

General Announcement

Form Version 7 (Enhanced)

Submitted

Initiated by UNISEM on 03/06/2010 05:48:32 PM

Submitted by UNISEM on 04/06/2010 05:47:13 PM

Reference No UU-100603-64112

Company Information

Main Market Company

New Announcement

Submitting Investment Bank/Advisor (if applicable)

Submitting Secretarial Firm (if applicable)

* Company name	UNISEM (M) BERHAD
* Stock name	UNISEM
* Stock code	5005
* Contact person	CHIN HOCK YEE
* Designation	Company Secretary
* Contact number	03 2072 3760

E-mail address

Type * Announcement

Subject *: Notice of Extraordinary General Meeting

Note: If the announcement is a long announcement, please summarize the announcement in the contents and enter the details of the announcement in the Announcement Details or attached the full details of the announcement as attachment.

Contents *:-

(This field is to be used for the summary of the announcement)

The Company hereby gives notice that the Extraordinary General Meeting of the Company will be held at Nirwana Ballroom 2, Lower Lobby, Crowne Plaza Mutiara Kuala Lumpur, Jalan Sultan Ismail, 50250 Kuala Lumpur on Tuesday, 29 June 2010 at 10.30 a.m. or immediately following the conclusion or adjournment (as the case may be) of the Twenty-First Annual General Meeting of the Company, which will be held at the same place and on the same day at 10.00 a.m..

Please refer to the attached for the Notice of Extraordinary General Meeting of the Company dated 7 June 2010.

Announcement Details :-

(This field is for the details of the announcement, if applicable)

Attachment(s):- (please attach the attachments here)

[Notice of EGM.pdf](#)

Tables Section - This section is to be used to create and insert tables. Please make the appropriate reference to the table(s) in the Contents of the Announcement:



UNISEM (M) BERHAD

(Company No. 183314-V)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of Unisem (M) Berhad (“**Unisem**” or “**Company**”) will be held at Nirwana Ballroom 2, Lower Lobby, Crowne Plaza Mutiara Kuala Lumpur, Jalan Sultan Ismail, 50250 Kuala Lumpur on Tuesday, 29 June 2010 at 10.30 a.m. or immediately following the conclusion or adjournment (as the case may be) of the Twenty-First Annual General Meeting of our Company, which will be held at the same place and on the same day at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following ordinary resolutions:

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF 155,575,704 NEW ORDINARY SHARES OF RM0.50 EACH IN UNISEM (“BONUS SHARES”) ON THE BASIS OF THREE (3) BONUS SHARES FOR EVERY TEN (10) EXISTING ORDINARY SHARES OF RM0.50 EACH IN UNISEM (“UNISEM SHARES”) HELD AS AT AN ENTITLEMENT DATE TO BE DETERMINED LATER (“ENTITLEMENT DATE”) (“PROPOSED BONUS ISSUE”)

“**THAT** subject to the approvals of all relevant authorities, including but not limited to, the approval of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) for the listing of and quotation for the Bonus Shares to be issued hereunder, approval be and is hereby given to the Board of Directors of Unisem (“**Directors**”) to capitalise and apply a total sum of RM77,787,852 from the share premium account of the Company, the details of which are set out in Section 2.1.2 of the Circular to Shareholders of Unisem dated 7 June 2010;

THAT the Directors be and are hereby authorised to apply such sums and to issue at par the Bonus Shares to be credited as fully paid-up and such Bonus Shares to be allotted to the shareholders of the Company whose names appear on the Record of Depositors of Unisem as at the Entitlement Date, in the proportion of three (3) Bonus Shares for every ten (10) existing Unisem Shares held and that fractional entitlements shall be dealt in the manner as the Directors shall in their absolute discretion deem expedient in the interest of the Company;

THAT such Bonus Shares shall, upon allotment and issuance, rank equally in all respects with the existing Unisem Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other distributions, that may be declared by the Company on entitlement date which are prior to the date of allotment and issuance of the Bonus Shares, as the case may be;

AND THAT the Directors be and are hereby authorised to give effect to the Proposed Bonus Issue with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities and to deal with all matters relating thereto and to take such steps and to do all acts and things in any manner as they deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Bonus Issue.”

