

1. FINANCIAL STATEMENTS

Mr. Ng Seng Kong proceeded with the first item on the Agenda which was to lay the Audited Financial Statements for the year ended 30 September 2019 and the Reports of the Directors and Auditors, and invited questions from the floor.

A shareholder, Mr. Ooi Cheng Kooi highlighted that the Group's business was not progressing well for the last 3 years especially in 2019 whereby the Revenue decreased substantially. Mr. Ooi enquired on the Group's plans to improve performance. Mr. Ng Seng Kong replied that the Group has started bringing in new brands / new products range that can complement the Group's existing products. Mr. Ng Seng Kong also added that current business environment has changed due to the competition from online marketing companies. He added that the Group needs time to market / develop new products, and hopefully this exercise would help improve the Group's performance in the future.

Mr. Ooi Cheng Kooi further enquired what was special about the new products. Mr. Ng Seng Kong replied that the new products (hand tools) are famous brands in Indonesia and the price range is lower when compared to existing brands such as Stanley, hence may be able to attract a wider range of customers. However, the Group needs time to build up the brand's presence in Malaysia.

In reply to the question raised by Mr. Ooi Cheng Kooi on the supply of parts to Proton Part Centre Sdn Bhd ("Proton"), Mr. Ng Seng Kong replied that the Group has stopped its supply of parts to Proton as the new owner of Proton acquired directly from the principal. The Group was unable to meet Proton's asking price, which was lower than the Group's cost.

Mr. Ooi Cheng Kooi also enquired whether the Group will be participating in the new Malaysia Car project, Mr. Ng Seng Kong replied that the Group is not involved in car manufacturing business and most probably may look into the after sales services (i.e. maintenance services).

In reply to another question raised by Mr. Ooi Cheng Kooi on Other Expenses, Ms. Anne Wong Sook Chun, representing the External Auditors informed the Meeting that the Other Expenses mainly consist of depreciation, directors' emoluments and staff costs.

Mr. Ooi Cheng Kooi also enquired on the sharp decrease in Revenue in UMS Engineering (S) Pte Ltd ("UMSE"). Mr. Ng Seng Kong informed the Meeting that the decrease in Revenue was mainly due to lower / no special projects in the financial year 2019 compared to the special projects undertaken in the financial year 2018. Mr. Ng Seng Kong added that the Management is looking into downsizing the staff force in order to minimize UMSE's losses. Mr. Ng Seng Kong also added that the main purpose for maintaining UMSE's presence in Singapore is to provide services to Singapore and Indonesia companies.

A proxy, Mr. Leo Ann Puat pointed out that the Revenue and the Profit of the Group for the past 5 years had continuously declined and he also enquired on the Group's outlook going forward. Mr. Ng Seng Kong replied that in order to increase Revenue and Profit, the Management will continuously look for new projects and to participate in tender exercises.

In reply to another question raised by Mr. Leo Ann Puat on the foreign exchange risks, Mr. Ng Seng Kong informed the Meeting that the Group would hedge to mitigate risks.

Mr. Ng Seng Kong also informed the Meeting that the Group also market its own brand of products which were sourced from China. He added that it was the Group's policy to obtain from 3 different manufacturers to get the most competitive price. To ensure the products' quality, the Group would conduct quality checking at the manufacturers' factory. Mr. Ng Seng Kong also informed that the Group would normally stock up common products for its customers.

In reply to the question raised by Mr. Leo Ann Puat on the outlook for the next year, Mr. Ng Seng Kong informed the Meeting that due to the coronavirus outbreak, the supply chain was disrupted and currently, the supply of 2 major products from China were affected. Besides China, the Group also import from other countries.

Mr. Lee Chee Meng, representing the MSWG enquired on the Company's dividend policy. Mr. Ng Seng Kong informed the Meeting that there was no dividend policy set for the Company. It is the Company's intention to maintain consistent dividend payout to the Shareholders, subject to its cashflow.

In reply to another question raised by Mr. Lee Chee Meng on the e-commerce platform, Mr. Ng Seng Kong informed the Meeting that the Management had discussed on the viability of e-commerce platform to market its products, and he informed that the Group's core team has no expertise and knowledge to commence e-commerce business. Mr. Ng Seng Kong added that the Group is cautious on the matter as any wrong moves taken will adversely affect the Group.

