

NOTICE OF PROVISIONAL ALLOTMENT

Terms defined in the Abridged Prospectus dated 26 August 2013 ("**Abridged Prospectus**") shall have the same meanings when used in this Notice of Provisional Allotment ("**NPA**") unless stated otherwise.

The provisional allotted Rights ICULS with Warrants as contained in this NPA are prescribed securities pursuant to Section 14(5) of the Securities Industry (Central Depositories) Act, 1991, as amended from time to time ("**SICDA**"). Therefore, all dealings in the provisional allotted Rights ICULS with Warrants will be subject to the SICDA and the Rules of Bursa Malaysia Depository Sdn Bhd ("**Bursa Depository**").



UNIMECH GROUP BERHAD

(Company No. 407580-X)
(Incorporated in Malaysia under the Companies Act, 1965)

RENOUCEABLE RIGHTS ISSUE OF UP TO RM33,390,333 NOMINAL VALUE OF 5-YEAR 5.00% IRREDEEMABLE CONVERTIBLE UNSECURED LOAN STOCK OF 100% OF ITS NOMINAL VALUE OF RM1.00 EACH ("ICULS") ON THE BASIS OF ONE (1) RM1.00 NOMINAL VALUE OF ICULS FOR EVERY FOUR (4) ORDINARY SHARES OF RM0.50 IN UNIMECH GROUP BERHAD ("UNIMECH") HELD IN UNIMECH ("UNIMECH SHARE(S)") ("RIGHTS ICULS") AT 5.00 P.M. ON 26 AUGUST 2013 ("ENTITLEMENT DATE") TOGETHER WITH UP TO 66,780,666 FREE NEW WARRANTS ("WARRANT(S)") ON THE BASIS OF TWO (2) WARRANTS FOR EVERY ONE (1) RIGHTS ICULS SUBSCRIBED FOR PAYABLE IN FULL UPON ACCEPTANCE BASED ON A MINIMUM SUBSCRIPTION OF 12,040,625 RIGHTS ICULS ("RIGHTS ISSUE OF ICULS WITH WARRANTS")

Adviser



RHB Investment Bank Berhad

(Company No. 19663-P)
(A Participating Organisation of Bursa Malaysia Securities Berhad)

To: The Shareholders of Unimech

Dear Sir/ Madam,

Our Board of Directors ("**Board**") has provisionally allotted to you the number of Rights ICULS with Warrants as indicated below ("**Provisional Allotment**"), in accordance with the approval of the Controller of Foreign Exchange (via Bank Negara Malaysia) via its letter dated 22 May 2013, the Bursa Malaysia Securities Berhad ("**Bursa Securities**") vide its letter dated 20 May 2013, the Securities Commission Malaysia ("**SC**") vide its letter dated 8 July 2013 and the ordinary resolutions and special resolution passed by our shareholders at the Extraordinary General Meeting held on 20 June 2013 in relation to the Rights Issue of ICULS with Warrants.

We wish to advise that the following number of Provisional Allotment in respect of the Rights Issue of ICULS with Warrants have been confirmed by Bursa Depository and upon acceptance will be credited into your Central Depository System ("**CDS**") account subject to the terms and conditions stated in the Abridged Prospectus and the Rights Subscription Form dated 26 August 2013 ("**RSF**") issued by the Company.

The Provisional Allotment is made subject to the provisions in the Abridged Prospectus issued by our Company. Bursa Securities has already prescribed the securities of our Company listed on the Main Market of Bursa Securities to be deposited with Bursa Depository. Accordingly, the Provisional Allotment are prescribed securities and as such, all dealings in the Provisional Allotment will be by way of book entries through CDS Accounts and will be governed by the SICDA and the Rules of Bursa Depository.

ALL RIGHTS ICULS WITH WARRANTS TO BE ISSUED PURSUANT TO THE RIGHTS ISSUE OF ICULS WITH WARRANTS WILL BE ALLOTTED BY WAY OF CREDITING THE RIGHTS ICULS AND WARRANTS INTO THE CDS ACCOUNTS OF THE SHAREHOLDER(S) OF UNIMECH WHOSE NAMES APPEAR IN THE RECORD OF DEPOSITORS OF UNIMECH ON THE ENTITLEMENT DATE FOR THE RIGHTS ISSUE OF ICULS WITH WARRANTS ("ENTITLED SHAREHOLDERS") AND/ OR THEIR RENOUNCEE(S) (IF APPLICABLE). NO PHYSICAL SHARE CERTIFICATE WILL BE ISSUED BUT NOTICES SHALL BE DESPACHED.

