



**KESM INDUSTRIES BERHAD**

(Company No. 13022-A)

(Incorporated in Malaysia under the Companies Act, 1965)

**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 Pod 1, Level 32A, Capri by Fraser Kuala Lumpur, No. 5 Jalan Kerinchi, Bangsar South City, 59200 Kuala Lumpur, Malaysia on Thursday, 16 April 2015 at 10.30 a.m. for the purpose of considering and, if thought fit, passing the following Resolution with or without modifications:

**ORDINARY RESOLUTION - PROPOSED ACQUISITION**

**Proposed acquisition of the remaining 692,308 ordinary shares of RM1.00 each in KESM Test (M) Sdn Bhd (“KESM Test”), representing approximately 34.62% equity interest not already owned by the Company from Sunright Limited (“Sunright”) for a cash consideration of RM35.0 million (“Proposed Acquisition”)**

“**THAT**, subject to the conditions precedent in the Share Sale Agreement dated 13 February 2015 entered into between Sunright and the Company for the Proposed Acquisition (“**SSA**”) being fulfilled, approval be and is hereby given to the Company to acquire the remaining 692,308 ordinary shares of RM1.00 each in KESM Test, representing approximately 34.62% equity interest not already owned by the Company from Sunright for a cash consideration of RM35.0 million subject to and on the terms and conditions set out in the SSA.

**AND FURTHER THAT** the Board of Directors of the Company, be and is hereby authorised to take all such steps, execute such documents and enter into any arrangements, agreements and/or undertakings with any party or parties as it may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and/or give effect to the Proposed Acquisition with full powers to assent to any terms, conditions, modifications, variations and/or amendments as may be agreed to/required by the relevant regulatory authorities or as a consequence of any such requirement or as may be deemed necessary and/or expedient to implement, finalise and/or give effect to the Proposed Acquisition.”

**BY ORDER OF THE BOARD**

**LEONG OI WAH (MAICSA 7023802)**

Company Secretary

Petaling Jaya

1 April 2015

*Notes:*

- 1. In respect of deposited securities, only members whose names appear in the General Meeting Record of Depositors on 9 April 2015 shall be eligible to attend the Extraordinary General Meeting.*
- 2. 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.*
- 3. 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.*
- 4. 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.*
- 5. The instrument appointing a proxy must be deposited at the Registered Office at 802, 8<sup>th</sup> 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 Extraordinary General Meeting or any adjournment thereof.*