



## General Announcement

Form Version 7 (Enhanced)

Initiated by CS\_EPSILON ADVISORY SERVICES - COMMON4 on 26/10/2010

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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 Ms Leong Oi Wah

\* Designation Company Secretary

\* Contact number 03-7803 1126

E-mail address liching@epsilonas.com

Type \* Announcement

Subject \*: KESM Industries Berhad ("KESMI" or the "Company")  
- Notice of the Thirty-Ninth Annual General Meeting ("39th AGM") and Extraordinary General Meeting ("EGM")  
- Proposed Amendments to the Articles of Association

**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 is the notice of the 39th AGM and EGM of KESMI dated 28 October 2010 to convene the aforesaid meetings on 11 January 2010.

The Board of Directors of KESMI is proposing to amend its Articles of Association in line with the implementation of the Electronic Dividend Payment ("e-Dividend"). The relevant resolution on the proposed amendment to the Articles of Association of the Company would be tabled for the shareholders' consideration at the forthcoming Annual General Meeting.

This announcement is dated 27 October 2010.

#### Announcement Details :-

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

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

Ⓞ KESMAGM.pdf

Ⓞ KESMEGM.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:**



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

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of KESM Industries Berhad ("KESMI" or 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, 11 January 2011 at 11:30 a.m. or immediately after the conclusion or adjournment (as the case may be) of the 39th 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 2010 ("Circular"), with any party who is described as a related party in the Circular ("Recurrent Related Party Transactions"), provided that such transactions are carried out in the normal course of business, at arm's length basis, at transaction prices and terms which are not more favourable to the related parties involved 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 and procedures of the Company for Recurrent Related Party Transactions as specified in Section 4.3 of the Circular;

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 ("Act") (but shall not extend to such extension as may be allowed pursuant to section 143(2) of Act); 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 Recurrent Related Party Transactions and the aggregate value of such transactions shall 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 2010

**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, 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.

A Member of



SUNLIGHT

**KESM INDUSTRIES BERHAD**

(Company No. : 13022-A)  
(Incorporated in Malaysia)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the Thirty-Ninth Annual General Meeting of the Company will be held in the Kristal Suite 1&2, 1st Floor, West Wing, Hilton Petaling Jaya, No. 2 Jalan Barat, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Tuesday, 11 January 2011 at 10.30 a.m. for the following purposes: -

**AGENDA**

1. To receive the Audited Financial Statements for the financial year ended 31 July 2010 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 2010. Resolution 2
3. To approve payment of Directors' fees in respect of the financial year ended 31 July 2010. 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) Ms Lim Mee Ing Resolution 4
  - (b) Dato' Dr. Norraesah Haji Mohamad 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 Special Resolution:-

**Proposed Amendment to the Articles of Association**

"THAT the existing Article 142 be amended as follows: Resolution 7

Existing Article 142

**Payment of cheque**

Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent, and the payment of such cheque or warrant shall operate as a good discharge to the Company in respect of dividend represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such cheque or warrant shall be sent at the risk of the person entitled to the money thereby represented.

New Article 142

**Payment of dividend**

Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the last registered address of the member or by direct transfer or such other mode of electronic means (subject to the provision of the Act, the Depositories Act and the Rules, the Listing Requirements and/or other regulatory authorities) to the bank account of the member whose name appears in the Record of Depositors. Every such cheque or warrant or payment by direct transfer shall be made payable to the order of the person to whom it is sent, and the payment of such cheque or warrant or payment by such electronic means shall operate as a good discharge to the Company in respect of dividend represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged or of any discrepancy given by the member in the details of the bank account. Every such cheque or warrant or electronic transfer or remittance shall be sent at the risk of the person entitled to the money thereby represented."

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 2010

**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/member 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 appointer or his/her attorney duly authorized in writing or, if the appointer 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.

**Notes on Retirement of Directors**

The Directors retiring at the Thirty-Ninth Annual General Meeting are Encik Ahmad Riza Bin Basir, Ms Lim Mee Ing and Dato' Dr. Norraesah Haji Mohamad.

Encik Ahmad Riza bin Basir has advised that he does not wish to seek for re-election at the Thirty-Ninth Annual General Meeting.

**Explanatory Notes on Special Business:-**

The proposed Resolution 7 is to amend the Company's Articles of Association in line with the amendments to Main Market Listing Requirements of Bursa Malaysia Securities Berhad in relation to e-Dividend.

**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 2010, if approved at the forthcoming Annual General Meeting, will be paid on 24 January 2011 to Depositors registered in the Record of Depositors on 12 January 2011. 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 12 January 2011, 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 2010