

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

Minutes of the Twenty-Seventh 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 Thursday, 27 June 2024 at 11.00 a.m.

Present : Members  
As per Attendance List  
Directors  
Dato' Professor Dr. See Ching Mey (Independent Non-Executive Chairman)  
Dato' Seri Lim Cheah Chooi (Executive Director)  
Lim Kim Guan (Executive Director)  
Han Mun Kuan (Executive Director)  
Lim Jun Lin (Executive Director)  
Sim Yee Fuan (Executive Director)  
Teh Eng Aun (Senior Independent Non-Executive Director)  
Khairilnuar Bin Abdul Rahman (Independent Non-Executive Director)  
Khoo Gim See (Independent Non-Executive Director)  
Hiroschi Nozawa (Non-Independent Non-Executive Director)

In : Ms. Lee Mei-Mei (Company Secretary)  
Attendance

The Meeting commenced at 11.00 a.m. with the requisite quorum being present.

Notice

The Notice convening the Meeting having been circulated within the prescribed period was taken as read.

The Members could download the Annual Report 2023 and Corporate Governance Report 2023 from the Company's website. The Notice has also been announced to Bursa Malaysia Securities Berhad ("Bursa Securities") and advertised in the News Straits Times within the prescribed period.

Chairperson's Address

Upon the Secretary's confirmation of a quorum being present, the Chairperson, Dato' Prof. Dr. See Ching Mey, DSPN, PJK, welcomed and thanked the members for attending the Company's Twenty-Seventh Annual General Meeting ("27<sup>th</sup> AGM").

After the introduction of the Board of Directors and Secretary to the Members, the Chairperson mentioned that the Company had received proxies from members totaling 51,493,723 shares or 35.07% of the issued shares of the Company.

The Chairperson informed that each proposed resolution will be opened to members for discussion, and members and/or proxies registered for this meeting have the rights to raise question. All the questions posed by the members and/or proxies will be answered by the Board of Directors and Management during the Questions and Answers session at the end of the meeting.

The Chairperson further informed that in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Securities, any resolution set out in the notice of general meeting will be voted by poll.

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Chairperson's Address (Continued...)

For the members' information, the Share Registrar, Plantation Agencies Sdn. Berhad was the appointed Poll Administrator and Quantegic Services Sdn. Bhd. was the appointed scrutineer to validate the votes casted at the Meeting.

**1. THE AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023 ("AFS 2023") TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

The AFS 2023 together with the Reports of the Directors and Auditors thereon, having been circulated to all members of the Company within the statutory period, were tabled to the Meeting for discussion.

This agenda item was meant for discussion only, as the provisions of Sections 248 and 340(1) of the Companies Act 2016 did not require formal approval of the members for the AFS. Hence, this Agenda item was not put forward for voting.

The Chairperson declared that the AFS 2023 together with the Reports of the Directors and the Auditors thereon be received.

**2. ORDINARY RESOLUTION 1  
TO DECLARE A FINAL SINGLE TIER DIVIDEND OF 3.9 SEN PER SHARE  
FOR THE YEAR ENDED 31 DECEMBER 2023**

The second item in the Agenda was to approve the declaration of a final single tier dividend of 3.9 sen per share in respect of the financial year ended 31 December 2023 ("Proposed Declaration of Final Single Dividend").

On the proposal by Mr. Teh Choong Ping and seconded by Mr. Toh Hock Chooi, the motion on the Proposed Declaration of Final Single Tier would be put to the members to vote by poll.

The members were informed that the final dividend, if approved, shall be paid on 30 July 2024 to the depositors whose names appear in the Record of Depositors at the close of business on 16 July 2024.

**3. ORDINARY RESOLUTIONS 2 TO 5  
TO RE-ELECT DIRECTORS RETIRING UNDER THE PROVISION OF  
ARTICLE 94(1) OF THE CONSTITUTION OF THE COMPANY**

The Chairperson 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) Dato' Professor Dr. See Ching Mey
- ii) Mr. Sim Yee Fuan

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**3. ORDINARY RESOLUTION 2 TO 5 (CONTINUED...)  
TO RE-ELECT DIRECTORS RETIRING UNDER THE PROVISION OF  
ARTICLE 94(1) OF THE CONSTITUTION OF THE COMPANY  
(CONTINUED...)**

iii) Mr. Lim Kim Guan

iv) Mr. Lim Jun Lin

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

On the proposal by Dato' Seri Haji Abdul Rafique Bin Abdul Karim and seconded by Mr. Lim Ka Huat, the motion on the re-election of Dato' Professor Dr. See Ching Mey would be put to the members to vote by poll.

