



KNM GROUP BERHAD

Reg. No.: 200001018741(521348-H)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of KNM Group Berhad (“KNM” or the “Company”) will be conducted fully virtual through live streaming and online voting using Remote Participation and Electronic Voting (“RPEV”) facilities via the online meeting platform at <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNICD6A357657) provided by Boardroom Share Registrars Sdn Bhd on Monday, 16 October 2023 at 10.00 a.m., for the purpose of considering and if thought fit, passing with or without modifications, the following Ordinary Resolutions, special notice of which have been given pursuant to Sections 206(3) and 322(1) of the Companies Act 2016:

AGENDA

- | | |
|---|----------------------|
| 1. “THAT Tunku Dato’ Yaacob Khyra be and is hereby removed from office as a Director of the Company, with immediate effect.” | Resolution 1 |
| 2. “THAT Tunku Kamariah Aminah Maimunah Iskandariah binti Sultan Iskandar be and is hereby appointed as a Director of the Company, with immediate effect, to replace Tunku Dato’ Yaacob Khyra.” | Resolution 2 |
| 3. “THAT Tan Sri (Dr) Zulhasnan bin Rafique be and is hereby removed from office as a Director of the Company, with immediate effect.” | Resolution 3 |
| 4. “THAT Andreas Heeschchen be and is hereby appointed as a Director of the Company, with immediate effect, to replace Tan Sri (Dr) Zulhasnan bin Rafique.” | Resolution 4 |
| 5. “THAT Ravindrasingham A/L Balasingham be and is hereby removed from office as a Director of the Company, with immediate effect.” | Resolution 5 |
| 6. “THAT Edwin Silvester Das be and is hereby appointed as a Director of the Company, with immediate effect, to replace Ravindrasingham A/L Balasingham.” | Resolution 6 |
| 7. “THAT Yee Hong Ho be and is hereby removed from office as a Director of the Company, with immediate effect.” | Resolution 7 |
| 8. “THAT Dato’ Zaidi bin Mat Isa @ Hashim be and is hereby appointed as a Director of the Company, with immediate effect, to replace Yee Hong Ho.” | Resolution 8 |
| 9. “THAT Steve Ho Soo Woon be and is hereby removed from office as a Director of the Company, with immediate effect.” | Resolution 9 |
| 10. “THAT William H Van Vliet III be and is hereby appointed as a Director of the Company, with immediate effect, to replace Steve Ho Soo Woon.” | Resolution 10 |
| 11. “THAT Thulasy Suppiah be and is hereby removed from office as a Director of the Company, with immediate effect.” | Resolution 11 |
| 12. “THAT Flavio Porro be and is hereby appointed as a Director of the Company, with immediate effect, to replace Thulasy Suppiah.” | Resolution 12 |
| 13. “THAT Datuk Uwe Ahrens be and is hereby removed from office as a Director of the Company, with immediate effect.” | Resolution 13 |
| 14. “THAT Dato’ Abd. Ghani bin Yusof be and is hereby appointed as a Director of the Company, with immediate effect, to replace Datuk Uwe Ahrens.” | Resolution 14 |
| 15. “THAT James Beltran be and is hereby removed from office as a Director of the Company, with immediate effect.” | Resolution 15 |
| 16. “THAT Dato’ Indera Naresh Mohan be and is hereby removed from office as a Director of the Company, with immediate effect.” | Resolution 16 |

By Order of the Board

LILY YIN KAM MAY (MAICSA 0878038)

Company Secretary

Kuala Lumpur

19 September 2023

Explanatory Note on the Ordinary Resolutions

- (i) This meeting is called by the following members (requisitionists) of the Company holding in aggregate not less than ten per cent (10%) of the issued share capital of the Company as at the date of this notice pursuant to powers conferred by Section 310 of the Companies Act 2016.

Name of Members	Number of Shares	Percentage
CGS-CIMB Nominees (Asing) Sdn Bhd Exempt an for CGS-CIMB Securities (Singapore) Pte Ltd (Retail Clients) for Andreas Heeschchen	320,000,000	7.91%
AZM Trading Venture Sdn Bhd	10,271,700	0.25%
Azmi bin Osman	10,000,000	0.25%
Tai Tean Seng	28,620,000	0.71%
Kok Seng Ping	31,500,000	0.78%
Jacqueline Lee Fei Fei	15,800,000	0.39%
Chang Hui Kee	5,800,000	0.14%
Gan SMT Sdn Bhd	5,470,300	0.13%
Sazini bin Abdullah	5,000,000	0.12%
TOTAL	432,462,000	10.68%

- (ii) The overall effect of passing Ordinary Resolutions 1 to 16 would be to change or reconstitute the composition of the Board of Directors of the Company.
- (iii) All the proposed directors have given their consent to act as directors and have declared that they are not disqualified from being appointed as directors of the Company.
- (iv) In accordance with the Companies Act 2016, the Company is required to send a copy of the Special Notice to the directors proposed to be removed.

Notes:-

- (i) The EGM of the Company will be conducted on a fully virtual basis through live streaming and online remote voting using RPEV facilities at <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNICD6A357657).
- (ii) Please read and follow the procedures as set out in the Administrative Guide in order to register, participate and vote remotely via RPEV facilities.
- (iii) A proxy may but need not be a member of the Company.
- (iv) A member may appoint not more than two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.
- (v) Where a member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- (vi) Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“omnibus account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- (vii) To be valid, the duly completed form of proxy must be deposited at the registered office of the Company at No. 15 Jalan Dagang SB 4/1, Taman Sungai Besi Indah, 43300 Seri Kembangan, Selangor Darul Ehsan not less than twenty-four (24) hours before the time for holding the meeting or any adjournment thereof. Alternatively, the Proxy Form can also be lodged electronically via “Boardroom Smart Investor Portal” at <https://boardroomlimited.my> not less than twenty-four (24) hours before the time appointed for holding the meeting. Kindly refer to the procedure for Electronic Lodgement of Form of Proxy from the Administration Guide for the EGM.
- (viii) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or if the appointer is a corporation, either under its common seal or under the hand of its officer or attorney duly authorised.
- (ix) For the purpose of determining a member who shall be entitled to attend this EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Clause 78 of the Company’s Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 11 October 2023. Only a depositor whose name appears on the Record of Depositors as at 11 October 2023 shall be entitled to attend, speak and vote at the said meeting or appoint proxy(ies) to attend, speak and/or vote on his/her behalf.
- (x) Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the EGM will be put to vote by way of poll.
- (xi) Any alteration in the form of proxy must be initialled.
- (xii) Form of Proxy sent through facsimile transmission shall not be accepted.