



KESM INDUSTRIES BERHAD

(Company No. 13022-A)

(Incorporated in Malaysia under the Companies Act 2016)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 46th Annual General Meeting of the Company will be held at Spectrum and Prism, Level 3A, CONNEXION @ NEXUS, No. 7 Jalan Kerinchi, Bangsar South City, 59200 Kuala Lumpur, Malaysia on Thursday, 11 January 2018 at 10:00 a.m. for the following purposes: -

AGENDA

AS ORDINARY BUSINESS

- | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|
| 1. To receive the audited financial statements for the financial year ended 31 July 2017 together with the reports of the Directors and of the Auditors thereon. | |
| 2. To declare a final tax exempt dividend of 6 sen per share in respect of the financial year ended 31 July 2017. | Resolution 1 |
| 3. To approve payment of Directors' fees and allowances of RM281,000 in respect of the financial year ended 31 July 2017. | Resolution 2
(Please see Explanatory Note) |
| 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) Samuel Lim Syn Soo | Resolution 3 |
| (b) Tuan Haji Zakariah Bin Yet | Resolution 4 |
| 5. To re-appoint Messrs Ernst & Young as the Company's Auditors and to authorise the Board of Directors to fix their remuneration. | Resolution 5 |
| 6. 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 2016 and the Company's Articles of Association. | |

BY ORDER OF THE BOARD

LEONG OI WAH (MAICSA 7023802)

Company Secretary

Petaling Jaya
26 October 2017

Notes: -

- A member entitled to attend and vote at the Annual General Meeting is entitled to appoint proxy/proxies who may but need not be member/members of the Company to attend and vote in his/her stead.
- 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.
- The instrument appointing proxy/proxies 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.
- The instrument appointing proxy/proxies must be deposited at the Registered Office at 802, 8th 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.
- Depositors whose name appear in the Record of Depositors on 5 January 2018 shall be regarded as member of the Company entitled to attend the 46th Annual General Meeting or appoint proxy/proxies to attend and vote on his/her behalf.

Explanatory Note To Resolution 2: -

Payment of Directors' fees and allowances in respect of the financial year ended 31 July 2017 are as follows:

<u>Description</u>	<u>Amount</u>
Directors' fees	RM254,000
Allowances (Payable to Non-Executive Directors only)	RM27,000
Total	<u>RM281,000</u>

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS HEREBY GIVEN that the final tax exempt dividend of 6 sen per share in respect of the financial year ended 31 July 2017, if approved at the forthcoming Annual General Meeting, will be paid on 13 February 2018 to Depositors registered in the Record of Depositors on 18 January 2018. A Depositor shall qualify for entitlement only in respect of:

- shares transferred into the Depositor's securities accounts before 4.00 p.m. on 18 January 2018, in respect of ordinary transfers; and
- 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)

Company Secretary

Petaling Jaya
26 October 2017