Our Board reserves the right to allot any Rights ICULS with Warrants which are not taken up or not validly taken up by the Entitled Shareholders and/or their renounee(s) (if applicable) prior to excess application pursuant to the Rights Issue of ICULS with Warrants ("**Excess Rights ICULS with Warrants**") applied for under Part III of the RSF, to the entitled shareholders and/or their renounee(s) (if any) who have applied for excess Rights ICULS with Warrants on a fair and equitable basis and in such manner as our Board shall in their absolute discretion deem fit and expedient, to be in the best interest of our Company, and as such that the incidence of odd lots will be minimised. It is the intention of our Board to allot the Excess Rights ICULS with Warrants in the following priority:

- (i) firstly, to minimise the incidence of odd lots;
- (ii) secondly, on a pro-rata basis and in board lots to the Entitled Shareholders who have applied for the Excess Rights ICULS with Warrants, calculated based on their respective shareholdings in the Company as at the Entitlement Date;
- (iii) thirdly, on a pro-rata basis to the Entitled Shareholders who have applied for the Excess Rights ICULS with Warrants, calculated based on the quantum of the Excess Rights ICULS with Warrants applied for; and
- (iv) finally, on a pro-rata basis to the renounee(s) who have applied for the Excess Rights ICULS with Warrants, calculated based on the quantum of the Excess Rights ICULS with Warrants applied for.

Our Board also reserves the right not to accept or to accept any application for Excess Rights ICULS with Warrants in part only, without providing any reasons.

NAME, ADDRESS AND CDS ACCOUNT NUMBER OF ENTITLED SHAREHOLDER

NUMBER OF UNIMECH SHARES HELD AT 5.00 P.M. ON 26 AUGUST 2013	NUMBER OF RIGHTS ICULS PROVISIONALLY ALLOTTED TO YOU	NUMBER OF WARRANTS PROVISIONALLY ALLOTTED TO YOU	AMOUNT PAYABLE IN FULL UPON ACCEPTANCE AT RM1.00 PER RIGHTS ICULS WITH WARRANTS (RM)

IMPORTANT RELEVANT DATES AND TIME:	
Entitlement Date	: Monday, 26 August 2013 at 5.00 p.m.
Commencement date and time for sale of provisional allotment of rights	: Tuesday, 27 August 2013 at 9.00 a.m.
Last date and time for sale of provisional allotment of rights	: Monday, 2 September 2013 at 5.00 p.m.
Last date and time for transfer of provisional allotment of rights.....	: Thursday, 5 September 2013 at 4.00 p.m.
Last date and time for acceptance and payment	: Tuesday, 10 September 2013 at 5.00 p.m.*
Last date and time for excess application and payment	: Tuesday, 10 September 2013 at 5.00 p.m.*

* or such later date and time as the Board may determine and announce not less than two (2) market days before the stipulated date and time.

By order of the Board
Angelina Cheah Gaik Suan (MAICSA 7035272)
Lee Mei Mei (MAICSA 7062284)
Company Secretaries

Share Registrar
Plantation Agencies Sdn Berhad (2603-D)
3rd Floor, Standard Chartered Bank Chambers
Lebuh Pantai
10300 Penang
Tel: 04-262 5333
Fax: 04-262 2018

THIS NOTICE OF PROVISIONAL ALLOTMENT IS DATED 26 AUGUST 2013

WARNING: DO NOT DETACH ANY PART OF THIS DOCUMENT AND PLEASE SEND THIS DOCUMENT IN ITS ENTIRETY TO THE SHARE REGISTRAR

NOTES AND INSTRUCTIONS FOR COMPLETION OF THIS RSF

THIS RSF IS NOT A TRANSFERABLE OR NEGOTIABLE INSTRUMENT. IN ACCORDANCE WITH THE CAPITAL MARKETS AND SERVICES ACT 2007, THIS RSF MUST NOT BE CIRCULATED UNLESS ACCOMPANIED BY THE ABRIDGED PROSPECTUS DATED 26 AUGUST 2013.

IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY. All enquiries concerning the procedures for acceptance, payment and excess application for the Rights Issue of ICULS with Warrants should be addressed to the Share Registrar of the Company, Plantation Agencies Sdn. Berhad at 3rd Floor, Standard Chartered Bank Chambers, Lebuh Pantai, 10300, Penang. **INVESTORS SHOULD READ AND UNDERSTAND THE CONTENTS OF THE ABRIDGED PROSPECTUS TO WHICH THIS RSF RELATES BEFORE COMPLETING THIS RSF.**

The Abridged Prospectus is issued in compliance with the laws of Malaysia only. This RSF together with the Abridged Prospectus and the Notice of Provisional Allotment ("NPA") is not intended to be (and will not be) issued, circulated or distributed, and the Rights Issue of ICULS with Warrants will not be made or offered or deemed to be made or offered for purchase or subscription, in countries or jurisdictions other than Malaysia or to persons who are or may be subject to the laws of countries or jurisdictions other than the laws of Malaysia. No action has been or will be taken to ensure that the Rights Issue of ICULS with Warrants and the Abridged Prospectus, together with the NPA and the RSF comply with the laws of any countries or jurisdictions other than the laws of Malaysia. The Rights Issue of ICULS with Warrants to which the Abridged Prospectus, together with the NPA and the RSF relates, is only available to persons receiving these documents within Malaysia. Accordingly, these documents will not be despatched to entitled shareholders who do not have a registered address in Malaysia as stated in the Record of Depositors of the Company on the Entitlement Date. Any entitled shareholders and/or their renounee(s) (if applicable) who are residents in countries or jurisdictions other than Malaysia should therefore immediately consult their legal advisers and/or other professional advisers as to whether the acceptance and/or renunciation (as the case may be) of all or any part of their entitlements to the Rights ICULS with Warrants would result in the contravention of any laws of such countries or jurisdictions. Such entitled shareholders and/or their renounee(s) (if applicable) should note the additional terms and restrictions as set out in Section 3.10 of the Abridged Prospectus. Neither the Company, RHB Investment Bank Berhad ("RHBIB") nor any other professional advisers shall accept any responsibility or liability whatsoever to any party in the event that any acceptance and/or renunciation (as the case may be) of the entitlement to the Rights ICULS with Warrants made by the entitled shareholders and/or their renounee(s) (if applicable) (as the case may be) is or shall become illegal, unenforceable, voidable or void in any such countries or jurisdictions in which the entitled shareholders and/or their renounee(s) are residents.

A copy of the Abridged Prospectus has been registered with the Securities Commission Malaysia ("SC"). A copy of the Abridged Prospectus together with the NPA and the RSF has also been lodged with the Registrar of Companies who takes no responsibility for the contents of these documents.

Approvals for the Rights Issue of ICULS with Warrants have been obtained from the Controller of Foreign Exchange (via Bank Negara Malaysia) vide its letter dated 22 May 2013, the SC vide its letter dated 8 July 2013 and 22 August 2013 and from the shareholders of Unimech through the ordinary resolutions and special resolution passed at the Extraordinary General Meeting held on 20 June 2013. Approval-in-principle has been obtained from Bursa Malaysia Securities Berhad ("Bursa Securities") via its letter dated 20 May 2013 for the admission of the ICULS and Warrants on the official list of Bursa Securities and for the listing of and quotation for the Rights ICULS, Warrants and the new Unimech Shares to be issued upon the conversion of the ICULS and the exercise of Warrants on the Main Market of Bursa Securities. The official listing of and quotation for Rights ICULS and Warrants will commence after receipt of confirmation from Bursa Malaysia Depository Sdn Bhd ("Bursa Depository") that all the Central Depository System ("CDS") accounts of the entitled shareholders and/or their renounees (if applicable) have been duly credited and notices of allotment have been despatched to the successful applicants.

Neither the SC nor Bursa Securities takes any responsibility for the correctness and accuracy of any statements made or opinions expressed herein. Admission for the said new securities to the Official List and quotation of the said securities on the Bursa Securities are in no way reflective of the merits of the Rights Issue of ICULS with Warrants.

Our Directors have seen and approved all the documentations relating to the Rights Issue of ICULS with Warrants, including the Abridged Prospectus, together with the NPA and RSF. They collectively and individually accept full responsibility for the accuracy of the information given and confirm that, after having made all reasonable inquiries and to the best of their knowledge and belief, there are no false or misleading statements or other facts which if omitted would make the statements in these documents false or misleading.

