



**UNISEM (M) BERHAD (183314-V)**  
(Incorporated in Malaysia)

**NOTICE OF ANNUAL GENERAL MEETING**

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NOTICE IS HEREBY GIVEN that the 24th Annual General Meeting of the Company will be held at the Grand Prince Ballroom, Level 3, Prince Hotel & Residence Kuala Lumpur, No. 4, Jalan Conlay, 50450 Kuala Lumpur on 29 May 2013, Wednesday at 10.30 a.m. to transact the following businesses:

1. To lay before the meeting the Audited Financial Statements for the financial year ended 31 December 2012 and the Reports of the Directors and the Auditors thereon. **Resolution 1**
  2. To approve the declaration of a final dividend of 4% or 2 sen per share tax-exempt for the financial year ended 31 December 2012. **Resolution 2**
  3. To approve the payment of Directors' fees amounting to RM1,126,000 for the financial year ended 31 December 2012. **Resolution 3**
  4. To re-elect the following Directors who retire pursuant to Article 124 of the Company's Articles of Association:-
    - (i) Mr Yen Woon @ Low Sau Chee **Resolution 4**
    - (ii) Mr Martin Giles Manen **Resolution 5**
  5. To re-elect the following Director who retires pursuant to Article 127 of the Company's Articles of Association:-
    - (i) Mr Lee Hoong Leong **Resolution 6**
  6. To re-appoint Y. Bhg. Prof. Tan Sri Dato' Dr. Mohd. Rashdan bin Haji Baba who retires pursuant to Section 129(6) of the Companies Act, 1965 until the conclusion of the next Annual General Meeting **Resolution 7**
  7. To appoint Deloitte KassimChan as Auditors until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **Resolution 8**
- As Special Business:
- To consider and, if thought fit, to pass the following resolution:-
8. **Authority To Allot Shares** **Resolution 9**

"That pursuant to Section 132D of the Companies Act, 1965 and subject to the approval of the relevant authorities (if any shall be required), the Directors be and are hereby empowered to issue in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued in any one financial year of the does not exceed 10% of the issued capital of the Company for the time being."
  9. **To retain directors as independent directors**

To approve the retention of the following directors to continue to act as independent directors in accordance with the Malaysian Code on Corporate Governance 2012:

    - (i) Y. Bhg. Prof. Tan Sri Dato' Dr. Mohd. Rashdan bin Haji Baba **Resolution 10**
    - (ii) Y. Bhg. Tan Sri Dato' Wong See Wah **Resolution 11**

10. **Proposed Grant of Share Options to Mr Lee Hoong Leong**

**Resolution 12**

“THAT the Directors be and are hereby authorised at any time, and from time to time, to offer and to grant option or options to Mr Lee Hoong Leong, an Executive Director of the Company, to subscribe for or purchase such number of ordinary shares of RM0.50 each in the Company (Unisem Shares) under the Unisem Group Executives’ Share Option Scheme (ESOS) as they shall deem fit, subject always to such terms and conditions of the ESOS By-Laws provided that:

- (i) not more than 50% of the Unisem Shares to be issued under the Scheme are to be allocated in aggregate to Executive Directors and senior management of the Unisem Group; and
- (ii) not more than 10% of the Unisem Shares to be issued under the Scheme are to be allocated to any individual eligible executive who, either singly or collectively through persons connected with that eligible executive, holds 20% or more in the issued and paid-up capital of the Company and the term “person connected with” shall have the same meaning as that assigned under Paragraph 1.01 of the Main Market Listing Requirements.

AND THAT the Directors be and are hereby authorised to allot and issue new Unisem Shares to him from time to time pursuant to the exercise of such options.”

11. To transact any other ordinary business for which due notice has been given.

**NOTICE OF BOOK CLOSURE**

NOTICE IS HEREBY GIVEN that the record of depositors will be closed on 5 June 2013 to determine shareholders’ entitlement to the final dividend of 4% or 2 sen per share tax-exempt for the financial year ended 31 December 2012. The dividend, if approved, will be paid on 19 June 2013.

