



## General Announcement

Initiated by CS\_EPSILON ADVISORY SERVICES - COMMON4 on 27/10/2009  
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**Submitted**

### Company Information

Main Market Company

New Announcement

Submitting Investment Bank/Advisor (if applicable)

Submitting Secretarial Firm (if applicable) Epsilon Advisory Services Sdn Bhd

\* Company name KESM INDUSTRIES BERHAD

\* Stock name KESM

\* Stock code 9334

\* Contact person Leong Oi Wah

\* Designation Company Secretary

\* Contact number 03-7803 1126

E-mail address liching@epsilonas.com

Type \* Announcement

Subject \*: KESM Industries Berhad ("KESMI")  
 - Thirty-Eighth Annual General Meeting ("38th AGM") and Extraordinary General Meeting ("EGM")

**Note:** If the announcement is a long announcement, please summarize the announcement in the contents and enter the details of the announcement in the Announcement Details or attached the full details of the announcement as attachment.

#### Contents \*:-

*(This field is to be used for the summary of the announcement)*

Enclosed notices of the 38th AGM and EGM of KESMI dated 28 October 2009 to convene the aforesaid meetings on 12 January 2010.

#### Announcement Details :-

*(This field is for the details of the announcement, if applicable)*

Attachment(s):- (please attach the attachments here)

[KESM AGM.pdf](#)

[KESM EGM.pdf](#)

Tables Section - This section is to be used to create and insert tables. Please make the appropriate reference to the table(s) in the Contents of the Announcement:

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**KESM INDUSTRIES BERHAD**  
(Company No. : 13022-A)  
(Incorporated in Malaysia)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the Thirty-Eighth Annual General Meeting of the Company will be held at Kristal Suite 1&2, 1st Floor, West Wing, Hilton Petaling Jaya, No. 2 Jalan Barat, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Tuesday, 12 January 2010 at 10.30 a.m. for the following purposes: -

**AGENDA**

1. To receive the Audited Financial Statements for the financial year ended 31 July 2009 together with the reports of the Directors and of the Auditors thereon. Resolution 1
2. To declare a first and final tax exempt dividend of 3 sen per share in respect of the financial year ended 31 July 2009. Resolution 2
3. To approve payment of Directors' fees in respect of the financial year ended 31 July 2009. Resolution 3
4. To re-elect the following Directors who are retiring pursuant to Article 80 of the Company's Articles of Association and being eligible, have offered themselves for re-election: -
  - (a) Mr Yong Chea Hou Resolution 4
  - (b) Mr Kenneth Tan Teoh Khoon Resolution 5
5. To re-appoint Messrs Ernst & Young as the Company's Auditors and to authorise the Board of Directors to fix their remuneration. Resolution 6
6. As Special Business: -

To consider and if thought fit, pass the following Resolution as Ordinary Resolution:-

**Authority to issue shares pursuant to the Employees Share Option Scheme**

"THAT subject always to the approval of the relevant authorities, authority be and is hereby given to the Directors to issue shares in the capital of the Company at any time upon such terms and conditions and for such purposes as the Directors, may, in their discretion, deem fit including but not limited to such shares as may be issued pursuant to the exercise of the options under the Employees Share Option Scheme as approved by an ordinary resolution passed at the Extraordinary General Meeting of the Company held on 21 November 2005 provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 15% of the issued share capital of the Company for the time being."

Resolution 7
7. To transact any other business which may be properly transacted at an Annual General Meeting, due notice of which shall have been previously given in accordance with the Companies Act, 1965 and the Company's Articles of Association.

BY ORDER OF THE BOARD  
LEONG OI WAH (MAICSA 7023802)  
TAI LI CHING (MAICSA 7053542)  
Company Secretaries

Petaling Jaya  
28 October 2009

**Notes: -**

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy/proxies who may but need not be a member/members of the Company to attend and vote in his/her stead and Section 149(1)(b) of the Companies Act, 1965 shall not apply.
2. When a member appoints two or more proxies the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorized in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorized.
4. The instrument appointing a proxy must be deposited at the Registered Office at 312, 3rd Floor, Block C, Kelana Square, 17 Jalan SS7/26, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia, at least forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof.

