

## General Announcement

Reference No **MM-070604-52998**

## Amended Announcement

(Please refer to the earlier announcement reference number: CU-070531-54452)

Submitting Merchant Bank : ASEAMBANKERS MALAYSIA BERHAD  
Company Name : **KNM GROUP BERHAD**  
Stock Name : KNM  
Date Announced : 04/06/2007

Type : **Announcement**  
Subject : **KNM GROUP BERHAD ("KNM" OR "THE COMPANY")**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING ("EGM")**

Contents :

Reference is made to the announcement dated 31 May 2007 in relation to the above.

Aseambankers Malaysia Berhad, on behalf of KNM, wishes to announce that the EGM of the Company will be held at Stateroom, Lower Ground Level, Palace of the Golden Horses, Jalan Kuda Emas, Mines Resort City, 43300 Seri Kembangan, Selangor Darul Ehsan, Malaysia on Thursday, 28 June 2007 at 10.30 a.m. or immediately upon the conclusion of the Fifth Annual General Meeting of KNM which will be held at 10.00 a.m. on the same day and at the same venue, whichever is later, for the purpose of seeking the shareholders' approval for the resolutions as set out in the notice of EGM dated 1 June 2007 ("Notice"). A copy of the Notice is attached herewith for your attention.

This announcement is dated 4 June 2007.



Notice.pdf



**KNM GROUP BERHAD**  
(Company No. 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 held at Stateroom, Lower Ground Level, Palace of the Golden Horses, Jalan Kuda Emas, Mines Resort City, 43300 Seri Kembangan, Selangor Darul Ehsan, Malaysia on Thursday, 28 June 2007 at 10.30 a.m. or immediately upon the conclusion of the Fifth Annual General Meeting of KNM which will be held at 10.00 a.m. on the same day and at the same venue, whichever is later, or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions:

### **ORDINARY RESOLUTION 1**

#### **PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL (“PROPOSED IASC”)**

“**THAT**, the authorised share capital of KNM be increased from existing RM200,000,000 comprising 400,000,000 ordinary shares of RM0.50 each (“**KNM Shares**”) to RM300,000,000 comprising 600,000,000 KNM Shares by the creation of an additional 200,000,000 new KNM Shares and such are to rank pari passu in all respects with the existing KNM Shares and that in consequence thereof, the Memorandum and Articles of Association of the Company be amended accordingly.”

### **ORDINARY RESOLUTION 2**

#### **PROPOSED BONUS ISSUE OF UP TO 263,451,140 NEW ORDINARY SHARES OF RM0.50 EACH IN KNM CREDITED AS FULLY PAID-UP ON THE BASIS OF ONE (1) NEW KNM SHARE FOR EVERY ONE (1) EXISTING KNM SHARE HELD (“PROPOSED BONUS ISSUE”)**

“**THAT**, subject to the passing of the Ordinary Resolution above, approval be and is hereby given to the Directors of the Company to capitalise and apply a total sum of up to RM131.725 million from the Company’s share premium account and retained profits for the purpose of the Proposed Bonus Issue, the details of which are set out in Section 2 of the Circular to Shareholders of the Company dated 1 June 2007;

**THAT**, the Directors of the Company be and are hereby authorised to apply such sums and to issue at par, up to 263,451,140 new KNM Shares (“**Bonus Shares**”) to be credited as fully paid-up and such KNM Shares to be allotted to the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later by the Directors of the Company, in the proportion of one (1) new KNM Share for every one (1) existing KNM Share held in the Company on the aforesaid entitlement date;

**THAT**, fractional entitlements shall be dealt with by the Directors of the Company in such manner as the Directors of the Company may in their absolute discretion think fit and expedient and in the best interest of the Company and shareholders;

**THAT**, the Bonus Shares shall, upon listing, rank pari passu in all respects with the existing KNM Shares;

**AND THAT**, the Directors of the Company be and are hereby authorised to give effect to implement and execute all documents and do all acts, deeds, and things as may be required for or in connection with the Proposed Bonus Issue with full powers to assent to any modifications, variations and/or amendments as may required by the relevant authorities.”

### **ORDINARY RESOLUTION 3**

#### **PROPOSED SHARE SPLIT INVOLVING SUBDIVISION OF EACH OF THE EXISTING KNM SHARES INTO TWO (2) ORDINARY SHARES OF RM0.25 EACH IN KNM (“PROPOSED SHARE SPLIT”)**

**"THAT**, subject to the passing of Special Resolution below and approvals of the Securities Commission and Bursa Securities for the Proposed Share Split and the listing of and quotation for all the new ordinary shares to be issued hereunder, approval be and is hereby given to the Directors of the Company to subdivide each of the existing ordinary shares of RM0.50 each of the Company, held by registered shareholders of KNM whose names appear in the Record of Depositors at the close of business on a date to be determined and announced later by the Directors, into two (2) ordinary shares of RM0.25 each ("**Subdivided KNM Shares**"), which will be fully paid up;

**THAT**, the Subdivided KNM Shares shall upon issue and allotment, rank pari passu in all respects with each other.

**THAT**, any fractional amount will be disregarded and fractional entitlements will be dealt with by the Directors of KNM at their absolute discretion in such manner so as to minimise the incidence of odd lots.

**AND THAT**, the Directors be and are hereby empowered, authorised and directed to do all such acts and things as may be necessary to carry out the above transaction and to give effect to the various arrangements and/or transactions relating to the above transaction with full powers to assent to any modifications, conditions, variations and/or amendments as may be required by the relevant authorities and to do all such acts and things as the Directors of the Company may in their absolute discretion deem fit and expedient "

### **SPECIAL RESOLUTION**

#### **PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF KNM**

**"THAT**, subject to the passing of Ordinary Resolution 1 and 3 above, the proposed amendments to the Memorandum and Articles of Association be amended as detailed below:

- (a) the subdivision to the par value of the existing KNM Shares of RM0.50 each to RM0.25 each; and
- (b) the alteration of the authorised share capital of KNM of RM300,000,000 comprising 600,000,000 ordinary shares of RM0.50 each after the Proposed IASC into RM300,000,000 comprising 1,200,000,000 ordinary shares of RM0.25 each pursuant to the Proposed Share Split.

**AND THAT**, the Directors be and are hereby empowered, authorised and directed to do all such acts and things as may be necessary to carry out the above transaction and to give effect to the various arrangements and/ or transactions relating to the above transaction with full powers to assent to any modifications, conditions, variations and/or amendments as may be required by the relevant authorities and to do an such acts and things as the Directors of the Company may in their absolute discretion deem fit and expedient."

By Order of the Board

**CHIA KWOK WHY (MAICSA 7005833)**

**YEOH SENG CHONG (LS 006878)**

Company Secretary

Seri Kembangan, Selangor Darul Ehsan

1 June 2007

*Notes:*

1. *A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.*
2. *To be valid this form duly completed must be deposited at the Registered Office of the Company at 15 Jalan Dagang SB4/1, Taman Sungai Besi Indah, 43300 Seri Kembangan, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.*
3. *A Member shall be entitled to appoint up to two (2) proxies to attend and vote at the same meetings.*
4. *Where a Member appoints two (2) proxies the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.*
5. *If the appointer is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.*
6. *Where a member is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.*