



## KESM INDUSTRIES BERHAD

Registration No. 197201001376 (13022-A)  
(Incorporated in Malaysia)

### NOTIFICATION TO SHAREHOLDERS ON THE CHANGE OF NOTICES FOR THE FORTY-NINTH ANNUAL GENERAL MEETING (“49<sup>TH</sup> AGM”) AND EXTRAORDINARY GENERAL MEETING (“EGM”) OF KESM INDUSTRIES BERHAD (“COMPANY”)

On 27 October 2020, the Company had issued its Notices of 49<sup>th</sup> AGM and EGM notifying shareholders that the 49<sup>th</sup> AGM and the EGM are scheduled to be held on Thursday, 7 January 2021 at Connexion Conference & Event Centre, Spectrum and Prism (Level 3A), Nexus, Bangsar South, No. 7, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

In view that the recovery phase of Malaysia’s COVID-19 Movement Control Order has been extended to 31 December 2020 with certain states currently under the Conditional Movement Control Order and as part of the safety measures to curb the spread of COVID-19 pandemic, the Board of Directors of the Company has decided that the 49<sup>th</sup> AGM and the EGM of the Company shall proceed as scheduled on 7 January 2021 but shall be held **electronically in its entirety via Remote Participation and Electronic Voting facilities**.

The Notices of the 49<sup>th</sup> AGM and the EGM of the Company to be held on Thursday, 7 January 2021 at 10.00 a.m. and 11:00 a.m. (or immediately after the conclusion of the 49<sup>th</sup> AGM, whichever is the earlier) respectively shall remain unchanged, save for the venue, as stated below:

Amended Venue : 12<sup>th</sup> Floor, Menara Symphony  
 (“Broadcast Venue”) No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13  
 46200 Petaling Jaya, Selangor Darul Ehsan  
 Malaysia

The Broadcast Venue, in which the Chairman of the 49<sup>th</sup> AGM and EGM is physically present, shall be construed as the meeting venue. In compliance with the safety measures in relation to the COVID-19 pandemic, no shareholders/proxies/corporate representatives shall be permitted to attend both meetings, at the Broadcast Venue.

Please refer to the enclosed Administrative Guide for further details in relation to the registration process and remote participation of the 49<sup>th</sup> AGM and the EGM. The Administrative Guide is also made available on our corporate website at the URL <http://kesmi.com/investor-relations/general-meetings/> and Bursa Malaysia Securities Berhad’s website at [www.bursamalaysia.com](http://www.bursamalaysia.com).

By Order of the Board

**LEONG OI WAH (MAICSA 7023802)**  
**(SSM PRACTISING CERTIFICATE NO. 201908000717)**  
Company Secretary

7 December 2020

## KESM INDUSTRIES BERHAD

Registration No. 197201001376 (13022-A)

(Incorporated in Malaysia)

### ADMINISTRATIVE GUIDE FOR THE FORTY-NINTH ANNUAL GENERAL MEETING (“49<sup>TH</sup> AGM”) AND EXTRAORDINARY GENERAL MEETING (“EGM”)

Day and Date	:	Thursday, 7 January 2021
Time	:	49 <sup>th</sup> AGM – 10.00 a.m. EGM – 11.00 a.m. or immediately after the conclusion of the 49 <sup>th</sup> AGM (whichever is the earlier)
Registration	:	Virtual Meeting via Remote Participation and Electronic Voting (“RPEV”) facilities
Meeting Platform	:	<a href="https://web.lumiagm.com/">https://web.lumiagm.com/</a>
Mode of Communication	:	(i) Submit questions to the Board of Directors (“Board”) prior to the 49 <sup>th</sup> AGM and the EGM by emailing to <a href="mailto:agmegm2021@kesmi.com">agmegm2021@kesmi.com</a> no later than 10.00 a.m. on Thursday, 31 December 2020; or (ii) Pose questions to the Board via real time submission of typed texts at <a href="https://web.lumiagm.com/">https://web.lumiagm.com/</a> during live streaming of the 49 <sup>th</sup> AGM and the EGM.
Broadcast Venue	:	12 <sup>th</sup> Floor, Menara Symphony No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13 46200 Petaling Jaya, Selangor Darul Ehsan Malaysia

