

UNIMECH GROUP BERHAD
[Registration No. 199601035227 (407580-X)]
(Incorporated in Malaysia)

Minutes of the Twenty-Sixth Annual General Meeting of the Company held at Fullerton Suite, Level 5, Victory Annexe Wing, Eastern & Oriental Hotel, 10 Lebuhr Farquhar, 10200 George Town, Penang on Tuesday, June 27, 2023 at 10.00 a.m.

Attendance

As per Attendance List

The Meeting commenced at 10.00 a.m. with the requisite quorum being present.

Notice

The Notice convening the Meeting was taken as read.

1. CHAIRMAN'S ADDRESS

The Chairman of the Company, Dato' Prof. Dr. See Ching Mey, DSPN, PJK, welcomed all members and thanked them for their attendance at the Company's Twenty-Sixth Annual General Meeting. She then proceeded to introduce the Board of Directors and Secretary present.

Dato' Professor Dr. Chairman called upon the Secretary to confirm the presence of a quorum. It was confirmed that there was a quorum for the meeting pursuant to Regulation 74 of the Company's Constitution.

Upon the Secretary's confirmation of a quorum being present, Dato' Professor Dr. Chairman informed all present that the Company has received proxies totaling 51,311,273 shares, representing 34.78% of the share capital of the Company.

Besides, Dato' Prof. Dr. Chairman also informed all present that in accordance to Para 8.29A of the Main Market Listing Requirements, any resolution set out in the notice of general meeting is voted by poll. Dato' Prof. Dr. Chairman then demanded for a poll to be carried out and the polling process will commence after all the resolutions in the agenda be moved. She further informed all present that Quantegic Services Sdn. Bhd. has been appointed as the independent Scrutineer for the polling exercise.

2. TO RECEIVE THE AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2022 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

The Audited Financial Statements of the Company for the year ended December 31, 2022 together with the Reports of the Directors and Auditors were taken as laid before the meeting pursuant to section 244(2)(a) of the Companies Act 2016 and there were no questions from the floor pertaining thereto.

Chairman's Initial

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3. TO DECLARE A FINAL SINGLE TIER DIVIDEND OF 4.2 SEN PER SHARE FOR THE YEAR ENDED DECEMBER 31, 2022

On the proposal of Mr. Lee Peng Hwa and seconded by Ms. Koh Boon Kheng, the motion on declaration of a Final Single Tier Dividend of 4.2 sen per share for the year ended December 31, 2022 would be put to the members to vote by poll.

The members were informed that the said dividend, if approved later, shall be paid on July 27, 2023 to the depositors whose names appear in the Record of Depositors at the close of business on July 14, 2023.

4. TO RE-ELECT DIRECTORS RETIRING UNDER THE PROVISION OF ARTICLE 94(1) OF THE CONSTITUTION OF THE COMPANY

The Meeting was informed that the following Directors who retired under the provision of Article 94(1) of the Company's Constitution, and being eligible, had offered themselves for re-election: -

- i. En. Khairilnuar Bin Tun Abdul Rahman
- ii. Mr. Teh Eng Aun

It was recorded that the re-election of each of the aforesaid Directors would be considered separately.

On the proposal by Mr. Yeu Guan Chuan and seconded by Mr. Chuah Yak Seng, the motion on the re-election of Mr. Khairilnuar Bin Tun Abdul Rahman would be put to the members to vote by poll.

On the proposal by Mr. Tan Eng Guan and seconded by Ms. Koh Boon Kheng, the motion on the re-election of Mr. Teh Eng Aun would be put to the members to vote by poll.

5. RE-APPOINTMENT OF AUDITORS

On the proposal by Mr. Lee Peng Hwa and seconded by Mr. Tan Ko Leong, the motion to consider Messrs. UHY to be appointed as the Auditors of the Company and mandate to be given to the Board of Directors to fix their remuneration would be put to the members to vote by poll.

Chairman's Initial

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6. AS SPECIAL BUSINESS – TO APPROVE THE PAYMENT OF DIRECTORS’ FEES AND BENEFITS FOR THE FINANCIAL YEAR ENDING DECEMBER 31, 2023

On the proposal by Mr. Toh Hock Chooi and seconded by Mr. Goh Leng Pheow, the payment of Directors’ Fees and Benefits of up to RM292,000.00 for the year ending December 31, 2023 and payment of such fees and benefits to the Directors thereof would be put to the members to vote by poll.

7. AS SPECIAL BUSINESS – AUTHORITY TO ISSUE SHARES

On the proposal by Mr. Teh Choong Ping and seconded by Mr. Lee Seow Chuan, the following motion to authorize the Company to issue shares pursuant to section 76 of the Companies Act 2016 under proposed Resolution 6 would be put forth for voting:-

Authority to Issue Shares

“THAT pursuant to section 76 of the Companies Act 2016 (“the Act”) and approvals from the Bursa Malaysia Securities Berhad (“Bursa Securities”) and other relevant governmental/regulatory authorities where such authority shall be necessary, the Board of Directors be and is hereby authorised to issue and allot shares in the Company from time to time until the conclusion of the next AGM and upon such terms and conditions and for such purposes as the Board of Directors may, in its absolute discretion, deem fit provided that the aggregate number of shares to be issued shall not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being, and that the Board of Directors be and is also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Securities.”

8. AS SPECIAL BUSINESS – RENEWAL OF AUTHORITY TO PURCHASE ITS OWN SHARES

On the proposal of Mr. Yeu Guan Chuan and seconded by Mr. Lim Yeok Beng, the following proposed Resolution 7 would be put forth for voting:-

Renewal of Authority to Purchase its own Shares

“THAT subject to the Act, provisions of the Constitution of the Company and the requirements of the Bursa Malaysia Securities Berhad (“Bursa Securities”) and other relevant governmental and regulatory authorities where such authority shall be necessary, the Board of Directors be authorised to purchase its own shares through Bursa Securities, subject to the following: -

- (a) The maximum aggregate number of shares which may be purchased by the Company shall not exceed ten per centum (10%) of the total number of issued shares of the Company at any point in time;

Chairman’s Initial

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8. AS SPECIAL BUSINESS – RENEWAL OF AUTHORITY TO PURCHASE ITS OWN SHARES (CONTINUED...)

- (b) The maximum fund to be allocated by the Company for the purpose of purchasing the Company's shares shall not exceed the retained profits of the Company. As at the latest financial year ended December 31, 2022, the audited retained profits of the Company stood at RM32,663,030.00;
- (c) The authority conferred by this resolution will be effective immediately upon the passing of this resolution; and shall continue to be in force until the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed either unconditionally or subject to conditions or the expiration of the period within which the next AGM is required by law to be held or unless revoked or varied by ordinary resolution passed by the shareholders in a general meeting, whichever occurs first;
- (d) Upon completion of the purchase(s) of the shares by the Company, the shares shall be dealt with in the following manner: -
 - i) to cancel the shares so purchased; or
 - ii) to retain the shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of the Bursa Securities or subsequently cancelled; or
 - iii) to retain part of the shares so purchased as treasury shares and cancel the remainder; or
 - iv) in such other manner as the Bursa Securities and such other relevant authorities may allow from time to time.

The Directors of the Company be and are hereby authorised to take all such steps as are necessary and entering into all other agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments, if any, as may be imposed by the relevant authorities from time to time to implement or to effect the purchase of the Company's shares in accordance with the Act, the requirements of the Bursa Securities and any other regulatory authorities, and other relevant approvals."

9. AS SPECIAL BUSINESS – CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR

The Meeting was informed that the Nominating Committee and the Board of Directors have assessed the independence of Mr. Khairilanuar Bin Tun Abdul Rahman who had served as Independent Non-Executive Director of the Company for a cumulative term of more than nine years and recommended him to continue to act as Independent Non-Executive Director of the Company based on the justifications detailed in the Annual Report 2022 under page 4.

Chairman's Initial

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9. AS SPECIAL BUSINESS – CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR (CONTINUED...)

On the proposal by Mr. Toh Hock Chooi and seconded by Mr. Chuah Yak Seng, the motion on the continuation of Mr. Khairilnuar Bin Tun Abdul Rahman to act as Independent Non-Executive Director would be put to the members to vote by poll. It was also noted that this resolution would be voted in a two-tier voting process.

Dato' Professor Dr. Chairman also informed the Meeting that Mr. Yoshikazu Yokochi was due to retire at the end of this Meeting and he would not be seeking for re-election. The Board expressed its appreciation to Mr. Yoshikazu Yokochi, for his contribution during his tenure.

10. CONCLUSION

For the record, Dato' Professor Dr. Chairman notified the Meeting that the Company has not received any notice of motion from the members of the Company since the dispatch of the notice of Twenty-Sixth Annual General Meeting.

The polling process commenced at 10.40 a.m. and Professor Dato' Dr. Chairman explained to the meeting on the procedures of the polling process. The assigned person collected the polling slips from members by using the ballot box. While waiting for the assigned person and Scrutineer to compute the poll results, Professor Dato' Dr. Chairman invited all the members for a tea break.

Professor Dato' Dr. Chairman called the meeting to order again at 11.10 a.m. and invited the Scrutineer, Mr. Yau Yann Chuan of Quantegic Services Sdn. Bhd. to read the poll results as per Appendix 1, a copy of which is attached herewith.

As verified and based on the poll results, it was resolved that all the Eight (8) resolutions were carried.

The Members were then encouraged to raise questions and Mr. Toh Hock Chooi, a shareholder enquired on the business direction of the Group.

Mr. Sim, the Executive Director explained that the Group has been actively seeking to expand on its revenue sources and had been active in the foreign market as well. The performance of the subsidiaries in Indonesia had improved which contributed to 26% of the total revenue of the Group and the Management expected better results in the near future. In addition, Mr. Sim confirmed to the floor that the Indonesia's subsidiary is listed on the Indonesia's Stock Exchange.

