committee and Audit Committee are comprised solely of independent directors.
- (c) We established a system of internal controls to address the financial, operational and compliance risks of our Group. Our internal control framework is reviewed and overseen by our Board and is from time to time enhanced based on recommendations by the external and internal auditors.
- (d) We have established a risk management framework to manage our risks and monitor the effectiveness of our internal controls. Our risk management framework allows us to identify, address and monitor risks.

Further details of our ESG practices and sustainability reporting can also be obtained from our sustainability report 2024 announced on the website of SGX-ST.

7.26 FUTURE PLANS AND BUSINESS STRATEGIES

Moving forward, we aim to enhance our competitive position by leveraging our expertise in precision engineering to expand our customer base within both semiconductor and aerospace segments. We pursue enhanced collaborations with our existing customers, especially with Customer A group of companies and Customer H group of companies, by continuous engagements in exploring additional product range that our Group can offer within these segments. As for our water and chemical engineering solutions segment, we intend to scale down the business of KEPL after completing the installation and commissioning of the remaining on-hand projects.

Further details on these plans and strategies are set out in the ensuing sections below.

Semiconductor

For our semiconductor segment, we remain committed to working closely with our long-term major customer namely Customer A group of companies, which is our largest customer in terms of revenue contribution during the Financial Periods Under review of between 66.4% and 74.9%, to maintain our long-term relationship. As the semiconductor market continues to evolve, we are dedicated to leveraging our expertise in precision engineering to support our customer's needs and requirements and enhance operational efficiency by identifying areas which could be improved via technological advancements. Our continued collaboration with Customer A group of companies spanning over 2 decades allows us to develop tailored solutions that meet the requirements of our customer and further strengthening our relationship with Customer A group of companies. Further, Customer A group of companies had announced in December 2022 its plan to expand its footprint by constructing a new S\$600 million plant in Singapore which is expected to lead to increase in overall activity of Customer A group of companies in Singapore. Customer A group of companies' new plant began operations in 2024. Despite continued decline in sales for our semiconductor segment including Customer A group of companies mainly due to high inventory level of Customer A group of companies which resulted in lower orders from them in FYE 2024, the expansion of Customer A group of companies in Singapore provides opportunities to our Group to serve our key customer by supplying precision components and integrated systems to fulfil their expanded production needs when the orders from Customer A group of companies grow which is expected to contribute positively to our future financial performance and business operations.

In 2022, we have onboarded a new key customer, namely Customer H group of companies, consisting of a group of companies held by a corporation based in the USA and listed on the Nasdaq Global Select Market. The new key customer is principally involved in providing wafer fabrication equipment and services to the semiconductor industry.

7. BUSINESS OVERVIEW (Cont'd)

Our new production facility in Penang Science Park North located in Seberang Perai, Penang, Malaysia, comprising Lot P30 and P30A (as defined in Annexure E of this Prospectus), which is catered to our new key customer, received its Certification of Completion Compliance and has begun production since beginning of 2024. The new production facility has a built-up area of approximately 19,084 sq m (equivalent to approximately 213,168 sq ft) and land area of approximately 29,299 sq m (equivalent to approximately 315,372 sq ft). The total expenditure incurred by our Group for the setting up of the said new production facility (including machinery and equipment) of RM234.29 million up to FYE 2024 (equivalent to S\$70.90 million based on the exchange rate of S\$1.00:RM3.3047 as at 31 December 2024) was fully funded via our internally-generated funds and has been recognised as property, plant and equipment in the audited financial statements of our subsidiaries with carrying amount of RM205.51 million as at 31 December 2024 (equivalent to S\$62.19 million). In addition, the total expenditure committed for the purchase of additional new machinery, equipment and the construction cost for the said new production facility as at 31 December 2024 is RM19.66 million (equivalent to S\$5.95 million). We provide medium to large format machining, special processes and modular assembly of products to our new key customer for products consisting of critical semiconductor related precision components. Medium to large format precision components have a higher barrier to entry compared to smaller precision components in terms of capital investment required for the setting up of the production facility to undertake the manufacturing of medium to large format precision components, making it more difficult for new entrants to compete against us.

Several of the products for our new key customer have begun mass production after the first article of the said products being approved by our new key customer. We anticipate these new products as well as additional products being approved and ordered by our new key customer from time to time will contribute to our revenue growth as we continue to ramp up production to meet our key customer's demand. We currently have several products in the first article stage for the new key customer and we expect to continuously engage with the said customer to develop first article for more products progressively, further contributing to our revenue growth in the future.

Notwithstanding the considerable size and the significant investment made for our new production facility in Penang Science Park North and that the orders from Customer H group of companies are placed through our subsidiary in Malaysia (i.e., the revenue to be generated from such sales will be derived from the subsidiary in Malaysia) as well as our efforts to expand our revenue from Customer H group of companies as detailed above, the commencement of our new production facility in Penang Science Park North is not expected to result in the proportion of profit contribution from our Group's operations within Malaysia to increase to the extent being larger than those of outside Malaysia such that our Group cease to have predominantly foreign-based operations (as detailed in Section 7.5 of this Prospectus) in the near term as the anticipated revenue from Customer H group of companies is not expected to increase significantly over the near term, i.e. in the next 12 months after this Prospectus, subject to the market conditions of the global semiconductor industry. This is due to Customer H group of companies is a new key customer of our Group which has less than 3 years business relationship and the considerable length of time required for our Group to expand our products offering to Customer H group of companies by developing and securing approval for first article from Customer H group of companies (whereby the development of first article for a new product until approval by customers typically spans over a period of between 6 months to 1 year). For information, the revenue contribution from our new key customer for FYE 2024 is approximately S\$10.8 million.

In addition to growth from our existing customers, we intend to widen our customer base in the semiconductor segment by leveraging on our track record as a provider of complex precision machining and fabrication of sheet metal to generate new sales leads, as well as participating in exhibitions for networking and sales opportunities.

7. BUSINESS OVERVIEW (Cont'd)

Aerospace

As for our aerospace segment, we have seen revenue from the aerospace segment grow from S\$10.0 million in FYE 2021 to S\$26.3 million in FYE 2024. We intend to increase our aerospace product portfolio to meet the needs of our customers in the aerospace industry as they cater to the rebound in demand for air travel post-pandemic.

We intend to grow our aerospace segment by working closely with our existing aerospace customers. We currently have several products in the first article stage and will begin mass production after the first article of the said products are approved by our customers. We anticipate these new products as well as additional products being approved and ordered by our aerospace customers from time to time will contribute to our revenue growth as we continue to ramp up production to meet their demands. We will also actively engage with our existing aerospace customers to explore potential new products that our Group can offer to expand our product offerings to the said customers.

Water and chemical engineering solutions

As part of our continued efforts to enhance our Group's resource allocation and efficiency, we intend to scale down the business of KEPL after completing the installation and commissioning of the remaining on-hand projects as the performance of KEPL's business did not meet our expectations of profitability and growth and it does not contribute significantly to our overall profitability, being between approximately 0.1% and 5.8%* of our PAT for the Financial Periods Under Review. In addition, by scaling down the business of KEPL, we will be able to optimise our resource allocation and redirect the resources to other core business segments such as the precision engineering segment.

Note:

- * Mainly due to waiver of loans from Full City Investments Ltd to KEPL as detailed in Section 10.1.4 of this Prospectus.

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8. INDUSTRY OVERVIEW

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Protégé
ASSOCIATES

BRAND | FINANCE | MARKET

The Board of Directors
UMS Integration Limited
23 Changi North Crescent
Changi North Industrial Estate
Singapore 499616

Date: 3 June 2025

Dear Sirs/Madams,

Independent Market Research Report on the Precision Engineering Industry in Malaysia ("IMR Report")

Protégé Associates Sdn Bhd ("Protégé Associates") has prepared this IMR Report for inclusion in the Prospectus of UMS Integration Limited ("UMS" or the "Company") in relation to its secondary listing on the Main Market of Bursa Malaysia Securities Berhad ("Bursa Securities").

We have been engaged to provide an independent market research of the abovementioned industry in which UMS and its subsidiaries ("UMS Group" or the "Group") operate in. The market research process undertaken involved secondary research as well as detailed primary research when required, which involves interviews with the relevant stakeholders of the industry to discuss the state of the industry. Quantitative market information could be sourced from such interviews and therefore, the information is subject to fluctuations due to changes in business, industry, and economic conditions.

We have prepared this IMR Report in an independent and objective manner and have taken adequate care to ensure the accuracy and completeness of the report. We believe that this IMR Report presents a balanced view of the industry within the boundaries and limitations of secondary statistics, primary research, and continued industry movements. Our research has been conducted to present an overall view of the industry and may not necessarily reflect the performance of individual companies in this industry. Protégé Associates is not responsible for the decisions and/or actions of the readers of this report. This report should also not be considered as a recommendation to buy or not to buy the shares of any company or companies as mentioned in this report.

Thank you.

Yours sincerely,



Seow Cheow Seng
Managing Director

About Protégé Associates Sdn Bhd

Protégé Associates is an independent market research and business consulting company. Our market research reports provide an in-depth industry and business assessment for companies raising capital and funding in the financial markets; covering their respective market dynamics such as market size, key competitive landscape, demand and supply conditions, government regulations, industry trends and the outlook of the industry.

Profile of signing partner, Seow Cheow Seng

Seow Cheow Seng is the Managing Director of Protégé Associates. He has 25 years of experience in market research, having started his career at Frost & Sullivan where he spent 7 years. He has a Master in Business Administration from Charles Sturt University, Australia and Bachelor of Business majoring in Marketing from RMIT University, Australia.

8. INDUSTRY OVERVIEW (Cont'd)



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The research for this IMR Report was completed in June 2025.

For further information, please contact:

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8. INDUSTRY OVERVIEW (Cont'd)



1.0 Introduction to the Engineering Support Industry

The engineering support industry ("ESI") mainly focuses on producing intermediate metal products, which are subsequently used in manufacturing various end products. According to the Malaysian Investment Development Authority ("MIDA"), the ESI is divided into eight main categories.

Moulds and dies are essential tools in the manufacturing sector. A mould serves as a container into which molten metal or other liquid materials are poured. Once the material solidifies, it takes the shape of the mould, resulting in the finished product. A die, on the other hand, is a precisely shaped or pattern-cut block of metal used to form a metal workpiece through mechanical forces. As metal moulds and dies can be reused for producing identical components, mould or die casting is ideal for series and mass production of parts.

Machining refers to the process of removing material (often metal) to create a desired shape or component, whereby computer numerical control ("CNC") equipment is often utilised in the manufacture of high precision machined parts and components. Some of the common types of machining processes are as follows:

- Milling is the process that uses rotating multi-point cutting tools to remove material from the workpiece.
- Drilling is the process that uses drill bits to produce holes in the workpiece.
- Boring is the process of enlarging a hole that has already been drilled
- Turning is the process that uses a lathe to rotate a metal workpiece while a cutting tool moves linearly to remove metal along the diameter, thus creating a cylindrical shape.
- Grinding is the process that removes small amounts of material from the surface of the workpiece.
- Broaching is the process that uses a toothed cutting tool to remove material from the workpiece.
- Sawing is the process of cutting the workpiece with toothed or smooth blades.
- Water jet cutting is the process that uses a high-pressure stream of water, often combined with an abrasive substance, to cut a workpiece.
- Laser cutting is the process that uses a focused laser beam to melt and cut a workpiece.
- Electric discharge machining is the process that uses electric arcing discharges to cut or shape a workpiece.

Metal casting includes foundries, die casting, and investment casting. In foundries, molten metal is poured into a mould to create a specific metal part or component. Die casting involves injecting molten metal into dies at high pressures, forming a casting that matches the shape of the die. Investment casting starts with creating a 3-dimensional wax model of the final product, which is then coated with a ceramic suspension that hardens around the wax structure. The ceramic is heated to remove the wax, thus creating a ceramic mould. Molten metal is poured into the mould, and upon cooling down, the ceramic mould is destroyed to remove the metal casting.

Metal stamping is the process of manufacturing stamped metal parts from sheet metal, in particularly for the electrical and electronics ("E&E"), machinery and equipment ("M&E") as well as automotive industries.

Surface engineering involves the alteration of the surface characteristics of a metallic or non-metallic item using various technologies, often through plating processes. Surface engineering serves various purposes, including enhancing corrosion resistance to increase durability, improving resistivity to extend the lifespan of components, and creating unique properties like non-stick surfaces. Additionally, surface engineering can enhance the conductivity of metal products. Some of the common types of surface engineering processes are as follows:

- Electroplating is the process that involves passing a positively-charged electrical current through a solution containing metal ions and a negatively-charged electrical current through a metal part to be plated. This process forms a thin metallic coating on the surface of the metal part.
- Electroless plating involves a similar process to electroplating. However, instead of using electricity, the reduction agent contained in the plating solution will trigger a chemical reaction that deposits the metal ions in the solution onto the surface of the intermediate product (which can be either metallic or non-metallic material).
- Anodising (or anodic oxidation) is an electrolytic process which involves submerging a metal product into a solution to produce a layer of oxide coating on the surface of the metal product. Anodising is mainly applied to aluminium and its alloys.
- Physical vapour deposition ("PVD") is the process of depositing thin films or coatings onto surfaces. The process is conducted in a vacuum chamber, where a solid material is vaporised and then deposited onto a substrate, forming a coating.
- Thermal spraying is the process where feedstock materials are heated to a molten or semi-molten state and then sprayed onto a prepared surface.
- Chemical treatment is the process that creates a thin film of sulphide or oxide through a chemical reaction.

8. INDUSTRY OVERVIEW (Cont'd)



- Hot dipping is the process of dipping metal parts into dissolved metal such as tin, lead, zinc and aluminium to form a metallic surface film.

Metal fabrication is the process of creating metal structures through cutting, bending, welding, machining, shaping, and assembling metal materials. The end products can range from small household items to large structures used in construction or oil drilling platforms.

Heat treatment is the process of heating and cooling metal to various temperatures to change its physical and mechanical properties.

Forging is the process of using physical force to alter the physical shape of metal into a desired form. Forging is mainly used in the manufacturing iron and steel products.

Precision engineering, which is a subset of ESI, focuses on the creation of high-precision parts and components. UMS specialises in the manufacture of complex precision machining and the fabrication of sheet metal, as well as the provision of related services, such as design and development and value-added sub-module for semiconductor and aerospace industries and full assembly services for front-end semiconductor equipment. In this IMR Report, precision engineering specifically refers to the production of intermediate products used across various applications in numerous end-user markets.

2.0 Introduction to the Precision Engineering Industry

Precision engineering refers to the field of engineering that focuses on the design, development, and production of products and systems with high accuracy and consistency. It employs advanced technologies and techniques to achieve high tolerances and precise dimensional control during the manufacturing process. Some of these technologies include CNC machining, metrology, and advanced materials.

Precision engineering parts and components are meticulously crafted to meet specific shapes, sizes, and exact specifications according to customers' requirements. Common raw materials used in manufacturing precision engineering parts include metals (such as stainless steel, aluminium, brass, titanium, steel, and copper), plastics (including basic and engineered plastics), and ceramics (such as alumina, zirconia, and silicon nitride).

Industries within the manufacturing sector, such as the semiconductor, E&E, automotive, aerospace, life sciences and medical devices, telecommunications, and defence sectors, heavily rely on precision engineering parts and components to support their production activities. To achieve quality, consistency, and cost efficiency, these industries often outsource some or all of their precision engineering components manufacturing instead of investing in and maintaining extensive in-house production facilities. Consequently, the precision engineering industry plays a crucial role in supporting these end-user markets by providing intermediate products for the production and assembly of their final products.

Precision engineering is crucial in crafting micro-scale electronic components and devices with extreme accuracy, especially in the semiconductor and E&E industries, as products become smaller and more powerful. Key precision-engineered parts and components for these industries include casings and enclosures, sockets and connectors, electrostatic chucks, vacuum chambers, and vacuum flanges.

Within the aerospace industry, precision engineering is essential for producing parts and components where high accuracy, reliability, and performance are critical. This includes the manufacturing of structural components, engine parts, and landing gears for aircraft, as well as components for flight control systems, and navigation and communication system.

In the life sciences and medical devices industry, precision engineering ensures that equipment and devices meet stringent standards. This includes manufacturing parts and components for microscopes, centrifuges, analytical instruments, imaging equipment (such as MRI machines and CT scanners), and implantable devices. Precision engineering parts and components are also largely used in the automotive industry, whereby precision engineering is used in the manufacturing of engine components (such as pistons, cylinder heads, crankshafts), transmission components (such as gears, shafts and clutch components), brake system components (such as brake drums, brake rotors and master cylinders), and fuel system components (such as fuel injectors and fuel pumps).

