THIS CIRCULAR/STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, solicitor, accountant, bank manager or other professional adviser immediately.

Bursa Malaysia Securities Berhad ("Bursa Securities") has not perused the contents of Part A of this Circular on the Proposed Renewal of Existing Shareholders' Mandate (as defined herein) and Part B of this Statement on the Proposed Renewal of Share Buy-Back Authority (as defined herein) prior to issuance of this Circular/Statement as it is prescribed as Exempt Circular pursuant to Practice Note 18 of the Main Market Listing Requirements of Bursa Securities.

Bursa Securities takes no responsibility for the contents of this Circular/Statement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular/Statement.

Shareholders should rely on their own evaluation to assess the merits and risks of the Proposals as set out herein.

UMS-NEIKEN GROUP BERHAD

Registration No. 200401011970 (650473-V)
(Incorporated in Malaysia)

PART A

CIRCULAR TO SHAREHOLDERS IN RELATION TO

PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE")

PART B

SHARE BUY-BACK STATEMENT IN RELATION TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES ("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY")

(COLLECTIVELY KNOWN AS "THE PROPOSALS")

The Proposals will be tabled as Special Businesses at the Twenty-Second Annual General Meeting ("22nd AGM") of UMS-Neiken Group Berhad ("the Company") to be held at Pavilion Hall, Tasik Puteri Golf & Country Club, Bandar Tasik Puteri, 48000 Rawang, Selangor Darul Ehsan on Tuesday, 26 May 2026 at 10.00 a.m. or any adjournment thereof. The Notice of the 22nd AGM together with the Proxy Form are enclosed in the Annual Report 2025 of UMS-Neiken Group Berhad which is available at the Company's website at https://ums-neiken.com/.

If you are unable to attend and vote at the meeting, you may complete the instrument appointing a proxy and the power of attorney or other authority (if any) in physical form or electronic form. In the case of an appointment made in physical form, the Proxy Form must be deposited with the Company's Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, Drop-in Box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur. In the case of an appointment made in electronic form, the Proxy Form must be deposited via SRMY Vistra Portal at https://srmy.vistra.com. All Proxy Forms submitted must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote. The lodging of the Proxy Form will not preclude you from attending and voting in person at the meeting should you subsequently decide to do so.

Last date and time for lodging the Proxy Form	:	Sunday, 24 May 2026 at 10.00 a.m.
Date and time of the 22nd AGM	:	Tuesday, 26 May 2026 at 10.00 a.m.

This Circular/Statement is dated 21 April 2026

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular/Statement:

"Act"	:	Companies Act, 2016 as amended from time to time and any re-enactment thereof
"AGM"	:	Annual General Meeting
"ARMC"	:	Audit and Risk Management Committee
"Board" or "Board of Director"	:	Board of Directors of UMSNGB
"Bursa Securities"	:	Bursa Malaysia Securities Berhad [200301033577 (635998-W)]
"Code"	:	Malaysian Code on Take-Overs and Mergers 2016, Rules on Take-Overs, Mergers and Compulsory Acquisitions 2016 and any amendments made from time to time
"Constitution"	:	Constitution of the Company
"CMSA"	:	Capital Markets and Services Act 2007, as amended, supplemented or modified from time to time
"CWLF"	:	Cheng Wong (L) Foundation (LAF00199)
"Director(s)"	:	Shall have the same meaning as given in Section 2(1) of the CMSA and includes any person who is or was within the preceding six (6) months on the date on which the terms of the RRPTs were agreed upon, a Director of the Company or any other company which is its subsidiary or holding company or a chief executive officer of the Company, its subsidiary or holding company
"DIL"	:	Derfan International Limited (806004294)
"EPS"	:	Earnings Per Share
"HPE"	:	High Project Electric Wire & Cables Manufactory (Fenghua) Limited (72514783-5)
"HPL"	:	High Project Limited (442873)
"Listing Requirements"	:	Main Market Listing Requirements of Bursa Securities including any amendments, modifications and additions that may be made from time to time and any Practice Notes issued in relation thereto
"LPD"	:	6 April 2026, being the latest practicable date prior to printing of this Circular/Statement

"Major Shareholder(s)"	:	Means a person who has an interest or interests in one or more voting shares in a company and the number or aggregate number of those shares, is:- (a) 10% or more of the aggregate of the total number of the voting shares in the Company; or (b) 5% or more of the aggregate of the total number of the voting shares in the Company where such person is the largest shareholder of the Company. For the purpose of this definition, "interest in shares" shall have the meaning given in Section 8 of the Act. For the purposes of the Proposed Renewal of Existing Shareholders' Mandate, Major Shareholder(s) includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of the listed issuer or any other company which is its subsidiary or holding company.
"Ming Kee"	:	Ming Kee Manufactory Ltd (37061)
"NA"	:	Net assets attributable to ordinary equity holder of the Company
"NES"	:	Neiken Electric (S) Pte. Ltd. (200301169N), a wholly-owned subsidiary of UMSE
"NSVN"	:	Neiken Switchgear (VN) Co. Ltd. (46204300086), a wholly-owned subsidiary of UMSE
"Person(s) Connected"	:	Shall have the same meaning given in Paragraph 1.01 of the Listing Requirements
"Previous Shareholders' Mandate"	:	The shareholders' mandate for UMSNGB Group to enter into RRPT(s) with the Related Parties for which approval from the shareholders was obtained during the Twentieth Annual General Meeting ("21st AGM") held on 26 May 2025.
"Proposed Renewal of Existing Shareholders' Mandate"	:	Proposed Renewal of Existing Shareholders' Mandate pursuant to Paragraph 10.09 of the Listing Requirements and Practice Note 12 of the Listing Requirements for the RRPT(s) for UMSNGB Group to enter into RRPT(s) of a revenue or trading nature
"Proposed Renewal of Share Buy-Back Authority"	:	Proposed Renewal of Share Buy-Back Authority for the Company to purchase and/or hold up to ten per centum (10%) of its own shares in the total number of issued shares pursuant to Section 127 of the Act
"Purchased Shares"	:	Shares purchased by the Company pursuant to the Proposed Renewal of Share Buy-Back Authority.
"Related Party(s)"	:	Director(s), Major Shareholder(s) or Person(s) Connected with such Director(s) or Major Shareholder(s) as defined in Paragraph 1.01 of the Listing Requirements
"RM" and "sen"	:	Ringgit Malaysia and sen respectively