Mr. Lee Chee Meng further pointed out that in view of the coronavirus outbreak that has affected the supply chain, whether the Group will consider setting up a manufacturing plant in Malaysia. Mr. Ng Seng Kong replied that the Group will not consider the set up in Malaysia due to high tariffs imposed on raw materials and no economies of scales.

There being no further question from the floor, the Acting Chairman proceeded with the next item on the agenda.

2. DIRECTORS' FEES

The Acting Chairman informed that the Company proposed to pay Directors' fees amounting to RM306,000.00 in respect of the financial year ended 30 September 2019.

The Acting Chairman informed that the Directors who are Shareholders and persons connected with them will abstain from voting on this Resolution. He invited questions from the floor.

There being no question raised from the floor, the Acting Chairman proceeded with the next item on the agenda.

3. DIRECTORS' BENEFITS

The Acting Chairman informed that the payment of Directors' benefits (excluding Directors' Fees) up to an amount of RM100,000 for the period from 1 October 2019 until the next Annual General Meeting of the Company to be held in the year 2021.

The Acting Chairman also informed that the Directors who are Shareholders and persons connected with them will abstain from voting on the Resolution.

There being no question raised from the floor, the Acting Chairman proceeded with the next item on the agenda.

4. TO DECLARE A FINAL DIVIDEND OF 6 SEN (SINGLE-TIER)

The Acting Chairman informed that a Final Dividend of 6 sen (Single-Tier) has been recommended by the Board.

There being no question raised from the floor, the Acting Chairman proceeded with the next item on the agenda.

5. TO DECLARE A SPECIAL DIVIDEND OF 4 SEN (SINGLE-TIER)

The Acting Chairman further informed that a Special Dividend of 4 sen (Single-Tier) has been recommended by the Board.

There being no question raised from the floor, the Acting Chairman proceeded with the next item on the agenda.

6. TO RE-ELECT DIRECTORS WHO RETIRE IN ACCORDANCE WITH CLAUSE 103(1)

The Acting Chairman informed the shareholders that the following Resolutions Nos. 5 to 7 were to re-elect the following Directors who were due to retire by rotation in accordance with Clause 103(1) of the Company's Constitution. The retiring Directors have offered themselves for re-election.

- 6.1 Mr. Ng Siow Hwa @ Ng Kok Hwa
- 6.2 Mr. Ng Seng Huat
- 6.3 Mr. Thing Hua @ Ng Thing Hua

There being no question raised from the floor, the Acting Chairman proceeded with the next item on the agenda.

7. TO RE-APPOINT MESSRS PCCO PLT AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

The Acting Chairman advised that the Auditors, Messrs PCCO PLT, have signified their willingness to continue in office.

There being no question raised from the floor, the Acting Chairman proceeded with the next item on the agenda.

8. ORDINARY RESOLUTION – PROPOSED SHAREHOLDER MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WHICH ARE IN THE ORDINARY COURSE OF BUSINESS (RRPT)

The Meeting was informed that the details of the RRPT were as set out in the Circular To Shareholders dated 23 January 2020. The interested parties (as set out in Part A, Section 6 of the said Circular) would abstain from voting on this resolution.

There being no question raised from the floor, the Acting Chairman proceeded with the next item on the agenda.

9. ORDINARY RESOLUTION - PROPOSED SHARE BUY-BACK

The Acting Chairman informed the shareholders that this resolution was to consider the proposed renewal of authority to buy-back shares of the Company up to a limit of 10% of the existing issued and paid-up share capital.

In reply to question raised by Mr. Ooi Cheng Kooi, Mr. Ng Seng Kong informed the Meeting that so far there was no share buy-back.

There was no more question raised from the floor, the Acting Chairman proceeded with the next item on the agenda.

10. ORDINARY RESOLUTION – RETENTION OF INDEPENDENT DIRECTOR

The Acting Chairman informed the shareholders that this resolution was in relation to the retention of Independent Director who has served the Board for more than 12 years. He added that justification for his recommendation to continue to act as Independent Non-Executive Director was set out on page 6 of the Annual Report.