8. INDUSTRY OVERVIEW (Cont'd)



3.0 Overview of the Global Precision Engineering Industry

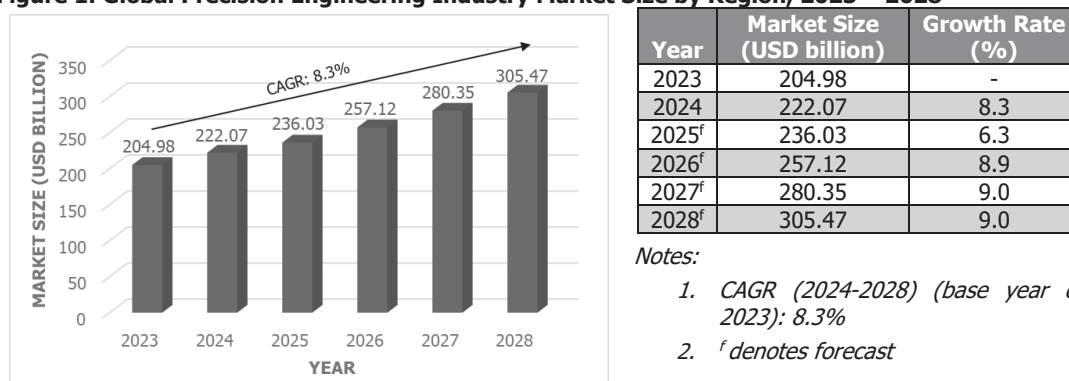
The global precision engineering industry is poised for continuous growth, driven by increasing automation across various sectors, rising demand for miniaturisation, and technological advancements. Automation has become a dominant trend aimed at enhancing efficiency, productivity, and quality in global industries. The integration of automation systems with precision tools has fuelled the growth of the precision engineering industry. Automated machining processes enable manufacturers to increase throughput, reduce human errors, and achieve greater operational consistency. Furthermore, the advent of smart factories and Industry 4.0 has accelerated the adoption of automation and the utilisation of precision engineering. By combining precision engineering with data-driven technologies such as artificial intelligence ("AI"), machine learning, and the Internet of Things ("IoT"), manufacturers can monitor and control machining processes in real time. This integration results in higher productivity, predictive maintenance, and improved product quality.

The trend of miniaturisation has also been gaining momentum across various industries, particularly in advanced applications like wireless devices and consumer electronics. Miniaturisation has enabled electronics to be used in a growing number of applications, including the automotive industry. Historically, electronics were introduced in vehicles through radios and later electric ignition systems. Today, hundreds of microprocessors are embedded in modern vehicles, and the miniaturisation of electronic components is increasingly important for the development of autonomous driving cars. These trends favour the development of the precision engineering industry. Increasing emphasis on product quality and safety standards in industries such as aerospace, life sciences and medical devices, and automotive have also been fuelling demand for precision engineering parts and components.

The global precision engineering industry can be segmented into the following main regions namely Asia-Pacific, North America, Europe, and others which include the Middle East and Africa. The global precision engineering industry was valued at USD204.98 billion in 2023, as compared to USD153.24 billion in 2020. The industry reached USD222.07 billion in 2024 and is forecast to grow at a CAGR of 8.3% to USD305.47 billion in 2028. Currently, Asia-Pacific holds the largest market share in the global precision engineering industry, with a value of USD73.79 billion in 2023 as compared to USD52.87 billion in 2020. The region's dominance is attributed to extensive research and development ("R&D") and manufacturing activities in countries like China and India. Government initiatives such as "Made in China 2025" and "Make in India" have further promoted industrial activities in these countries. Additionally, Asia-Pacific is home to industrial powerhouses such as Japan and South Korea. The precision engineering industry in Asia-Pacific reached USD81.91 billion in 2024 and is forecast to grow at a CAGR of 9.7% to reach USD117.18 billion in 2028. In particular, for 2024, the Malaysian precision engineering industry was valued at RM6.11 billion (approximately USD1.44 billion, based on the exchange rate of USD1 = RM4.2470 published by Bank Negara Malaysia for 3 June 2025), while the Singaporean precision engineering industry (excluding machinery and systems) was valued at SGD10.81 billion (approximately USD8.38 billion, based on the exchange rate of SGD1 = USD0.7754 published by Bloomberg for 3 June 2025).

Following Asia-Pacific, North America and Europe are significant regions in the global precision engineering industry. Growth in these regions is driven by the increasing adoption of automation within precision engineering services, which is expected to boost production. The low cost of automated precision engineering services has been and is expected to continue driving industry growth in these areas. Additionally, rapid infrastructure development and industrialization in the Middle East and Africa are anticipated to provide further opportunities for expansion in the precision engineering industry within those regions.

Figure 1: Global Precision Engineering Industry Market Size by Region, 2023 – 2028



Source: Protégé Associates

At present, the geopolitical tension across the globe and in particular the trade war between the United States of America ("USA") and China has led to global companies shifting manufacturing operations elsewhere for risk

8. INDUSTRY OVERVIEW (Cont'd)



mitigation purposes. Companies aiming to diversify their supply chains and avoid over-reliance on a single market are increasingly looking to Southeast Asia as an alternative manufacturing hub. The region's strategic location, robust infrastructure, and skilled workforce make it a compelling choice for manufacturing investments. Countries that have benefited from this development include Indonesia, Malaysia, Singapore, Thailand and Vietnam. This bodes well for the precision engineering industry in Southeast Asia as it signals higher potential demand for services as these new manufacturing facilities come on stream.

Singapore

Singapore has emerged as a notable precision engineering hub within Southeast Asia. Recognising the importance of the industry, the Singaporean Government has introduced various supportive policies and measures, such as the Industry Transformation Maps 2025 and the Precision Engineering Industry Digital Plan, to foster the development and growth of precision engineering. These services are extensively used to produce components with complex structures or specialised technical parts across many industries, including semiconductor, E&E, aerospace, healthcare, and life sciences. The continued expansion of these sectors bodes well for the development of Singapore's precision engineering industry.

Advanced Materials Inc., which opened its Advanced Packaging Development Centre in Singapore in 2021, has announced plans to double manufacturing capacity in the coming years. Following the establishment of a manufacturing facility in 2016, Biotronik SE & Co. KG opened a new manufacturing and research facility in 2023 and plans to invest several million dollars over the coming years to support expansion in Singapore. The Economic Development Board ("EDB") is also focused on attracting manufacturing investments to strengthen the country's leadership position in high-value components. Singapore's manufacturing sector attracted investments worth SGD17.37 billion and SGD8.70 billion in 2022 and 2023, respectively, with significant investment in the electronics industry, which accounted for SGD14.99 billion and SGD3.06 billion in the same years. In 2024, investments into the manufacturing sector amounted to SGD11.08 billion, whereby the electronics industry attracted investments worth SGD7.67 billion. The ongoing expansion of the manufacturing sector in Singapore is expected to drive demand for precision engineering in the country.

Additionally, the favourable business environment in Singapore supports the development of the precision engineering industry. Under the Research, Innovation and Enterprise 2025 Plan, the Singapore Government plans to invest SGD25 billion in research, innovation, and enterprise activities from 2021 to 2025, aiming to reinforce Singapore's position as a global business and innovation hub for advanced manufacturing and connectivity.

To support manufacturing activities, the Agency for Science, Technology and Research has established three public-private partnership platforms to drive innovation, knowledge transfer, and Industry 4.0 technology adoption. This continued development in Singapore's manufacturing sector is expected to further increase the demand for precision engineering services.

The precision engineering industry in Singapore was valued at SGD51.86 billion in 2023, representing 12.6% of total manufacturing output during the year. The precision engineering industry in Singapore was valued at SGD40.5 billion in 2020. The industry declined marginally to SGD51.47 billion in 2024 and is forecast to grow at a CAGR of 5.3% to SGD67.22 billion in 2028.

Figure 2: Precision Engineering Industry Market Size in Singapore, 2023-2028

Year	Market Size (SGD billion)	Growth Rate (%)
2023	51.86	-
2024	51.47	-0.7
2025 ^f	53.17	6.8
2026 ^f	57.37	7.9
2027 ^f	61.96	8.0
2028 ^f	67.22	8.5

Notes:

1. CAGR (2024-2028) (base year of 2023): 5.3%
2. ^f denotes forecast

Sources: EDB and Protégé Associates

The precision engineering industry in Singapore includes two sub-industries namely machinery and systems (2023: SGD40.94 billion), and precision modules and components (2023: SGD10.92 billion). The precision modules and components sub-industry was valued at SGD10.81 billion in 2024 and is forecast to grow at a CAGR of 5.0% to SGD13.95 billion in 2028.

8. INDUSTRY OVERVIEW (Cont'd)



Malaysia

Malaysia's favourable business environment has made it a preferred destination for manufacturing activities. The precision engineering industry in Malaysia, which serves the manufacturing sector, relies heavily on the performance of these end-user markets. The manufacturing sector is crucial to Malaysia's economy, contributing 23.2% to the country's GDP in 2024. Malaysia produces a diverse range of products, including E&E products, automobiles, chemicals, food and beverages, life sciences and medical products, fabricated metal products, and rubber products. E&E products are particularly significant, accounting for around 5.9% of GDP in 2024, making Malaysia one of Asia's major E&E production hubs and the sixth-largest exporter of semiconductors globally.

Several multinational E&E companies operate in Malaysia, including Texas Instruments Inc., Intel Corporation, Agilent Technologies Inc., Advanced Micro Devices Inc., Panasonic Holdings Corporation, Robert Bosch GmbH, Clarion Co., Ltd., Osram GmbH, and Renesas Electronics Corporation. There has been a continuous influx of investments in the Malaysian E&E industry over the years. For instance, LAM Research Corporation launched a new manufacturing facility worth RM1 billion in Penang in 2021 and opened a new warehouse within this facility in May 2024. Infineon Technologies AG has in 2023 pledged to invest up to EUR5.0 billion over the next five years to build a fabrication plant in Malaysia. The Malaysian Government has also committed at least RM25 billion to support the National Semiconductor Strategy ("NSS"), with the first phase involving Ministry of Investment, Trade and Industry's leading efforts to attract at least RM500 billion in investment, focusing on IC design, advanced packaging, and wafer fabrication. This governmental support is expected to drive demand for precision engineering services as a crucial support sector for the E&E industry.

Malaysia is also one of the largest markets for medical devices in the ASEAN region, with over 200 medical device manufacturing companies operating within a well-connected industry ecosystem. MIDA anticipates continued growth in the Malaysian medical devices industry, especially in diagnostic and point-of-care solutions, along with a shift towards non-invasive and minimally invasive approaches and a convergence of medical technologies. The medical devices industry in Malaysia is strongly supported by precision engineering services, and its ongoing development is expected to foster the growth of the local precision engineering industry.

Following approved investments worth RM151.97 billion across 883 projects in 2023, the manufacturing sector in Malaysia secured a total of RM120.48 billion in 2024 in approved investments across 1,108 projects. Out of these, the E&E industry in Malaysia received RM55.81 billion in 2024 after securing RM85.43 billion worth of investments in 2023. The state of Penang is a major contributor to Malaysia's investment inflow in 2023, with its manufacturing sector recording total investment of RM63.42 billion, which increased from RM13.71 billion in 2022. The strong investment performance recorded by Penang is indicative of its status as a E&E manufacturing hub with most of the E&E multinational companies operating in the state. In 2024, some of the states with highest approved investments into their manufacturing sectors include Kedah, Selangor, Penang and Johor, with total investments amounting to RM94.40 billion during the year. The continuous investments into the local manufacturing sector is expected to drive demand for precision engineering services in the country.

Based on the Department of Statistics Malaysia ("DOSM"), the precision engineering industry in Malaysia was valued at RM4.01 billion in 2023, up from RM2.15 billion in 2020. The industry reached RM6.11 billion in 2024 and is forecast to grow at a compound annual growth rate ("CAGR") of 16.2%, reaching RM8.50 billion by 2028.

Figure 3: Precision Engineering Industry Market Size in Malaysia, 2023-2028

Year	Market Size (RM billion)	Growth Rate (%)
2023	4.01	-
2024	6.11	52.2
2025 ^f	6.53	7.0
2026 ^f	7.09	8.5
2027 ^f	7.76	9.5
2028 ^f	8.50	9.5

Notes:

1. CAGR (2024-2028) (base year of 2023): 16.2%
2. ^f denotes forecast
3. The historical market size (2020, 2023 and 2024) of the precision engineering industry in Malaysia is based on statistics from the DOSM. The forecast market size and growth rates (2025-2028) is computed by Protégé Associates based on secondary and primary research work conducted. Primary research works conducted include discussions with stakeholders in the local engineering support industry and precision engineering industry to gather their insights on the industry. Secondary research conducted include data obtained from the DOSM, Ministry of Investment, Trade and Industry, and Bank Negara Malaysia. All these findings were collected and analysed to ascertain the outlook of the precision engineering industry in Malaysia.

Source: DOSM, Protégé Associates

8. INDUSTRY OVERVIEW (Cont'd)



4.0 Competitive Analysis

UMS is a precision engineering provider principally involved in the manufacture of complex precision machining and the fabrication of sheet metal, as well as the provision of related services, such as design and development and value-added sub-module for semiconductor and aerospace industries and full assembly services for front-end semiconductor equipment. For this IMR Report, Protégé Associates has used the following criteria when selecting industry players in Malaysia for comparison with UMS:

- involved in the manufacturing of precision machined part and components;
- cater to the semiconductor industry;
- a public listed company or a subsidiary of a public listed company; and
- registered an annual turnover of below RM1 billion based on the latest publicly available financial information.

The above criteria are used to narrow down the list of industry players that can be selected for comparison with UMS. The criteria are used to select industry players that are deemed to be more similar to UMS in terms of upcoming revenue, type of products, and principal activities. After taking into consideration the above criteria, Protégé Associates has selected the below companies for comparison purposes. It needs to be highlighted that the list of industry players used for comparison purpose is not exhaustive. These market players cater to a wide range of end-user markets and may not serve the exact same end-user markets or geographical locations as UMS.

Figure 4: Comparison between UMS and Selected Industry Players in the ESI in Malaysia

Company	Principal Activities	Information from the financial year ended ("FYE")	Revenue (RM'000)	Gross Profit/ (Loss) (RM'000)	EBITDA (RM'000)	Profit/ (Loss) after Tax (RM'000)	Gross Profit/ (Loss) Margin ¹ (%)	EBITDA Margin (%)	Profit/ (Loss) after Tax Margin ² (%)
UMS⁴	The company is principally involved in the manufacture of complex precision machining and the fabrication of sheet metal, as well as the provision of related services, such as design and development and value-added sub-module and full assembly services.	31 December 2024	798,795.8	n/a³	215,575.7	137,169.3	n/a³	27.0	17.2
Coraza Integrated Technology Berhad ("Coraza")	Coraza is currently listed on the ACE Market of Bursa Securities. It is an investment holding company while principal activities of its subsidiaries include fabrication of sheet metal and precision machined components, as well as the provision of related services, such as design and development and value-added sub-module assembly services.	31 December 2024	109,031.7	21,054.7	9,499.0	4,393.5	19.3	8.7	4.0
CPE Technology Berhad ("CPE Tech")	CPE Tech is currently listed on the Main Market of Bursa Securities. It is principally involved in the manufacturing of precision machined parts and components and provision of CNC machining services.	30 June 2024	90,070.0	23,146.0	20,843.0	11,093.0	25.7	23.1	12.3
Frencken Mechatronics (M) Sdn Bhd ("Frencken")	Frencken is a wholly-owned subsidiary of Frencken Group Limited, which is listed on the Mainboard of the Singapore Exchange. It is principally involved in the manufacture of machined parts and components.	31 December 2023	209,185.0	17,736.9	n/a ^{3, 7}	1,480.0	8.5	n/a ^{3, 7}	0.7