#### MODE OF MEETING

In light of the increasing COVID-19 infection cases and putting the health and safety of shareholders as top priority, the 49<sup>th</sup> AGM and EGM of KESM Industries Berhad (“the Company”) will be conducted **entirely on a virtual basis through live webcast and online remote voting using the RPEV facilities**. This is in line with the *Guidance and FAQs on the Conduct of General Meetings for Listed Issuers* issued by the Securities Commission Malaysia.

Kindly note that it is your responsibility to ensure that the stability of the internet connectivity throughout the 49<sup>th</sup> AGM and EGM are maintained, as the quality of the live webcast and online remote voting are dependent on the bandwidth and stability of the participant’s internet connection.

The Broadcast Venue mentioned above is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016, which stipulates that the Chairman of the meeting shall be at the main venue of the 49<sup>th</sup> AGM and EGM, and in accordance with Clause 70 of the Company’s Constitution which permits a meeting of shareholders to be held at more than one venue, using any technology or method that enables the shareholders of the Company to participate and to exercise their right to speak and vote at the meeting. **Shareholders/Proxies/Corporate Representatives from the public should not be physically present at or admitted to the Broadcast Venue on the day of the 49<sup>th</sup> AGM and EGM.**

## PROCEDURES FOR RPEV

Please read and follow the procedures below to engage in RPEV through live webcast and online remote voting at the 49<sup>th</sup> AGM and EGM:

Procedure		Actions
<b>Before the day of the AGM and EGM</b>		
Step 1	Register Online with Boardroom Smart Investor Portal	<p><i>[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register. You may proceed to Step 2.]</i></p> <ol style="list-style-type: none"> <li>Access website <a href="https://boardroomlimited.my">https://boardroomlimited.my</a>.</li> <li>Click &lt;&lt;Login&gt;&gt; and click &lt;&lt;Register&gt;&gt; to sign up as a user.</li> <li>Complete registration and upload softcopy of MyKAD (front and back) or Passport in JPEG or PNG format.</li> <li>Please enter a valid email address.</li> <li>Your registration will be verified and approved within one (1) business day and an email notification will be provided.</li> </ol>
Step 2	Submit request for remote participation	<p>Registration for remote access will be opened on 7 December 2020. Please note that the closing time to submit your request is at 10.00 a.m. (49<sup>th</sup> AGM) and 11.00 a.m. (EGM) on 5 January 2021 (forty-eight (48) hours before the commencement of the respective virtual 49<sup>th</sup> AGM and EGM).</p> <p><b>Individual Shareholders</b></p> <ol style="list-style-type: none"> <li>Log in to <a href="https://boardroomlimited.my">https://boardroomlimited.my</a>.</li> <li>Select “<b>VIRTUAL MEETING</b>” from main menu and select the correct Corporate Event “<b>KESM INDUSTRIES BERHAD FORTY-NINTH (49<sup>TH</sup>) VIRTUAL ANNUAL GENERAL MEETING</b>” and/or “<b>KESM INDUSTRIES BERHAD VIRTUAL EXTRAORDINARY GENERAL MEETING</b>”.</li> <li>Read and agree to the terms &amp; conditions.</li> <li>Enter your CDS Account and thereafter submit your request.</li> </ol> <p><b>Corporate Shareholders</b></p> <ol style="list-style-type: none"> <li>Write in to <a href="mailto:bsr.helpdesk@boardroomlimited.com">bsr.helpdesk@boardroomlimited.com</a> by providing the name of Shareholder, CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or Proxy Form to submit the request.</li> <li>Please provide a copy of the appointed Corporate Representative’s MyKad (Front and Back) or Passport in JPEG or PNG format, as well as his/her email address.</li> </ol> <p><b>Authorised Nominee and Exempt Authorised Nominee</b></p> <ol style="list-style-type: none"> <li>Write in to <a href="mailto:bsr.helpdesk@boardroomlimited.com">bsr.helpdesk@boardroomlimited.com</a> by providing the name of Shareholder, CDS Account Number accompanied with the Proxy Form to submit the request.</li> <li>Please provide a copy of Proxy Holder’s MyKad (Front and Back) or Passport, as well as his/her email address.</li> </ol>
Step 3	Email notification	<ol style="list-style-type: none"> <li>You will receive notification(s) from Boardroom Share Registrars Sdn. Bhd. (“Boardroom”) that your request(s) has been received and is/are being verified.</li> <li>Upon system verification against the General Meeting Record of Depositories as at 31 December 2020 (“General Meeting Record of Depositors”), you will receive an email from Boardroom either approving or rejecting your registration for remote participation, together with your remote access user ID, password and login user guide.</li> </ol>