ORDINARY RESOLUTION 2

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 168,540,346 NEW WARRANTS IN UNISEM (“WARRANTS”) TO ALL SHAREHOLDERS OF UNISEM ON THE BASIS OF ONE (1) NEW WARRANT FOR EVERY FOUR (4) EXISTING UNISEM SHARES HELD AFTER THE PROPOSED BONUS ISSUE AS AT THE ENTITLEMENT DATE (“PROPOSED RIGHTS ISSUE OF WARRANTS”)

“THAT subject to the approvals of all relevant authorities, including but not limited to, the approval of Bursa Securities for the admission of Warrants to the Official List of Bursa Securities and for the listing of and quotation for the Warrants and the new Unisem Shares to be issued pursuant to the exercise of the Warrants, approval be and is hereby given to the Directors to:

- (i) provisionally allot and issue by way of a renounceable rights issue of up to 168,540,346 Warrants to the registered shareholders of the Company whose names appear on the Record of Depositors of Unisem as at the Entitlement Date, on the basis of one (1) new Warrant for every four (4) existing Unisem Shares held on such date;
- (ii) constitute the Warrants upon the terms and conditions of a deed poll to be executed by the Company, the salient terms of which are set out in Section 2.2.3 of the Circular to Shareholders of Unisem dated 7 June 2010 (“**Deed Poll**”) and to enter into and execute the Deed Poll constituting the Warrants and to do all acts, deeds and things as they may deem fit or expedient in order to implement, finalise and give full effect to the aforesaid Deed Poll; and
- (iii) issue and allot such number of new Unisem Shares credited as fully paid-up to the holders of the Warrants pursuant to the exercise of the Warrants during the period commencing on, and inclusive of, the date of issue of the Warrants and ending on the date preceding the fifth (5th) anniversary of the date of issue of the Warrants, or if such date is not a Market Day, then it shall be the Market Day immediately preceding the said non-Market Day, but excluding the five (5) clear Market Days prior to a books closure date or entitlement date announced by the Company and those days during that period on which the Record of Depositors and/or the Warrants register is or are closed (“**Exercise Period**”).

THAT the approval to allot and issue the new Unisem Shares shall remain in force and effect for the duration of the Exercise Period;

THAT any Warrants which are not taken up or not validly taken up shall be made available for excess applications by the entitled shareholders of Unisem and/or their renounees and such excess Warrants shall be allocated in a fair and equitable manner on a basis to be determined by the Board and announced later by the Company;

THAT the Board be and are hereby authorised to allot and issue such number of additional Warrants and adjust from time to time the exercise price and/or the number of Warrants held by the Warrants holder as a consequence of the adjustment under the provisions in the Deed Poll;

THAT the Board be and are hereby authorised to deal with any fractional entitlements that may arise from the Proposed Rights Issue of Warrants in such manner and on such terms and conditions as the Board shall in its absolute discretion deem fit or expedient or in the best interest of the Company;

THAT such new Unisem Shares to be issued pursuant to the exercise of the Warrants, if any, shall, upon allotment and issuance, rank equally in all respects with the existing Unisem Shares, save and except that they will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid to the shareholders of the Company, the entitlement date of which precedes the relevant date of the allotment and issue of the new Unisem Shares arising from the exercise of the Warrants;

AND THAT the Directors be and are hereby authorised to give effect to the Proposed Rights Issue of Warrants with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities and to deal with all matters relating thereto and to take such steps and to do all acts and things and execute all necessary documents in any manner as they deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Rights Issue of Warrants.”

ORDINARY RESOLUTION 3

PROPOSED ESTABLISHMENT OF AN EXECUTIVES' SHARE OPTION SCHEME ("SCHEME") OF UP TO TEN PERCENT (10%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF UNISEM FOR THE ELIGIBLE EXECUTIVES OF UNISEM AND ITS SUBSIDIARIES ("PROPOSED ESOS")

"**THAT** subject to the approvals of all relevant authorities, including but not limited to, the approval of Bursa Securities for the listing of and quotation for the new Unisem Shares to be issued pursuant to the exercise of the options under the Proposed ESOS, approval be and is hereby given to the Directors to:

- (i) establish, implement and administer the Scheme for the benefit of the eligible executive directors and eligible executives of Unisem and its subsidiaries ("**Unisem Group**") who fulfil the criteria of eligibility for participation in the Proposed ESOS ("**Eligible Executives**") in accordance with the By-Laws of the Scheme set out in Appendix I of the Circular to Shareholders of Unisem dated 7 June 2010 ("**By-Laws**");
- (ii) issue and allot from time to time such number of new Unisem Shares as may be required to be issued to Eligible Executives pursuant to their exercise of options under the Scheme, provided that the total number of new Unisem Shares to be allotted and issued shall not exceed ten percent (10%) in aggregate of the total issued and paid-up share capital of Unisem at any point of time during existence of the Scheme and that such new Unisem Shares shall, upon allotment and issuance, rank equally in all respects with the existing Unisem Shares, save and except that they shall not be entitled to any dividends, voting rights, allotments and/or any other distributions that may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date of allotment and issuance of the new Unisem Shares and will be subject to all the provisions of the Articles of Association of the Company relating to transfer, transmission or otherwise;
- (iii) do all things necessary and make necessary application at the appropriate times to Bursa Securities for the listing of and quotation for the new Unisem Shares which may from time to time be allotted and issued pursuant to the Scheme; and
- (iv) modify and/or amend the Scheme from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of the By-Laws relating to modifications and/or amendments;

THAT the Directors be and are hereby authorised to give effect to the Proposed ESOS with full power to consent to and to adopt any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities and to deal with all matters relating thereto and to take such steps and to do all acts and things and execute all necessary documents in any manner as they deem necessary or expedient in order to implement, finalise and give full effect to the Proposed ESOS;

AND THAT the proposed By-Laws which is in compliance with the Main Market Listing Requirements of Bursa Securities ("**Main Market LR**"), be and is hereby approved."

ORDINARY RESOLUTION 4

PROPOSED GRANT OF OPTIONS TO JOHN CHIA SIN TET

"**THAT** subject to the passing of Ordinary Resolution 3, the Directors be and are hereby authorised at any time, and from time to time, to offer and to grant option or options to John Chia Sin Tet, the Chairman/Group Managing Director and a major shareholder of the Company, to subscribe for or purchase such number of Unisem Shares under the Scheme as they shall deem fit, subject always to such terms and conditions of the 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 LR.

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.”

ORDINARY RESOLUTION 5

PROPOSED GRANT OF OPTIONS TO ANG CHYE HOCK

“**THAT** subject to the passing of Ordinary Resolution 3, the Directors be and are hereby authorised at any time, and from time to time, to offer and to grant option or options to Ang Chye Hock, the Executive Director of the Company, to subscribe for or purchase such number of Unisem Shares under the Scheme as they shall deem fit, subject always to such terms and conditions of the 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;
- (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 LR.

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.”

ORDINARY RESOLUTION 6

PROPOSED GRANT OF OPTIONS TO FRANCIS CHIA MONG TET

“**THAT** subject to the passing of Ordinary Resolution 3, the Directors be and are hereby authorised at any time, and from time to time, to offer and to grant option or options to Francis Chia Mong Tet, the Executive Director of the Company, to subscribe for or purchase such number of Unisem Shares under the Scheme as they shall deem fit, subject always to such terms and conditions of the 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 LR.

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.”

ORDINARY RESOLUTION 7

PROPOSED GRANT OF OPTIONS TO ALEXANDER CHIA JHET-WERN

“THAT subject to the passing of Ordinary Resolution 3, the Directors be and are hereby authorised at any time, and from time to time, to offer and to grant option or options to Alexander Chia Jhet-Wern, the son of John Chia Sin Tet (the Chairman/Group Managing Director and a major shareholder of the Company), to subscribe for or purchase such number of Unisem Shares under the Scheme as they shall deem fit, subject always to such terms and conditions of the 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 LR.

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.”

By Order of the Board

CHUA HENG FATT (MACS 00264)
CHIN HOCK YEE (LS 8922)
Company Secretaries

7 June 2010
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. *A member may appoint more than two proxies to attend and vote at the same meeting. Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.*
3. *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.*
4. *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.*