"RRPT(s)"	:	Recurrent related party transaction(s) of a revenue and/or trading nature, which is/are necessary for the Group's day-to-day operations and is/are entered into by UMSNGB or its subsidiary companies in the ordinary course of business of the Group involving the interest, direct or indirect, of the Related Party(ies)
"SC"	:	Securities Commission Malaysia
"Share Buy-Back Mandate"	:	Mandate granted by shareholders at the 21st AGM held on 26 May 2025 for the Company to undertake the purchase of up to ten per centum (10%) of its total number of issued shares at the time of purchase through Bursa Securities
"Shares"	:	Ordinary Shares in UMSNGB
"Substantial Shareholder"	:	A person who has an interest or interests in one or more voting shares in the Company and the number of that share(s), or aggregate of the total number of those shares, is not less than 5% of the aggregate of the total number of all the voting shares in the Company
"UMSC"	:	United MS Cables Mfg. Sdn. Bhd. [199501010047 (339247-X)]
"UMSE"	:	United MS Electrical Mfg. (M) Sdn. Bhd. [198001012028 (65814-V)]
"UMSH"	:	United MS Holdings Sdn. Bhd. [199201000646 (232150-T)]
"UMSN"	:	UMS-Neiken (M) Sdn. Bhd. [200601027616 (747372-M)]
"UMSI"	:	UMS-Neiken Industry Sdn. Bhd. [201201025088 (1009578-P)]
"UMSNGB" or "Company"	:	UMS-Neiken Group Berhad [200401011970 (650473-V)]
"UMSNGB Group" or "the Group"	:	UMSNGB and its subsidiaries

Words incorporating the singular shall, where applicable, include the plural and vice versa and words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include corporations.

Any reference in this Circular/Statement to any enactment is a reference to that enactment for the time being amended or re-enacted. Any reference to a time of day in this Circular/Statement shall be a reference to Malaysian time, unless otherwise stated.

Any discrepancies in the tables included in this Circular/Statement between amounts listed, actual figures and totals thereof may be due to rounding.

CONTENTS

Page

PART A

LETTER TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE

PART B

STATEMENT TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

APPENDIX

PART A

LETTER TO SHAREHOLDERS IN RELATION TO PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

UMS-NEIKEN GROUP BERHAD
Registration No. 200401011970 (650473-V)
(Incorporated in Malaysia)

Registered Office:
Unit 521, 5th Floor, Lobby 6
Block A, Damansara Intan
No. 1, Jalan SS20/27
47400 Petaling Jaya
Selangor Darul Ehsan

21 April 2026

The Board of Directors
Boon Joon Siang (Chairman/Independent Non-Executive Director)
Cheng Wong (Managing Director)
Dee Kok Yong (Executive Director)
Lai Lee Lee (Independent Non-Executive Director)
Cheng Siow Chun (Independent Non-Executive Director)

To: The shareholders of UMSNGB

Dear Sir / Madam,

PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE")

INTRODUCTION

At the 21st AGM of UMSNGB held on 26 May 2025, the shareholders, had inter-alia, granted a mandate for the UMSNGB Group to enter into RRPT(s) which are necessary for the UMSNGB Group's day-to-day operations in the ordinary course of business based on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and not to the detriment of the minority shareholders of the Company.

As the shareholders' mandate shall, in accordance with the Listing Requirements, expire at the conclusion of the forthcoming 22nd AGM of the Company unless authority for its renewal is obtained from the shareholders, the Board had on 6 April 2026 announced that UMSNGB is proposing to seek the approval from its shareholders for the Proposed Renewal of Existing Shareholders' Mandate pursuant to Paragraph 10.09 of the Listing Requirements at the 22nd AGM.

The purpose of this Circular is to provide you with details of the Proposed Renewal of Existing Shareholders' Mandate and to seek your approval on the ordinary resolution pertaining to Proposed Renewal of Existing Shareholders' Mandate to be tabled at the forthcoming 22nd AGM. The Notice of the 22nd AGM together with the Proxy Form are enclosed in the Annual Report 2025 of UMSNGB, which is available at the Company's website at https://ums-neiken.com/.

SHAREHOLDERS OF THE COMPANY ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE AT THE FORTHCOMING AGM.

1. INFORMATION ON THE PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE

1.1 The Listing Requirements

Pursuant to Paragraph 10.09(2) of the Listing Requirements, a listed issuer may seek shareholders' mandate in respect of the RRPT(s) subject to the following: -

(i) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;

(ii) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the threshold below in relation to a listed issuer with a share capital which is less than RM60 million:

(a) the consideration, value of the assets, capital outlay or costs of the RRPT(s) is RM1 million or more; or

(b) the percentage ratio of such RRPT(s) is 1% or more, whichever is the lower.

(iii) the listed issuer's Circular to Shareholders for the shareholder mandate includes the information as may be prescribed by Bursa Securities. The Circular must be submitted to Bursa Securities together with a checklist showing compliance with such information;

(iv) in a meeting to obtain shareholders' mandate, the Related Parties must comply with the requirements set out in Paragraph 10.08(7) of the Listing Requirements:-

(a) a related party with any interest, direct or indirect ("interested related party") must not vote on the resolution in respect of the related party transaction;

(b) an interested related party who is a director or major shareholder must ensure that persons connected with it abstain from voting on the resolution in respect of the related party transaction; and

(c) where the interested related party is a person connected with a director or major shareholder, such director or major shareholder must not vote on the resolution in respect of the related party transaction.

(v) the listed issuer immediately announces to Bursa Securities when the actual value of a RRPT(s) entered into by the listed issuer, exceeds the estimated value of the RRPT(s) disclosed in the Circular to Shareholders by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

In the ordinary course of our business, UMSNGB Group has entered and is anticipated to enter into RRPT(s) with Related Parties. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

Accordingly, the Board proposes to seek shareholders' approval for the Proposed Renewal of Existing Shareholders' Mandate for the Group to enter into arrangements or transactions with the Related Parties, details of which are set out in Section 1.3 below. Such transactions are necessary for the day-to-day operations of the Group and are based on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of UMSNGB.

If approved at the forthcoming 22nd AGM, the Proposed Renewal of Existing Shareholders' Mandate will take effect from the passing of the Ordinary Resolution relating thereto and shall continue to be in force until:-

(i) the conclusion of the next AGM of the Company at which time it will lapse, unless the authority is renewed by a resolution passed at the next AGM;

(ii) the expiration of the period within which the next AGM is required to be held under Section 340(2) of the Act (but must not extend to such extension as may be allowed under Section 340(4) of the Act); or

(iii) revoked or varied by a resolution passed by the shareholders in a general meeting before the next AGM,

whichever is earlier.

Thereafter, shareholders' approval will be sought for the renewal of the shareholders' mandate and new mandate (if any) at each subsequent AGM, subject to a satisfactory review by the Company's ARMC of its continued application to the RRPT(s).

1.2 Principal Activities of UMSNGB Group

UMSNGB is seeking approval from the shareholders for the Proposed Renewal of Existing Shareholders' Mandate that will allow the Group, in its normal course of business, to enter into RRPT(s) with Related Parties referred to in the next section.

