

UNISEM (M) BERHAD
Registration No. 198901006009 (183314-V)

**MINUTES OF THE 37TH ANNUAL GENERAL MEETING (“AGM”) HELD AT
THE CONCORDE BALLROOM, LOBBY LEVEL, CONCORDE HOTEL KUALA LUMPUR
NO. 2, JALAN SULTAN ISMAIL, 50250 KUALA LUMPUR
ON 28 APRIL 2026, TUESDAY AT 10.30 A.M.**

- Present : Mr John Chia Sin Tet – *Chairman and Group Managing Director*
Mr Francis Chia Mong Tet – *Executive Director, Group Finance*
Mr Alexander Chia Jhet-Wern – *Executive Director*
Puan Nelleita binti Omar – *Senior Independent Director*
Mr Patrick Ng Gan Hooi – *Independent Director*
Mdm Teh Muy Ch’ng – *Independent Director*
Puan Noor Alina Binti Mohamad Faiz – *Independent Director*
Ms Sum Mee Jiun – *Company Secretary*
Ms Wong Siew Yeen – *Company Secretary*
- Present via video conferencing : Mr Xiao Zhiyi – *Non-Independent Non-Executive Director*
Mr Cui Weibing – *Non-Independent Non-Executive Director*
Mr Chang Wenying – *Non-Independent and Non-Executive Director*
Mdm Chen Yan – *Non-Independent and Non-Executive Director*

The attendance of members/proxies/corporate representatives is as per the Summary of Attendance List.

CHAIRMAN

The Chairman welcomed the members and attendees to the 37th AGM of the Company. The Chairman then introduced the Board members, Company Secretaries and Auditors to the shareholders.

NOTICE

The notice convening the meeting, having been circulated earlier to all members of the Company and advertised in the New Straits Times within the prescribed period, was taken as read.

QUORUM

The Chairman advised the meeting that the Constitution of the Company required the presence of at least two (2) members or proxies or corporate representatives to form a quorum. The Chairman informed that the quorum requirement had been met at the start of the meeting and he called the meeting to order at 10.30 a.m.

The Chairman advised that pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the notice of a general meeting must be voted by poll. Pursuant to the Constitution of the Company, the Chairman declared that Ordinary Resolutions 1 to 7 in the Notice of the 37th AGM (“Notice”) shall be voted by poll.

The Chairman then briefed the shareholders on the flow of the meeting. The meeting would go through all the resolutions as set out in the Notice. Thereafter, there would be a question and answer (“Q&A”) session. The voting by poll would be conducted after the Q&A session.

The Company had appointed its Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd as Poll Administrator to conduct the polling process by way of electronic voting (e-voting) and Quantegic Services Sdn Bhd as the Independent Scrutineer to verify the poll results.

1. **AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025 (“AFS 2025”) AND THE REPORTS OF DIRECTORS AND AUDITORS THEREON**

The Chairman informed that the AFS 2025 together with the Directors’ and Auditors’ Reports was meant for discussion only as the Companies Act 2016 (“the Act”) did not require a formal approval of the shareholders for the AFS 2025. Therefore, the item was not put forward for voting.

The Chairman declared the AFS 2025 together with the Directors’ and Auditors’ Reports thereon be received.

2. **ORDINARY RESOLUTION 1
PAYMENT OF DIRECTORS’ FEES AMOUNTING TO RM1,576,400 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025**

The Chairman moved to the next item on the agenda, Ordinary Resolution 1 on the payment of Directors’ fees amounting to RM1,576,400 for the financial year ended 31 December 2025, a decrease of RM151,100 from RM1,727,500 for the financial year ended 31 December 2024. He put the following motion to the meeting for consideration:-

“Ordinary Resolution 1

THAT the payment of Directors’ fees amounting to RM1,576,400 for the financial year ended 31 December 2025 be and is hereby approved.”

3. **ORDINARY RESOLUTIONS 2, 3, 4 AND 5
RE-ELECTION OF MR FRANCIS CHIA MONG TET, MR JOHN CHIA SIN TET, MR ALEXANDER CHIA JHET-WERN AND MDM TEH MUY CH’NG AS DIRECTORS PURSUANT TO REGULATION 115 OF THE CONSTITUTION OF THE COMPANY**

As Ordinary Resolution 3 concerned the Chairman’s own re-election, the Chairman passed the chair to Puan Nalleita binti Omar (“Pn. Nalleita”) to take the meeting through these resolutions.

Pn. Nalleita informed the meeting that the next items on the agenda were on the re-election of Mr Francis Chia Mong Tet, Mr John Chia Sin Tet, Mr Alexander Chia Jhet-Wern and Mdm Teh Muy Ch’ng as Directors pursuant to Regulation 115 of the Constitution of the Company under Ordinary Resolutions 2, 3, 4 and 5 respectively.

