



UNISEM (M) BERHAD

198901006009 (183314-V)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 31st Annual General Meeting (“31st AGM”) of the Company will be conducted entirely through live streaming from the broadcast venue at Unisem (M) Berhad, Board Room, 9th Floor UBN Tower, 10 Jalan P Ramlee, 50250 Kuala Lumpur on 25 June 2020, Thursday 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 2019 and the Reports of the Directors and the Auditors thereon.
2. To approve the payment of Directors’ fees amounting to RM1,355,400 for the financial year ended 31 December 2019. **Resolution 1**
3. To re-elect the following Directors who retire pursuant to Regulation 115 of the Constitution of the Company:-
 - (i) Mr Ang Chye Hock **Resolution 2**
 - (ii) Y. Bhg. Dato’ Gregory Wong Guang Seng **Resolution 3**
 - (iii) Mr Alexander Chia Jhet-Wern **Resolution 4**
4. To re-elect Mr Ju Feng who retires pursuant to Regulation 118 of the Constitution of the Company. **Resolution 5**
5. To appoint Deloitte PLT as Auditors until the conclusion of the next Annual General Meeting and to authorize the Directors to fix their remuneration. **Resolution 6**

As Special Business:

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

6. Authority To Allot Shares

“THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 and subject to the approval of the relevant authorities (if any shall be required), the Directors be and are hereby empowered to issue and allot shares in the Company from time to time to such persons and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued during the preceding 12 months does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued from Bursa Malaysia Securities Berhad.

Resolution 7

THAT such approval shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting of the Company held after the approval was given;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required to be held after the approval was given; or
- (iii) revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.”

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

By Order of the Board

CHIN HOCK YEE
SSM PC No. 201908003237
(LS 8922)

KUAN HUI FANG
SSM PC No. 202008001235
(MIA16876)
Company Secretaries

27 May 2020
Kuala Lumpur

Notes:**1. IMPORTANT NOTICE**

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. Members WILL NOT BE ALLOWED to attend the 31st AGM in person at the Broadcast Venue on the day of the meeting.

Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the 31st AGM via the Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn. Bhd. via its TIH Online website at <https://tiah.online>. Please follow the Procedures for RPV in the Administrative Guide on the 31st AGM to participate remotely via RPV.

2. A member entitled to participate via RPV at the 31st AGM is entitled to appoint not more than two (2) proxies to participate via RPV in his stead. A proxy need not be a member of the Company.
3. Only members whose names appear in the Record of Depositors as at 18 June 2020 are entitled to participate via RPV at the 31st AGM of the Company to be held on 25 June 2020.
4. Where a member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each securities account it holds, with ordinary shares of the Company standing to the credit of the said securities account to attend, participate and vote remotely via RPV at the 31st AGM.
5. Where a member is an exempt authorised nominee (as defined under the SIDCA) which holds ordinary share in the Company for multiple beneficial owners in one securities account (omnibus account), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. Each beneficial owner of the shares or where the shares are held on behalf of joint beneficial owners, such joint beneficial owners, shall be entitled to instruct the exempt authorised nominee to appoint the Chairman of the meeting to attend, participate and vote at the 31st AGM via RPV on his/her/their behalf.
6. Where a member appoints more than one proxy, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
7. 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.
8. The instrument appointing a proxy either in writing or in electronic form shall be deposited at the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd, at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or via TIH Online at <https://tiah.online> not less than forty-eight (48) hours before the time set for the meeting or any adjournment thereof. Kindly refer to the Administrative Guide for further information on electronic submission of proxy form.
9. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time set for the meeting or adjourned general meeting at which the person named in the appointment proposes to vote.
10. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of a poll.
11. Explanatory Note on Special Business

Resolution 7

The proposed Resolution 7, if passed, will grant a renewed mandate and provide flexibility for the Company to empower the Directors of the Company, from the date of the above Annual General Meeting, to issue new ordinary shares of not more than 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being. In order to avoid any delay and costs involved in convening a general meeting to approve such issuance of ordinary shares, this renewed mandate will provide flexibility to the Company for any possible fund raising activities for purpose of financing future investments, major capital expenditure, acquisitions, and/or working capital purposes. 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 30th Annual General Meeting held on 25 April 2019, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Sections 75 and 76 of the Companies Act, 2016. As at the date of this Notice, no new shares of the Company were issued or allotted pursuant to this mandate.

The proposed Resolution 7 is a renewal of the general mandate for issuance of shares by the Company under Sections 75 and 76 of the Companies Act, 2016. At this juncture, there is no decision to issue new shares.



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STATEMENT ACCOMPANYING **NOTICE OF ANNUAL GENERAL MEETING**

DIRECTORS WHO ARE SEEKING RE-ELECTION AT THE 31ST ANNUAL GENERAL MEETING OF THE COMPANY

The details of the directors seeking re-election and re-appointment are set out in their respective profiles on pages 72 to 77 of the 2019 Annual Report of the Company. The details of their interest in the securities of the Company are set out in the Statement of Directors' Interest on page 186 of the Annual Report.