



NOTICE OF ANNUAL GENERAL MEETING

UNISEM (M) BERHAD

198901006009 (183314-V)
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN that the 33rd Annual General Meeting (“33rd AGM”) of the Company will be conducted entirely through live streaming from the broadcast venue at Unisem (M) Berhad, Board Room, at Lot No. 9(H), 9th Floor UBN Tower, 10 Jalan P Ramlee, 50250 Kuala Lumpur on 28 April 2022, Thursday at 10.30 a.m. to transact the following businesses:

1. To lay before the meeting the Audited Financial Statements for the financial year ended 31 December 2021 and the Reports of the Directors and the Auditors thereon.
2. To approve the payment of Directors’ fees amounting to RM1,353,333 for the financial year ended 31 December 2021, a decrease of RM104,667 from RM1,458,000 for the financial year ended 31 December 2020. **Ordinary Resolution 1**
3. To re-elect the following Directors who retire pursuant to Regulation 115 of the Constitution of the Company:-
 - (i) Mr Ang Chye Hock **Ordinary Resolution 2**
 - (ii) Mr Xiao Zhiyi **Ordinary Resolution 3**
 - (iii) Mr Cui Weibing **Ordinary Resolution 4**
4. To re-elect the following Directors who retire pursuant to Regulation 118 of the Constitution of the Company:-
 - (i) Mdm Wei Xiaoli **Ordinary Resolution 5**
 - (ii) Puan Nelleita binti Omar **Ordinary Resolution 6**
5. To appoint Deloitte PLT as Auditors until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **Ordinary Resolution 7**

As Special Business:

To consider and, if thought fit, to pass the following resolution with or without modifications:-

6. **Authority To Allot Shares** **Ordinary Resolution 8**

“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.

THAT such approval shall continue to be in force until:

 - (i) the conclusion of the next Annual General Meeting of the Company held after the approval was given;
 - (ii) the expiration of the period within which the next Annual General Meeting of the Company is required to be held after the approval was given; or
 - (iii) revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.”
7. To transact any other business for which due notice has been given.

By Order of the Board

CHIN HOCK YEE
SSM PC No. 201908003237
(LS 8922)

KUAN HUI FANG
SSM PC No. 202008001235
(MIA16876)
Company Secretaries

29 March 2022
Kuala Lumpur

Notes:**1. IMPORTANT NOTICE**

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. Members WILL NOT BE ALLOWED to attend the 33rd AGM in person at the Broadcast Venue on the day of the meeting.

Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the 33rd AGM via the Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn Bhd via its TIIH Online website at <https://tiih.online>. Please follow the Procedures for RPV in the Administrative Guide for the 33rd AGM and take note of procedure below in order to participate remotely via RPV.

2. A member entitled to participate via RPV at the 33rd AGM is entitled to appoint a proxy to participate via RPV in his stead. A proxy need not be a member of the Company.
3. Only members whose names appear in the Record of Depositors as at 20 April 2022 are entitled to participate via RPV at the 33rd AGM of the Company to be held on 28 April 2022.
4. Where a member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each securities account it holds, with ordinary shares of the Company standing to the credit of the said securities account to attend, participate and vote remotely via RPV at the 33rd AGM.
5. Where a member is an exempt authorised nominee (as defined under the SICDA) which holds ordinary share 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.
6. Where a member appoints more than one proxy, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
7. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney or, if such appointor is a corporation, under its common seal or the hands of its attorney.
8. The instrument appointing a proxy either in writing or in electronic form shall be deposited at the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or via TIIH Online at <https://tiih.online> not less than forty-eight (48) hours before the time set for the meeting or any adjournment thereof. Kindly refer to the Administrative Guide for further information on electronic submission of proxy form.
9. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time set for the meeting or adjourned general meeting at which the person named in the appointment proposes to vote.
10. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of a poll.
11. Explanatory Note on Special Business

Ordinary Resolution 8

The proposed Ordinary Resolution 8 is a renewal of the general mandate for issuance of shares by the Company under Sections 75 and 76 of the Companies Act, 2016.

The proposed Ordinary Resolution 8, if passed, will grant a renewed general mandate and provide flexibility for the Company to empower the Directors of the Company, from the date of the above Annual General Meeting, 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 renewal of general mandate will 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, will expire at the next Annual General Meeting of the Company.

The Company had, at the 32nd Annual General Meeting held on 28 April 2021, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Sections 75 and 76 of the Companies Act, 2016. As at the date of this Notice, no new shares of the Company were issued or allotted pursuant to this mandate.

The proposed Ordinary Resolution 8 is a renewal of the general mandate for issuance of shares by the Company under Sections 75 and 76 of the Companies Act, 2016. At this juncture, there is no decision to issue new shares.



STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

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DIRECTORS WHO ARE SEEKING RE-ELECTION AT THE 33RD ANNUAL GENERAL MEETING OF THE COMPANY

The Directors who retire in accordance with Regulations 115 and 118 of the Constitution and being eligible offer themselves for re-election at the upcoming Annual General Meeting (“AGM”) are Mr Ang Chye Hock, Mr Xiao Zhiyi, Mr Cui Weibing, Mdm Wei Xiaoli, and Puan Nelleita Binti Omar (“Retiring Directors”).

The details of the Retiring Directors are set out in their respective profiles on pages 95 to 100 of this Annual Report. The details of their interest in the securities of the Company are set out in the Statement of Directors’ Interest on page 207 of this Annual Report.

Prior to making its recommendation to the shareholders, the Board together with the Nomination Committee had assessed the Retiring Directors on the following factors:

- (a) performance and contribution of the Director;
- (b) fit & proper assessment of the Director;
- (c) current composition of the Board; and
- (d) tenure of each Director.

The outcome of the assessment is set out below:-

- (a) Performance & Contribution of the Director - Based on the results of the Directors’ Self and Peer Assessment from the 2021 Board effectiveness evaluation (BEE) exercise, the Retiring Directors met the performance criteria required of an effective and high-performance Board. Puan Nelleita Binti Omar joined the Board on 25 February 2022 and was not included in the 2021 BEE exercise.
- (b) Fit & Proper Assessment of the Director - The Retiring Directors were assessed by the Nomination Committee and the Board as fit and proper based on the Fit & Proper Policy of the Company.
- (c) Current Composition of the Board –
 - Mr Ang Chye Hock as an Independent Director brings objectivity to the Board and a wealth of experience in the semiconductor industry.
 - Mr Xiao Zhiyi, Mr Cui Weibing and Mdm Wei Xiaoli, represent the interest of Tianshui Huatian Technology Co Ltd pursuant to the Collaboration Agreement dated 12 September 2018. The presence of a higher proportion of these Non-Executive Directors on the Board alleviates the propensity for any potential conflict of interest between the policy-making process and the day-to-day management of the Group. Being Chinese nationals, these Directors broaden the perspective of the Board when working in collaboration with the Malaysian Directors; this is a move to foster greater boardroom diversity. They also bring a wealth of experience in the semiconductor industry.
 - Puan Nelleita Binti Omar as an Independent Director brings objectivity to the Board and vast experience in the field of management consultancy.
- (d) Tenure of Each Director – Mr Ang Chye Hock has been an Independent Director since January 2016, for a period of 6 years. His tenure as Independent Director is still below the 9-year tenure as recommended by the Malaysian Code of Corporate Governance. The shorter tenure of Mr Xiao Zhiyi, Mr Cui Weibing, Mdm Wei Xiaoli and Puan Nelleita Binti Omar creates a balance with longer tenured Directors.

Conclusion & Recommendation - Arising from the satisfactory outcome of the above evaluation and consideration, the Board recommends and supports the re-election of Mr Ang Chye Hock, Mr Xiao Zhiyi, Mr Cui Weibing, Mdm Wei Xiaoli and Puan Nelleita Binti Omar as Directors of the Company.

GENERAL MANDATE TO ISSUE NEW ORDINARY SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016

The details on the proposed general mandate to issue new ordinary shares pursuant to Sections 75 and 76 of the Companies Act, 2016 are set out in the Explanatory Note on Special Business in the Notice of 33rd Annual General Meeting and page 211 of the Annual Report.