



UNISEM (M) BERHAD

(183314-V) (Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 28th Annual General Meeting of the Company will be held at the Concorde Ballroom, Lobby Level, Concorde Hotel Kuala Lumpur, No. 2, Jalan Sultan Ismail, 50250 Kuala Lumpur on 26 April 2017, 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 2016 and the Reports of the Directors and the Auditors thereon.
2. To approve the declaration of a final dividend of 4 sen per share tax-exempt for the financial year ended 31 December 2016.
3. To approve the payment of Directors' fees amounting to RM1,826,125 for the financial year ended 31 December 2016, an increase of RM215,125 from RM1,611,000 in 2015.
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
 - (ii) Mr Ang Chye Hock
 - (iii) Y.Bhg Dato' Gregory Wong Guang Seng
 - (iv) Mr Alexander Chia Jhet-Wern
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.

As Special Business:

To consider and, if thought fit, to pass the following resolution:-

6. Authority To Allot Shares
"That pursuant to Section 76(2) 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 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 Company does not exceed 10% of the issued capital of the Company for the time being."
7. Any other business

NOTICE OF BOOK CLOSURE

NOTICE IS HEREBY GIVEN that the record of depositors will be closed on 3 May 2017 to determine shareholders' entitlement to the final dividend of 4 sen per share tax-exempt for the financial year ended 31 December 2016. The dividend, if approved, will be paid on 19 May 2017.

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 3 May 2017 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

3 April 2017
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 19 April 2017 are entitled to attend, speak and vote at the AGM of the Company to be held on 26 April 2017.
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, 9th 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. 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.
7. Explanatory Note on Special Business

Resolution 8

The proposed Resolution 8, 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 27th Annual General Meeting held on 28 April 2016, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 132D of the Companies Act, 1965. No new shares of the Company were issued or allotted during the year pursuant to this mandate.

The proposed Resolution 8 is a renewal of the general mandate for issuance of shares by the Company under Section 76(2) of the Companies Act, 2016. 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.