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10. CONCLUSION (CONTINUED...)

There being no further matters to discuss, on the proposal of Mr. Lim Ka Huat and seconded by Mr. Toh Hock Chooi, it was resolved that the Meeting be concluded at 11.20 a.m. with a vote of thanks to the Chair.

Confirmed as a correct record

-signed-

DATO' PROFESSOR DR, SEE CHING MEY,
DSPN, PJK
Chairperson

Meeting No : 26
Type Of Meeting : Annual General Meeting
Venue : Fullerton Suite, Level 5, Victory Annexe Wing
Eastern & Oriental Hotel, 10 Lebuhr Farquhar
10200 George Town, Penang, Malaysia
Date & Time : 27 June 2023, at 10:00 AM

Votes Summary Report

Resolution (s)

Ordinary Resolution 1

To declare a Final Single Tier Dividend of 4.2 sen per share for the year ended 31 December 2022

	Total Records	Total Shares	Total Percentage
For	79	103,902,722	99.999808
Against	1	200	0.000192
Valid Cast	80	103,902,922	100.000000
Abstain	0	0	
Spoilt	0	0	
Total Cast	<u><u>80</u></u>	<u><u>103,902,922</u></u>	

Ordinary Resolution 2

To re-elect Khairiluanar Bin Abdul Rahman as Director of the Company

For	78	103,802,722	99.999807
Against	1	200	0.000193
Valid Cast	79	103,802,922	100.000000
Abstain	1	100,000	
Spoilt	0	0	
Total Cast	<u><u>80</u></u>	<u><u>103,902,922</u></u>	

Ordinary Resolution 3

To re-elect Teh Eng Aun as Director of the Company

For	79	103,902,722	99.999808
Against	1	200	0.000192
Valid Cast	80	103,902,922	100.000000
Abstain	0	0	
Spoilt	0	0	
Total Cast	<u><u>80</u></u>	<u><u>103,902,922</u></u>	



Meeting No : 26
 Type Of Meeting : Annual General Meeting
 Venue : Fullerton Suite, Level 5, Victory Annexe Wing
 Eastern & Oriental Hotel, 10 Lebuhr Farquhar
 10200 George Town, Penang, Malaysia
 Date & Time : 27 June 2023, at 10:00 AM

Votes Summary Report

Resolution (s)

Ordinary Resolution 4

To appoint Messrs. UHY as Auditors of the Company for the ensuing year and to authorise the Board of Directors to fix their remuneration

	Total Records	Total Shares	Total Percentage
For	79	103,902,722	99.999808
Against	1	200	0.000192
Valid Cast	80	103,902,922	100.000000
Abstain	0	0	
Spoilt	0	0	
Total Cast	<u><u>80</u></u>	<u><u>103,902,922</u></u>	

Ordinary Resolution 5

Payment of Directors' Fees and benefits for the financial year ending 31 December 2023

For	79	103,902,722	99.999808
Against	1	200	0.000192
Valid Cast	80	103,902,922	100.000000
Abstain	0	0	
Spoilt	0	0	
Total Cast	<u><u>80</u></u>	<u><u>103,902,922</u></u>	

Ordinary Resolution 6

Authority to issue Shares

For	79	103,902,722	99.999808
Against	1	200	0.000192
Valid Cast	80	103,902,922	100.000000
Abstain	0	0	
Spoilt	0	0	
Total Cast	<u><u>80</u></u>	<u><u>103,902,922</u></u>	



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Date : 27-06-2023 10:43:20

Meeting No : 26
Type Of Meeting : Annual General Meeting
Venue : Fullerton Suite, Level 5, Victory Annexe Wing
Eastern & Oriental Hotel, 10 Lebuhr Farquhar
10200 George Town, Penang, Malaysia
Date & Time : 27 June 2023, at 10:00 AM

Votes Summary Report

Resolution (s)

Ordinary Resolution 7

Renewal of Authority to purchase its own Shares

	Total Records	Total Shares	Total Percentage
For	78	103,902,721	99.999808
Against	1	200	0.000192
Valid Cast	79	103,902,921	100.000000
Abstain	1	1	
Spoilt	0	0	
Total Cast	<u><u>80</u></u>	<u><u>103,902,922</u></u>	

Ordinary Resolution 8 - Tier 1 (Large Holders)

Continuing in Office as Independent Non-Executive Director for
Encik Khairilnuar Bin Abdul Rahman

For	5	39,885,958	100.000000
Against	0	0	0.000000
Valid Cast	5	39,885,958	100.000000
Abstain	0	0	
Spoilt	0	0	

Ordinary Resolution 8 - Tier 2 (Other Holders)

Continuing in Office as Independent Non-Executive Director for
Encik Khairilnuar Bin Abdul Rahman

For	73	63,916,764	99.999687
Against	1	200	0.000313
Valid Cast	74	63,916,964	100.000000
Abstain	1	100,000	
Spoilt	0	0	
Total Cast	<u><u>80</u></u>	<u><u>103,902,922</u></u>	