UMSNGB is principally an investment holding company whilst the principal activities of its subsidiaries as at LPD are as follows: -

Name	Place of Incorporation	Effective equity interest (%)	Principal activities
Direct subsidiaries			
UMSE	Malaysia	100.0	Designing, manufacturing and trading of electrical products and wiring accessories
UMSN	Malaysia	100.0	Investment holding
UMSI	Malaysia	90.0	Import and export or trading in any type of electrical products
NSVN*	Vietnam	100.0	Investment holding
NES*	Singapore	100.0	Manufacturing and assembly, wholesale trading (including import and export) and repair services of electrical fittings and wiring accessories
DIL*	United State of America	100.0	Dormant

** held through UMSE*

1.3 Nature of RRPT(s)

The nature of the RRPT(s), which are to be covered by the Proposed Renewal of Existing Shareholders' Mandate and the estimated value of the RRPT(s) are as follows:-

Proposed Renewal of Existing Shareholders' Mandate						
Parties transacting with the UMSNGB Group	**Transacting company within the UMSNGB Group**	**Nature of Transactions**	**Related Parties**	**Approved Value of Transactions (1) (RM)**	**Actual Value of Transactions (2) (RM)**	**Estimated Value of Transactions for the Proposed Renewal of Existing Shareholders' Mandate (3) (RM)**
HPL (Provider)	UMSE (Recipient)	Purchase of power cord sets	Ip Tai Hoi Paul • A Major Shareholder of UMSNGB (4) • Direct interest by virtue of his 100% shareholding in HPL	1,000,000.00	-	1,000,000.00
Ming Kee (Provider)	UMSE (Recipient)	Purchase of hollow rivet, cables reel and cables	Ip Tai Hoi Paul • A Major Shareholder of UMSNGB (4) • A Shareholder of Ming Kee with a direct interest of 87.50% • Deemed interest in Ming Kee by virtue of his wife's direct interest of 12.50% in Ming Kee	1,000,000.00	-	1,000,000.00
	UMSI (Recipient)	Purchase of cables reel		600,000.00	-	600,000.00

THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK

Proposed Renewal of Existing Shareholders' Mandate (Cont'd)

Parties transacting with the UMSNGB Group	Transacting company within the UMSNGB Group	Nature of Transactions	Related Parties	Approved Value of Transactions (1) (RM)	Actual Value of Transactions (2) (RM)	Estimated Value of Transactions for the Proposed Renewal of Existing Shareholders' Mandate (3) (RM)
UMSC (Provider)	NES (Recipient)	Purchase of cables	Cheng Wong • A Director and a Major Shareholder of UMSNGB (5) • A Director of UMSC • A Major Shareholder of UMSC with a direct interest of 50.00% Ip Tai Hoi Paul • A Major Shareholder of UMSNGB (4) • A Major Shareholder of UMSC with a direct interest of 25.00% Dee Kim Huay • A Major Shareholder of UMSNGB (6) • A Major Shareholder of UMSC with a direct interest of 8.27%	5,000,000.00	83,013.89	5,000,000.00

THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK

Proposed Renewal of Existing Shareholders' Mandate (Cont'd)

Parties transacting with the UMSNGB Group	Transacting company within the UMSNGB Group	Nature of Transactions	Related Parties	Approved Value of Transactions (1) (RM)	Actual Value of Transactions (2) (RM)	Estimated Value of Transactions for the Proposed Renewal of Existing Shareholders' Mandate (3) (RM)
UMSC (Provider)	UMSE (Recipient)	Purchase of copper wires and cables	<u>Cheng Wong</u> • A Director and a Major Shareholder of UMSNGB (5) • A Director of UMSC • A Major Shareholder of UMSC with a direct interest of 50.00% <u>Ip Tai Hoi Paul</u> • A Major Shareholder of UMSNGB (4) • A Major Shareholder of UMSC with a direct interest of 25.00% <u>Dee Kim Huay</u> • A Major Shareholder of UMSNGB (6) • A Shareholder of UMSC with a direct interest of 8.27%	4,000,000.00	440,708.00	4,000,000.00

THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK

Proposed Renewal of Existing Shareholders' Mandate (Cont'd)

Parties transacting with the UMSNGB Group	Transacting company within the UMSNGB Group	Nature of Transactions	Related Parties	Approved Value of Transactions (1) (RM)	Actual Value of Transactions (2) (RM)	Estimated Value of Transactions for the Proposed Renewal of Existing Shareholders' Mandate (3) (RM)
UMSC (Provider)	UMSI (Recipient)	Purchase of cables	<u>Cheng Wong</u> • A Director and a Major Shareholder of UMSNGB (5) • A Director of UMSC • A Major Shareholder of UMSC with a direct interest of 50.00% <u>Ip Tai Hoi Paul</u> • A Major Shareholder of UMSNGB (4) • A Major Shareholder of UMSC with a direct interest of 25.00% <u>Dee Kim Huay</u> • A Major Shareholder of UMSNGB (6) • A Shareholder of UMSC with a direct interest of 8.27%	3,000,000.00	-	3,000,000.00

THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK

Proposed Renewal of Existing Shareholders' Mandate (Cont'd)

Parties transacting with the UMSNGB Group	Transacting company within the UMSNGB Group	Nature of Transactions	Related Parties	Approved Value of Transactions [1] (RM)	Actual Value of Transactions [2] (RM)	Estimated Value of Transactions for the Proposed Renewal of Existing Shareholders' Mandate [3] (RM)
UMSC (Provider)	UMSN (Recipient)	Rental of warehouse with an area approx. 2,000 sq. ft. at Lot 48, Jln Industri 2/1, Rawang Integrated Industrial Park, 48000 Rawang and the payments of the rental are made on quarterly basis.	<u>Cheng Wong</u> • A Director and a Major Shareholder of UMSNGB [5] • A Director of UMSC • A Major Shareholder of UMSC with a direct interest of 50.00% <u>Ip Tai Hoi Paul</u> • A Major Shareholder of UMSNGB [4] • A Major Shareholder of UMSC with a direct interest of 25.00% <u>Dee Kim Huay</u> • A Major Shareholder of UMSNGB [6] • A Shareholder of UMSC with a direct interest of 8.27%	100,000.00	-	100,000.00

THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK

Proposed Renewal of Existing Shareholders' Mandate (Cont'd)

Parties transacting with the UMSNGB Group	Transacting company within the UMSNGB Group	Nature of Transactions	Related Parties	Approved Value of Transactions [1] (RM)	Actual Value of Transactions [2] (RM)	Estimated Value of Transactions for the Proposed Renewal of Existing Shareholders' Mandate [3] (RM)
UMSC (Recipient)	UMSE (Provider)	Sale of electrical wiring accessories	<u>Cheng Wong</u> • A Director and a Major Shareholder of UMSNGB [5] • A Director of UMSC • A Major Shareholder of UMSC with a direct interest of 50.00% <u>Ip Tai Hoi Paul</u> • A Major Shareholder of UMSNGB [4] • A Major Shareholder of UMSC with a direct interest of 25.00% <u>Dee Kim Huay</u> • A Major Shareholder of UMSNGB [6] • A Shareholder of UMSC with a direct interest of 8.27%	2,000,000.00	2,299.20	2,000,000.00

THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK

Proposed Renewal of Existing Shareholders' Mandate (Cont'd)

Parties transacting with the UMSNGB Group	Transacting company within the UMSNGB Group	Nature of Transactions	Related Parties	Approved Value of Transactions [1] (RM)	Actual Value of Transactions [2] (RM)	Estimated Value of Transactions for the Proposed Renewal of Existing Shareholders' Mandate [3] (RM)
UMSC (Recipient)	UMSI (Provider)	Sale of all types of electrical products	Cheng Wong • A Director and a Major Shareholder of UMSNGB [5] • A Director of UMSC • A Major Shareholder of UMSC with a direct interest of 50.00% Ip Tai Hoi Paul • A Major Shareholder of UMSNGB [4] • A Major Shareholder of UMSC with a direct interest of 25.00% Dee Kim Huay • A Major Shareholder of UMSNGB [6] • A Shareholder of UMSC with a direct interest of 8.27%	1,200,000.00	-	1,200,000.00

Notes:

(1) *Approved value of RRPT(s) of which Shareholders' Mandate had been obtained at the last AGM held on 26 May 2025.*
(2) *Actual value incurred from 26 May 2025 up to the LPD.*
(3) *Estimated value of RRPT(s) from the forthcoming AGM to the next AGM based on historical values, which are subject to changes. The actual values of the transactions, which differ from such estimates, will be disclosed in next year's annual report.*
(4) *Deemed interested in UMSNGB by virtue of his direct interest in UMSH pursuant to Section 8 of the Act.*
(5) *Deemed interested in UMSNGB by virtue of his indirect interest in UMSH held via CWLF and his spouse pursuant to Section 8 of the Act.*
(6) *Deemed interested in UMSNGB by virtue of her interest in UMSH pursuant to Section 8 of the Act.*

1.4 Amount due and owing to UMSNGB Group by Related Parties

As part of the Group's credit management practices, periodic reviews will be carried to ensure that all amounts owing by the Related Parties are paid within the credit period.

There were no amounts due to UMSNGB Group from the Related Parties pursuant to the RRPT(s) that exceeded the credit period. As such, the disclosure specified under Paragraphs 16A and 16B of the Annexure PN12-A of the Listing Requirements is not applicable to the Company.

1.5 Guidelines and Review Procedures

To ensure that all RRPT(s) are conducted at arm's length basis and on normal commercial terms consistent with the Group's normal business practices and policies and will not be prejudicial to the shareholders, Management of UMSNGB will ensure that transactions with Related Parties will only be entered into after taking into account the pricing, level of service, quality of service/products and other relevant factors.

The Group has also implemented the following additional procedures and guidelines: -

(i) Management will be notified that all RRPT(s) must be undertaken on an arm's length basis and on transaction prices and commercial terms which are not more favourable to the Related Party than those generally available to the public and not to the detriment of the minority shareholders;

(ii) At least two (2) other contemporaneous transactions with unrelated parties for similar products/services and/or quantities are used as comparison, wherever possible, to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities. In the event that quotation or comparative pricing from unrelated third parties cannot be obtained; the transaction price will be determined by the Group based on those offered by/to other unrelated third parties or substantially similar type of transaction to ensure that the RRPT(s) is not detrimental to the Group;

(iii) Records will be maintained by the Group to capture all RRPT(s) which are/will be entered into, which will be available for review by, among others, the auditors and the ARMC, on a periodic basis;

(iv) All companies within the Group shall only enter into RRPT(s) after taking into account of the pricing, level of service, quality of materials and products and rentals as compared to market prices and industry standards. Accordingly, the pricing of any RRPT(s) entered will be determined based on prevailing market rates under usual commercial terms, business practices and policies or otherwise in accordance with other applicable industry norms/consideration and are not to the detriment of minority shareholders;

(v) RRPT(s) will be monitored through management reports made to the Board and to the ARMC;

(vi) The ARMC will review the management reports to ascertain that the guidelines and procedures established to monitor the RRPT(s) have been complied with and are not more favourable to the Related Party than those generally available to the public and not detrimental to the minority shareholders; and

(vii) Where any Director or persons connected to him has an interest (direct or indirect) in any RRPT(s), such director (or his alternate) shall abstain from voting on the matter. Where any member of the ARMC is interested in any transaction, that member shall abstain from voting on any matter relating to any decisions to be taken by the ARMC with respect to such transactions.

1.6 Threshold of Authority

All RRPT(s) are subject to review by the ARMC and there are no specific thresholds for approval of RRPT(s) within the Group.

Where any Director has an interest (direct or indirect) in any RRPT(s), such Director shall declare his/her interest in the RRPT and shall refrain from any deliberation and abstain from voting on the matter. If it is determined that the guidelines and procedures stipulated in Section 1.5 of this Circular are inadequate to ensure that: -

(i) the RRPT(s) will be conducted on an arm's length basis and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and

(ii) such transactions are not detrimental to the interest of the minority shareholders and/or prejudicial to the interest of the shareholders of the Company,

the Company will obtain a fresh shareholders' mandate.

1.7 Statement by ARMC

The ARMC of the Company has seen and reviewed the procedures set out in Section 1.5 of this Circular and is of the view that the said procedures are sufficient to ensure that all RRPT(s) are conducted on an arm's length basis, on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders.

The ARMC of the Company is also of the view that the UMSNGB Group has in place adequate procedures and processes to monitor, track and identify the RRPT(s) in a timely and orderly manner. The ARMC's review on the procedures will be conducted on a quarterly basis together with the review of the quarterly results, or such frequency as the ARMC considers appropriate having regard to the value and frequency of the RRPT(s).

1.8 Disclosure

Disclosure has been made in the Annual Report 2025 of the Company of the aggregate value of transactions conducted pursuant to the Previous Shareholders' Mandate. Similar disclosure will be made in the Annual Report for the subsequent financial year during which the shareholders' mandate and additional shareholders' mandate for RRPT(s) are in force, providing amongst others, the following information: -

(i) The type of RRPT(s) made; and
(ii) The names of the Related Parties involved in each type of the RRPT(s) made and their relationship with the Company.

2. RATIONALE AND BENEFITS

2.1 Rationale

The RRPT(s) which have been entered into or to be entered into by the UMSNGB Group are in the ordinary course of business and are on terms not more favourable to the Related Parties than those generally available to the public and are undertaken at arm's length basis, on normal commercial terms and are not detrimental to the interest of minority shareholders.

The Proposed Renewal of Existing Shareholders' is intended to facilitate these RRPT(s) which are likely to occur with some degree of frequency and could arise at any time and from time to time. It will eliminate the need to announce and to convene separate general meeting for approval of each transaction. This will therefore substantially reduce the administrative time and expenses and allow UMSNGB to channel such resources towards attaining other corporate and business objectives of the Group.