8. INDUSTRY OVERVIEW (Cont'd)



Company	Principal Activities	Information from the financial year ended ("FYE")	Revenue (RM'000)	Gross Profit/ (Loss) (RM'000)	EBITDA (RM'000)	Profit/ (Loss) after Tax (RM'000)	Gross Profit/ (Loss) Margin ¹ (%)	EBITDA Margin (%)	Profit/ (Loss) after Tax Margin ² (%)
Grand Venture Technology Sdn Bhd ("GVT")	GVT is principally involved in manufacturing ultra-precision machining parts, modules, complex sheet metal and mechatronics assembly.	31 December 2023	138,133.7	37,817.6	n/a ^{3,7}	12,007.8	27.4	n/a ^{3,7}	8.7
Kobay Technology Berhad ("Kobay")	Kobay is currently listed on the Main Market of Bursa Securities. It is an investment holding company while principal activities of its subsidiaries include manufacture of metal works and structures, modules and parts for oil and gas production and extraction equipment, manufacture of semiconductor assembly and testing equipment, manufacture of precision moulds and parts, precision plating and surface treatment and manufacture of precision metal stamping, sheet metal and die casting parts.	30 June 2024	330,500.3 ⁵	79,139.0	44,588.0	11,599.5	23.9	13.5	3.5
Northeast Group Berhad ("Northeast")	Northeast is currently listed on the ACE Market of Bursa Securities. It is an investment holding company while principal activities of its subsidiaries include the manufacturing of precision engineering components used in photonics, E&E, semiconductor, telecommunication and optoelectronics industries.	30 September 2024	90,143.2	34,691.6	27,790.0	13,743.1	38.5	30.8	15.2
SFP Tech Holdings Berhad ("SFP Tech")	SFP Tech is currently listed on the ACE Market of Bursa Securities. It is an investment holding company while principal activities of its subsidiaries include provision of sheet metal fabrication, CNC machining, assembly services as well as automation equipment solutions.	31 December 2024	169,536.0	74,216.0	25,602.0 ⁶	11,980.0	43.8	15.1 ⁶	7.1
UWC Berhad ("UWC")	UWC is currently listed on the Main Market of Bursa Securities. It is an investment holding company while principal activities of its subsidiaries include provision of precision sheet metal fabrication and value-added assembly services and provision of precision machined components.	31 July 2024	248,397.2	n/a ³	35,192.0	13,196.4	n/a ³	14.2	5.3

8. INDUSTRY OVERVIEW (Cont'd)



Notes:

- a) The above figures (which are based on the latest available audited financial information) only provide an indication and are not considered directly comparable as not all companies carry out activities which are completely similar to each other or in the same geographical area.
- b) The list of industry players is not exhaustive.
 - ¹ Gross Profit Margin = Gross Profit / Revenue
 - ² Profit after Tax Margin = Profit after Tax / Revenue
 - ³ n/a = not available
 - ⁴ the financial information for UMS is converted at a conversion rate of RM1 = SGD0.3031 based on the exchange rate for 3 June 2025 published by Bank Negara Malaysia.
 - ⁵ includes revenue generated from property development division of RM27.0 million and from pharmaceutical division of RM81.3 million.
 - ⁶ The annual report of SFP Tech does not provide the EBITDA of the company. The EBITA and EBITA Margin is used instead.
 - ⁷ The financial statements obtained from the Companies Commission of Malaysia for Frencken and GVT do not provide the EBITDA of the company.

Sources: UMS, latest annual reports/prospectuses of Coraza, CPE Tech, Kobay, Northeast, SFP Tech, UWC, Companies Commission of Malaysia and Protégé Associates

4.1 UMS's Market Share Analysis

The revenue generated by UMS in the FYE 31 December 2024 for its Malaysian operation in the FYE 31 December 2024 was SGD14.3 million (approximately RM47.2 million based on the exchange rate of RM1 = SGD0.3031 for 3 June 2025 published by Bank Negara Malaysia), which is equivalent to approximately 0.8% of the precision engineering industry in Malaysia of RM6.11 billion in 2024. UMS's revenue of SGD220.2 million for its Singaporean operation in the FYE 31 December 2024 is equivalent to approximately 2.0% of the precision modules and components sub-industry in Singapore of SGD10.81 billion in 2024.

5.0 Key Industry Drivers

Expansion in End-User Markets

As an industry serving diverse sectors, the Malaysian precision engineering industry depends on the performance of its end-user markets. UMS's revenue primarily comes from the semiconductor, E&E, and aerospace industries. Additionally, UMS caters to customers both in Malaysia and various international markets. Therefore, an overview of the global performance of these end-user markets is provided below:

Global Semiconductor Industry

The global semiconductor industry's growth in recent years has been driven by increased demand for electronic devices such as smartphones, the widespread adoption of technologies like IoT and cloud computing, the deployment of fifth-generation ("5G") telecommunications technology, and the rising popularity of electric vehicles.

A global economic downturn in 2023 led to an 8.2% decline in global semiconductor sales, reaching a value of USD526.89 billion. Besides economic challenges, the semiconductor industry was impacted by trade and technological restrictions imposed by major economies starting in 2022 due to geopolitical tensions, particularly between China and the USA. These restrictions disrupted the global trade of semiconductors, as well as their raw materials and manufacturing equipment. As a result, semiconductor companies have begun shifting their supply chains to countries not directly involved in these geopolitical conflicts, such as Malaysia and Singapore.

The global semiconductor industry gradually recovered from the downturn and experienced continuous expansion as the production of E&E devices with embedded semiconductor technology increased. Advancements in technology drove the launch of new electronic devices, further driving the demand for semiconductors. To ensure a stable semiconductor supply, major economies such as the USA, China, South Korea, Japan, and the EU have implemented policies and measures, including subsidies and state-led projects, to bolster and grow their local semiconductor industries and localise production of devices and chips. Some of these initiatives include the USA introducing the Creating Helpful Incentives to Produce Semiconductor and Science Act of 2022 ("CHIPS Act") to bolster the semiconductor industry in the USA, as well as China allocating over USD290.80 billion for semiconductor-related projects between 2021 and 2022 and setting up a state-backed fund worth RMB344 billion in May 2024. At the same time, the European Union, Japan, South Korea and Taiwan similarly had introduced various initiatives to help the development of their own semiconductor industries. These initiatives are likely to stimulate investments and growth in the global semiconductor industry through new fabrication plants and outsourced semiconductor assembly and test ("OSATs") providers, as well as for front and back-end capital equipment. Global semiconductor equipment sales was valued at USD106.3 billion in 2023. This figure reached USD117.1 billion in 2024 and is forecast to grow at a CAGR of 8.8% to reach USD162.15 billion in 2028.

8. INDUSTRY OVERVIEW (Cont'd)



At the same time, the rapid adoption of AI across the globe has led to a surge in demand for semiconductors and related technologies, including high bandwidth memory ("HBM") as well as advance packaging technologies. However, the industry may face challenges due to ongoing tensions between the USA and China. This has prompted semiconductor companies to diversify operations, notably to Southeast Asia.

According to the World Semiconductor Trade Statistics ("WSTS") organisation, the global semiconductor industry is projected to continue expanding in 2024, driven by higher sales of memory and logic chips resulting from investments in artificial intelligence and an increase in consumer electronics sales. The global semiconductor industry is forecasted to reach USD 626.87 billion in 2024 and grow at a compound annual growth rate (CAGR) of 10.9% to USD 882.32 billion by 2028.

Global Aerospace Industry

The aerospace industry encompasses the sales of aerospace equipment (including aircraft) and related services, ranging from manufacturing of commercial aircraft to offering aircraft maintenance, repair, and overhaul ("MRO") services to producing support and auxiliary equipment such as radar systems, air traffic control towers, and commercial satellites.

The commercial aircraft manufacturing market is the largest and fastest-growing segment of the aerospace industry. This market includes sub-segments like passenger aircraft, aircraft engines, commercial helicopters, aircraft turbines, commercial gliders and drones, and rocket engines, with passenger aircraft being the largest sub-segment.

There has been a revival in demand for commercial air travel post the COVID-19 pandemic. The increase in air travel had led to an increase in demand for new aircrafts and aftermarket products and services. Airbus SE and The Boeing Company, two of the largest and most prominent aircraft manufacturers in the world have predicted their global aircraft fleets to almost double in the next 20 years. Airbus SE has predicted an increase of 98.8% from 24,260 aircrafts in 2023 to 48,230 aircrafts in 2043. This increase includes 23,970 new aircrafts and 18,460 replacement aircrafts. The Boeing Company has predicted an increase of 87.6% from 26,750 aircrafts in 2023 to 50,170 aircrafts in 2043. This increase includes 23,420 new aircrafts and 20,555 replacement aircrafts. This represents a total delivery of over 80,000 new aircrafts in the next 20 years. The global aerospace industry was valued at USD327.73 billion in 2023. The industry grew to USD345.76 billion in 2024 and is forecast to expand at a CAGR of 5.8% to USD434.43 billion in 2028.

Manufacturing Shift Towards Neutral Geographies for Supply Chain Resiliency and Intellectual Property Protection

Geopolitical issues have also diverted trade and investment flows to countries with neutral foreign policies, such as Malaysia, which has benefited from the ongoing trade tensions between the USA and China. This development is expected to encourage more global multinational corporations ("MNCs") to outsource electronic manufacturing services to Malaysia, leading to increased demand for engineering support services. In particular, foreign direct investment ("FDI") into Malaysia's E&E industry reached RM82.42 billion in 2023, up from RM27.85 billion in 2022. In 2024, FDI into Malaysia's E&E industry totalled RM53.31 billion. Additionally, some MNCs, including Intel Corporation, Infineon Technologies AG, and AT&S, have announced plans to invest over USD10 billion in new production capacities in Malaysia. This is anticipated to positively impact and benefit the local precision engineering industry.

The recent geopolitical events have triggered a reconfiguration of global supply chains. The disruptions and shortages faced by advanced economies have led governments and businesses to reassess the security of their supply chains, particularly those heavily dependent on China. This has resulted in the adoption of the "China Plus One" strategy, where companies diversify by establishing additional manufacturing or production bases outside of China to lessen reliance on it as the sole manufacturing hub.

Malaysia is well-positioned to benefit from this reconfiguration due to its robust economy, strong infrastructure, and established reputation as a leading manufacturing hub in ASEAN, particularly in the electronics sector. With a young and skilled workforce, the country also offers solid intellectual property protection that aligns with international standards, making it attractive to both local and foreign investors. As companies seek to diversify their manufacturing locations, Malaysia stands in a favourable position to capitalise on this trend.

Rising Trend towards Outsourcing by Manufacturers

The rapid technological advancements in the electronics industry have led to shorter product life cycles, increasing the need for new machineries, production facilities, and updated materials to keep pace with innovation. Manufacturers are under growing pressure to stay competitive with trends such as new smartphones, smartwatches, ultra-high-definition TVs, and advanced automotive features like infotainment systems. Consequently, key areas of focus have become cost reduction, shorter lead times, delivery reliability, and efficiency as manufacturers work to enhance operational competitiveness.

8. INDUSTRY OVERVIEW (Cont'd)



To streamline time-to-market, minimise manufacturing costs, and increase flexibility, many manufacturers are outsourcing their production processes to third-party outsourcing companies. This allows them to concentrate on core competencies like brand management, product design, and supply chain management.

While technological progress has boosted automation in third-party outsourcing operations, skilled and experienced labour is still essential for tasks such as designing, building, and operating machinery and equipment. As a result, skilled labour remains crucial for the success of outsourced operations. Both Singapore and Malaysia boast a high-quality workforce capable of handling various outsourced tasks, including precision engineering in the production of parts and components. This is expected to positively impact the growth of Malaysia's precision engineering industry.

6.0 Key Industry Challenges

Fluctuations in Raw Material Prices

Metal is one of the key raw materials used in the manufacturing of precision engineering parts and components, with aluminium and copper being some of the primary metals utilised for this purpose. The prices of aluminium and copper are susceptible to fluctuations depending on demand and supply conditions. Aluminium and copper prices had been impacted by the COVID-19 pandemic in 2020, leading to prices of aluminium and copper falling to an average of around USD1,494 per tonne and USD5,341 per tonne respectively in the second quarter of 2020.

Aluminium prices gradually recovered starting the third quarter of 2020 due to reasons such as stronger demand for vehicles and other manufactured goods, decrease in aluminium supply in China, as well as production curtailments (especially in Europe) due to higher energy costs. Aluminium prices averaged USD3,267 per tonne in the first quarter in 2022. The inflationary environment in the USA as well as in major economies in Europe led to the central bank of these countries increasing interest rates to combat high prices. This resulted in reduced demand for industrial commodities such as aluminium. This coupled with an increase in aluminium production in China led to aluminium prices decreasing from the second quarter of 2022. Aluminium prices fell to an average of USD2,324 per tonne in the final quarter of 2022. Aluminium prices continued to slide downwards in 2023, and averaged USD2,252 per tonne for the year. The lower aluminium prices in 2023 can be attributed to subdued demand for industrial metals due to a global economic slowdown. Prices rebounded in 2024 to an average of USD2,419 per tonne as economic activities picked up.

Similarly, copper prices started to rebound after the decline in the second quarter of 2020. Copper prices averaged USD9,698 per tonne in the fourth quarter of 2021 and further increased to an average of USD9,985 per tonne in the first three months of 2022. Copper prices started to decline to an average of USD7,742 per tonne in the third quarter of 2022 before staging a comeback. Copper prices had stood above USD8,000 per tonne in 2023 and averaged above USD9,000 per tonnes in 2024.

Any significant increase in the prices of aluminium and copper can lead to higher production costs for precision engineering industry players. While some industry players may have back-to-back supply agreements (a clause which states that if suppliers increase prices, industry players are allowed to increase their own price towards consumers) with suppliers to hedge against increases in raw material prices, others may be negatively affected by higher prices of raw materials in the form of compressed margins if manufacturers are unable to pass on the cost to consumers.

Geopolitical Tension across the Globe Affecting Economic Activities

As part of the global supply chain, Malaysia's economic activities are susceptible to the impact of geopolitical events worldwide. The rise in trade protectionism, particularly from major economies like the USA and China, could potentially disrupt global trade and slow down the world economy. In early January 2025, the USA proposed a revision to its Export Administration Regulations controls on advanced integrated circuits and AI models. The move serves to protect the USA's national security and foreign policy interests, and add new license exceptions to facilitate the export, re-export and transfer of advanced integrated circuits to end users in destinations that do not raise national security or foreign policy concerns. On 2 April 2025, the USA Government announced the imposition of a duty of 10% or higher for specific countries on all imports from all trading partners, except as otherwise specified. Subsequently on 9 April 2025, the USA Government announced a temporary 90-day suspension of the country-specific rates (only a duty of 10% will be imposed) for all trading partners except China until 9 July 2025. However, on 12 May 2025, the USA lowered the tariff on China from 145% to 30%, while China's retaliatory tariff on USA goods dropped from 125% to 10%.

Heightening geopolitical tensions are also marked by physical conflicts in various regions, including the Russia-Ukraine war, the Israel-Hamas conflict, and maritime disputes in the Asia Pacific that threaten to escalate into broader conflicts. The International Monetary Fund has reported global economic growth at 3.3% in 2024 and forecasts the global economy to grow at 2.8% and 3.0% in 2025 and 2026 respectively.

Industries such as E&E, aerospace, and automotive are somewhat dependent on the overall health of the economy. A slowdown in economic activities may reduce demand for products in these sectors, potentially dampening the growth of the precision engineering industry in Malaysia.

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT

9.1 PROMOTER AND SUBSTANTIAL SHAREHOLDERS

9.1.1 Profiles of our Promoter and substantial shareholders

(i) Luong Andy as our Promoter and substantial shareholder

Luong Andy, an American, is our CEO. For details of his profile, see Section 9.2.3(i) of this Prospectus.

(ii) UBS AG Singapore as our substantial shareholder

UBS AG Singapore was incorporated, under its present name, in Singapore under the SCA on 18 June 1998 as a foreign company branch of UBS AG.

UBS AG is incorporated in Switzerland and operates under Art. 620ff. of the Swiss Code of Obligations as a corporation limited by shares. UBS AG is a bank and engages in a full range of financial services activities in Switzerland and abroad, including personal banking, commercial banking, investment banking and asset management.

UBS AG is our substantial shareholder by virtue of its shareholdings in our Company through a custodian account with UBS AG Singapore for Luong Andy.

(iii) 71 Trust LLC as our substantial shareholder

71 Trust LLC is our substantial shareholder. It was incorporated in Delaware, USA under the Limited Liability Company Act of Delaware, USA on 7 May 2023 as a limited liability company under its present name. 71 Trust LLC is an investment fund company. The registered beneficial owner of 71 Trust LLC is Luong Andy.