The Acting Chairman further informed that this Resolution 11 will be voted through a 2-tier voting process.

There being no question raised from the floor, the Acting Chairman proceeded with the next item on the agenda.

11. ANY OTHER MATTERS

The Acting Chairman informed that no notice had been received to transact any other business at this Meeting.

12. CONDUCT OF POLL

The Acting Chairman invited the representative of Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”), the Polling Administrator and Share Registrar of the Company, to brief the shareholders on the polling process.

Puan Ros Sakila Binti Bahari explained the procedures for the conduct of poll. The Scrutineer appointed for the meeting will then verify the votes casted.

The polling process commenced at 11:00 a.m. and the meeting was adjourned. The shareholders were also invited for light refreshment that has been arranged by the Company, while waiting for the poll results.

13. ANNOUNCEMENT OF POLL RESULTS

The Meeting resumed at 11:30 a.m. for the declaration of poll results as the Acting Chairman had received the said results from the Scrutineer.

The poll results were read out by the Acting Chairman to the shareholders and proxies present, as follows:-

13.1 Payment of Directors’ Fees

	FOR		AGAINST	
	Number of votes	%	Number of votes	%
Ordinary Resolution 1	5,623,849	100	0	0

The Acting Chairman declared that the following Ordinary Resolution 1 was duly passed as follows:-

“That the payment of Directors’ Fees amounting to RM306,000.00 for the financial year ended 30 September 2019 be and is hereby approved.”

13.2 Payment of Directors’ Benefits

	FOR		AGAINST	
	Number of votes	%	Number of votes	%
Ordinary Resolution 2	5,623,849	100	0	0

The Acting Chairman declared that Ordinary Resolution 2 was duly passed as follows:-

“That the payment of Directors’ benefits (excluding Directors’ Fees) up to an amount of RM100,000 for the period from 1 October 2019 until the next Annual General Meeting of the Company to be held in the year 2021 be and is hereby approved.”

13.3 Final Dividend of 6 sen (Single-Tier)

	FOR		AGAINST	
	Number of votes	%	Number of votes	%
Ordinary Resolution 3	18,932,899	100	0	0

The Acting Chairman declared that Ordinary Resolution 3 was duly passed as follows:-

“That a Final dividend of 6 sen (Single-Tier) per share in respect of the financial year ended 30 September 2019 be and is hereby approved.”

13.4 Special Dividend of 4 sen (Single-Tier)

	FOR		AGAINST	
	Number of votes	%	Number of votes	%
Ordinary Resolution 4	18,932,899	100	0	0

The Acting Chairman declared that Ordinary Resolution 4 was duly passed as follows:-

“That a Special dividend of 4 sen (Single-Tier) per share in respect of the financial year ended 30 September 2019 be and is hereby approved.”

13.5 Re-election of Directors retiring pursuant to Clause 103(1) of the Company’s Constitution

13.5.1 Mr. Ng Siow Hwa @ Ng Kok Hwa

	FOR		AGAINST	
	Number of votes	%	Number of votes	%
Ordinary Resolution 5	18,932,899	100	0	0

The Acting Chairman declared that Ordinary Resolution 5 was duly passed as follows:-

“That Mr. Ng Siow Hwa @ Ng Kok Hwa who retires under Clause 103(1) of the Company’s Constitution be and is hereby re-elected as a Director of the Company.”

13.5.2 *Mr. Ng Seng Huat*

	FOR		AGAINST	
	Number of votes	%	Number of votes	%
Ordinary Resolution 6	18,932,899	100	0	0

The Acting Chairman declared that Ordinary Resolution 6 was duly passed as follows:-

“That Mr. Ng Seng Huat who retires under Clause 103(1) of the Company’s Constitution be and is hereby re-elected as a Director of the Company.”

13.5.3 *Mr. Thing Hua @ Ng Thing Hua*

	FOR		AGAINST	
	Number of votes	%	Number of votes	%
Ordinary Resolution 7	18,932,899	100	0	0

The Acting Chairman declared that Ordinary Resolution 7 was duly passed as follows:-

“That Mr. Thing Hua @ Ng Thing Hua who retires under Clause 103(1) of the Company’s Constitution be and is hereby re-elected as a Director of the Company.”