The Board recommended and supported the re-election of the 4 Directors. The bases and consideration for the recommendations have been clearly set out in the Statement Accompanying Notice of AGM on page 258 of the Integrated Annual Report.

Pn. Nalleita put the following Ordinary Resolutions to the meeting for consideration:-

“Ordinary Resolution 2

THAT Mr Francis Chia Mong Tet who retires pursuant to Regulation 115 of the Constitution of the Company and being eligible, be and is hereby re-elected as Director of the Company.”

“Ordinary Resolution 3

THAT Mr John Chia Sin Tet who retires pursuant to Regulation 115 of the Constitution of the Company and being eligible, be and is hereby re-elected as Director of the Company.”

“Ordinary Resolution 4

THAT Mr Alexander Chia Jhet-Wern who retires pursuant to Regulation 115 of the Constitution of the Company and being eligible, be and is hereby re-elected as Director of the Company.”

“Ordinary Resolution 5

THAT Mdm Teh Muy Ch'ng who retires pursuant to Regulation 115 of the Constitution of the Company and being eligible, be and is hereby re-elected as Director of the Company.”

Pn. Nelletia then passed the chair back to the Chairman.

4. ORDINARY RESOLUTION 6
RE-APPOINTMENT OF KPMG PLT AS AUDITORS OF THE COMPANY UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

The Chairman moved on to Ordinary Resolution 6 on the re-appointment of Auditors.

The Chairman put the following motion to the meeting for consideration:

“Ordinary Resolution 6

THAT KPMG PLT be and is hereby re-appointed as Auditors of the Company until the conclusion of the next Annual General Meeting and the Directors be authorised to fix their remuneration.”

6. ORDINARY RESOLUTION 7
AUTHORITY TO ALLOT SHARES

The Chairman proceeded with the Ordinary Resolution 7 on the authority to allot shares.

He explained that Ordinary Resolution 7 if passed, would grant a renewed general mandate and provide flexibility for the Company to empower the Directors of the Company, from the date this AGM, 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 general mandate would 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, would expire at the next AGM

The Company had, at the 36th AGM held on 28 April 2025, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Sections 75 and 76 of the Act. As at the date of the Notice, no new shares of the Company were issued or allotted pursuant to this mandate.

The Chairman put the motion to the meeting for consideration:-

“Ordinary Resolution 7

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 AND THAT such approval shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

ANY OTHER BUSINESS

The Chairman informed that no notice for other business pursuant to the Act and the Constitution of the Company had been received.

Q&A SESSION

The Chairman then addressed the questions raised by the shareholders.

The summary of questions and responses from the Company (Summary of Key Matters Discussed) is attached hereto as “*Appendix A*”.

CONDUCT OF POLL

Having dealt with all the items on the agenda, the meeting then proceeded to vote on Ordinary Resolutions 1 to 7 by poll and counting of votes by the Poll Administrator and verification of the results by the Independent Scrutineer. The Chairman adjourned the meeting at 11.42 a.m.

The Chairman resumed the meeting at 12.09 p.m. for the declaration of the results of the poll.

Based on the poll results attached hereto as “*Appendix B*”, the Chairman declared Ordinary Resolutions 1 to 7 carried.

CLOSURE

The Chairman thanked those present for their attendance and closed the meeting at 12.11 p.m.

Signed as a correct record,

----- signed -----

CHAIRMAN

Dated: 28 May 2026

Appendix A – Summary of Key Matters Discussed

The followings are the key matters discussed and the Company's response to all questions raised during the 37th AGM:

Q1. Given that the Group's major customer contributed more than 30% of total revenue in the current financial year, how strategically important is this customer, and how does Management assess the relationship and associated customer concentration risk?

The Company's response:

The top customer has been the Group's largest customer since its early operations in Simpang Pulai. When this customer established its facility in Chengdu, it encouraged the Group to follow its expansion into assembly operations, and both parties have since grown significantly together over the years.

While we acknowledge that this customer remains a dominant contributor to the Group's revenue, the relationship remains strong and strategically important to the Group. At the same time, we are diversifying our customer base and expanding product offerings to avoid over-reliance on a narrow customer and product profile.

The Group now serves customers across various geographical regions, including the USA, Taiwan, China, Mainland China, Europe, Korea, and Japan, with applications spanning power management, mobile devices, electric vehicles, artificial intelligence ("AI"), and other industries. This deliberate diversification strategy has been developed over many years to ensure long-term resilience and sustainability.

Q2. Can Management elaborate on the Group's overall business model and revenue breakdown by operational segment?

