

Company No: 183314-V

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

Minutes of the 29th Annual General Meeting of the Company held at the Concorde Ballroom, Lobby Level, Concord Hotel Kuala Lumpur, No. 2, Jalan Sultan Ismail, 50250 Kuala Lumpur on 25 April 2018, Wednesday at 10.30 a.m.

Present: Mr. John Chia Sin Tet (Chairman/Group Managing Director)
Mr. Lee Hoong Leong (Executive Director)
Mr. Francis Chia Mong Tet (Executive Director)
Mr. Alexander Chia Jhet-Wern (Executive Director)
Mr. Martin Giles Manen (Director)
Y.Bhg. Tan Sri Dato' Wong See Wah (Director)
Y.Bhg. Dato' Gregory Wong Guang Seng (Director)
Mr. Ang Chye Hock (Director)
Mr. Yen Woon @ Low Sau Chee (Director)
Madam Lim Siew Eng (Director)
Puan Mahani Binti Amat (Director)
and shareholders and proxies as per attendance list.

In attendance: Mr. Chua Heng Fatt (Secretary)
Ms. Chin Hock Yee (Secretary)

1. Chairman
Mr. John Chia Sin Tet chaired the meeting and welcomed all the shareholders on behalf of the Board of Directors.
2. Quorum
The Company Secretary, Mr. Chua Heng Fatt confirmed a quorum was present. There being a quorum, the Chairman called the meeting to order and ready for business.
3. Notice
The notice of meeting, which was despatched to shareholders on 27 March 2018, was taken as read.
4. Voting
The Chairman briefed the shareholders that pursuant to the Main Market Listing Requirements of Bursa Malaysia, all resolutions set out in the notice of general meeting would be decided on a poll. He further informed that the resolutions at the Meeting would be put to vote by poll via electronic poll voting at the end of the meeting.

The Company had appointed Tricor Investor & Issuing House Services Sdn Bhd as the Poll Administrator to conduct the polling process and Asia Securities Sdn Bhd as Scrutineers to verify and validate the poll results. The polling process for voting on the resolutions would be conducted upon completion of the deliberation of all items to be transacted at the Meeting.

5. Audited Financial Statements for the Financial Year Ended 31 December 2017
The Chairman informed the meeting that the Audited Financial Statements for the year ended 31 December 2017 and the Directors' and Auditors' Reports thereon were tabled at the meeting for discussion only and were not required to be put forward for voting.

The Chairman then invited comments and/or questions from the floor on the Financial Statements for the Financial Year Ended 31 December 2017 and the Directors' and Auditors' Reports. Questions raised by the shareholders present at the meeting were answered by the

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Board of Directors.

There being no other questions raised, the audited financial statements of the Company and its subsidiaries for the financial year ended 31st December 2017 and the Reports of the Directors and Auditors thereon laid before the meeting were duly received.

6. Final Dividend Payment

Resolution 1 is to approve the payment of a final dividend of 4 sen per share tax-exempt for the financial year ended 31st December 2017.

The Chairman informed the shareholders that the poll for the resolution would be taken at the end of the meeting.

7. Directors' Fees

Resolution 2 is to approve the payment of Directors' fees amounting to RM1,839,917-00 for the financial year ended 31st December 2017, an increase of RM 13,792-00 from RM 1,826,125-00 in 2016.

The Chairman informed the shareholders that the poll for the resolution would be taken at the end of the meeting.

8. Election of Directors pursuant to Article 124

Under Resolutions 3 and 4, in accordance with Article 124 of the Company's Articles of Association, Mr. Francis Chia Mong Tet and Mr. John Chia Sin Tet retired and being eligible offered themselves for re –election.

The Chairman informed the shareholders that the poll for the resolution would be taken at the end of the meeting.

9. Appointment of Auditors

Resolution 5 is to approve the appointment of Deloitte PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and that the Directors be authorised to fix their remuneration.

The Chairman informed the shareholders that the poll for the resolution would be taken at the end of the meeting.

10. Authority to Allot Shares

Resolution 6 is to 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 Chairman informed the shareholders that the poll for the resolution would be taken at the end of the meeting.

11. Proposed Share Buy-Back Up to Ten Percent (10%) Of The Issued Share Capital Of The Company

Resolution 7 is to give the Directors of the Company, from the date of the above Annual General Meeting, authority to purchase the Shares of the Company through Bursa Securities up to 10% of the issued share capital of the Company at any point of time. This authority, unless renewed, revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

The Chairman explained the rationale of the Proposed Share Buy-Back to the shareholders.

The Chairman informed the shareholders that the poll for the resolution would be taken at the end of the meeting.