2.2 Benefit

In respect of the RRPT(s), the sales and purchases of materials and products and the providers of services required by the Group for its business operations have proven track records and such materials, products and services provided are priced competitively. The close co-operation between the Group and the Related Parties has resulted in mutual benefits and is expected to continue to be beneficial to the business operations of the Group.

3. FINANCIAL EFFECTS

The Proposed Renewal of Existing Shareholders' Mandate do not have any effect on the total issued share capital of the Company or the shareholdings of the substantial shareholders of the Company and is not expected to have any effect on the NA, EPS and gearing of the Company and/or the Group (whichever is applicable).

4. APPROVAL REQUIRED

The Proposed Renewal of Existing Shareholders' Mandate is subject to the approval of the shareholders of UMSNGB at the forthcoming 22nd AGM to be convened or at any adjournment thereof.

5. INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSON CONNECTED WITH DIRECTORS/ MAJOR SHAREHOLDERS

The direct and indirect interests of the Directors and Major Shareholders of UMSNGB as at the LPD are as follows: -

	Shareholding as at LPD			
	Direct		**Indirect**	
	No. of Shares	**%***	**No. of Shares**	**%***
Major Shareholders				
UMSH	40,025,520	50.84	-	-
Ker Min Choo	9,867,200	12.53	2,079,700(1)	2.64
Ip Tai Hoi Paul	6,234,643	7.92	40,025,520(2)	50.84
CWLF	-	-	40,025,520(3)	50.84
Cheng Wong	139,200	0.18	40,025,520(4)	50.84
Dee Kim Huay	-	-	40,025,520(5)	50.84
Directors				
Cheng Wong	139,200	0.18	40,050,520(6)	50.87
Dee Kok Yong	70,000	0.09	-	-
Lai Lee Lee	-	-	-	-
Boon Joon Siang	-	-	-	-
Cheng Siow Chun	-	-	-	-

Notes:
Calculated based on 78,735,200 Shares as at the LPD which excludes a total of 1,264,800 Shares already purchased and retained as treasury shares.

(1) *Deemed interested by virtue of direct shares held by his family members in UMSNGB.*
(2) *Deemed interested by virtue of his direct interest in UMSH pursuant to Section 8 of the Act.*
(3) *Deemed interested by virtue of its direct interest in UMSH pursuant to Section 8 of the Act.*
(4) *Deemed interested by virtue of his indirect interest in UMSH held via CWLF and his spouse pursuant to Section 8 of the Act.*
(5) *Deemed interested by virtue of her interest in UMSH pursuant to Section 8 of the Act.*
(6) *Deemed interested by virtue of his:-*
(i) Indirect shareholding in UMSH held via CWLF and spouse pursuant to Section 8 of the Act = 40,025,520
(ii) Indirect interest by virtue of the shares held by his daughter pursuant to Section 59(11)(c) of the Act = 25,000

Mr Cheng Wong, who is a Director and Major Shareholder, is deemed interested in the Proposed Renewal of Existing Shareholders' Mandate, has abstained and will abstain from Board's deliberations and voting at the relevant Board meeting on the Proposed Renewal of Existing Shareholders' Mandate, and will abstain from voting in respect of his direct and/or indirect shareholdings on the resolution pertaining to the Proposed Renewal of Existing Shareholders' Mandate at the 22nd AGM. He has also undertaken to ensure that persons connected to him will abstain from voting on the resolution deliberating or approving the Proposed Renewal of Existing Shareholders' Mandate at the 22nd AGM.

Other than the above, the aforementioned interested Major Shareholders, namely UMSH, CWLF, Mr Ip Tai Hoi Paul and Madam Dee Kim Huay will also abstain and have undertaken to ensure that persons connected to them will abstain from voting in respect of their direct and/or indirect shareholdings in UMSNGB on the resolution deliberating or approving the Proposed Renewal of Existing Shareholders' Mandate at the 22nd AGM.

Save as disclosed above, none of the Directors or Major Shareholders and/or persons connected to them has any interest, direct or indirect, in the Proposed Renewal of Existing Shareholders' Mandate.

6. DIRECTORS' RECOMMENDATION

The Board (with the exception of Mr Cheng Wong who has abstained from making any opinion and recommendation on the Proposed Renewal of Existing Shareholders' Mandate) having considered all aspects of the Proposed Renewal of Existing Shareholders' Mandate is of the opinion that the above are in the best interests of the Company and therefore, recommends that you vote in favour of the resolutions pertaining to the Proposed Renewal of Existing Shareholders' Mandate to be tabled at the 22nd AGM of the Company.

7. 22nd AGM

The resolution in respect of the Proposed Renewal of Existing Shareholders' Mandate is set out in the Notice of the 22nd AGM in the Annual Report 2025 of the Company. The AGM will be held at Pavilion Hall, Tasik Puteri Golf & Country Club, Bandar Tasik Puteri, 48000 Rawang, Selangor Darul Ehsan on Tuesday, 26 May 2026 at 10.00 a.m., for the purpose of considering and, if thought fit, passing, inter alia, the ordinary resolution to give effect to the Proposed Renewal of Existing Shareholders' Mandate.

If you are unable to attend and vote in person at the 22nd AGM, you may complete the instrument appointing a proxy and the power of attorney or other authority (if any) in physical form or electronic form. In the case of an appointment made in physical form, the Proxy Form must be deposited with the Company's Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, Drop-in Box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur. In the case of an appointment made in electronic form, the Proxy Form must be deposited via SRMY Vistra Portal at https://srmy.vistra.com.

All Proxy Forms submitted must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote.

The lodgement of the Proxy Form will not preclude you from attending and voting in person at the 22nd AGM should you subsequently decide to do so.

8. FURTHER INFORMATION

Shareholders are requested to refer to the attached **APPENDIX I** for further information.

Yours faithfully,
for and on behalf of the Board
UMS-NEIKEN GROUP BERHAD

BOON JOON SIANG
Independent Non-Executive Chairman

PART B

STATEMENT TO SHAREHOLDERS IN RELATION TO PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

UMS-NEIKEN GROUP BERHAD
Registration No. 200401011970 (650473-V)
(Incorporated in Malaysia)

STATEMENT IN RELATION TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

1. INTRODUCTION

At the 21st AGM of the Company held on 26 May 2025, the shareholders of UMSNGB had approved the authority for the Company to purchase up to ten per centum (10%) of the total number of issued shares of UMSNGB through the Bursa Securities pursuant to Section 127 of the Act and any prevailing laws and regulations issued by the relevant authorities at the time of purchase. The said authorisation shall, in accordance with the Listing Requirements, expire at the conclusion of the forthcoming 22nd AGM of the Company. In view thereof, the Board had on 6 April 2026 announced that the Company proposes to seek its shareholders' approval for the Proposed Renewal of Share Buy-Back Authority at the forthcoming 22nd AGM to be convened.

The purpose of this Statement is to provide you with the relevant information of the Proposed Renewal of Share Buy-Back Authority by way of an ordinary resolution to be tabled at the 22nd AGM of the Company. The Notice of the 22nd AGM and the Proxy Form are incorporated in the Annual Report 2025 of the Company, which will be available at the Company's website at https://ums-neiken.com/.