The Company's response:

The Group's revenue composition consists of approximately 14 - 15% from testing operations, less than 10% from bumping services, and assembly operations represent the residual portion. The bumping serves primarily as an enabling process, encompassing both pre-bump and post-bump activities. With the offer of bumping services, we are able to differentiate our facilities from our competitors. It has become a strategic asset, and the Ipoh facility is expected to become increasingly relevant in the coming years.

Q3. Is Management considering moving the Group towards advanced packaging technologies, in line with global semiconductor industry trends?

The Company's response:

Unisem's core strength lies in assembly and test operations. Advanced packaging requires significant investment and entails a higher element of risk. The Group would only pursue this direction if there are sufficient certainty and commercial justification. Any decision would be announced at the appropriate time following careful consideration.

Q4. With the China plant entering Phase 3 and its fixed asset base now surpassing that of Malaysia, would Management consider providing a breakdown of revenue contributions by country, particularly between Malaysia and China, in future annual reports?

The Company's response:

We prefer to disclose this information during the AGM instead of publishing it publicly, in order to avoid providing competitors with commercially sensitive information.

Our China operations currently contribute approximately 60% of the Group's sales and about 80% of earnings. The China plant is operating close to optimal capacity, which is why expansion has been undertaken in phases. Half of the Group's customers in Unisem Chengdu are international companies, including American and European firms with significant operations in China. At the same time, the Group is actively pursuing opportunities arising from customers seeking supply chain diversification outside China, particularly within ASEAN. Malaysia's well-established semiconductor ecosystem, built over four decades, positions the Group favourably to capture such opportunities.

Q5. In light of the semiconductor industry's growing focus on the packaging segment, will Management consider venturing into this segment as well?

The Company's response:

The assembly of integrated circuits or chips are often referred to as packaging and that's our core business.

Q6. Over the past decade, the Group has incurred capital expenditure of approximately RM3 billion while Earnings Before Interest, Taxes, and Amortization ("EBITDA") has declined. Has the Group reached or is nearing peak capital expenditure, and what improvements can be expected in EBITDA performance going forward?

The Company's response:

We constructed two factories at a cost of approximately RM600 million and invested an additional RM400 million in equipment, much of which took place during the COVID-19 period. Whilst challenging, we believe this was a strategically sound decision, as we are now more ready to take on more business in the current upcycle in the industry.

Over the past year, Unisem completed the construction of its new factory in Gopeng and successfully qualified a significant number of new customers. Customer qualification typically requires a minimum of two to three quarters, and in some cases, can exceed one year. Consequently, this period involved substantial consumption of capital, resources, electricity, labor, and other operational inputs, while generating near-zero revenue. This explains the dilution of the Group's earnings over the last twelve months.

The new facilities have expanded production capacity and attracted high-quality customers. The investments in Gopeng and Simpang Pulai are expected to contribute positively from the second half of 2026 onwards. Capital expenditure is expected to decline in the second half of the year, allowing the Group to monetise capacity, increase revenue, and strengthen cash flows.

Q7. How does Management plan to mitigate the financial impact arising from the appreciation of the Malaysian Ringgit, particularly on earnings and foreign exchange exposure?

The Company's response:

The appreciation of the Ringgit at the beginning of the year negatively impacted the Group, particularly in the first quarter of 2026. Currency movements are beyond Management's control. The Group aims to continue growing its United States Dollar ("USD") denominated revenue to offset foreign exchange fluctuations. Management has revised internal forecasts based on more conservative exchange rate assumptions and remains confident that profitability can be maintained even under less favourable currency conditions. Furthermore, the Group is actively pursuing cost optimisation programmes to optimise its cost structure, enhance operational efficiency, and mitigate margin pressure.

Q8. Given the significant increase in production capacity, how does Management plan to manage labour requirements and related costs?

The Company's response:

Labour costs are being managed through automation and a shift towards higher-margin business, rather than proportional increases in headcount. The Group has exited most legacy, labour-intensive processes and adopted more electronic and virtual processes to improve productivity and mitigate rising labour expenses.

Q9. What level of utilisation rate does Management consider optimal for supporting higher profitability and enabling the declaration of increased dividends?

The Company's response:

Utilisation rates are a key driver of profitability. High average selling prices alone do not guarantee strong EBITDA if utilisation remains low. Our operations in Chengdu have consistently maintained high utilisation rates over the past 18 years, while Malaysia was affected by lower utilisation due to customer concentration in the mobile phone segment. The Group is now refocusing on power management, AI, and data center infrastructure, where demand is growing rapidly. The Group is well positioned to take advantage of this upcycle across the industry.

Q10. Can Management elaborate on the main components driving the recent increase in production costs, provide guidance on acceptable pricing ranges in MYR, and clarify whether the current net debt position is temporary and its expected duration?