12. Proposed Adoption of New Constitution of the Company.
Special Resolution 1 is to give effect to the adoption of the new Constitution of the Company as set out in Appendix III of the Circular to Shareholders dated 27 March 2018.

The Chairman informed the shareholders that the poll for the resolution would be taken at the end of the meeting.

13. Any Other Business
The meeting noted that the Company had not received any notice for transaction of any other business.

14. Voting Process
The Chairman invited the representative from Tricor Investor & Issuing House Services Sdn. Bhd. to give an explanation on the e-voting process prior to the commencement of e-voting. The meeting then proceeded to vote.

15. Announcement of Poll Results
After counting of votes, the Chairman reconvened the meeting for the declaration of poll results, as verified by The Scrutineers, as follows:-

	Vote for		Vote against		Total votes	
Resolution 1	417,702,291	99.984	65,700	0.016	417,767,991	100.0
Resolution 2	417,128,291	99.98	96,800	0.023	417,225,091	100.0
Resolution 3	351,426,060	86.521	54,745,931	13.479	406,171,991	100.0
Resolution 4	330,966,895	81.603	74,615,996	18.397	405,582,891	100.0
Resolution 5	417,702,291	99.984	65,700	0.016	417,767,991	100.0
Resolution 6	384,323,891	91.995	33,444,100	8.005	417,767,991	100.0
Resolution 7	417,148,291	99.982	76,800	0.018	417,225,091	100.0
Special Resolution 1	417,671,191	99.989	46,800	0.011	417,717,991	100.0

Based on the poll results, the Chairman declared that all resolutions tabled at the Annual General Meeting as carried.

IT WAS RESOLVED:

Resolution 1

THAT the payment of a final dividend of 4 sen per share tax-exempt for the financial year ended 31st December 2017 be hereby approved.

Resolution 2

THAT the payment of Directors' fees amounting to RM1,839,917-00 for the financial year ended 31st December 2017, an increase of RM 13,792-00 from RM 1,826,125-00 in 2016 be hereby approved.

Resolution 3

THAT Mr. Francis Chia Mong Tet be re-elected as director of the Company.

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Resolution 4

THAT Mr. John Chia Sin Tet be re-elected as director of the Company.

Resolution 5

THAT Deloitte PLT be appointed as Auditors of the Company until the conclusion of the next Annual General Meeting and that the Directors be authorised to fix their remuneration.

Resolution 6

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.

Resolution 7

THAT subject always to the Companies Act 2016 ("Act"), provision of the Company's constitution and the Listing Requirement of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities, and other relevant approvals, approval be and is hereby given to the Company and the Directors of the Company to purchase the ordinary shares of the Company ("Shares") through Bursa Securities, subject to the following:-

- (a) the maximum number of Shares that may be purchased by the Company shall not exceed ten percent (10%) of the total number of issued shares of the Company at any point of time;
- (b) the maximum fund to be allocated by the Company for purpose of purchasing its Shares shall not exceed the total retained profits of the Company; and
- (c) the Shares purchased are to be treated in either of the following manner:-
 - (i) cancel the Share so purchased; or
 - (ii) retain the shares so purchased as treasury shares; or
 - (iii) retain part of the Shares purchased as treasury shares and cancel the remainder

The treasury shares may be distributed as dividends as dividends to the shareholders and/or resold through Bursa Securities and/or subsequently cancelled.

AND THAT the authority conferred by this resolution shall commence upon the passing of this resolution until:-

- (a) the conclusion of the next Annual General Meeting, at which time it will lapse, unless the authority is renewed by a resolution passed at the meeting, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next Annual General Meeting of the Company after that date is required to be held pursuant to the provision of the Act; or
- (c) revoked or varied by ordinary resolution of the shareholders of the Company in a general meeting of the Company,

whichever occurs first.

AND THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, things and execute all necessary documents as they may consider necessary or expedient in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted under relevant authorities and to deal with all matters in relation thereto and to take such steps and do all acts and things in any manner as they may deem necessary or expedient to

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implement, finalise and give full effect to the transactions contemplated and/or authorised by this Ordinary Resolution.

Special Resolution 1

THAT approval be and is hereby given for the Company to amend the existing Memorandum and Articles of Association of the Company in its entirety and in place thereof the proposed new Constitution of the Company as set out in Appendix III of the Circular to Shareholders dated 27 March 2018 be and is hereby adopted with immediate effect as the Constitution of the Company AND THAT the Directors of the Company be and are hereby authorised to assent to any modification, variation and/or amendment as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing.

16. Termination

There being no other business, the meeting terminated with a vote of thanks to the Chair.

Signed as a correct record,

John Chia Sin Tet
Chairman of the Meeting