(iv) abrdn Holdings Limited as our substantial shareholder

abrdn Holdings Limited was incorporated in Scotland, United Kingdom under the Companies Acts 1948 to 1981 of the United Kingdom on 2 March 1983 as a private company limited by shares under the name of Arisino Limited. On 10 March 1983, abrdn Holdings Limited changed its name from Arisino Limited to Aberdeen Fund Manager Limited and subsequently changed its name to Abtrust Holdings Limited on 23 December 1987. On 13 June 1988, abrdn Holdings Limited changed its name from Abtrust Holdings Limited to Aberdeen Trust Holdings Limited and was converted into a public limited company on 12 September 1989 under the name of Aberdeen Trust Holdings plc. On 22 March 1991, Aberdeen Trust Holdings plc was renamed to Aberdeen Trust plc and subsequently to Aberdeen Asset Management plc on 1 May 1997. abrdn Holdings Limited converted to a private limited company and assumed its current name on 25 November 2002. abrdn Holdings Limited is an intermediate investment holding company in the abrdn Group and is involved in the provision of staff and support services to other companies within the abrdn Group.

abrdn Holdings Limited acts as an intermediate investment holding company in the abrdn Group. As at the LPD, the aggregate nominal value of the issued share capital of abrdn Holdings Limited is Pound Sterling (£)165.4 million comprising 1,649,807,097 ordinary shares.

As at the LPD, abrdn Holdings Limited is a wholly-owned subsidiary of abrdn plc. For details of the profile of abrdn plc, see Section 9.1.1(v) of this Prospectus.

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

(v) abrdn plc as our substantial shareholder

abrdn plc was incorporated in Scotland, United Kingdom under the Companies Act 1985 of the United Kingdom on 30 June 2005 as a private limited company under the name of SLGC Limited. On 26 May 2006, abrdn plc changed its name from SLGC Limited to Standard Life plc and was converted into a public limited company. On 14 August 2017, Standard Life plc completed an all-share merger with Aberdeen Asset Management plc and was renamed Standard Life Aberdeen plc. abrdn plc assumed its current name on 2 July 2021.

abrdn plc is currently listed on the Main Market of London Stock Exchange with a market capitalisation of approximately Pound Sterling (£)3.3 billion as at the LPD.

abrdn Group is involved in the business of asset management, financial advisory and investment platform with presence in countries across several regions worldwide such as Europe, Middle East, Asia Pacific and North and South America. As at 30 September 2024, abrdn Group manages and administers approximately Pound Sterling (£)506.7 billion of assets under management and administration. As at the LPD, the aggregate nominal value of the issued share capital of abrdn plc is Pound Sterling (£)257.1 million comprising 1,840,743,385 ordinary shares.

abrdn Holdings Limited and abrdn plc do not participate in the day-to-day management and operations of our Group. They do not have control on the direction, allocation and usage of our Group's financial resources. In addition, abrdn Holdings Limited and abrdn plc do not have any family relationships with the Directors, Promoter, substantial shareholders and Key Senior Management of our Group.

(vi) Catcher as our substantial shareholder

Catcher was incorporated in November 1984 under the laws of the ROC under the name of Catcher Industrial Co. Ltd. and changed its name to its present name in 1997.

Catcher was listed and traded on the Taipei Exchange (formerly known as the GreTai Securities Market) from November 1999 until September 2001, and thereafter is listed on the TWSE and ceased listing and trading on the Taipei Exchange. As at the LPD, the market capitalisation of Catcher is approximately NTD 136.6 billion.

Catcher increased its capital by listing its shares in the form of Global Depositary Receipts (GDRs) on Euro MTF of the Luxembourg Stock Exchange in June 2011.

Catcher and its subsidiaries are mainly involved in the manufacturing and sales of aluminum and magnesium extrusion, stamping of products and molds and provision of leasing services.

As at the LPD:

- (a) the paid-in capital of Catcher is NTD6,491,450,680 comprising 649,145,068 ordinary shares at a par value of NTD10 each;
- (b) the directors of Catcher are as follows:

<u>Name</u>	<u>Designation</u>	<u>Nationality / Place of incorporation</u>
Shui-Shu Hung	Chairman	ROC

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

Name	Designation	Nationality / Place of incorporation
Tien-Szu Hung	Director	ROC
Yong Yu Investment Co., Ltd. ⁽¹⁾	Director	ROC
Wen-Che Tseng	Independent Director	ROC
Tsornng-Juu Liang	Independent Director	ROC
Wen-Hsiung Chan	Independent Director	ROC

Note:

(1) The representative of Yong Yu Investment Co., Ltd. is Su-Hui Kuo.

(c) there are no substantial shareholders who hold equity interest of 5% or above in Catcher.

Catcher (including its directors and senior management) does not participate in the day-to-day management and operations of our Group. They do not have control on the direction, allocation and usage of our Group's financial resources. In addition, Catcher (including its directors and senior management) do not have any family relationships with the Directors, Promoter, substantial shareholders and Key Senior Management of our Group.

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9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

9.1.2 Changes in our Promoter's and substantial shareholders' shareholdings in our Company for the past 4 years

The Secondary Listing will not result in any change to our Promoter's and substantial shareholders' shareholdings in our Company.

Save as disclosed below, there has been no change in our Promoter's and substantial shareholders' shareholdings in our Company for the past 4 years preceding and up to the LPD and after our Secondary Listing:

Name	As at 22 March 2021				As at 22 March 2022				As at 22 March 2023				As at 22 March 2024			
	Direct		Indirect		Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of Shares (^{'000})	[^] %	No. of Shares (^{'000})	[^] %	No. of Shares (^{'000})	[^] %	No. of Shares (^{'000})	[^] %	No. of Shares (^{'000})	[^] %	No. of Shares (^{'000})	[^] %	No. of Shares (^{'000})	[^] %	No. of Shares (^{'000})	[^] %
<u>Promoter and substantial shareholder</u>																
Luong Andy	-	-	109,024 ⁽¹⁾	20.44	-	-	109,530 ⁽²⁾	16.43	-	-	106,530 ⁽³⁾	15.89	-	-	106,530 ⁽⁴⁾	14.99
<u>Substantial shareholders</u>																
UBS AG Singapore	-	-	-	-	-	-	-	-	-	-	-	-	-	-	35,519 ⁽⁵⁾	5.00
71 Trust LLC	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
abrdn Holdings Limited ⁽¹⁰⁾	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
abrdn plc ⁽¹¹⁾	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Catcher	-	-	-	-	-	-	-	-	-	-	-	-	-	-	4,126 ⁽¹²⁾	0.58

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9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

Name	As at 21 March 2025				As at the LPD				After the Secondary Listing			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of Shares (‘000)	^%	No. of Shares (‘000)	^%	No. of Shares (‘000)	^%	No. of Shares (‘000)	^%	No. of Shares (‘000)	^%	No. of Shares (‘000)	^%
Promoter and substantial shareholder												
Luong Andy	-	-	108,963 ⁽⁶⁾	15.34	-	-	109,263 ⁽⁶⁾	15.38	-	-	109,263 ⁽⁶⁾⁽⁷⁾	15.38
Substantial shareholders												
UBS AG Singapore	-	-	108,963 ⁽⁸⁾	15.34	-	-	109,263 ⁽⁸⁾	15.38	-	-	109,263 ⁽⁸⁾	15.38
71 Trust LLC	-	-	46,530 ⁽⁹⁾	6.55	-	-	46,530 ⁽⁹⁾	6.55	-	-	46,530 ⁽⁹⁾	6.55
abrdn Holdings Limited ⁽¹⁰⁾	-	-	36,406	5.12	-	-	36,406	5.12	-	-	36,406	5.12
abrdn plc ⁽¹¹⁾	-	-	36,406	5.12	-	-	36,406	5.12	-	-	36,406	5.12
Catcher	-	-	35,400 ⁽¹³⁾	4.98	-	-	36,350 ⁽¹³⁾	5.12	-	-	36,350 ⁽¹³⁾	5.12

Notes:

^ The percentage shareholdings are calculated based on the respective number of issued Shares as at:

Date(s)	22 March 2021	22 March 2022	22 March 2023	22 March 2024, 21 March 2025 and LPD
Total issued Shares	533,429,579 (excluding 3,000,000 treasury shares)	666,785,941 (excluding 3,750,000 treasury shares)	670,535,941	710,535,941

- (1) Pursuant to Section 4 of the SFA, Luong Andy is deemed to be interested in Shares (i) held through UOB Kay Hian Private Limited which is a nominee which holds the Shares for Luong Andy and The 71 Trust; and (ii) held through Raffles Nominees (Pte) Limited for Luong Andy.
- (2) Pursuant to Section 4 of the SFA, Luong Andy is deemed to be interested in Shares (i) held through UOB Kay Hian Private Limited which is a nominee which holds the Shares for Luong Andy, The 71 Trust and The SY Trust; (ii) held through Raffles Nominees (Pte) Limited for Luong Andy; and (iii) registered in the name of his spouse, namely Sylvia SY Lee Luong.
- (3) Pursuant to Section 4 of the SFA, Luong Andy is deemed to be interested in Shares (i) held through UOB Kay Hian Private Limited which is a nominee which holds the Shares for Luong Andy, The 71 Trust and The SY Trust; and (ii) registered in the name of his spouse, namely Sylvia SY Lee Luong.

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

- (4) Pursuant to Section 4 of the SFA, Luong Andy is deemed to be interested in Shares (i) held through UOB Kay Hian Private Limited which is a nominee which holds the Shares for Luong Andy, The 71 Trust and The SY Trust; and (ii) held through CGS International Securities Singapore Pte Ltd for Luong Andy.
- (5) Being the Shares held through nominee accounts by UBS AG Singapore as nominee which holds the Shares in custodian account for Luong Andy.
- (6) Pursuant to Section 4 of the SFA, Luong Andy is deemed to be interested in Shares held through UBS AG Singapore which is a nominee which holds the Shares in custodian accounts for Luong Andy, 71 Trust LLC and SY Private Trust LLC.
- (7) Luong Andy had provided an undertaking that he will and will procure other notable shareholder(s) of our Company to transfer, an aggregate of at least 10,000,000 Shares (representing approximately 1.4% of the total issued Shares) to his/their securities account(s) in Malaysia to be made available for trading on Bursa Securities for a period of 3 years from the Listing Date, details of which are set out in Section 4.2.3 of this Prospectus.
- (8) Being the Shares held through nominee accounts by UBS AG Singapore as nominee which holds the Shares in custodian accounts for Luong Andy, 71 Trust LLC and SY Private Trust LLC.
- (9) Based on the Shares held through UBS AG Singapore which is a nominee which holds the Shares in custodian account for 71 Trust LLC.
- (10) abrdn Holdings Limited is the parent company of its subsidiaries who act as the investment managers for various clients/funds and have the power to exercise, or control the exercise of, a right to vote attached to the securities and has the power to dispose of, or control the disposal of, the securities. The registered holder(s) of the securities is the client's or fund's custodian.
- (11) abrdn plc is the parent company of abrdn Holdings Limited.
- (12) Pursuant to Section 4 of the SFA, Catcher is deemed to be interested in Shares held through its direct wholly-owned subsidiary.
- (13) Pursuant to Section 4 of the SFA, Catcher is deemed to be interested in Shares held through its direct and indirect wholly-owned subsidiaries.

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9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

9.2 BOARD OF DIRECTORS

9.2.1 Board Practices

Our Directors have no fixed term of office. Pursuant to our Constitution, at each AGM, one-third of our Directors for the time being, or if their number is not a multiple of 3, the number nearest to but not less than one-third, shall retire from office. Each Director shall retire at least once every three years. The Directors to retire shall include any Director who wishes to retire and not offer himself for re-election, and any further directors shall be those who, being subject to retirement by rotation, have been longest in office since their last re-election or appointment. Between persons who became or were last re-elected on the same day, those to retire shall be determined by ballot. A retiring Director shall be eligible for re-election.

The key responsibilities of the Board include:

- Approving business direction and strategies;
- Monitoring management's performance;
- Ensuring the adequacy, efficiency and effectiveness of internal controls, risk management procedures, financial reporting and compliance;
- Approving annual budget, major funding, investment and divestment proposals;
- Approving the nominations of our Board and appointments to the various Board committees; and
- Assuming the responsibility for overall corporate governance of our Group.

The details of the members of our Board, the details of their last date of re-election, and the period that each of our Directors has served in office as at the LPD are as follows:

Director	Designation	Age ⁽¹⁾	Date of appointment	Date of expiration of the current term of office at AGM	No. of years and months in office ⁽¹⁾
Datuk Phang Ah Tong	Chairman ⁽²⁾ and Lead Independent Director	67	1 October 2017	Subject to retirement by rotation at our AGM in 2026	7 years 8 months
Luong Andy	CEO	65	1 April 2004	Subject to retirement by rotation at our AGM in 2027	21 years 2 months
Loh Meng Chong, Stanley	Executive Director	57	30 June 2010	Subject to retirement by rotation at our AGM in 2026	14 years 11 months
Chua Siong Kiat	Independent Director	53	6 May 2024	Subject to retirement by rotation at our AGM in 2027	1 year
Datin Poon Lee Fah	Independent Director	36	14 May 2025	Subject to retirement by rotation at our AGM in 2026	Less than 1 month
Xie Xingbei, Pearlyn	Independent Director	41	14 May 2025	Subject to retirement by rotation at our AGM in 2026	Less than 1 month

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

Notes:

- (1) The age and number of years and months in office of the respective Directors are as at the LPD.
- (2) Appointed as our Director since 1 October 2017. He was subsequently redesignated as our Lead Independent Director on 6 May 2024 and as our Chairman on 14 May 2025.

9.2.2 MCCG and SCCG

As at the LPD, there is no departure from the recommendations of the MCCG in respect of the composition of our Board and the committees of our Board.

Our Company is not required to comply with the requirement to disclose the application of each practice set out in the MCCG in a prescribed format to Bursa Securities as set out in Paragraph 15.25 of the Listing Requirements as we will have Secondary Listing on the Main Market of Bursa Securities.

A comparison of the relevant principles and provisions of the Code of Corporate Governance 2018 of Singapore ("**SCCG**") and the recommendations of the MCCG issued by the SC is as follows:

MCCG

The positions of Chairman and CEO are held by different individuals.

The Chairman of the Board should not be a member of the Audit Committee, Nomination Committee or Remuneration Committee.

At least half of the Board comprises independent directors.

The tenure of an independent director does not exceed a term limit of nine years.

The Nomination Committee is chaired by an independent director or the Senior Independent Director.

The board comprises at least 30% women directors.

The Chairman of the Audit Committee is not the Chairman of the Board.

The Audit Committee should comprise solely of independent directors.

SCCG

The Chairman and the CEO are separate persons to ensure an appropriate balance of power, increased accountability, and greater capacity of the Board for independent decision making.

-(1)

Independent directors make up a majority of the Board⁽²⁾ where the Chairman is not independent.

A director who falls under the circumstances described in Rule 210(5)(d) of the SGX Listing Manual is not independent. The circumstances are, among others, a director who has been a director of the company for an aggregate period of more than 9 years (whether before or after listing). Such director may continue to be considered independent until the conclusion of the next annual general meeting of the company.

The Nominating Committee comprises at least 3 directors, the majority of whom, including the Nominating Committee Chairman, are independent.

-(1)

-(1)

The Audit Committee comprises at least 3 directors, all of whom are non-executive and the majority of whom, including the Audit Committee Chairman, are independent.

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

MCCG

The Remuneration Committee should only consist of non-executive directors and a majority of them must be independent directors.

SCCG

The Remuneration Committee comprises at least 3 directors. All members of the Remuneration Committee are non-executive directors, the majority of whom, including the Remuneration Committee Chairman, are independent.

Notes:

- (1) The SCCG has no equivalent principle and provision to the recommendation of the MCCG.
- (2) Rule 210(5)(c) of the SGX Listing Manual requires independent directors to make up at least one-third of the Board.

As at the LPD, there is no departure from the SCCG in respect of our Group's corporate governance practices.

9.2.3 Profiles of our Directors

(i) Datuk Phang Ah Tong

Datuk Phang Ah Tong, a Malaysian aged 67, is our Chairman and Lead Independent Director. He was appointed to our Board on 1 October 2017 as our Independent Director, redesignated as our Lead Independent Director on 6 May 2024 and was subsequently redesignated as our Chairman and Lead Independent Director on 14 May 2025.

He obtained a Bachelor of Arts (Economics) (Honours) from University Malaya in 1981. After graduation, he joined the Malaysian civil service, as an Economist at MIDA until his retirement in 2017. He had a notable career spanning 36 years in promoting foreign and domestic investments and assisted in developing the manufacturing and service sectors in Malaysia under MIDA where he has held several key positions at MIDA including as Assistant Trade Commissioner for MIDA office in London, Director of MIDA office in New York, Director of Foreign Direct Investment, Senior Director of Investment and Deputy CEO, being his last position held at MIDA prior to his retirement.