On the proposal by Mr. Lim Ka Huat and seconded by Dato' Seri Haji Abdul Rafique Bin Abdul Karim, the motion on the re-election of Mr. Sim Yee Fuan would be put to the members to vote by poll.

On the proposal by Mr. Lee Peng Hwa and seconded by Mr. Lee Seow Chuan, the motion on the re-election of Mr. Lim Kim Guan would be put to the members to vote by poll.

On the proposal by Mr. Lim Ka Huat and seconded by Mr. Yeu Guan Chuan, the motion on the re-election of Mr. Lim Jun Lin would be put to the members to vote by poll.

The Chairperson informed that Mr. Hiroshi Nozawa, who shall retire at this AGM and being eligible for re-election, had notified the Board that he does not wish to seek for re-election at the 27<sup>th</sup> AGM. Hence, he will retain office until the conclusion of 27<sup>th</sup> AGM. The Board expressed its appreciation to Mr. Hiroshi Nozawa, for his contribution during his tenure.

**4. ORDINARY RESOLUTION 6  
TO RE-APPOINT MESSRS. UHY AS AUDITORS OF THE COMPANY FOR  
THE FINANCIAL YEAR ENDING 31 DECEMBER 2024 AND TO AUTHORISE  
THE BOARD OF DIRECTORS TO FIX THEIR REMUNERATION**

As proposed by Mr. Toh Hock Chooi and seconded by Mr. Lee Peng Hwa, the motion to consider the Re-appointment of Messrs. UHY as the Auditors of the Company for the financial year ending 31 December 2024 and mandate to be given to the Board of Directors to fix their remuneration, would be put to the members to vote by poll. It was noted that the retiring Auditors have expressed their willingness to continue in office.

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**5. ORDINARY RESOLUTION 7 - SPECIAL BUSINESS  
TO APPROVE THE PAYMENT OF DIRECTORS' FEES AND BENEFITS FOR  
THE FINANCIAL YEAR ENDING 31 DECEMBER 2024**

On the proposal by Mr. Lee Peng Hwa and seconded by Ms. Teh Bee Gaik, the payment of Directors' Fees and Benefits of up to RM292,000.00 payable to the Directors for the year ending 31 December 2024 would be put to the members to vote by poll.

**6. ORDINARY RESOLUTION 8 - SPECIAL BUSINESS  
AUTHORITY TO ISSUE SHARES AND WAIVER OF PRE-EMPTIVE RIGHTS**

On the proposal by Mr. Ooi Wei Seong and seconded by Mr. Kevin Muck Kar Weng, the proposed Resolution on the Authority to Issue Shares pursuant to section 76 of the Companies Act 2016 and Waiver of Pre-emptive Rights would be put to the members to vote by poll.

The full text of the proposed resolution was set out in the Notice of Meeting.

**7. ORDINARY RESOLUTION 9 - SPECIAL BUSINESS  
RENEWAL OF AUTHORITY TO PURCHASE ITS OWN SHARES**

On the proposal of Mr. Lee Seow Chuan and seconded by Mr. Toh Hock Chooi, the motion on the Proposed Renewal of Authority to Purchase its Own Shares would be put to the members to vote by poll.

The details pertaining to the proposed Renewal of Authority to Purchase its Own Shares were set out in the Share Buy-Back Statement in pages 7 to 12 of Annual Report 2023, and the full text of the proposed resolution was set out in the Notice of Meeting.

**8. ORDINARY RESOLUTION 10 - SPECIAL BUSINESS  
CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE  
DIRECTOR**

The members were informed that the Nominating Committee and the Board of Directors have assessed the independence of Mr. Khairilnuar 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 2023 under page 5.

On the proposal by Mr. Ong Jia Jet and seconded by Mr. Lim Ka Huat, the Resolution 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.

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**9. CONCLUSION**

The Chairperson informed that the Company has not received any notice for transaction of other business from the members of the Company since the dispatch of the notice of 27<sup>th</sup> AGM. She then invited questions from the Floor.

Mr. Toh Hock Chooi, a shareholder, enquired on the revenue of Malaysia and Indonesia market as well as profit margin between the two different markets.

Mr. Sim Yee Fuan, the Executive Director replied that out of the total revenue of the Group, about 50% were generated by Malaysia market and 27% were by Indonesia market. He added that the Indonesia market recorded a higher profit margin as compared to the local market.

There being no further questions raised, the Meeting proceeded with the polling process at 11.20 a.m. The Chairperson briefed the Members and/or proxies on the procedures of polling. Thereafter, the Members and/or proxies proceeded to cast their vote and the Poll Administrator collected all the poll forms.


The Chairperson then announced that the Meeting would be adjourned for 30 minutes or until the Poll Administrator had completed counting of the votes cast and invited the shareholders/proxies for a tea break.