The provisionally allotted Rights ICULS with Warrants are prescribed securities pursuant to Section 14(5) of the Security Industry (Central Depositories) Act, 1991 and therefore, the Securities Industry (Central Depository) Act, 1991, Security Industry (Central Depositories) (Amendment) Act, 1998 and the Rules of the Bursa Depository shall apply in respect of dealings of the provisionally allotted Rights ICULS with Warrants.

Unless otherwise stated, the unit of currency used in this RSF is Ringgit Malaysia (or "RM" in abbreviation) and sen. Terms defined in the Abridged Prospectus shall have the same meanings when used in this documents, unless they are otherwise defined here or other context otherwise requires.

INSTRUCTIONS:

(I) LAST DATE AND TIME FOR ACCEPTANCE, APPLICATION AND PAYMENT

This RSF is valid for acceptance and/or application until **5.00 p.m. on Tuesday, 10 September 2013**, or such extended date and time as our Board may decide at their absolute discretion. Where the closing date for acceptance is extended from the original closing date, the announcement of such extension will be made not less than two (2) market days before the original closing date.

(II) FULL OR PART ACCEPTANCE AND PAYMENT

If you and/or your renounee(s) wish to accept all or any part of the Rights ICULS with Warrants, please complete Parts I and III of this RSF in accordance with the notes and instructions contained herein and return this RSF, together with the appropriate remittance made in RM for the full amount payable for the Rights ICULS with Warrants accepted in the form of Banker's Draft(s), Cashier's Order(s), Money Order(s) or Postal Order(s) drawn on a bank or post office in Malaysia crossed "**ACCOUNT PAYEE ONLY**", made payable to "**UNIMECH RIGHTS ICULS ACCOUNT**" and endorsed on the reverse side with your name, old/new NRIC No./ Company No./ Passport No./ Armed Forces No./ Police Personnel No., address and CDS account number in block letters so as to be received by our Share Registrar by 5.00 p.m. on Tuesday, 10 September 2013 (or such later date and time as our Board may determine at their absolute discretion and announce not less than two (2) market days before the stipulated date and time). Cheques or any other mode(s) of payment are not acceptable.

If acceptance of and payment for the Provisional Allotment by you and/or your renounee(s) are not received by our Share Registrar by 5.00 p.m. on Tuesday, 10 September 2013 (or such later date and time as our Board may determine at their absolute discretion and announce not less than two (2) market days before the stipulated date and time), the provisional entitlement made to you or the remainder thereof (as the case may be) will be deemed to have been declined and will be cancelled. Our Board will then reserve the right to allot such Rights ICULS with Warrants to the applicants who have applied for the Excess Rights ICULS with Warrants in the manner as set out in note (III) below.

The remittance must be made in the exact amount payable for the Rights ICULS with Warrants accepted (ROUNDED UP TO THE NEAREST SEN). No acknowledgement of receipt of this RSF or application monies in respect of the Rights Issue of ICULS with Warrants will be made by our Company or our Share Registrar. However, if your application is successful, you will be allotted with your Rights ICULS with Warrants and a notice of allotment will be despatched to you by ordinary post to the address shown on our Record of Depositors provided by Bursa Depository at your own risk within eight (8) market days from the last date for acceptance of and payment for the Rights ICULS with Warrants or such other period as may be prescribed by Bursa Securities.

(III) APPLICATION FOR EXCESS RIGHTS ICULS WITH WARRANTS

If you and/or your renounee(s) (if applicable) wish to apply for additional Rights ICULS with Warrants in addition to those allotted to you and/or your renounee(s) (if applicable), please complete Part II of this RSF (in addition to Parts I and III) and forward this RSF with a **separate remittance made in RM** for the full amount payable for the Excess Rights ICULS with Warrants applied for, to our Share Registrar. Payment for the Excess Rights ICULS with Warrants applied for should be made in the same manner as described in note (II) above, and in the form of Banker's Draft(s), Cashier's Order(s), Money Order(s) or Postal Order(s) drawn on a bank or post office in Malaysia crossed "**ACCOUNT PAYEE ONLY**", made payable to "**UNIMECH EXCESS RIGHTS ICULS ACCOUNT**" and endorsed on the reverse side with your name, old/new NRIC No./ Company No./ Passport No./ Armed Forces No./ Police Personnel No., address and CDS account number in block letters so as to be received by our Share Registrar by **5.00 p.m. on Tuesday, 10 September 2013** (or such later date and time as our Board may determine and announce not less than two (2) market days before the stipulated date and time).