The Company's response:

The key contributors to higher costs include materials, labour, and currency fluctuations. Comparing Quarter 4 of 2025 with Quarter 1 of 2026, a decline in revenue of approximately 5% was attributed solely to currency fluctuation.

Nonetheless, we remain confident that performance will improve in the coming quarters. With capital expenditure being reduced and revenue expected to increase, net debt is expected to decline significantly over time. We would also adjust our prices from time to time and pass on some of the additional operating costs to our customers.

Q11. In relation to the 2025 Annual Report, can Management explain the increase in foreign worker costs and the impact of the anticipated Sales and Service Tax (“SST”), including the number of foreign workers employed and which aspects of the business are affected?

The Company’s response:

The wage increases relate to minimum wage requirements. SST applies mainly to the professional services. The Group currently employs approximately 800 foreign workers out of a total workforce of 3,500 employees in Malaysia. The current foreign workforce that we have in Ipoh is stable and reliable, with low attrition rates contributing positively to operations.

Q12. Considering the strong global demand for AI, data centers, and power chips, can Management provide an indication of how much of the Group’s revenue is currently derived from these segments?

The Company’s response:

Our largest customer operates within the AI segment, and revenue from AI-related packages is expected to continue growing in the coming years. The Group also has strong exposure to the automotive segment, serving customers in the supply of chips used in automotive applications.

Q13. What is the current status of the Group’s involvement, if any, in advanced power packaging projects such as the 3D power package?

The Company’s response:

The Group is not currently involved in the 3D power packaging segment.

Q14. Does the Group record any of its sales transactions in Renminbi (“RMB”), and if so, what proportion of total revenue does this represent? Are there any plans or constraints affecting the Group’s ability to increase sales denominated in Renminbi or other currencies?

The Company’s response:

The Group sales are all denominated in USD. However, in Chengdu, less than 5% of total sales is transacted in RMB, with the conversion based on the exchange rate prevailing on the payment date.

RMB-denominated sales is constrained by regulatory policies and customer limitations, particularly for certain China-based customers that do not maintain foreign currency accounts. We will continue transacting primarily in USD.

Q15. Why does the Company continue to re-elect the same directors, and would the Board consider appointing new external directors to enhance Board diversity and renewal?

The Company’s response:

The Company strictly adheres to regulatory requirements on Directors’ tenure limits as set out in the Board Charter.

The Board composition is regularly reviewed to ensure diversity of experience and effective governance, with Directors’ subject to rotation in accordance with the Company’s Constitution.

Q16. Despite achieving revenue growth of approximately 18% to RM1.8 billion, profitability remains lower than during the COVID-19 period. Can Management explain the key factors contributing to this variance in profit performance?

The Company's response:

The profitability was affected by transitional costs associated with operating two factories simultaneously and the relocation from Simpang Pulai to Gopeng, during which resources were deployed without immediate revenue contribution. This resulted in temporary losses that diluted overall profits.

During the COVID-19 period, the Group achieved exceptional profits due to high utilisation rates, premium pricing, and surcharges paid by customers facing supply constraints, particularly in Chengdu. Those conditions were exceptional and not reflective of normal operating circumstances.

UNISEM (M) BERHAD
(183314-V)

Appendix B

UNISEM (M) BERHAD 37TH AGM

Concorde Ballroom, Lobby Level, Concorde Hotel Kuala Lumpur, No. 2, Jalan Sultan Ismail,
50250 Kuala Lumpur

On Tuesday, April 28, 2026 10:30 AM

Result On Voting By Poll

Resolution(s)	Votes For			Vote Against			Total Votes		
	No of Units	%	No of P/S	No of Units	%	No of P/S	No of Units	%	No of P/S
Ordinary Resolution 1	1,436,752,142	99.9999	189	1,100	0.0001	1	1,436,753,242	100.0000	190
Ordinary Resolution 2	1,428,302,344	99.4111	167	8,461,321	0.5889	28	1,436,763,665	100.0000	195
Ordinary Resolution 3	1,268,006,847	88.2544	174	168,757,018	11.7456	21	1,436,763,865	100.0000	195
Ordinary Resolution 4	1,430,899,878	99.8002	173	2,863,987	0.1998	21	1,433,763,865	100.0000	194
Ordinary Resolution 5	1,436,296,065	99.9674	187	467,800	0.0326	3	1,436,763,865	100.0000	190
Ordinary Resolution 6	1,436,763,865	100.0000	190	0	0.0000	0	1,436,763,865	100.0000	190
Ordinary Resolution 7	1,268,426,258	88.2836	170	168,337,607	11.7164	20	1,436,763,865	100.0000	190