After the counting of the vote cast, the Chairperson called the meeting to order at 11.55 a.m. and invited the Scrutineer, Ms. Cheang Siow Voon of Quantegic Services Sdn. Bhd. to read out the poll results as per Appendix 1, a copy of which is attached herewith.

As verified and based on the poll results, the Chairperson declared that all ten (10) resolutions were carried.

There being no further matters to discuss, on the proposal of Mr. Toh Hock Chooi and seconded by Mr. Lim Ka Huat, it was resolved that the Meeting be concluded at 12.05 p.m. with a vote of thanks to the Chair.

Confirmed as a correct record

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

Meeting No : 27  
Type Of Meeting : Annual General Meeting  
Venue : Fullerton Suite, Level 5, Victory Annexe Wing  
Eastern & Oriental Hotel, 10 Lebuhr Farquhar  
10200 George Town, Penang  
Date & Time : 27 June 2024, at 11:00 AM

Votes Summary Report

Resolution (s)

Ordinary Resolution 1

To declare a Final Single Tier Dividend of 3.9 sen per share for the year ended 31 December 2023

	Total Records	Total Shares	Total Percentage
For	89	103,600,644	99.999228
Against	3	800	0.000772
Valid Cast	92	103,601,444	100.000000
Abstain	0	0	
Spoilt	0	0	
Total Cast	92	103,601,444	

Ordinary Resolution 2

To re-elect Dato' Professor Dr See Ching Mey as Director of the Company

For	90	103,600,744	99.999324
Against	2	700	0.000676
Valid Cast	92	103,601,444	100.000000
Abstain	0	0	
Spoilt	0	0	
Total Cast	92	103,601,444	

Ordinary Resolution 3

To re-elect Sim Yee Fuan as Director of the Company

For	87	103,508,544	99.999324
Against	2	700	0.000676
Valid Cast	89	103,509,244	100.000000
Abstain	3	92,200	
Spoilt	0	0	
Total Cast	92	103,601,444	



Meeting No : 27  
Type Of Meeting : Annual General Meeting  
Venue : Fullerton Suite, Level 5, Victory Annexe Wing  
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10200 George Town, Penang  
Date & Time : 27 June 2024, at 11:00 AM

Votes Summary Report

Resolution (s)

Ordinary Resolution 4

To re-elect Lim Kim Guan as Director of the Company

	Total Records	Total Shares	Total Percentage
For	86	94,604,996	99.999260
Against	2	700	0.000740
Valid Cast	88	94,605,696	100.000000
Abstain	4	8,995,748	
Spoilt	0	0	
Total Cast	92	103,601,444	

Ordinary Resolution 5

To re-elect Lim Jun Lin as Director of the Company

For	88	101,743,691	99.999214
Against	3	800	0.000786
Valid Cast	91	101,744,491	100.000000
Abstain	1	1,856,953	
Spoilt	0	0	
Total Cast	92	103,601,444	

Ordinary Resolution 6

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

For	89	103,600,644	99.999324
Against	2	700	0.000676
Valid Cast	91	103,601,344	100.000000
Abstain	1	100	
Spoilt	0	0	
Total Cast	92	103,601,444	



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Type Of Meeting : Annual General Meeting  
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Date & Time : 27 June 2024, at 11:00 AM

Votes Summary Report

Resolution (s)

Ordinary Resolution 7

To approve the payment of Directors' Fees and benefits for the financial year ending 31 December 2024

	Total Records	Total Shares	Total Percentage
For	83	91,536,976	99.999235
Against	2	700	0.000765
Valid Cast	85	91,537,676	100.000000
Abstain	7	12,063,768	
Spoilt	0	0	
Total Cast	92	103,601,444	

Ordinary Resolution 8

Proposed Authority to issue Shares and Waiver of Pre-Emptive Rights

For	90	103,600,744	99.999324
Against	2	700	0.000676
Valid Cast	92	103,601,444	100.000000
Abstain	0	0	
Spoilt	0	0	
Total Cast	92	103,601,444	

Ordinary Resolution 9

Proposed Renewal of Authority to Purchase its own Shares

For	89	103,600,644	99.999228
Against	3	800	0.000772
Valid Cast	92	103,601,444	100.000000
Abstain	0	0	
Spoilt	0	0	
Total Cast	92	103,601,444	





Meeting No : 27  
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Date & Time : 27 June 2024, at 11:00 AM

Votes Summary Report

Resolution (s)

Ordinary Resolution 10 - Tier 1 (Large Holders)

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

	Total Records	Total Shares	Total Percentage
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	
For	82	63,665,686	99.994032
Against	4	3,800	0.005968
Valid Cast	86	63,669,486	100.000000
Abstain	1	46,000	
Spoilt	0	0	
Total Cast	92	103,601,444	