Between 2013 and 2023, he served as the Non-Executive Chairman of Malaysia Automotive, Robotics and IoT Institute ("MARII"), an agency under MITI. He also served as Independent Director of United Overseas Bank (Malaysia) Bhd ("UOB Malaysia") between 2019 and 2023. He was appointed as Independent Non-Executive Director of Jerasia Capital Berhad (*Winding up*) (formerly listed on Bursa Securities) in 2018 and was re-designated as the Independent Non-Executive Chairman in 2019 until his resignation in 2022.

Currently, he also serves on the boards of directors of Apex Healthcare Berhad (as Independent Non-Executive Director since 2018), Inari Amertron Berhad (as Independent Non-Executive Director since 2018), JF Technology Berhad (as Independent Non-Executive Chairman since 2018) and Media Prima Berhad (as Independent Non-Executive Director since 2022), all public companies listed on Bursa Securities.

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

(ii) Luong Andy

Luong Andy, a citizen of USA aged 65, is our CEO. He was appointed to our Board on 1 April 2004 as our Executive Director and redesignated as our Managing Director on 1 March 2005. He was appointed as our Executive Chairman on 10 May 2016 and redesignated from Chairman and CEO to CEO on 14 May 2025. He remains a member of our Board following his redesignation as CEO. He is the founder of our Group and has over 46 years of experience and expertise in the precision machining industry.

He commenced his career in 1979 as a machinist with Jarvis Manufacturing, Inc, a precision machining company in California, USA. In 1984, he started his own precision machining business and incorporated Long's Manufacturing Inc to assume the precision machining business in 1990. Thereafter in 1996, he established UMS Pte Ltd (then known as Uraco Manufacturing Pte Ltd) as a joint venture with Uraco Holdings Limited, which subsequently merged with Norelco Centreline Holdings Limited in 2004, and became our Group as it is today.

Under his stewardship, our Group ventured beyond the borders of Singapore into the international markets. Since then, as our CEO, he is responsible for leading and managing our Group with his strategic direction and vision. He has led the expansion of our Group and is responsible for our corporate strategy planning, driving our sales coverage, day-to-day operation matters and our project development to meet our customers' expectations.

He currently sits on the board of various subsidiaries of our Group and several other private limited companies as disclosed in Section 9.2.5 of this Prospectus.

(iii) Loh Meng Chong, Stanley

Loh Meng Chong, Stanley, a Singaporean aged 57, is our Executive Director, Group Financial Controller and Senior Vice President of Operations. He was appointed to our Board as our Executive Director on 30 June 2010.

He obtained a Bachelor of Accountancy from the National University of Singapore in 1991. He is also a member of the Institute of Singapore Chartered Accountants (previously known as the Institute of Certified Public Accountants Singapore) since 1995. He obtained a Master of Business Administration from Southern Illinois University, United States of America in 2000.

He commenced his career in 1991 as an audit assistant with Ernst & Young, Singapore and was subsequently promoted to an audit senior in 1993. He left Ernst & Young Singapore in 1993 and joined Saatchi & Saatchi Advertising Pte Ltd ("**Saatchi & Saatchi**"), an advertising firm, as an accountant. He was promoted to a finance manager in 1994 where he supervised the finance department of Saatchi & Saatchi until his resignation in 1995.

From 1995 to 1997, he was a Senior Regional Accountant in CSR South East Asia Pte Ltd, a company involved in the manufacture and distribution of building materials. In 1997, he joined Lindeteves-Jacoberg Limited, an investment holding company with shareholdings in subsidiaries involved in various businesses, including the manufacturing and distribution of electric motors, as a senior accountant.

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

In 2000, he joined Weidmuller Pte Ltd, a company involved in the manufacturing and distribution of electrical and electronics component, as their regional finance manager. He resigned in 2005 and became the finance director of SPX Process Equipment Pte Ltd, a manufacturer and distributor of flow technology products. He subsequently became the Chief Financial Officer of Brilliant Manufacturing Ltd, a manufacturer of hard disk drive base plate and top cover, in 2007.

He joined UMS as our Group Financial Controller, a position he has held since 2008 where he is tasked with our Group's overall financial, accounting, tax, treasury, corporate finance and compliance matters. He took on the additional roles as our Executive Director and Senior Vice President of Operations in 2010, where he has the additional responsibility of overseeing our Group's operations.

He currently sits on the board of directors of a private limited company as disclosed in Section 9.2.5 of this Prospectus.

(iv) Chua Siong Kiat

Chua Siong Kiat, a Singaporean aged 53, is our Independent Director. He was appointed to our Board on 6 May 2024.

He became an associate member of the Association of Chartered Certified Accountants ("ACCA") in 1997 and has been a Fellow member of ACCA ("FCCA") since 2002. He was awarded the status of Chartered Accountant of Singapore and Fellow Chartered Accountant of Singapore by the Institute of Singapore Chartered Accountants ("ISCA") respectively in 2013 and 2024. He obtained his Master of Business Administration in Management and Diploma of the Imperial College in Management from the Imperial College of Science, Technology and Medicine, University of London, United Kingdom ("MBA, DIC") in 2001. He has been a Certified Internal Auditor and Chartered Valuer and Appraiser which are conferred respectively by the Institute of Internal Auditors, Singapore in 1998 and the Institute of Valuers and Appraisers, Singapore in 2020. He was conferred Senior Accredited Director by the Singapore Institute of Directors in 2024.

He has over 29 years of experience as a corporate financial executive and consultant having worked in London, Beijing, Ho Chi Minh City and Singapore in diverse practices in various areas of finance and management. He has been overseeing and managing the finance and accounting matters of both private and public companies.

He began his career with Wong Mun Piau & Co., an accounting firm in Singapore, as an Audit Assistant from 1993 to 1998, where his last held position was as Audit Senior. In 1998, he left to join Parkway Holdings Limited, a healthcare services and hospital provider as Group Internal Auditor at the Singapore corporate office. He was later promoted as the company's UK Financial Controller, based in London in 1999 until 2001 when he took a career break to complete his MBA, DIC and to return to Singapore in 2002.

In 2002, he joined Cemex Asia Pte Ltd ("Cemex"), subsidiary of Cemex Corporation, a building materials group headquartered in Mexico and listed on the New York Stock Exchange as Planning Advisor, Strategic Business Development - Asia Pacific responsible for business development and mergers and acquisitions with a focus on China. He left Cemex in 2004 to join International SOS Pte Ltd, a global medical assistance and security company as Financial Controller, Mainland China based in Beijing until 2006.

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

From 2006 to 2007, he was based in Singapore as the Financial Controller, China Hub and Service of Vestas Asia Pacific Wind Technology Pte Ltd, a wind energy company. From 2007 to 2008, he was based in Ho Chi Minh City as the Financial Controller, Vietnam of Capitaland Residential Ltd. which is part of a property investment and development group. From 2008 to 2009, he was based in Beijing as the Deputy Finance Director, North China Region of British Sugar PLC, a British sugar production corporation. From 2009 to 2010, he was based in Singapore as the Sub-Regional Controller - China, Sri Lanka and India of AES Corporation, a power generating company.

Between 2011 and 2013, he was based in Singapore as the Director, Finance & Control – (Asia, ex-China Region) of Imtech Marine BV, a global marine services group. He also served as the Interim Co-Managing Director from 2011 to 2012.

Between 2013 and 2015, he was the Chief Financial Officer of Libra Group Limited, a mechanical and electrical engineering services construction group listed on SGX. He subsequently also served as the Executive Director and Vice President of Finance of Group.

Between 2016 and 2017, he served initially as an Alternate Director and was subsequently promoted as Executive Director, Head of the Non-Property Division and Interim Group Chief Operating Officer of LH Group Limited (now known as Pacific Star Development Limited), a property investment company which was then listed on SGX.

Between 2017 and 2018, he was appointed Chief Financial Officer (Global Hospitality Trust Project) of Amare Investment Management Group Pte Ltd, an investment management company in Singapore.

Between 2020 and 2021, he was Chief Financial Officer of Wai Fong Construction Pte Ltd, a civil engineering company in Singapore. Between 2021 and 2023, he served as Group Chief Financial Officer of TEE International Limited, a regional infrastructure, mechanical and electrical engineering and waste-water management group which was then listed on SGX. In 2023, he joined Memiontec Holdings Limited, a trading, design, engineering, procurement and turnkey construction of water and wastewater treatment equipment, system and plants and water supply and drainage system with presence in Singapore, Indonesia, China and Vietnam which is listed on SGX where he served as the Chief Financial Officer until April 2025, prior to his appointment as the company's Non-Executive Non-Independent Director.

Concurrently, since 2017, he founded Lighthouse Business Consulting Pte Ltd, a boutique Asia-focus business consulting based in Singapore where he is currently Consulting Chief Financial Officer and Director up to and as at LPD.

He currently serves on the boards of directors of VCI Global Limited which is listed on Nasdaq Stock Market LLC and Coolan Group Limited (*formerly known as New Silkroutes Group Limited*), Memiontec Holdings Limited and Ever Glory United Holdings Limited, all public companies listed on SGX.

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

(v) Datin Poon Lee Fah

Datin Poon Lee Fah, a Malaysian aged 36, is our Independent Non-Executive Director. She was appointed to our Board on 14 May 2025.

She graduated with a Bachelor of Laws (Hons) from the University of London, United Kingdom in 2012. She obtained her Certificate in Legal Practice from the Malaysian Legal Profession Qualifying Board in 2015 and was admitted to the Malaysian Bar as an Advocate and Solicitor of the High Court of Malaya in 2016. She is a mediator on Malaysian International Mediation Centre's panel of accredited mediators. She has also completed the Executive Education Programme on Mergers and Acquisition by the Imperial College Business School in 2024.

She began her legal career in 2016 as a chambering student and subsequently as a legal associate at Y C Wong until 2017. She then founded her own law practice, Messrs. Poon, Asyraq & Lisa in 2017, where she is the Managing Partner.

She has been in legal practice for over 7 years and specialises in conveyancing, contentious proceedings, family law, estate planning and corporate matters.

As at the LPD, she is the Chairman of the Committee on Women's and Family Development Tanjung Bungah, a community building initiative by the Penang State Government established to empower women and enhance family development, where her main role is to plan and implement programmes related to women and family development.

(vi) Xie Xingbei, Pearlyn

Xie Xingbei, Pearlyn, a Singaporean aged 41, is our Independent Director. She was appointed to our Board on 14 May 2025.

She graduated with a Bachelor of Laws (Hons) (Second Upper) from the National University of Singapore in 2007 and was called to the Singapore Bar as an Advocate and Solicitor in 2008.

She began her career in 2007 as a practice trainee at Shook Lin & Bok LLP ("SLB"). She was retained as a legal associate in 2008 and advanced through the firm's ranks to become a Partner in 2014. She currently serves as a Partner at SLB, where she has over 16 years of experience in corporate legal practice. Her areas of expertise include mergers and acquisitions, equity capital markets, corporate finance, regulatory compliance and general corporate advisory.

She currently also serves on the board of directors of New Wave Holdings Ltd., a public company listed on SGX.

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9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

9.2.4 Shareholding of our Directors

Our Secondary Listing will not result in any change to our Promoter's and substantial shareholders' shareholdings in our Company.

Save as disclosed, there will be no change in the shareholding of our Directors before and after our Secondary Listing. The following table sets out the direct and indirect shareholdings of our Directors as at LPD and shareholdings after our Secondary Listing:

Name	As at the LPD				After our Secondary Listing			
	Direct		Indirect		Direct		Indirect	
	No. of Shares (^{'000})	(¹)%	No. of Shares (^{'000})	(¹)%	No. of Shares (^{'000})	(¹)%	No. of Shares (^{'000})	(¹)%
Datuk Phang Ah Tong	-	-	-	-	-	-	-	-
Luong Andy	-	-	109,263	15.38	-	-	109,263	15.38
Loh Meng Chong, Stanley	950	0.13	-	-	950	0.13	-	-
Chua Siong Kiat	-	-	-	-	-	-	-	-
Datin Poon Lee Fah	-	-	-	-	-	-	-	-
Xie Xingbei, Pearlyn	-	-	-	-	-	-	-	-

Note:

(1) The percentage shareholdings are calculated based on 710,535,941 issued Shares as at the LPD.

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9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

9.2.5 Principal directorships and business activities of our Directors outside our Group in the past 5 years

The directorships and principal business activities of our Directors outside of our Group as at the LPD and in the past 5 years preceding the LPD are as follows:

<u>Name of company/ entity</u>	<u>Principal activities</u>	<u>Involvement in business activities</u>
Datuk Phang Ah Tong		
Present directorships and other involvement in principal business activities outside our Group		
<ul style="list-style-type: none"> Apex Healthcare Berhad (<i>listed on Bursa Securities</i>) 	<ul style="list-style-type: none"> Investment holding with subsidiaries involved in development, manufacturing, wholesaling, marketing and distribution of pharmaceuticals, consumer healthcare products, diagnostics and orthopaedic devices 	<ul style="list-style-type: none"> Director (<i>Appointed on 24 May 2018</i>) and shareholder (direct)
<ul style="list-style-type: none"> Inari Amertron Berhad (<i>listed on Bursa Securities</i>) 	<ul style="list-style-type: none"> Investment holding with subsidiaries involved in manufacturing of electronic and semiconductor related products and services including electronics optical fiber devices and provision of electronic manufacturing services, chip fabrication, die preparation and testing, testing of advance communication chips, optoelectronic and sensor components, modules and systems, designing, developing and manufacturing of fiber optic products; and property investment 	<ul style="list-style-type: none"> Director (<i>Appointed on 8 February 2018</i>)
<ul style="list-style-type: none"> JF Technology Berhad (<i>listed on Bursa Securities</i>) 	<ul style="list-style-type: none"> Investment holding with subsidiaries involved in Design, development, custom manufacture and sale of integrated circuit test sockets, interconnect, test solutions, and equipment for semi-conductor and electronic assembly markets and technical support for integrated circuits test contacting solution; manufacturing and trading of electronic products and components and test development engineering services, talent development and sales of test interface solutions 	<ul style="list-style-type: none"> Director (<i>Appointed on 1 January 2018</i>) and shareholder (direct)

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

Name of company/ entity	Principal activities	Involvement in business activities
<ul style="list-style-type: none"> Kiswire Sdn Bhd 	<ul style="list-style-type: none"> Investment holding and manufacturing and sales of wire ropes and other related steel wire products 	<ul style="list-style-type: none"> Director (<i>Appointed on 2 May 2018</i>)
<ul style="list-style-type: none"> Media Prima Berhad (<i>listed on Bursa Securities</i>) 	<ul style="list-style-type: none"> Investment holding and provision of management services to its subsidiaries which are involved in commercial television and radio broadcasting, publishing, printing, sale and distribution of newspapers, home shopping network, provision of internet and digital-based media, provision of outdoor advertising space and related production services, media content production and distribution, property investment, and other media industry related services. 	<ul style="list-style-type: none"> Director (<i>Appointed on 3 June 2022</i>)
<ul style="list-style-type: none"> Novugen Oncology Sdn Bhd 	<ul style="list-style-type: none"> Manufacturer of pharmaceutical products 	<ul style="list-style-type: none"> Director (<i>Appointed on 1 March 2018</i>)
<ul style="list-style-type: none"> Novugen Pharma Sdn Bhd 	<ul style="list-style-type: none"> Manufacturer of pharmaceutical products 	<ul style="list-style-type: none"> Director (<i>Appointed on 1 March 2018</i>)
<ul style="list-style-type: none"> PAT Advisory Sdn Bhd 	<ul style="list-style-type: none"> Business management consultancy services 	<ul style="list-style-type: none"> Director (<i>Appointed on 26 October 2017</i>) and substantial shareholder (direct)
Past directorships and other involvement in principal business activities outside our Group		
<ul style="list-style-type: none"> Cosmos Technology International Berhad (<i>listed on Bursa Securities</i>) 	<ul style="list-style-type: none"> Investment holding with subsidiaries involved in the distribution of industrial automation and control instrumentation and servicing of fluid control products; and the manufacture of fabricated metal parts, used in water, wastewater and oil & gas applications 	<ul style="list-style-type: none"> Director (<i>Appointed on 1 December 2021 and resigned on 20 May 2025</i>) and shareholder (direct)
<ul style="list-style-type: none"> Jerasia Capital Berhad (Winding up) (<i>formerly listed on Bursa Securities</i>) 	<ul style="list-style-type: none"> Investment holding and provision of management consultancy services to its subsidiaries which are involved in manufacturing and retailing of fashion apparel 	<ul style="list-style-type: none"> Director (<i>Appointed on 29 November 2018 and retired on 26 April 2022</i>) and shareholder (direct)