		c. Kindly be informed that if you are registering for KESM 49 <sup>th</sup> AGM as well as KESM EGM, you will be receiving 2 separate emails from Boardroom, to join the respective meetings.
<b>On the day of the AGM and EGM</b>		
Step 4	Login to Meeting Platform	<p>a. The Meeting Platform will be opened for login one (1) hour before the commencement of the 49<sup>th</sup> AGM and/or EGM.</p> <p>b. The Meeting Platform can be accessed via any one of the following manner:</p> <ul style="list-style-type: none"> <li>• Download the free <b>Lumi AGM</b> application from Apple App Store or Google Play Store; or</li> <li>• Scan the QR Code provided in the email notification; or</li> <li>• Navigate to the website at <a href="https://web.lumiagm.com/">https://web.lumiagm.com/</a></li> </ul> <p>c. Enter the Meeting ID No. and sign in with the user ID and password provided in the confirmation email from Boardroom.</p>
Step 5	Participate	<p>a. If you would like to view the live webcast, select the broadcast icon.</p> <p>b. If you would like to ask a question during the 49<sup>th</sup> AGM and EGM, select the messaging icon.</p> <p>c. Type your message within the chat box, click the send button once completed.</p>
Step 6	Voting	<p>a. Once voting is opened, the polling icon will appear with the resolutions and voting options for your selection.</p> <p>b. To exercise your vote, simply select your voting option. A confirmation message will appear to show your vote has been received.</p> <p>c. To change your vote, simply select another voting option.</p> <p>d. If you wish to cancel your vote, please press "Cancel".</p>
Step 7	End of Participation	Upon the announcement by the Chairman of the Meetings on the closure of the 49 <sup>th</sup> AGM and EGM, the live webcast will end.

## ENTITLEMENT TO PARTICIPATE AND VOTE

In respect of deposited securities, only shareholders whose names appear on General Meeting Record of Depositors shall be eligible to attend the 49<sup>th</sup> AGM and EGM and/or appoint proxy(ies)/corporate representative(s) to participate and/or vote on his/her/its behalf.

## PROXY AND PROXY FORM

In accordance to the Company's Constitution, shareholders are entitled to vote electronically at the 49<sup>th</sup> AGM and EGM either personally or by Proxy. As the 49<sup>th</sup> AGM and EGM will be conducted in a fully virtual mode, a shareholder who is unable to participate in the 49<sup>th</sup> AGM or EGM is encouraged to appoint the Chairman of the Meetings as his/her proxy(ies) and indicate his/her specific voting instructions clearly in the Proxy Form.

The Company shall be entitled to reject a Proxy Form if it is incomplete, improperly completed or illegible or where the true intentions of the shareholder are not ascertainable from the instructions specified in the Proxy Form.