13.6 *Re-appointment of Auditors*

	FOR		AGAINST	
	Number of votes	%	Number of votes	%
Ordinary Resolution 8	18,932,899	100	0	0

The Acting Chairman declared that Ordinary Resolution 8 was duly passed as follows:-

“That Messrs PCCO PLT, Chartered Accountants, be and are hereby re-appointed as Auditors of the Company for the financial year ending 30 September 2020 and that the Directors be and are hereby authorised to fix their remuneration.”

13.7 *Proposed Shareholder Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature*

	FOR		AGAINST	
	Number of votes	%	Number of votes	%
Ordinary Resolution 9	6,123,849	100	0	0

The Acting Chairman declared that Ordinary Resolution 9 was duly passed as follows:-

“THAT, subject to the Companies Act, 2016 (“Act”), the Constitution of the Company and the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”), approval be and is hereby given to UMS and/or its subsidiaries to enter into any of the category of recurrent related party transactions of a revenue or trading nature as set out in Part A, Section 2.3 of the Circular to Shareholders of the Company dated 23 January 2020 (“the Circular”) with the related parties mentioned therein which are necessary for UMS Group’s day-to-day operations subject further to the following:-

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

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

- a) the conclusion of the next Annual General Meeting (“AGM”) of the Company following this AGM, at which time it will lapse, unless by a resolution passed at the said AGM, such authority is renewed;
- b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- c) revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is the earlier;

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

13.8 *Proposed Share Buy-Back*

	FOR		AGAINST	
	Number of votes	%	Number of votes	%
Ordinary Resolution 10	18,922,899	99.947	10,000	0.053

The Acting Chairman declared that Ordinary Resolution 10 was duly passed as follows:-

“THAT, subject to the Companies Act, 2016, the Constitution of the Company, the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approval of such relevant government and/or regulatory authorities where necessary, the Company be and is hereby authorized to purchase its own ordinary shares (“Shares”) on Bursa Securities (“Proposed Share Buy-Back”) at any time, upon such terms and conditions as the Board of Directors (“Board”) shall in their discretion deem fit and expedient in the best interest of the Company provided that:-

- (a) The aggregate number of Shares in the Company which may be purchased and/or held by the Company shall not exceed ten percent (10%) of the prevailing total number of issued shares of the Company at the time of purchase and the compliance with the public shareholding spread requirements as stipulated in Paragraph 8.02(1) of the Listing Requirements or such other requirements as may be determined by Bursa Securities from time to time;
- (b) The maximum funds to be allocated by the Company for the purpose of purchasing the Shares shall not exceed the Company’s latest audited retained profits of RM4,408,339 as at 30 September 2019;
- (c) The authority conferred by this resolution will commence after the passing of this ordinary resolution and will continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting (“AGM”) at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first; and

- (d) Upon the purchase by the Company of its own Shares, the Board be and is hereby authorized to:-
 - (i) cancel all or part of the Shares purchased pursuant to the Proposed Share Buy-Back (“Purchased Shares”); and/or
 - (ii) retain all or part of the Purchased Shares as Treasury Shares; and/or
 - (iii) distribute the treasury shares as share dividends to the Company’s shareholders for the time being; and/or
 - (iv) resell all or part of the treasury shares on Bursa Securities; and/or
 - (v) transfer all or part of the treasury shares for the purpose of or under an employees’ share scheme; and/or
 - (vi) transfer all or part of the treasury shares as purchase consideration; and/or
 - (vii) sell, transfer or otherwise use the treasury shares for such other purposes as the Minister may by order prescribe.

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

13.9 *Retention of Independent Director*

Ordinary Resolution 11	FOR		AGAINST	
	Number of votes	%	Number of votes	%
Tier 1	4,900,000	100	0	0
Tier 2	14,032,799	99.999	100	0.001

The Acting Chairman declared that Ordinary Resolution 11 was duly passed as follows:-

“That Mr. Lee Kok Wei who have served the Board for more than twelve years be retained as Independent Non-Executive Director of the Company.”

TERMINATION

There being no other business, the meeting terminated at 11:40 a.m. with a vote of thanks to the Chair.

SIGNED

CHAIRMAN