2. DETAILS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

Arising from the migration to no par value regime under the Act, par value is no longer relevant pursuant to the Act. As at the LPD, the total issued share capital of UMSNGB is RM41,531,288 comprising 80,000,000 Shares (inclusive of 1,264,800 treasury shares). A maximum of 8,000,000 Shares may be purchased by the Company under the Proposed Renewal of Share Buy-Back Authority, inclusive of the 1,264,800 Shares purchased and retained as treasury shares.

The Proposed Renewal of Share Buy-Back Authority shall be effective upon the passing of the resolution at the forthcoming AGM of the Company and shall continue to remain in force until: -

(a) the conclusion of the next AGM of the Company following the general meeting at which such resolution was passed, at which time it will lapse, unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or

(b) the expiration of the period within which the next AGM after that date is required by law to be held; or

(c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first.

The Proposed Renewal of Share Buy-Back Authority does not impose an obligation on the Company to purchase its own Shares but rather, it will allow the Board to exercise the power of the Company to purchase its own Shares at any time within the abovementioned time period.

3. RATIONALE

The Proposed Renewal of Share Buy-Back Authority is expected to potentially benefit the Company and its shareholders in the following manner: -

(i) The Company is expected to stabilise the supply and demand of its Shares in the open market and thereby support its fundamental values;

(ii) If the Purchased Shares are cancelled, it would enhance the EPS of the Company and thereby long-term investors are expected to enjoy a corresponding increase in the value of their investments in the Company; and

(iii) As permitted under Section 127 of the Act, the Purchased Shares may be held as Treasury Shares and/or resold on Bursa Securities with potential gain without affecting the total issued share capital of the Company. Alternatively, the Purchased Shares can be distributed as share dividends to reward the shareholders of the Company.

The Proposed Renewal of Share Buy-Back Authority is not expected to have any potential material disadvantages to the Company and its shareholders as it will be exercised only after in-depth consideration of the financial resources of UMSNGB Group and of the resultant impact on its shareholders. The Board, in exercising any decision on the Proposed Renewal of Share Buy-Back Authority, will be mindful of the interest of the Company and its shareholders.

4. FUNDING

In compliance with Paragraph 12.10(1) of the Listing Requirements, the Company must ensure that the amount of funds to be utilised for the proposed purchase(s) of its own shares for the Proposed Renewal of Share Buy-Back Authority is made wholly out of retained profits of the Company, subject to compliance with Section 127 of the Act and any prevailing laws, including compliance with at least 25% of its total listed shares (excluding Treasury Shares) or such lower percentage of shareholding spread as may be allowed by Bursa Securities, as required by Paragraph 8.02(1) of the Listing Requirements. The retained profits of UMSNGB as at the financial year ended 31 December 2025 is RM2.75 million.

The maximum amount of funds to be allocated for the Proposed Renewal of Share Buy-Back Authority shall not exceed the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts of the Company (where applicable) available.

The Proposed Renewal of Share Buy-Back Authority would allow the Board to exercise the power of the Company to purchase its own Shares at any time within the time period mentioned in Section 2 of this Statement, using internally generated funds and/or external borrowings. The Board will ensure that UMSNGB has sufficient funds to repay the external borrowings and that the repayment will not have a material effect on the cash flow of the Company. The amount of the funds to be utilised would only be determined later depending on the actual number of Shares to be purchased, the availability of funds at the time of purchase(s), the market conditions and sentiments of the share market.

5. PRICING

Under the provisions of Paragraph 12.17 of the Listing Requirements, the Company shall only purchase its own shares at a price, which is not more than fifteen per centum (15%) above the weighted average market price for the five (5) market days immediately before the date of the purchase(s). Under the provisions of Paragraph 12.18 of the Listing Requirements, the Company may only resell the treasury shares on the Bursa Securities or transfer treasury shares pursuant to Section 127(7) of the Act, at: -

(i) a price which is not less than the weighted average market price of Shares for the five (5) market days immediately before to the resale or transfer; or

(ii) a discounted price of not more than five per centum (5%) to the weighted average market price of Shares for five (5) market days immediately before the resale or transfer provided that: -

(a) the resale or transfer takes place no earlier than thirty (30) days from the date of purchase; and
(b) the resale or transfer price is not less than the cost of purchase of Shares being resold or transferred.

6. POTENTIAL ADVANTAGES AND DISADVANTAGES

The Proposed Renewal of Share Buy-Back Authority will provide the Company with the opportunity to take pre-emptive measures against speculation if need be, to stabilise the supply and demand of Shares in the open market, thereby allowing the price of Shares to better reflect its fundamental value. The maintenance of the share price is important in order to maintain investors' confidence to facilitate our Company's future fund raising exercise via issuance of equity shares, should there be any such exercises in future. In addition, the Proposed Renewal of Share Buy-Back Authority will also provide an opportunity for the Company to make a gain when it resells the purchased Shares for cash when market conditions improve.

The Proposed Renewal of Share Buy-Back Authority, if implemented, would reduce the financial resources of the Group, which may result in the Company having to forego other feasible investment opportunities that may emerge in the future or, at the least, deprive the Company and/or the Group of the interest income that can be derived from the funds utilised for the Proposed Renewal of Share Buy-Back Authority. The Proposed Renewal of Share Buy-Back Authority would also reduce the amount of financial resources available for distribution in the form of dividends to shareholders.

Nevertheless, the Proposed Share Buy-Back Renewal is not expected to have any potential material disadvantage to the Company and our shareholders, as it will be implemented only after careful consideration of the financial resources of the Group and its resultant impact.

7. RANKING AND TREATMENT OF PURCHASED SHARES

As at LPD, all Purchased Shares amounting to 1,264,800 have been retained as treasury shares. There was a no resale or cancellation of the treasury shares during the financial year ended 31 December 2025.

Pursuant to Section 127(7) of the Act, the Directors may deal with the Purchased Shares in the following manners: -

I. to cancel Shares so purchased; or

II. to retain Shares so purchased as treasury shares where the Board may:

a) distribute all or part of the treasury shares as share dividends to the shareholders of UMSNGB;
b) resell all or part of the treasury shares in accordance with the relevant rules of the stock exchange;
c) transfer all or part of the treasury shares for the purposes of or under an employees' share scheme;
d) transfer all or part of the treasury shares as purchase consideration; or in any other manner as may be prescribed by all applicable laws and/or regulations and guidelines applied from time to time by Bursa Securities and/or any relevant authority for the time being in force and that the authority to deal with the purchased Shares shall continue to be valid until all the purchased Shares have been dealt with by the Board;
e) cancel the Shares or any of the Shares; or
f) sell, transfer or otherwise use the Shares for such other purposes as the Minister may by order prescribe.

In the event the Company wishes to purchase its own Shares, the Company will release an immediate announcement on any purchases of its own Shares.