The appointment of Proxy may be made in the following manner:

In hard copy

Shareholders may deposit the duly executed Proxy Form at the office of our Share Registrar, Boardroom Share Registrars Sdn. Bhd. at 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, no later than 10.00 a.m. (for 49<sup>th</sup> AGM) or 11.00 a.m. (for EGM) on Tuesday, 5 January 2021.

In electronic form

The Proxy Form may be submitted:

- (i) via electronic means through Boardroom Smart Investor Portal at <https://www.boardroomlimited.my/> (for individual shareholders only); or
- (ii) via e-mail to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com),

before the lodgement deadlines as mentioned above.

You may download the Proxy Form(s) for the 49<sup>th</sup> AGM and EGM from our corporate website at the URL <http://kesmi.com/investor-relations/general-meetings/>.

## **REVOCAION OF PROXY**

If you have submitted your Proxy Form and subsequently decide to appoint another person or wish to participate in our virtual 49<sup>th</sup> AGM or EGM yourself, please write in to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) to revoke the earlier appointed proxy forty-eight (48) hours before the 49<sup>th</sup> AGM or the EGM, as the case is applicable.

## **VOTING PROCEDURES**

- In accordance with Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the voting at the virtual 49<sup>th</sup> AGM and EGM will be conducted by poll. The Company has appointed Boardroom as the Poll Administrator to conduct the poll by way of electronic voting (“e-Voting”) and GovernAce Advisory & Solutions Sdn. Bhd. as the Scrutineers to verify the poll results.
- During the virtual meetings, the Chairman of the Meetings will invite the Poll Administrator to brief on the e-Voting housekeeping rules. The voting session will commence as soon as the Chairman calls for the poll to be opened and until such time when the Chairman of the Meetings announces the closure of the poll for each Resolution.
- E-Voting for each of the resolutions as set out in the Notice of 49<sup>th</sup> AGM and EGM will take place upon the conclusion of the deliberations or Questions and Answers session of all business transacted at the 49<sup>th</sup> AGM and EGM.
- The Chairman of the Meetings will declare the poll results upon completion of the polling for all the resolutions.

## **PRE-MEETING SUBMISSION OF QUESTIONS TO THE BOARD**

Shareholders are encouraged to submit questions to the Board in advance of the 49<sup>th</sup> AGM and the EGM by emailing to [agmegm2021@kesmi.com](mailto:agmegm2021@kesmi.com) no later than 10.00 a.m. on Thursday, 31 December 2020. The Board will endeavour to answer the questions received at the 49<sup>th</sup> AGM or at the EGM.

## **NO RECORDING OR PHOTOGRAPHY OF MEETING PROCEEDINGS**

No recording or photography of the 49<sup>th</sup> AGM and EGM proceedings is allowed without the prior written permission of the Company.

## **ENQUIRY**

If you have any enquiries prior to the 49<sup>th</sup> AGM or EGM, please contact the following party during office hours from Mondays to Fridays (between 9.00 a.m. to 5.00 p.m.):

### **Boardroom Share Registrars Sdn. Bhd.**

Address : 11th Floor, Menara Symphony  
No. 5, Jalan Prof. Khoo Kay Kim  
Seksyen 13  
46200 Petaling Jaya  
Selangor Darul Ehsan  
Malaysia  
General Line : +603-7890 4700  
Fax Number : +603-7890 4670  
Email : [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com)

## **PERSONAL DATA PRIVACY**

By registering for the remote participation, exercising e-Voting and/or submitting the instrument appointing a proxy(ies) and/or corporate representative(s), the shareholder of the Company has consented and/or has procured the consent from such individual who has been appointed as proxy or corporate representative, regarding the use of their personal data provided for purposes of processing and administration by the Company (or its agents) in connection with the 49<sup>th</sup> AGM and EGM; and to comply with any laws, listing rules, regulations and/or guidelines in relation thereto. The shareholder agrees that he/she/it will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.

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