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

Name of company/ entity	Principal activities	Involvement in business activities
<ul style="list-style-type: none"> MARii 	<ul style="list-style-type: none"> To assist the Government in setting the frameworks and direction for the development of the local automotive industry especially in the areas of research, planning and policy advice 	<ul style="list-style-type: none"> Director (<i>Appointed on 23 October 2013 and resigned on 13 September 2023</i>)
<ul style="list-style-type: none"> UOB Malaysia 	<ul style="list-style-type: none"> Banking and related financial services 	<ul style="list-style-type: none"> Director (<i>Appointed on 2 January 2019 and resigned on 15 February 2023</i>)

Luong Andy

Present directorships and other involvement in principal business activities outside our Group

<ul style="list-style-type: none"> Universal Alloy Corporation Asia Pte Ltd 	<ul style="list-style-type: none"> Investment holding with subsidiaries involved in the wholesale of aircraft equipment and supplies (including aeronautical equipment) 	<ul style="list-style-type: none"> Director (<i>Appointed on 30 January 2019</i>) and shareholder (direct)
<ul style="list-style-type: none"> Questworld Investments LLP 	<ul style="list-style-type: none"> Investment holding with subsidiaries involved in property investment 	<ul style="list-style-type: none"> Partner
<ul style="list-style-type: none"> Full City Investments Ltd 	<ul style="list-style-type: none"> Investment holding company of Kalf Engineering Pte Ltd 	<ul style="list-style-type: none"> Director (<i>Appointed on 23 August 2019</i>) and shareholder (direct)

Loh Meng Chong, Stanley

Present directorships and other involvement in principal business activities outside our Group

<ul style="list-style-type: none"> Primebridge Partners Pte Ltd (<i>gazetted to be struck off</i>) 	<ul style="list-style-type: none"> Provider of management consultancy services 	<ul style="list-style-type: none"> Director (<i>Appointed on 22 March 2018</i>) and shareholder (direct)
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9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

Name of company/ entity	Principal activities	Involvement in business activities
<ul style="list-style-type: none"> Universal Alloy Corporation Asia Pte Ltd 	<ul style="list-style-type: none"> Investment holding with subsidiaries involved in the wholesale of aircraft equipment and supplies (including aeronautical equipment) 	<ul style="list-style-type: none"> Shareholder (direct)
Chua Siong Kiat		
Present directorships and other involvement in principal business activities outside our Group		
<ul style="list-style-type: none"> Coolan Group Limited (<i>formerly known as New Silkroutes Group Limited</i>) (<i>listed on SGX</i>) 	<ul style="list-style-type: none"> Investment holding with subsidiaries principally involved in distributing health supplements and Chinese medicine, manufacturing of non-woven fabric as well as providing clinical management services, health sciences consultants, dental services and management services 	<ul style="list-style-type: none"> Director (<i>Appointed on 1 August 2020</i>)
<ul style="list-style-type: none"> Ever Glory United Holdings Limited (<i>listed on SGX</i>) 	<ul style="list-style-type: none"> Investment holding with subsidiaries involved in real estate development and building construction (specialised in mechanical and electrical engineering) 	<ul style="list-style-type: none"> Director (<i>Appointed on 20 April 2023</i>)
<ul style="list-style-type: none"> Lighthouse Business Consulting Pte Ltd 	<ul style="list-style-type: none"> Management consultancy services 	<ul style="list-style-type: none"> Director (<i>Appointed on 17 November 2015</i>) and substantial shareholder (direct)
<ul style="list-style-type: none"> Memiontec Holdings Ltd (<i>listed on SGX</i>) 	<ul style="list-style-type: none"> Investment holding with subsidiaries involved in the design, engineering, procurement, fabrication, assembly, turnkey construction, and maintenance of water and wastewater treatment systems and plants; the customisation, trading, and distribution of modular water and wastewater treatment components, equipment, and systems; as well as water-related infrastructure development and water management services. 	<ul style="list-style-type: none"> Director (<i>Appointed on 26 April 2025</i>)
<ul style="list-style-type: none"> Positive Thinking 	<ul style="list-style-type: none"> Management consultancy services 	<ul style="list-style-type: none"> Owner since 1 July 2014
<ul style="list-style-type: none"> Robotic Vision Inc. Pte Ltd 	<ul style="list-style-type: none"> Movie production 	<ul style="list-style-type: none"> Director (<i>Appointed on 12 February 2018</i>)

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

Name of company/ entity	Principal activities	Involvement in business activities
<ul style="list-style-type: none"> Starwork Vision Pte Ltd 	<ul style="list-style-type: none"> Investment holding with investments in movie and production 	<ul style="list-style-type: none"> Director (Appointed on 21 November 2017) and shareholder (direct)
<ul style="list-style-type: none"> VCI Global Limited (listed on Nasdaq Stock Market LLC) 	<ul style="list-style-type: none"> Investment holding with subsidiaries engaged in consulting, fintech, artificial intelligence, robotics, and cybersecurity. 	<ul style="list-style-type: none"> Director (Appointed on 13 April 2023) and shareholder (direct)
<ul style="list-style-type: none"> VCI Global (Singapore) Pte Ltd (<i>subsidiary of VCI Global Limited</i>) 	<ul style="list-style-type: none"> Management consultancy services 	<ul style="list-style-type: none"> Director (<i>Appointed on 10 March 2025</i>)
Past directorships		
<ul style="list-style-type: none"> Axington Inc. (<i>now known as Serial System Limited</i>) (<i>listed on SGX</i>) 	<ul style="list-style-type: none"> Reseller and distributor of consumer and enterprise IT products and computer peripherals, operating in Malaysia and Thailand 	<ul style="list-style-type: none"> Director (Appointed on 14 July 2020 and resigned on 30 August 2020)
<ul style="list-style-type: none"> China Star Food Group Limited (<i>now known as Zixin Group Holdings Limited</i>) (<i>listed on SGX</i>) 	<ul style="list-style-type: none"> Investment holding with subsidiaries involved in the cultivation of sweet potatoes; processing, sale, research, production and sale of sweet potato food products 	<ul style="list-style-type: none"> Director (Appointed on 26 September 2019 and resigned on 30 August 2020)
<ul style="list-style-type: none"> China Yuanbang Property Holdings Limited (<i>listed on SGX</i>) 	<ul style="list-style-type: none"> Property developer 	<ul style="list-style-type: none"> Director (Appointed on 1 October 2022 and resigned on 11 January 2024)
<ul style="list-style-type: none"> Heatec Jietong Holdings Limited (<i>listed on SGX</i>) 	<ul style="list-style-type: none"> Solution providers of heat exchangers, piping, pressure vessels and modular structure for the marine, process oil & gas industries, industrial buildings, process plants, supporting both onshore and offshore energy needs 	<ul style="list-style-type: none"> Director (Appointed on 1 February 2022 and resigned on 1 September 2024) and shareholder (direct)
<ul style="list-style-type: none"> JES International Holdings Limited (<i>formerly listed on SGX</i>) 	<ul style="list-style-type: none"> Investment holding with subsidiaries involved in shipbuilding, sale of marine equipment and manufacturing & processing of steel structures. 	<ul style="list-style-type: none"> Director (Appointed on 11 October 2022 and resigned on 4 April 2023)
<ul style="list-style-type: none"> Kitchen Culture Holdings Limited (<i>now known as SDAI Limited</i>) (<i>listed on SGX</i>) 	<ul style="list-style-type: none"> Investment holding with subsidiaries involved in the trading in furniture and fittings, kitchen systems, equipment and related products; Trading in specialist medical equipment and related supplies; provision of credit risk management services through the use of artificial intelligence tools 	<ul style="list-style-type: none"> Director (Appointed on 16 December 2019 and resigned on 31 August 2020)

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

Name of company/ entity	Principal activities	Involvement in business activities
<ul style="list-style-type: none"> MIT Investment Pte Ltd (subsidiary of Memiontec Holdings Limited which is listed on SGX) 	<ul style="list-style-type: none"> Investment holding with investments in water supply, production and filtration projects 	<ul style="list-style-type: none"> Director (Appointed on 5 January 2024 and resigned on 25 April 2025)
<ul style="list-style-type: none"> Nutryfarm International Limited (listed on SGX) 	<ul style="list-style-type: none"> Investment holding with subsidiaries involved in the manufacturing, sales and distribution of nutritional and health food business, the trading and distribution of fresh fruits 	<ul style="list-style-type: none"> Director (Appointed on 19 December 2022 and resigned on 4 April 2023)
<ul style="list-style-type: none"> TEE Infrastructure Pte Ltd 	<ul style="list-style-type: none"> Treatment and of waste to energy business (including remediation activities) 	<ul style="list-style-type: none"> Director (Appointed on 20 December 2021 and resigned on 10 January 2023)
<ul style="list-style-type: none"> Trans Equatorial Engineering Pte Ltd (in liquidation – creditors' voluntary winding up) 	<ul style="list-style-type: none"> Other construction installation N.E.C. 	<ul style="list-style-type: none"> Director (Appointed on 16 December 2021 and resigned on 10 January 2023)

Datin Poon Lee Fah

Present directorship and other involvement in principal business activities outside our Group

<ul style="list-style-type: none"> Madearns Sdn Bhd 	<ul style="list-style-type: none"> Buying, selling, renting and operating of self-owned or leased real estate-residential and non-residential buildings; real estate activities with own or leased property N.E.C 	<ul style="list-style-type: none"> Substantial shareholder (direct)
<ul style="list-style-type: none"> The Paradise Cultural Sdn Bhd (formerly known as Derren Holdings Sdn Bhd) 	<ul style="list-style-type: none"> Investment holding with investment in a columbarium; general merchant and contractor 	<ul style="list-style-type: none"> Director (Appointed on 13 October 2021) and substantial shareholder (indirect)
<ul style="list-style-type: none"> Sungei Bongkoh Estate Sdn Bhd 	<ul style="list-style-type: none"> Cultivation of oil palm and sales of fresh fruit bunches 	<ul style="list-style-type: none"> Director (Appointed on 31 March 2025)
<ul style="list-style-type: none"> T. J. Teoh Development Sdn Bhd 	<ul style="list-style-type: none"> Consultancy management and project management 	<ul style="list-style-type: none"> Director (Appointed on 14 October 2019) and substantial shareholder (indirect)

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

Name of company/ entity	Principal activities	Involvement in business activities
<ul style="list-style-type: none"> T. J. Teoh Multi Holding Sdn Bhd 	<ul style="list-style-type: none"> Investment holding with investments in and project management business; to enter into any contract works and to carry on business as general traders & merchants 	<ul style="list-style-type: none"> Director (<i>Appointed on 3 January 2013</i>) and substantial shareholder (direct)
Past directorships		
<ul style="list-style-type: none"> Sungei Bongkoh Estate Sdn Bhd 	<ul style="list-style-type: none"> Cultivation of oil palm and sales of fresh fruit bunches 	<ul style="list-style-type: none"> Director (<i>Appointed on 13 March 2019 and resigned on 17 October 2020</i>)
Xie Xingbei, Pearlyn		
Present directorship and other involvement in principal business activities outside our Group		
<ul style="list-style-type: none"> New Wave Holdings Ltd. 	<ul style="list-style-type: none"> Investment holding with subsidiaries involved wholesale, cutting, and refining of aluminium plates and rods, trading and distribution of metal precision components and cables, as well as the sale, import, and export of aluminium alloy, steel, stainless steel, and other ferrous and non-ferrous semi-finished products; trading of electrical and electronic equipment & components, hardware & software engineering in micro-computer & communication systems, provision of IT & software consultancy services 	<ul style="list-style-type: none"> Director (<i>Appointed on 26 June 2024</i>)
<ul style="list-style-type: none"> Shook Lin & Bok LLP 	<ul style="list-style-type: none"> Law firm 	<ul style="list-style-type: none"> Partner

The involvement of our Directors mentioned above in other principal business activities outside of our Group will not affect their commitment and responsibilities to our Group in their respective roles as our Directors as:

- (i) our Executive Directors are of the view that their involvement in other businesses or corporations does not preclude them from allocating or committing their time and effort to our Group as they are not involved in the management and day-to-day operations of these businesses, other than attending meetings of the boards of directors on which they serve;
- (ii) our Independent Directors, Chua Siong Kiat, Datin Poon Lee Fah and Xie Xingbei, Pearlyn are of the view that although they are involved in other businesses as set out above, they are able to devote sufficient time and attention to the affairs of our Group and to carry out their respective duties as they are not involved in the day-to-day operations of our Group; and

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

- (iii) our other Independent Director, Datuk Phang Ah Tong is of the view that his involvement in other businesses or corporations do not preclude him from allocating or committing his time and effort to our Group to carry out his duties. He is not involved in the management and day-to-day operations of our Group and of these businesses, other than attending meetings of the boards of directors on which they serve.

9.2.6 Service contracts with our Directors

As at the date of this Prospectus, there are no existing or proposed service contracts between our Directors and us which provide for benefits upon termination of employment.

9.2.7 Remuneration and material benefits in-kind of our Directors

The remuneration and material benefits in-kind (including any contingent or deferred remuneration) paid or proposed to be paid to our Directors for services rendered to us in all capacities to our Group for FYEs 2024 and 2025 are as follows:

FYE 2024 (Paid)	Salary (S\$'000)	Fees (S\$'000)	Bonus (S\$'000)	Defined Contributions (S\$'000)	Allowances (S\$'000)	Benefits- in-kind (S\$'000)	Total (S\$'000)
Datuk Phang Ah Tong	-	65	-	-	-	-	65
Luong Andy	1,015	-	3,183	24	1,303	-	5,525
Loh Meng Chong, Stanley	322	-	339	15	20	-	696
Chua Siong Kiat	-	44	-	-	-	-	44
Datin Poon Lee Fah	-	-	-	-	-	-	-
Xie Xingbei, Pearlyn	-	-	-	-	-	-	-

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9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

FYE 2025 (Proposed to be paid)	Salary (S\$'000)	Fees (S\$'000)	Bonus (S\$'000)	Defined Contributions (S\$'000)	Allowances (S\$'000)	Benefits- in-kind (S\$'000)	Total (S\$'000)
Datuk Phang Ah Tong	-	61	-	-	-	-	61
Luong Andy	1,053	-	- (1)	24	1,308	-	2,385
Loh Meng Chong, Stanley	338	-	- (1)	16	20	-	374
Chua Siong Kiat	-	65	-	-	-	-	65
Datin Poon Lee Fah	-	35	-	-	-	-	35
Xie Xingbei, Pearlyn	-	35	-	-	-	-	35

Note:

- (1) Bonuses for FYE 2025 for these Directors will be determined at a later date, based on their individual performance as well as the overall performance of our Group, and will be subject to recommendation of our Remuneration Committee, and approval by our Board.

The remuneration of our Directors, which includes Directors' fees, bonus and such other allowances as well as other benefits, must be considered and recommended by our Remuneration Committee and subsequently approved by our Board. Our Directors' fees must be further approved/endorsed by our shareholders at a general meeting.

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9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

9.2.8 Audit Committee

Our Audit Committee was formed by our Board on 4 May 2001. Our Audit Committee currently comprises the following members, all of whom are Independent Directors:

Name	Designation	Directorship
Chua Siong Kiat	Chairman	Independent Director
Xie Xingbei, Pearlyn	Member	Independent Director
Datin Poon Lee Fah	Member	Independent Director

Our Audit Committee undertakes, among others, the following functions:

- (a) recommending to our Board, the external auditors to be appointed and the remuneration and terms of engagement letter therein;
- (b) reviewing with the internal and external auditors, the audit plan, including the nature and scope of the audit and its cost effectiveness before the audit commences;
- (c) reviewing with the internal auditors and external auditors, their evaluation of the adequacy and effectiveness of the system of internal accounting controls and compliance functions;
- (d) reviewing our Group's audited annual report and other quarterly financial statements and related notes and formal announcements thereto; accounting principles adopted and the external auditors' report prior to recommending to our Board for approval;
- (e) reviewing the nature, scope, extent and cost effectiveness of non-audit services provided by the external auditors and ensuring that these do not affect the independence and objectivity of the external auditors;
- (f) reviewing any significant financial reporting issues, judgment and estimates made by the Management, so as to ensure the integrity of the financial statements of our Company;
- (g) reviewing the cooperation given by our Management to the external auditor;
- (h) discussing problems and concerns, if any, arising from the interim and final audits, and any matters which the auditors may wish to discuss (in the absence of our Management where necessary);
- (i) reviewing the adequacy and effectiveness of our Company's material internal controls, including financial, operational and compliance controls via reviews carried out by the internal auditors; and
- (j) reviewing interested party transactions on a regular basis.