No acknowledgement of receipt of this RSF or application monies in respect of the Excess Rights ICULS with Warrants will be issued. However, if your application is successful, you will be allotted with your Rights ICULS with Warrants and a notice of allotment will be despatched to you by ordinary post to the address shown on our Record of Depositors provided by Bursa Depository at your own risk within eight (8) market days from the last date for acceptance of and payment for the Excess Rights ICULS with Warrants or such other period as may be prescribed by Bursa Securities.

In respect of unsuccessful or partially successful Excess Rights ICULS with Warrants applications, the full amount or the balance of the application monies, as the case may be, shall be refunded without interest and shall be despatched to the applicant by ordinary post to the address as shown on our Record of Depositors provided by Bursa Depository at your own risk within 15 market days from the last date of acceptance and payment for the Excess Rights ICULS with Warrants.

Our Board reserves the right to allot any Excess Rights ICULS with Warrants applied for under Part II of this RSF, on a fair and equitable basis and in such manner as our Board shall in their absolute discretion deem fit and expedient, to be in the best interest of our Company, and as such that the incidence of odd lots will be minimised. It is the intention of our Board to allot the Excess Rights ICULS with Warrants in the following priority: firstly, to minimise the incidence of odd lots; secondly, on a pro-rata basis and in board lots to the entitled shareholders who have applied for Excess Rights ICULS with Warrants, calculated based on their respective shareholdings in our Company as at the Entitlement Date; thirdly, on a pro-rata basis to the entitled shareholders who have applied for the Excess Rights ICULS with Warrants, calculated based on the quantum of the Excess Rights ICULS with Warrants applied for; and finally, on a pro-rata basis to the renounee(s) who have applied for the Excess Rights ICULS with Warrants, calculated based on the quantum of the Excess Rights ICULS with Warrants applied for.

(IV) SALE OR TRANSFER OF PROVISIONAL ALLOTMENT

If you and/or your renounee(s) wish to sell or transfer all or part of your and/or their entitlement to the Provisional Allotment to one (1) or more person(s), you may do so immediately through your stockbroker(s) for the period up to the last date and time for sale or transfer of such Provisional Allotment, without first having to request us for a split of the Provisional Allotment standing to the credit of your and/or their CDS Accounts. To sell or transfer all or part of your and/or their entitlement to the Provisional Allotment, you and/or your renounee(s) may sell such entitlement on the open market or transfer such entitlement to such persons as may be allowed under the Rules of Bursa Depository.

If you have sold or transferred only part of the Provisional Allotment, you and/or your renounee(s) may still accept the balance of the Provisional Allotment by completing Parts I and III of this RSF.

In selling or transferring all or part of your Provisional Allotment, you and/or your renounee(s) need not deliver any document including this RSF to your stockbroker(s). However, you and/or your renounee(s) must ensure that there is sufficient Provisional Allotment standing to the credit of your CDS Accounts that are available for settlement of the sale or transfer.

Purchaser(s) or transferee(s) who have purchased the Provisional Allotment from the open market may obtain a copy of this RSF and/or from his/ her/ their stockbroker(s), our Share Registrar, our Registered Office or the website of Bursa Securities (<http://www.bursamalaysia.com>).

(V) GENERAL INSTRUCTIONS

- All applicants must sign on the front page of this RSF. All corporate bodies must affix their Common Seal.
- Rights ICULS with Warrants subscribed by the entitled shareholders and/or their renounee(s) (if applicable) will be credited into their respective CDS Accounts as stated in this RSF or the exact accounts appearing on Bursa Depository's Record of Depositors.
- Any interest or other benefit accruing on or arising from or in connection with any application monies shall be for the benefit of our Company and our Company shall not be under any obligation to account for such interest or other benefit to you.
- The contract arising from the acceptance of the Provisional Allotment and the excess Rights ICULS with Warrants by you shall be governed by and construed in accordance with the laws of Malaysia, and you shall be deemed to have irrevocably and unconditionally submitted to the exclusive jurisdiction of the courts of Malaysia in respect of any matter in connection with this RSF and the contract arising therefrom.
- Our Board reserves the right not to accept or to accept any application if the instructions herein stated are not strictly adhered to or which are illegible.
- Malaysian Revenue Stamp (NOT POSTAGE STAMP) of RM10.00 must be affixed on this RSF.