While the Purchased Shares are held as Treasury Shares, the rights attached to them as to voting, dividends and participation in other distribution and otherwise are suspended and the Treasury Shares shall not be taken into account in calculating the number of percentage of Shares or of a class of Shares in the Company for any purpose including substantial shareholding, takeovers, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on resolutions at meetings of shareholders.

The Company would buy back the Shares only after the Board has given due consideration to its potential impact on the Company's earnings and financial position and the Board is of the opinion that it would be in the best interest of the Company to do so.

The actual treatment of the Purchased Shares would depend on, inter-alia, the prevailing equity market conditions and the financial position of the Company.

8. FINANCIAL EFFECTS

On the assumption that the Proposed Renewal of Share Buy-Back Authority is implemented in full, the proforma effects on the share capital, NA, EPS and working capital are as follows: -

(a) **Share Capital**

In the event the maximum number of Shares authorised under the Proposed Renewal of Share Buy-Back Authority are purchased and subsequently cancelled, the total number of issued shares of the Company will be as follows: -

	No. of Shares
Total number of issued Shares as at LPD	80,000,000
Maximum number of Shares which may be purchased and cancelled pursuant to the Proposed Renewal of Share Buy-Back Authority	8,000,000
Total number of issued Shares after the Proposed Renewal of Share Buy-Back Authority	72,000,000

However, in the event that all Shares bought-back are retained as treasury shares, the Proposed Renewal of Share Buy-Back Authority will not have any effect on the total number of issued Shares of the Company.

(b) **NA per share and EPS**

The effect on NA per share and EPS of the Group will depend on the purchase price of the shares and the number of shares bought back. However, the Proposed Renewal of Share Buy-Back Authority, if exercised, will not have any material effect on the NA per share and EPS of the Group for the financial year ending 31 December 2026. If the purchase price of the Share is less than NA per share, it will increase the NA and EPS per share of the Company and vice versa.

If the Purchased Shares are kept as treasury shares, the NA per share would decrease unless the cost per share of the treasury shares purchased is below the NA per share at the relevant point in time. This is due to the requirement for treasury shares to be carried at cost and to be offset against equity, resulting in a decrease in the NA of the Company.

Depending on the number of Shares purchased and the purchase prices of the Shares, the Proposed Renewal of Share Buy-Back Authority may increase the EPS of the Group. Similarly, on the assumption that the Shares so purchased are treated as treasury shares, the extent of the effect on earnings of the Group will depend on the actual selling prices, the number of treasury shares resold and the effective gain or interest savings arising.

(c) **Working Capital**

The Proposed Renewal of Share Buy-Back Authority will reduce the working capital of the Group, the quantum of which depends on the purchase prices and the number of Shares that would be purchased pursuant to the Proposed Renewal of Share Buy-Back Authority.

However, the working capital and cash flow of the Company will increase upon reselling the Shares purchased which are retained as treasury shares. Again, the quantum of the increase in the working capital and cash flow will depend on the actual selling price of the treasury shares and the number of treasury shares resold.

(d) **Earnings**

Depending on the number of Shares purchased, purchase price of Shares and the effective cost as well as the opportunity cost of funding the Shares, the Proposed Renewal of Share Buy-back Authority may increase the EPS of the UMSNGB Group. Similarly, on the assumption that the Shares so purchased are treated as treasury shares and subsequently resold, the extent of the effect to the earnings of the UMSNGB Group will depend on the actual selling price, the number of treasury shares resold and the effective gain or interest savings arising. Any cancellation of Shares so purchased is expected to increase the EPS of the Company and the UMSNGB Group due to the reduced number of Shares in issue.

(e) **Dividend**

The Proposed Renewal of Share Buy-Back Authority may have an impact of the Company's dividend payment, if any, it may reduce the cash available which may otherwise be used for dividend payments. Any dividend to be declared in the immediate future will depend on the performance and cash resources of UMSNGB Group. However, as stated in Section 3(iii) above, the Board may have the option to distribute future dividends in the form of the treasury shares purchased pursuant to the Proposed Renewal of Share Buy-Back Authority.

THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK

9. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' SHAREHOLDINGS

The following table illustrates the direct and indirect interests of the Directors and Substantial Shareholders of UMSNGB as at the LPD: -

	Shareholding as at LPD				Shareholding after the Proposed Renewal of Share Buy-Back Authority			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%*	No. of Shares	%*	No. of Shares	%**	No. of Shares	%**
Substantial Shareholders								
UMSH	40,025,520	50.84	-	-	40,025,520	55.59	-	-
Ker Min Choo	9,867,200	12.53	2,079,700(1)	2.64	9,867,200	13.70	2,079,700(1)	2.89
Ip Tai Hoi Paul	6,234,643	7.92	40,025,520(2)	50.84	6,234,643	8.66	40,025,520(2)	55.59
CWLF	-	-	40,025,520(3)	50.84	-	-	40,025,520(3)	55.59
Cheng Wong	139,200	0.18	40,025,520(4)	50.84	139,200	0.19	40,025,520(4)	55.59
Dee Kim Huay	-	-	40,025,520(5)	50.84	-	-	40,025,520(5)	55.59
Directors								
Cheng Wong	139,200	0.18	40,050,520(6)	50.87	139,200	0.19	40,050,520(6)	55.63
Dee Kok Yong	70,000	0.09	-	-	70,000	0.10	-	-
Boon Joon Siang	-	-	-	-	-	-	-	-
Lai Lee Lee	-	-	-	-	-	-	-	-
Cheng Siow Chun	-	-	-	-	-	-	-	-
Persons connected to Substantial Shareholders and Directors								
Cheng Siow Wei	25,000	0.03	-	-	25,000	0.03	-	-
Cheng Onn	1,000	0.00	-	-	1,000	0.00	-	-

Notes:

* *Calculated based on 78,735,200 Shares as at the LPD which excludes a total of 1,264,800 Shares already purchased and retained as treasury shares.*

** *Assuming that the Proposed Renewal of Share Buy-Back Authority is undertaken in full and that the maximum of 8,000,000 Shares so purchased (including the 1,264,800 Shares already purchased) representing 10% of the issued and paid-up share capital of UMSNGB of 80,000,000 Shares as at the LPD, are to be retained as treasury shares and/or to be cancelled.*

(1) *Deemed interested by virtue of direct shares held by his family members in UMSNGB.*

(2) *Deemed interested by virtue of his direct interest in UMSH pursuant to Section 8 of the Act.*

(3) *Deemed interested by virtue of its direct interest in UMSH pursuant to Section 8 of the Act.*

(4) *Deemed interested by virtue of his indirect interest in UMSH held via CWLF and his spouse pursuant to Section 8 of the Act.*

(5) *Deemed interested by virtue of her interest in UMSH pursuant to Section 8 of the Act.*

(6) *Deemed interested by virtue of his:*
- *(i) Indirect shareholding in UMSH held via CWLF and spouse pursuant to Section 8 of the Act = 40,025,520*
- *(ii) Indirect interest by virtue of the shares held by his daughter pursuant to Section 59(11)(c) of the Act = 25,000*

10. PUBLIC SHAREHOLDING SPREAD

The Company will not undertake any Proposed Renewal of Share Buy-Back Authority if that will result in breach of Paragraph 8.02(1) of the Listing Requirements, which requires the Company to maintain a public shareholding spread of at least 25% of its total listed shares (excluding Treasury Shares) or such lower percentage of public shareholding spread as may be allowed by Bursa Securities. The Board is mindful of the public shareholding spread requirement and will continue to be mindful of such requirement when making any purchase of Shares by the Company.