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

9.2.9 Remuneration Committee

Our Remuneration Committee was established by our Board on 3 December 2002. Our Remuneration Committee currently comprises the following members, all of whom are Independent Directors:

Name	Designation	Directorship
Xie Xingbei, Pearlyn	Chairman	Independent Director
Datin Poon Lee Fah	Member	Independent Director
Chua Siong Kiat	Member	Independent Director

Our Remuneration Committee undertakes, among others, the following functions:

- (a) recommending to our Board a framework of remuneration, and the specific remuneration packages for each Director and key executives (including but not limited to Director's fees, salaries, allowances, bonuses, variable incentives, options and benefits in kind). If necessary, our Remuneration Committee will seek expert advice inside and/or outside our company on remuneration of all Directors;
- (b) reviewing the adequacy and form of compensation of executive Directors in accordance with predetermined key performance indicators ("KPIs") to ensure that the compensation realistically commensurate with the responsibilities and risks involved in being an effective executive Director;
- (c) the performance-related elements of remuneration are designed to align interest of executive Directors with those of shareholders and link rewards to corporate and individual performance based on predetermined KPIs. These KPIs are appropriate and meaningful measures for the purpose of assessing executive Directors' performance;
- (d) recruiting executive Directors of our Company and determining their employment terms and remuneration;
- (e) positioning our Company's executive remuneration package relative to other companies or its competitors based on advice and recommendations by experts inside and/or outside the company;
- (f) reviewing and recommending to our Board the terms of renewal for those executive Directors whose current employment contracts have expired, including reassessing KPIs;
- (g) ensuring adequate disclosure in our Directors' remuneration as required by regulatory bodies such as SGX-ST;
- (h) overseeing the payment of fees to non-executive Directors;
- (i) reviewing and recommending to our Board the terms of renewal for material service contracts which are due to expire or have expired based on predetermined KPIs; and
- (j) reviewing the fairness and reasonableness of the termination clauses of the service agreements of the Executive Directors.

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

9.2.10 Nominating Committee

Our Nominating Committee was established by our Board on 3 December 2002. Our Nominating Committee currently comprises the following members, the majority of whom are Independent Directors:

Name	Designation	Directorship
Datin Poon Lee Fah	Chairman	Independent Director
Luong Andy	Member	CEO
Chua Siong Kiat	Member	Independent Director
Xie Xingbei, Pearlyn	Member	Independent Director

Our Nominating Committee undertakes, among others, the following functions:

- (a) reviewing of succession plans for Directors and make recommendations to our Board on all board appointments, retirements and re-nomination having regards to our Director's contribution and performance;
- (b) reviewing and determining the independence of each Director and ensure that the Independent Non-Executive Directors make up at least half of our Board;
- (c) reviewing and deciding if a Director is able to and has been adequately carrying out his/her duties as a Director of our Company, when he/she has multiple board representations; and
- (d) determining how our Board's performance may be evaluated, and propose objective performance criteria to assess the effectiveness of our Board as a whole.

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9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

9.3 KEY SENIOR MANAGEMENT

Our Key Senior Management is responsible for the day-to-day management and operations of our Group. The members of our Key Senior Management as at the LPD are as follows:

Name	Age ⁽¹⁾	Designation
Luong Andy	65	CEO
Loh Meng Chong, Stanley	57	Group Financial Controller / Senior Vice President, Operations
Gobinath Gunaselan ⁽²⁾	51	Operations Director

Notes:

- (1) The age of the respective Key Senior Management as at the LPD.
- (2) Gobinath Gunaselan had on 3 June 2025 submitted to our Company his notification of resignation with a notice period of 3 months until September 2025.

Since the promotion to his current position as Operations Director in 2023, he is responsible for managing the manufacturing operations of our Group and reports to our CEO, Luong Andy.

We are of the view that the resignation of Gobinath Gunaselan will not have any material adverse impact or cause any disruption to our Group, given that he is not the sole personnel overseeing our Group's operations prior to his resignation in view of the continued involvement of Luong Andy, our CEO and founder and Loh Meng Chong, Stanley, who, in addition to serving as our Group Financial Controller, has been overseeing our Group's operations since 2010. In addition, our Group's production facilities are supported by production managers who report directly to our Group's leadership, namely Luong Andy and Loh Meng Chong, Stanley.

9.3.1 Profiles of our Key Senior Management

The profiles of our Executive Directors, namely Luong Andy and Loh Meng Chong, Stanley, who are also part of our Key Senior Management are set out in Section 9.2.3 of this Prospectus.

(i) Gobinath Gunaselan

Gobinath Gunaselan, a Singaporean aged 51, is our Operations Director. He has almost 31 years of experience in the equipment manufacturing industry.

He obtained a Diploma in Electromechanical Engineering from Linton University College, Malaysia (previously known as Linton Institute of Technology) in 1993. He also obtained a Diploma in Project Management from Cambridge University, United Kingdom, in 2009 and a Master of Business Administration in Global Business from Coventry University, United Kingdom, in 2021.

In 1995, he commenced his career and joined Hitachi Asia Ltd as an assistant engineer where he supported their production line of computer display tubes. In 1997, he joined Compaq Asia Pte Ltd, a manufacturer of computers, as an engineer. Between 1998 and 1999, he relocated to Malaysia, where he served a short stint as an assistant engineer with PCA Sdn Bhd, a computer manufacturing company, and subsequently with Sports Toto Malaysia Sdn Bhd, also as assistant engineer, in 1999.

He returned to Singapore in the same year and joined UMS as a technician. He rose through the ranks to become a senior technician and thereafter, as an assistant engineer between 2001 to 2003. He was promoted to an engineer and subsequently, a senior engineer between 2003 and 2006. Between 2006

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

and 2014, he was an assistant operation manager and then a programme manager, where he was tasked with managing various business units and projects of our Group.

Thereafter, he was promoted to Assistant Operations Director in 2014 and finally assumed his current position of Operations Director in 2023, where he was responsible for managing the manufacturing operations of our Group.

On 3 June 2025, he submitted to the Company his notification of resignation with a notice period of three months until September 2025.

9.3.2 Shareholdings of our Key Senior Management

There is no change in the shareholding of our Key Senior Management before and after our Secondary Listing.

Save for the direct and indirect shareholding of our Key Senior Management who are our Executive Directors which are disclosed in Section 9.2.4 of this Prospectus, none of our Key Senior Management hold any Shares, direct or indirect, in our Company as at the LPD.

9.3.3 Principal directorships and business activities of our Key Senior Management outside our Group in the past 5 years

Save as disclosed in Section 9.2.5 of this Prospectus in respect of our Directors who are Key Senior Management, none of our Key Senior Management are involved in principal business activities outside our Group as at the LPD and in the past 5 years preceding the LPD.

9.3.4 Service contracts with our Key Senior Management

As at the date of this Prospectus, there are no existing or proposed service contracts between our Key Senior Management and us which provide for benefits upon termination of employment.

9.3.5 Remuneration and material benefits in-kind of our Key Senior Management

The remuneration and material benefits in-kind of our Executive Directors who are also part of our Key Senior Management are set out in Section 9.2.7 of this Prospectus. The aggregate remuneration and material benefits in-kind (including any contingent or deferred remuneration) paid or proposed to be paid to our Key Senior Management, other than our Executive Directors, for services rendered to us in all capacities to our Group for the FYEs 2024 and 2025 are as follows:

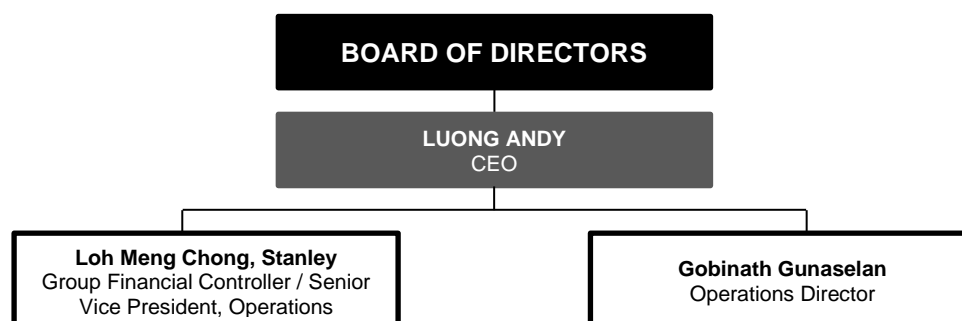
	Remuneration Band (FYE)	
	2024 (Paid)	2025 (Proposed)
Key Senior Management	S\$'000	S\$'000
Gobinath Gunaselan	200-250	250-300

The above remuneration of our Key Senior Management, which includes salaries, bonus, fees and allowances as well as other benefits, must be considered and recommended by our Remuneration Committee and subsequently approved by our Board.

9. INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

9.4 MANAGEMENT REPORTING STRUCTURE

Our management reporting structure is as follows:



9.5 ASSOCIATIONS OR FAMILY RELATIONSHIP BETWEEN OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT

Save for the relationship between Luong Andy, UBS AG Singapore and 71 Trust LLC as disclosed in Section 9.1.1 of this Prospectus, there are no associations or family relationships between the Promoter, substantial shareholders, Directors and Key Senior Management.

9.6 DECLARATIONS BY OUR PROMOTER, DIRECTORS AND KEY SENIOR MANAGEMENT

9.6.1 Save as disclosed below, as at the LPD, none of our Promoter, Directors or Key Senior Management has been involved in any of following events (whether in or outside Malaysia):

- (i) in the last 10 years, a petition under any bankruptcy or insolvency laws was filed (and not struck out) against such person or any partnership in which such person was a partner or any corporation of which such person was a director or member of Key Senior Management;
- (ii) disqualified from acting as a director of any corporation, or from taking part directly or indirectly in the management of any corporation;
- (iii) in the last 10 years, charged or convicted in a criminal proceeding or is a named subject of a pending criminal proceeding;
- (iv) in the last 10 years, any judgment was entered against such person, or finding of fault, misrepresentation, dishonesty, incompetence or malpractice on his part, involving a breach of any law or regulatory requirement that relates to the capital market;
- (v) in the last 10 years, the subject of any civil proceeding, involving an allegation of fraud, misrepresentation, dishonesty, incompetence or malpractice on his part that relates to the capital market;
- (vi) the subject of any order, judgment or ruling of any court, government or regulatory authority or body temporarily enjoining such person from engaging in any type of business practice or activity;
- (vii) in the last 10 years, has been reprimanded or issued any warning by any regulatory authority, securities or derivatives exchange, professional body or government agency; or

9. INFORMATION ON OUR PROMOTER. SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

(viii) any unsatisfied judgment against such person.

9.6.2 In respect of Section 9.6.1(vii) above, Bursa Securities had on 14 February 2023 publicly reprimanded and imposed fines on Jerasia Capital Berhad ("**Jerasia**") and its 8 directors, including Datuk Phang Ah Tong ("**Datuk Phang**"), for breaches of the Listing Requirements.

Bursa Securities' public reprimand of Jerasia was in relation to among others:

(i) Disclosure Breach – Defaults in Payment

Jerasia's failure to make immediate announcements of the defaults in payment of various credit facilities by its subsidiaries, Jerasia Fashion Sdn Bhd ("**JFSB**"), Jerasia Apparel Sdn Bhd and Canteran Apparel Sdn Bhd ("**Defaults in Payment**");

(ii) Disclosure Breach – Winding-up Petition

Jerasia's failure to make immediate announcement of the winding up petition filed by Amank against JFSB ("**Winding-up Petition**").

Bursa Securities had publicly reprimanded and fined Jerasia's eight directors at the material time and had found them to have breached paragraph 16.13(b) of the Listing Requirements for permitting Jerasia to commit breaches of the Listing Requirements. Datuk Phang who was Jerasia's independent non-executive chairman together with Jerasia's other non-executive directors at the material time were found to have failed to take effective and expeditious steps or actions to ensure that the announcement of the Defaults in Payment and Winding-up Petition were made immediately upon their knowledge of the same and were fined RM50,000 each.

Bursa Securities had also reminded Jerasia and its directors of their responsibility to maintain the appropriate standards of corporate responsibility and accountability to its shareholders and the investing public.

Datuk Phang has retired as Jerasia's independent non-executive director on 26 April 2022 and he is not prohibited from holding other directorships.

In assessing Datuk Phang's suitability pursuant to Rule 210(5)(b) of the SGX Listing Manual, our NC and Board (with Datuk Phang abstaining) had deliberated on the above matter and after taking into account his contributions and performance as our Director, our Board had concluded that the above matter did not impact his ability to serve as our Director and had recommended his re-election. Datuk Phang was subsequently re-elected at our AGM on 26 April 2023.

9.6.3 On-going litigation involving Datin Poon Lee Fah:

(a) Sungei Bongkoh Estate Sdn Bhd ("**SBESB**"), Kor Han Thong and Lim Piak Chiang Holding Sdn Bhd (as Plaintiffs) v. Poon Lee Fah and 17 others (as Defendants)

The Plaintiffs initiated a legal action against the Defendants to seek among others, a declaration to declare the extraordinary general meeting of SBESB held on 28 October 2024 ("**EGM**") and the resolutions passed thereof to be void including the resolutions on the appointment of Poon Lee Fah and 5 others to the board of directors of SBESB.

The Plaintiffs also filed an ex parte application against Poon Lee Fah, her spouse Dato' Teoh Teik Jin and 4 others (collectively, the "**6 Proposed Directors**"),

9. INFORMATION ON OUR PROMOTER. SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (Cont'd)

being the directors appointed to the board of directors of SBESB at the EGM and obtained an order for an interim injunction preventing the 6 Proposed Directors from exercising any powers or functions as directors of SBESB pending the disposal of the case.

An inter partes hearing was held on 19 November 2024, during which the ex parte injunction was discharged and replaced with an agreed ad-interim order. Under the terms of the ad-interim order, the 6 Proposed Directors have agreed not to exercise any powers or functions of the directors of SBESB, pursuant to their appointment at the EGM, the validity of which is disputed by the Plaintiffs. However, they are not barred from being appointed at the upcoming annual general meeting of SBESB. The substantive hearing for this case is scheduled for 12 February 2025.

At the substantive hearing on 12 February 2025, the High Court held that:

- (i) the interim injunction preventing the 6 Proposed Directors from exercising any powers or functions as directors of SBESB was allowed; and
- (ii) the EGM held on 28 October 2024 and the resolutions passed thereunder were ineffective, unlawful, null and void.

Notwithstanding the orders granted by the High Court for the abovementioned case results in the resolutions passed during the EGM (in relation to the appointment of the 6 Proposed Directors to the board of directors of SBESB) being void, Poon Lee Fah is not being disqualified from acting as a director of any company, whether current or in the future, including being appointed as an Independent Director of our Company. Further, notwithstanding the said legal action, Datin Poon Lee Fah is not barred from being appointed at the upcoming annual general meeting of SBESB.

In addition, the orders granted by the High Court is not in connection with offences involving bribery, fraud, dishonesty or breach of duties as a director and will not affect Datin Poon Lee Fah's ability to contribute as an Independent Director of our Company.

Datin Poon Lee Fah has since been elected as a director of SBESB at SBESB's annual general meeting held on 31 March 2025.

Subsequent thereto, SBESB had on 9 April 2025 initiated the following case, where Datin Poon Lee Fah was named as one of the defendants:

- (b) SBESB (as plaintiff) v. Poon Lee Fah and 11 others (as defendants)

On 9 April 2025, SBESB commenced legal proceedings against Datin Poon Lee Fah and 11 others. The legal action concerns the validity of the appointment of 7 individuals (named as the 3rd to 9th defendants) as directors of SBESB, purportedly appointed via members' written resolutions by certain shareholders of SBESB. SBESB is seeking, among others, a declaration that the appointment of these 7 individuals as directors, as well as the members' resolutions relating to their appointment, are ineffective, null and void ("**New Legal Action**").

For clarity, although Datin Poon Lee Fah is named as one of the defendants in the New Legal Action, no claim has been made against her personally. The New Legal Action does not relate to her directorship in SBESB nor do they affect her ability to continue contributing to our Company as an Independent Director.

9. INFORMATION ON OUR PROMOTER. SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT *(Cont'd)*

9.7 OTHER MATTERS

No amounts have been paid or benefits given or are intended to be given to our Promoter or our substantial shareholders within the 2 years preceding the date of this Prospectus, except for the following:

- (i) remunerations and benefits-in-kind arising from employment paid to our Promoter as set out in Section 9.2.7 of this Prospectus; and
- (ii) dividends paid to our shareholders.

There is no controlling shareholder. There is no arrangement which operation may result in the change in control of our Company at a date subsequent to our Secondary Listing.

Our Promoter and substantial shareholders do not have different voting rights from our other shareholders.

