



UNIMECH GROUP BERHAD
Registration No : 199601035227(407580-X)
(Incorporated in Malaysia)

NOTICE OF TWENTY-SEVENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Seventh Annual General Meeting ("AGM") of the Company will be held at Fullerton Suite, Level 5, Victory Annexe Wing, Eastern & Oriental Hotel, 10, Lebuhr Farquhar, 10200 George Town, Pulau Pinang, Malaysia on Thursday, 27 June 2024 at 11.00 a.m. for the following purposes: -

AGENDA

- 1 To receive the Audited Financial Statements for the year ended 31 December 2023 together with the reports of the Directors and Auditors thereon. (Please refer to Note A)
- 2 To declare a Final Single Tier Dividend of 3.9 sen per share for the year ended 31 December 2023. Resolution 1
- 3 To re-elect the following Directors retiring under the respective provisions of the Constitution of the Company, and who, being eligible, offer themselves for re-election: -
 - (i) Dato' Professor Dr. See Ching Mey Article 94(1) Resolution 2
 - (ii) Sim Yee Fuan Article 94(1) Resolution 3
 - (iii) Lim Kim Guan Article 94(1) Resolution 4
 - (iv) Lim Jun Lin Article 94(1) Resolution 5
 - (v) Hiroshi Nozawa Article 101 (Please refer to Note D)
- 4 To appoint Messrs. UHY as Auditors of the Company for the financial year ending 31 December 2024 and to authorise the Board of Directors to determine their remuneration. Resolution 6

SPECIAL BUSINESS

- 5 To consider and, if thought fit, to pass with or without modifications, the following ordinary resolutions: -
 - 5.1 *Payment of Directors' Fees and benefits for the financial year ending 31 December 2024* Resolution 7
"To approve the Directors' Fees and benefits of up to RM292,000.00 for the financial year ending 31 December 2024 and payment of such fees and benefits to the Directors of the Company."
 - 5.2 *Proposed Authority to Issue Shares and Waiver of Pre-Emptive Rights* Resolution 8
"THAT subject always to the Companies Act 2016, the Constitution of the Company and the approvals of the relevant governmental/ regulatory authorities, if applicable, the Board of Directors be and is hereby authorized to issue and allot shares in the Company from time to time until the conclusion of the next Annual General Meeting 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 pursuant to Section 85 of the Companies Act 2016 to be read together with Article 61 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016;

THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad;

AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."



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NOTICE OF TWENTY-SEVENTH ANNUAL GENERAL MEETING (CONT'D)

5.3 *Proposed Renewal of Authority to Purchase its own Shares*

Resolution 9

"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;
- 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 based on the latest Audited Financial Statements and/or the latest management accounts of the Company (where applicable) available at the time of the purchase(s);
- 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;
 - 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."

5.4 *Continuing in Office as Independent Non-Executive Director*

Resolution 10

"THAT approval and authority be and is hereby given to Encik Khairilnuar Bin Abdul Rahman, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company."

- 6 To transact any other business of which due notice shall have been given in accordance with the Act.



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NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT the Final Single Tier Dividend of 3.9 sen per share for the financial year ended 31 December 2023, if approved, will be paid on 30 July 2024 to depositors registered in the Record of Depositors on 16 July 2024.

A Depositor shall qualify for entitlement to the Dividend in respect of: -

- a) shares transferred into the Depositor's Securities Account before 4.30 p.m. on 16 July 2024 in respect of transfers;
- b) shares bought on the Bursa Securities on a cum entitlement basis according to the Rules of the Bursa Securities.