The public shareholding spread of the Company as at the LPD was 25.77**%.** The Company will endeavor to ensure that the Proposed Renewal of Share Buy-Back Authority will not breach Paragraph 12.14 of the Listing Requirements which states that a listed company must not purchase its own Shares on Bursa Securities if the purchase(s) will result in the listed company being in breach of Paragraph 8.02(1) of the Listing Requirements.

11. IMPLICATIONS RELATING TO THE CODE

The Board does not anticipate any implication relating to the Code even if the allowed maximum amount of shares is purchased pursuant to the authority granted under the Proposed Renewal of Share Buy-Back Authority. In the event the number of voting shares of UMSNGB bought back subsequent to the date of this Statement result in the major shareholder and/or person(s) acting in concert triggering the mandatory general offer for the remaining voting shares not held by him/them, such major shareholder and/or person(s) acting in concert may consider seeking an exemption from the obligation to undertake a mandatory general offer under the Rules on Take-Overs, Mergers and Compulsory Acquisitions 2016 before a mandatory general offer is triggered. It is the intention of UMSNGB to implement the Proposed Renewal of Share Buy-Back Authority in a manner that will not result in any of the shareholders of UMSNGB having to undertake a mandatory general offer pursuant to the Code.

12. PURCHASES, RESALE AND CANCELLATION OF SHARES MADE IN THE PREVIOUS 12 MONTHS

The Company had not purchased, resold or cancelled any Shares in the previous twelve (12) months up to the LPD.

THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK

13. HISTORICAL SHARES PRICE

The monthly highest and lowest prices of Shares as traded on Bursa Securities for the past 12 months from April 2025 to March 2026 are as follows:-

	High RM	Low RM
2025		
April	0.940	0.850
May	0.950	0.940
June	0.970	0.910
July	0.975	0.910
August	0.990	0.950
September	0.990	0.915
October	0.970	0.920
November	0.940	0.920
December	0.910	0.900
2026		
January	0.900	0.850
February	0.960	0.800
March	0.910	0.890
Last transacted market price of Shares on 3 April 2026 being the day prior to the date of announcement of the Proposed Renewal of Share Buy-Back Authority.		RM0.900
Last transacted market price of Shares on 6 April 2026 being the latest practicable date prior to printing of this Statement.		RM0.900

(Source: https://www.investing.com/equities/ums-neiken-group-bhd-chart)

14. RISK FACTORS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The Board is not aware of any risk factors relating to the Proposed Renewal of Share Buy-Back Authority which could have a material adverse effect on the business or financial position of the UMSNGB Group.

15. INTERESTS OF THE DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

Save for the consequential increase in the percentage shareholdings and/or voting rights of the Directors and Major Shareholders of the Company as a result of the Proposed Renewal of Share Buy-Back Authority, none of the Directors and/or Major Shareholders of the Company and/or persons connected with them has any interest, direct or indirect, in the Proposed Renewal of Share Buy-Back Authority and, if any, the resale of the treasury shares.

16. DIRECTORS' RECOMMENDATION

The Board, having considered all aspects of the Proposed Renewal of Share Buy-Back Authority is of the opinion that the Proposed Renewal of Share Buy-Back Authority is in the best interest of the Company and its shareholders. Accordingly, the Board recommends that you vote in favour of the resolution pertaining to the Proposed Renewal of Share Buy-Back Authority to be tabled at the forthcoming 22nd AGM.

17. 22nd AGM

The resolution in respect of the Proposed Renewal of Share Buy-Back Authority is set out in the Notice of the 22nd AGM in the Annual Report 2025 of the Company. The AGM will be held at Pavilion Hall, Tasik Puteri Golf & Country Club, Bandar Tasik Puteri, 48000 Rawang, Selangor Darul Ehsan on Tuesday, 26 May 2026 at 10.00 a.m., for the purpose of considering and, if thought fit, passing, inter alia, the ordinary resolution to give effect to the Proposed Renewal of Share Buy-Back Authority.

If you are unable to attend and vote in person at the 22nd AGM, you may complete the instrument appointing a proxy and the power of attorney or other authority (if any) in physical form or electronic form. In the case of an appointment made in physical form, the Proxy Form must be deposited with the Company's Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, Drop-in Box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur. In the case of an appointment made in electronic form, the Proxy Form must be deposited via SRMY Vistra Portal at https://srmy.vistra.com.

All Proxy Forms submitted must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote.

The lodgement of the Proxy Form will not preclude you from attending and voting in person at the 22nd AGM should you subsequently decide to do so.

18. FURTHER INFORMATION

Save as disclosed herein, the Directors do not have any knowledge of any other information concerning the Proposed Renewal of Share Buy-Back Authority as shareholders and their professional advisers would reasonably require and expect to find in the Statement of Shareholders in relation to Proposed Renewal of Share Buy-Back Authority for the purpose of making an informed assessment as to the merits of approving the Proposed Renewal of Share Buy-Back Authority and the extent of the risks involved in doing so.

THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular/Statement has been seen and approved by the Board and they collectively and individually accept full responsibility for the accuracy of the information given herein and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any information herein misleading.

2. MATERIAL CONTRACTS

Neither UMSNGB nor any of its subsidiaries has entered into any material contracts during the two (2) years preceding the date of this Circular/Statement, other than contract entered into in the ordinary course of business.

3. MATERIAL LITIGATION, CLAIM AND ARBITRATION

Neither UMSNGB nor any of its subsidiaries is engaged in any material litigation, claims and arbitration either as plaintiff or defendant as at the date of this Circular/Statement and the Directors of UMSNGB do not have any knowledge of any proceedings pending or threatened against UMSNGB or its subsidiaries or of any facts likely to give rise to any proceedings which may materially affect the position or business of UMSNGB and its subsidiaries.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Registered Office of the Company at Unit 521, 5th Floor, Lobby 6, Block A, Damansara Intan, No. 1, Jalan SS20/27, 47400 Petaling Jaya, Selangor Darul Ehsan during normal business hours from Mondays to Fridays (except public holidays) from the date of this Circular/Statement up to and including the date of the AGM: -

(i) The Constitution of the Company;
(ii) The audited consolidated financial statements of the Company for the financial years ended 31 December 2024 and 31 December 2025; and
(iii) The latest unaudited consolidated financial results since the last audited financial statements.