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10. RELATED PARTY TRANSACTIONS

10.1 OUR GROUP'S RELATED PARTY TRANSACTIONS

As we are undertaking the Secondary Listing on Bursa Securities and SGX will remain as the primary stock exchange on which our Shares are listed, we are not subject to any of the related party transaction obligations under the Listing Requirements. We are bound, however, by requirements imposed on related party transactions under the SGX Listing Manual.

For information purposes only, the disclosure relating to related party transactions in this Prospectus are in the context and application of the Listing Requirements, based on the following defined terms based on the Listing Requirements, subject to certain exemptions contained therein:

"related party transaction"	a transaction entered into by the listed issuer or its subsidiaries which involves the interest, direct or indirect, of a related party.
"related party"	a director, major shareholder or person connected with such director or major shareholder (including a director or major shareholder within the preceding 6 months of the date on which the terms of the transaction were agreed upon).
"major shareholder"	a person is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon a shareholder with a shareholding of 10.0% or more (or 5.0% or more where such person is the largest shareholder of the corporation) of all the voting shares in the corporation.

After the Secondary Listing of our Shares on the Bursa Securities, transactions with interested person (as defined under the SGX Listing Manual) involving our Group or other persons or entities in a position to influence our Group shall be subject to the SGX Listing Manual. Any disclosure of information and documents made by our Company to SGX shall simultaneously be made available to Bursa Securities.

For further information relating to disclosure requirements between Bursa Securities and the SGX, please see Annexure C of this Prospectus for a summary comparison of the Listing Requirements and the SGX Listing Manual.

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10. RELATED PARTY TRANSACTIONS (Cont'd)

10.1.1 Material related party transactions

Save as disclosed below, there are no other material related party transactions entered into by our Group which involves the interest, direct or indirect, of our Directors, major shareholders and/or persons connected to them for the Financial Periods Under Review and up to the LPD:

No.	Transacting parties	Nature of relationship	Nature of transaction	FYE				Between 1 January 2025 and LPD
				2021	2022	2023	2024	
				S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
1.	UMS / Sure Achieve	<ul style="list-style-type: none"> Sylvia SY Lee Luong ("Sylvia") is a director and shareholder (with 5% equity interest) of Sure Achieve. She is the spouse of Luong Andy. Luong Andy is a Promoter, substantial shareholder and CEO of our Company. 	Provision of consultancy services by Sure Achieve to UMS, which included services relating to marketing, sales and pricing strategies for our Group's products and business plans.	2,220 (2.80% of our Group's PBT for the FYE 2021)	3,043 (2.95% of our Group's PBT for the FYE 2022)	3,201 (4.67% of our Group's PBT for the FYE 2023)	2,386 (5.10% of our Group's PBT for the FYE 2024)	535

For the Financial Periods Under Review and between 1 January 2025 and LPD, Sure Achieve had provided the aforementioned consultancy services to our Group only. In this regard, Sure Achieve has not been and does not intend to provide similar consultancy services to other companies that operate within the same industry, for as long as it provides the consultancy services to our Group.

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10. RELATED PARTY TRANSACTIONS (Cont'd)

Our Group had appointed Sure Achieve since 1 May 2017 to provide consultancy services in relation to our marketing, sales and pricing strategies*, after taking into consideration of the following:

- (i) Sylvia (director and shareholder of Sure Achieve) who has vast experience in the engineering industry and is familiar with the products and services offered by our Group in view of her past involvement in our Group, having served our Company as its Chief Operating Officer from 2007 to 2013 and Executive Director from 2010 to 2013. Further, she was our Group's Vice President of Sales and Marketing prior to her appointment as Chief Operating Officer. During her tenure with our Group, she was responsible for our Group's marketing and business development efforts, including managing key clients such as Customer A group of companies;
- (ii) Sure Achieve's past track record in advising our Group on marketing, sales and pricing strategies to promote our Group's products and services to our customers or potential customers and/or introduction to new markets. Further, Sylvia's long-standing relationships and familiarity with our customers, which includes Customer A group of companies, will ensure that Sure Achieve can continue to offer insightful advice and strategies to our Group on managing our working relationships with various departments of the said customer in order to secure favourable business terms which are in the best interest of our Group.

Note:

- * The consultancy services by Sure Achieve is pursuant to the consultancy agreement dated 3 May 2017 entered into between Sure Achieve and our Company, the salient terms of which are as follows:

Term	The engagement shall be deemed to have commence on 1 May 2017 and shall continue until the consultancy agreement is terminated in accordance to the " <i>Termination</i> " clause below.
Fees	<p>The fees payable by our Company to Sure Achieve include:</p> <ul style="list-style-type: none"> (i) a fixed annual fee which shall be paid in equal monthly payments ("Consultancy Fee"); and (ii) a fixed percentage of ad-hoc success fee based on total value of any and all new product sales which our Company achieves on an annual basis during the term of the consultancy agreement as a result of the consultancy services provided by Sure Achieve. The new product sales shall include: <ul style="list-style-type: none"> (a) new product sales with pre-existing customers of the Company*; and (b) new product sales with new customers of our Company^. <p>Notes:</p> <ul style="list-style-type: none"> * "<i>new product sales</i>" means sales from new integration system contracts and sales of component products which have not been delivered to the pre-existing customers of the Company in the immediately preceding financial year. ^ only new product sales which generate a minimum pre-determined margin for both system assembly sales and component sales shall be considered for the ad-hoc success fee. <ul style="list-style-type: none"> (iii) a fixed maximum amount payable per annum for all expenses reasonably incurred by Sure Achieve in the reasonable performance of duties under the consultancy agreement, upon Sure Achieve providing our Company such vouchers or other evidence of actual payment of such expenses as our Company may require. <p>The Consultancy Fee shall be subject to review each year.</p>

10. RELATED PARTY TRANSACTIONS (Cont'd)

Termination	<p>The consultancy agreement may be terminated as follows:</p> <p>(a) by either party ("Non-breaching Party") on giving notice in writing to the other party ("Breaching Party"):</p> <p style="padding-left: 40px;">(i) if the Breaching Party commits any material breach of any term in the consultancy agreement, and in the case of a breach capable of being remedied, the Breaching Party fails to remedy such breach within 30 days after the receipt of a request in writing from the Non-Breaching Party to do so;</p> <p style="padding-left: 40px;">(ii) if the Breaching Party has a receiver or liquidator appointed or passed a resolution for winding-up (otherwise than for the purpose of amalgamation or reconstruction) or a court shall make an order to that effect or being a partnership shall be dissolved or shall enter into any composition or arrangement with its creditors or shall become insolvent;</p> <p>(b) by either party at any time upon giving to the other not less than twelve (12) months' notice in writing; or</p> <p>(c) by our Company, on giving 7 business days' written notice to Sure Achieve, if Sylvia ceases to be employed by Sure Achieve at any time during the term of the consultancy agreement or she becomes unable to perform the duties as agreed under the terms of the consultancy agreement.</p> <p>Upon termination of the consultancy agreement, our Company shall not be liable to Sure Achieve for any direct or indirect losses due to loss of income or compensation.</p>
Activities by Sure Achieve	<p>Sure Achieve shall not, throughout the duration of the consultancy agreement, without the prior written consent of our Company, be employed by, undertake, engage in, act as consultant for or otherwise participate or involve itself in any other business, project or venture which in our Company's view may in any way adversely affect the provision of the services under the consultancy agreement.</p> <p>Sure Achieve shall immediately disclose any conflict of interest to our Company which arises in relation to the provision of the services under the consultancy agreement as a result of any present or future appointment, employment or other interest of Sure Achieve.</p>
Modification	No amendment or variation of the consultancy agreement shall be effective, unless so amended or varied in writing and signed by or on behalf of each of the parties.
Assignment	Our Company may assign any or all of its rights stated in the consultancy agreement upon notice to Sure Achieve and that Sure Achieve may not assign its rights or delegate its duties stated in the consultancy agreement, wholly or partly, to any other person or entity without prior written consent from our Company.
Governing law	Governed by the laws of Singapore and under the jurisdiction of the courts of Singapore.

Our Board is of the view that the aforementioned related party transaction was carried out on an arm's length basis which was based on normal commercial terms that were not more favourable to the related party than those generally available to the public and were not detrimental to our Group, after taking into consideration the following:

- (i) the total remuneration package paid to Sylvia (including variable bonus and incentives) was S\$1.93 million in FYE 2012 prior to her resignation from our Group in 2013, representing approximately 1.7% of our Group's total revenue of S\$113.21 million in FYE 2012. It is also further considered that the total remuneration paid (including variable bonus and incentives) to Sylvia prior to her resignation was comparable to the total remuneration paid (including variable bonus and incentives) to our CEO, namely Luong Andy, (amounting to S\$1.64 million) and currently the total remuneration paid (including variable bonus and incentives) to our CEO for the FYE 2024 was S\$5.53 million. The fees paid to Sure Achieve are lower than the total remuneration paid to our CEO for the Financial Periods Under Review. Since then, our Group's business has grown significantly over the years with the latest FYE 2024 recording a total revenue of S\$242.12 million; and

10. RELATED PARTY TRANSACTIONS (Cont'd)

- (ii) the higher costs expected to be incurred if our Group employs and retains personnel of similar experience and calibre to carry out similar role to the services provided by Sure Achieve.

The terms of Sure Achieve's engagement and fees have been reviewed by our Audit Committee based on its internal procedures and guidelines and are negotiated and approved by our Remuneration Committee, which comprises Independent Directors of our Company. Our Remuneration Committee is of the opinion that the consultancy services fees commensurate with the roles and responsibilities of Sure Achieve as detailed above.

Our Board also confirms that there are no material related party transactions that have been entered by our Group that involves the interest, direct or indirect, of our Directors, major shareholders and/or persons connected with them but not yet effected up to the date of this Prospectus.

10.1.2 Related party transactions entered into that are unusual in their nature or conditions

There are no transactions that are unusual in their nature or conditions, involving goods, services, tangible or intangible assets to which we were a party in respect of the Financial Periods Under Review and up to the LPD.

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10. RELATED PARTY TRANSACTIONS (Cont'd)

10.1.3 Outstanding loans and/or financial assistance (including guarantees of any kind) made to or for the benefit of related parties

There are no outstanding loans and/or financial assistance (including guarantees of any kind) made by our Group to or for the benefit of any related parties for the Financial Periods Under Review and up to the LPD.

10.1.4 Outstanding loans and/or financial assistance (including guarantees of any kind) from related parties

Saved as disclosed below, there are no other outstanding loans and/or financial assistance (including guarantees of any kind) that have been granted or made by related parties to or for the benefit of our Group for the Financial Periods Under Review and up to the LPD:

No.	Transacting parties	Nature of relationship	Nature of transaction	FYE				Between 1 January 2025 and LPD
				2021	2022	2023	2024	
				S\$'000	S\$'000	S\$'000	S\$'000	
1.	SSPL / Luah Kian Tiong	Luah Kian Tiong is the Managing Director and shareholder of SSPL.	Loan from Luah Kian Tiong to SSPL for working capital purposes.	Balance outstanding as at the end of financial year / period				
				414	414	-	-	-
			The loan provided was unsecured, bearing interest of 2.5% per annum and is repayable on demand.	(0.14% of our Group's NA as at 31 December 2021)	(0.11% of our Group's NA as at 31 December 2022)			
				Increase in loan for the financial year / period				
				-	-	-	-	-
				Repayment of loan for the financial year / period				
				-	-	414	-	-
						(0.11% of our Group's NA as at 31 December 2023)		

10. RELATED PARTY TRANSACTIONS (Cont'd)

No.	Transacting parties	Nature of relationship	Nature of transaction	FYE				Between 1 January 2025 and LPD
				2021	2022	2023	2024	
				S\$'000	S\$'000	S\$'000	S\$'000	
				Interest expense for the financial year / period				
				10	10	5	-	-
				(0.01% of our Group's PBT for the FYE 2021)	(Neg)	(Neg)		
2.	SSPL / Yue Chee San	Yue Chee San is the Manager of SSPL and a former director and former shareholder of SSPL.	Loan from Yue Chee San to SSPL for working capital purposes.	Balance outstanding as at the end of financial year / period				
				990	495	-	-	-
				(0.33% of our Group's NA as at 31 December 2021)	(0.13% of our Group's NA as at 31 December 2022)			
			The loan provided was unsecured, bearing interest of 2.5% per annum and is repayable on demand.	Increase in loan for the financial year / period				
				-	-	-	-	-
				Repayment of loan for the financial year / period				
				-	495	495	-	-
					(0.13% of our Group's NA as at 31 December 2022)	(0.13% of our Group's NA as at 31 December 2023)		
				Interest expense for the financial year / period				
				25	25	6	-	-
				(0.03% of our Group's PBT for the FYE 2021)	(0.02% of our Group's PBT for the FYE 2022)	(Neg)		

10. RELATED PARTY TRANSACTIONS (Cont'd)

No.	Transacting parties	Nature of relationship	Nature of transaction	FYE				Between 1 January 2025 and LPD
				2021 S\$'000	2022 S\$'000	2023 S\$'000	2024 S\$'000	
3.	Full City Investments Ltd / KEPL	Luong Andy is a shareholder and an Executive Director of Full City Investments Ltd, which is a shareholder of KEPL.	Waiver of loans from Full City Investments Ltd to KEPL which were used for working capital purposes.	3,904 (1.28% of our Group's NA as at 31 December 2021)	-	-	-	-

Note:

Neg Negligible. Being less than 0.01% of our Group's PBT for the respective Financial Periods Under Review.

The loans provided from the related parties to SSPL as set out in items 1 and 2 above were on arm's length basis but not on normal commercial terms in view of the following:

- the said loans were unsecured and repayable on demand; and
- the interest rate of 2.5% per annum for the said loans was comparable with the interest rates for the interest earning bank accounts and fixed deposits of up to 3.50% per annum with maturity period within 1 year in the FYE 2018, being the financial year where the terms of repayment of the loans (including the interest rate) were agreed as part of the terms in the sales and purchase agreement in relation to UMS' acquisition of a total of 70.0% equity interest in SSPL from Luan Kian Tiong and Yue Chee San ("**Acquisition of SSPL**"). The said loans were existing interest-bearing loans in the books of SSPL at the point of Acquisition of SSPL.

The loans provided from the related parties to our Group as set out above have been fully settled as at 31 December 2023.

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10. RELATED PARTY TRANSACTIONS (Cont'd)

10.2 MONITORING AND OVERSIGHT OF RELATED PARTY TRANSACTIONS

10.2.1 Audit Committee review

Our Audit Committee will review the terms of all related party transactions having regard to the requirements of the SGX Listing Manual every quarter to ensure that they are carried out on an arm's length basis, on normal commercial terms and will not be prejudicial to the interests of our Company and our minority shareholders, and our Directors will report such transactions, if any, annually in our Company's annual report as well as make the required disclosures of such transactions in accordance with the obligations imposed on it under the SGX Listing Manual.

In the event that there are any proposed related party transactions that involve the direct or indirect interest of our Directors, our interested directors shall disclose to our Board the nature and extent of their interest including all matters in relation to the proposed related party transactions that they are aware or should reasonably be aware of, which are not in our Company's best interests. Our interested Directors shall also abstain from any of our Board's deliberation and voting on the relevant resolutions in respect of such proposed related party transactions.

10.2.2 Our Group's policy on related party transactions

As we are undertaking a Secondary Listing on Bursa Securities and maintaining our primary listing on the SGX, we are subject to limited regulatory oversight by Bursa Securities. As such, any related party transaction involving our Group would not be subject to the Listing Requirements for disclosure or shareholders' approval. Instead, any transaction involving an interested person (as defined under the SGX Listing Manual) will be subject to the requirements of the SGX Listing Manual.

Further to the SGX Listing Manual, an interested person transaction means a transaction between an entity at risk and an interested person. An "entity at risk" means (a) our Company (b) a subsidiary of our Company that is not listed on the SGX or an approved exchange or (c) an associated company of our Company that is not listed on the SGX or an approved exchange, provided that the listed group, or the listed group and its interested person(s), has control over the associated company. Moreover, an "interested person" means (i) a director, CEO, or controlling shareholder of our Company or (ii) an associate of any such director, CEO, or controlling shareholder.

Further to the SGX Listing Manual, (a) our Company must make an immediate announcement of any interested person transaction of a value equal to, or more than, 3% of our Group's latest audited net tangible assets; and (b) our Company must obtain shareholder approval for any interested person transaction of a value equal to or more than 5% of our Group's latest audited net tangible assets. The aforementioned requirements do not apply to transactions below S\$100,000. However, the SGX may aggregate any such transaction entered into during the same financial year and treat them as if they were one transaction.

For further information relating to disclosure of related party transactions on the SGX, please refer to Annexure C of this Prospectus.

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