A Depositor shall qualify for entitlement to the above dividend payment only in respect of:-

- (a) Shares transferred into the Depositor’s Securities Account before 4.00 p.m. on 5 June 2013 in respect of transfers;
- (b) Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the rules of the Bursa Malaysia Securities Berhad.

**By Order of the Board**

**CHUA HENG FATT (MACS 00264)**

**CHIN HOCK YEE (LS 8922)**

Company Secretaries

29 April 2013  
Kuala Lumpur

*Notes:*

- 1. *A member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.*
- 2. *Only members whose names appear in the Record of Depositors as at 21 May 2013 are entitled to attend, speak and vote at the AGM of the Company to be held on 29 May 2013.*
- 3. *A member may appoint more than two proxies to attend and vote at the same meeting. Where a member appoints two or more proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.*

4. *The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney or, if such appointor is a corporation, under its common seal or the hands of its attorney.*
5. *The instrument appointing a proxy shall be deposited at the Registered Office of the Company at Letter Box #95, 9<sup>th</sup> Floor, UBN Tower, 10, Jalan P. Ramlee, 50250 Kuala Lumpur, Malaysia not less than 48 hours before the time set for the meeting or any adjournment thereof.*
6. *Explanatory Note on Special Business*

#### **Resolution 9**

*The proposed Resolution 9, if passed, will give the Directors of the Company, from the date of the above Annual General Meeting, authority to issue not more than 10% of the issued share capital of the Company. Such issuance of shares will still be subject to the approvals of the Securities Commission and the Bursa Malaysia Securities Berhad. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.*

*The Company had, at the 23rd Annual General Meeting held on 22 May 2012, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 132D of the Companies Act, 1965 (the "Act"). No new shares of the Company were issued or allotted during the year pursuant to this mandate.*

*The proposed Resolution 9 is a renewal of the general mandate for issuance of shares by the Company under Section 132D of the Act. At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is obtained, the Company will make an announcement in respect of the purpose and utilisation of proceeds arising from such issue.*

*The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.*

#### **Resolution 10 & 11**

*The proposed Resolutions 10 & 11, if passed, will allow the named directors to continue to act as independent directors notwithstanding that they have served a cumulative term of over nine years as independent directors.*

*The Board after the annual assessment of the Directors' independence has determined that Y. Bhg. Prof. Tan Sri Dato' Dr. Mohd. Rashdan bin Haji Baba, who has served as an independent director of the Company for 14 years and Y. Bhg. Tan Sri Dato' Wong See Wah who has served as an independent director of the Company for 10 years, have met the independence guidelines and criteria as set out in the Bursa Securities Listing Requirements. They have always acted independently and objectively in expressing their views and in participating in deliberations of the Board/Board Committees. Both Y. Bhg. Prof. Tan Sri Dato' Dr. Mohd. Rashdan bin Haji Baba and Y. Bhg. Tan Sri Dato' Wong See Wah are free from any interest and any business, family or other relationship which could, or could reasonably be perceived to, interfere with their ability to carry out their roles as independent directors.*

#### **Resolution 12**

*The Company had established an Executives' Share Option Scheme (ESOS) in 2010. The salient features of the ESOS are set out under Note 28 to the Financial Statements on pages 115 to 117 in the annual report.*

*The proposed Resolution 12, if passed, will give the Directors of the Company, from the date of the above Annual General Meeting, authority to grant option or options to Mr Lee Hoong Leong, an Executive Director of the Company, to subscribe for or purchase such number of ordinary shares of RM0.50 each in the Company under the ESOS as they shall deem fit, subject always to such terms and conditions of the ESOS By-Laws and that the Directors of the Company will be given the authority to allot and issue new Unisem Shares to Mr Lee Hoong Leong from time to time pursuant to the exercise of such options.*