By Order of the Board,

TEO MEE HUI (MAICSA 7050642/SSM PC No. 202008001081)
LEE MEI-MEI (MAICSA 7062284/SSM PC No. 202008002962)
Secretaries
Penang

Date: 30 April 2024

NOTES:

- A. This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 do not require a formal approval of the shareholders and hence, is not put forward for voting.
- B. The profile of the Directors who are standing for re-election (as per Resolutions 2 to 5 stated above) at this AGM are set out in the "Profile of Directors" section from pages 16 to 20 of the Company's Annual Report 2023. The details of any interest in securities held by the said Directors are set out in the "Analysis of Directors' Shareholdings" section on pages 152 to 154 of the Company's Annual Report 2023.
- C. Kindly note that the date of the General Meeting Record of Depositors for the purpose of determining members' entitlement or appoint proxy(ies) to attend, vote and speak at the Twenty-Seventh Annual General Meeting shall be on 19 June 2024.
- D. Mr. Hiroshi Nozawa, the Non-Independent Non-Executive Director of the Company who is retired by rotation in accordance with Paragraph 101 of the Company's Constitution, has notified the Board that he does not wish to seek for re-election as Director. Hence, he will retire as Director at the conclusion of the 27th AGM of the Company.

Proxy:

- (i) A member entitled to attend and vote at a meeting of the Company is entitled to appoint any person as his proxy to attend and vote instead of the member at the meeting. There shall be no restriction as to the qualification of the proxy.
- (ii) To be valid, the proxy form duly completed must be deposited at the registered office of the Company at Suite S-21-H, 21st Floor, Menara Northam, 55, Jalan Sultan Ahmad Shah, 10050 George Town, Penang not less than forty-eight (48) hours before the time fixed for holding the meeting.
- (iii) A member is entitled to appoint up to two (2) proxies to attend and vote at the same meeting.
- (iv) Where a member appoints up to two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
- (v) Where a Member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- (vi) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- (vii) If the appointor is a corporation, the proxy form must be executed under its Common Seal or under the hand of its attorney.



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NOTICE OF TWENTY-SEVENTH ANNUAL GENERAL MEETING (CONT'D)

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, speak and vote at this meeting, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for this meeting and the preparation and compilation of the attendance lists, minutes and other documents relating to this meeting, and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

EXPLANATORY NOTE ON SPECIAL BUSINESS:

1. Resolution 7

The proposed resolution, if passed, has been reviewed by the Remuneration Committee and the Board of Directors of the Company, which recognise that the Directors' Fees' and benefits payable are in the best interest of the Company. In determining the estimated total amount of Directors' fees and benefits for year ending 31 December 2024, a contingency sum to cater to unforeseen circumstances such as the appointment of additional Director(s) was included.

2. Resolution 8

The proposed Resolution, if approved, will allow the Company to waive the statutory pre-emptive rights of the shareholders of the Company to be offered with the new shares ranking equally to the existing issued shares of the Company arising from any issuance of new shares in the Company pursuant to this mandate.

This is also to approve the disapplication of statutory pre-emption rights under the Section 85 of the Act, to allot new shares (or to grant rights over shares) without first offering them to existing shareholders in proportion to their holdings pursuant to the general mandate.

The proposed resolution, if passed, will renew the authority to empower the Directors of the Company to issue and allot shares up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company from time to time and for such purposes as the Directors consider would be in the interest of the Company. The renewed mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for purpose of funding future investment, working capital and/or acquisitions. In order to avoid any delay and costs involved in convening a general meeting, it is thus appropriate to seek shareholders' approval. This authority will, unless revoked or varied by the Company in general meeting, expire at the next Annual General Meeting of the Company.

As at the date of this notice, no new shares in the Company have been issued pursuant to the mandate granted to the Directors at the Twenty-Sixth Annual General Meeting held on 27 June 2023 which will lapse at the conclusion of the Twenty-Seventh Annual General Meeting.

3. Resolution 9

The proposed resolution, if passed, will empower the Directors of the Company to purchase the Company's own shares up to ten per centum (10%) of the total issued shares of the Company by utilising the funds allocated which shall not exceed the total retained profits of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company. Further information on the proposed resolution is set out in the Share Buy-Back Statement in pages 7 to 12 of this Annual Report 2023.

4. Resolution 10

The Board and its Nominating Committee had conducted an annual performance evaluation and assessment on the independence of Encik Khairilnuar Bin Abdul Rahman, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years and had recommended him to continue to act as an Independent Non-Executive Director of the Company based on the following justifications: -

- (i) Encik Khairilnuar always act in the best interest of the Company and shareholders;
- (ii) He has strong independent viewpoints and objective judgment when deliberating on matters and decision making; and
- (iii) He has good understanding of the Group's various core business operation.