**Explanatory Notes on Special Business: -**

**Resolution pursuant to the Employees Share Option Scheme**

The proposed Resolution No. 7 authorises the Directors to issue shares in the Company upon the exercise of the options under the Employees Share Option Scheme up to an aggregate amount not exceeding 15% of the issued share capital of the Company for the time being.

This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

**NOTICE OF DIVIDEND ENTITLEMENT**

NOTICE IS HEREBY GIVEN that the First and Final Tax Exempt Dividend of 3 sen per share in respect of the financial year ended 31 July 2009, if approved at the forthcoming Annual General Meeting, will be paid on 2 February 2010 to Depositors registered in the Record of Depositors on 18 January 2010. A Depositor shall qualify for entitlement only in respect of:

- a) Shares transferred into the Depositor's securities accounts before 4.00 p.m. on 18 January 2010, in respect of ordinary transfers; and
- b) Shares bought on Bursa Malaysia Securities Berhad ("Bursa Securities") on a cum entitlement basis according to the Rules of Bursa Securities.

BY ORDER OF THE BOARD  
LEONG OI WAH (MAICSA 7023802)  
TAI LI CHING (MAICSA 7053542)

Company Secretaries

Petaling Jaya  
28 October 2009



**KESM INDUSTRIES BERHAD**  
(Company No. : 13222-A)  
(Incorporated in Malaysia)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of KESM Industries Berhad ("KESMI" or "Company") will be held at Kristal Suite 1 & 2, 1st Floor, West Wing, Hilton Petaling Jaya, No. 2 Jalan Barat, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Tuesday, 12 January 2010 at 11:30 a.m. or immediately after the conclusion or adjournment (as the case may be) of the 38th Annual General Meeting of the Company which will be held at the same venue and on the same day at 10:30 a.m., whichever is the earlier or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolution, with or without modifications:-

#### ORDINARY RESOLUTION – PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

\*THAT, approval be and is hereby given, for the purposes of Chapter 10, Paragraph 10.09 of the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad ("Main Market Listing Requirements"), for the Company and/or its subsidiary companies to enter into transactions falling within the types of recurrent related party transactions of a revenue or trading nature which are necessary for the day to day operations of the Group as set out in Section 4.1 and Section 4.2 of the Circular to Shareholders of the Company dated 28 October 2009 ("Circular"), with any party who is described as a related party in the Circular, provided that such transactions are carried out in the normal course of business, at arm's length and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and which will not be to the detriment of the minority shareholders of the Company and in accordance with the guidelines of the Company for Recurrent Related Party Transactions;

AND THAT, such approval shall continue to be in force until:-

- (a) the conclusion of the next annual general meeting of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
- (b) the expiration of the period within which the next annual general meeting after the date is required to be held pursuant to section 143 (1) of the Companies Act, 1965 ("CA") (but shall not extend to such extension as may be allowed pursuant to section 143(2) of CA); or
- (c) revoked or varied by a resolution passed by the shareholders in general meeting,

whichever is the earlier.

AND THAT, proper disclosures of the various transactions and the aggregate value of the transactions will be disclosed in the Annual Report of the Company,

AND FURTHER THAT the Directors be and are hereby authorised to complete and do all such acts and things as may be required by the relevant authorities (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.\*

By Order of the Board

LEONG OI WAH (MAICSA 7023802)  
TAI LI CHING (MAICSA 7053542)  
Company Secretaries  
Petaling Jaya  
28 October 2009

Notes:-

1. A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy/proxies who may but need not be a member/members of the Company to attend and vote in his/her stead and Section 149 (1)(b) of the Companies Act, 1965 shall not apply.
2. When a member appoints two or more proxies the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
4. The instrument appointing a proxy must be deposited at the Registered Office at 312, 3rd Floor, Block C, Kefana Square, 17 Jalan SS7/2B, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia, at least forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof.