

General Announcement

Reference No **CU-080515-57379**

Submitting Merchant Bank : ASEAMBANKERS MALAYSIA BERHAD
Company Name : **KNM GROUP BERHAD**
Stock Name : KNM
Date Announced : 15/05/2008

Type : Announcement
Subject : KNM Group Berhad ("KNM" or the "Company")
Contents : Notice of extraordinary general meeting ("EGM") in relation to the circular to shareholders dated 15 May 2008 for the proposed acquisition by KNM Process Systems Sdn Bhd, a wholly-owned subsidiary of KNM, of 100% equity interest in Borsig Beteiligungsverwaltungsgesellschaft mbH for cash consideration of Eurodollar 350,000,000 ("Notice of EGM")
Attachments : [Notice of EGM.doc](#)

Announcement Details :

On behalf of the Board of Directors of KNM, Aseambankers Malaysia Berhad is pleased to announce that an EGM of the Company will be held at Parameswara Ballroom, Level 2, Palace Beach & Spa, Jalan Dulang, MINES Resort City, 43300 Seri Kembangan, Selangor Darul Ehsan on Friday, 30 May 2008 at 10.00 a.m. A copy of the said Notice of EGM is attached.

This announcement is dated 15 May 2008.



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 Parameswara Ballroom, Level 2, Palace Beach & Spa, Jalan Dulang, MINES Resort City, 43300, Seri Kembangan, Selangor Darul Ehsan on Friday, 30 May 2008 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTION

- **PROPOSED ACQUISITION BY KNM PROCESS SYSTEMS SDN BHD (“KNMPS”), A WHOLLY-OWNED SUBSIDIARY OF KNM, OF 100% EQUITY INTEREST IN BORSIG BETEILIGUNGSVERWALTUNGSGESELLSCHAFT MBH (“BORSIG”) FOR A CASH CONSIDERATION OF EURODOLLAR (“EURO”) 350,000,000 (“PROPOSED ACQUISITION”)**

“THAT, subject always to the approvals of all relevant authorities being obtained, **APPROVAL BE AND IS HEREBY GIVEN** for the acquisition by KNMPS, a wholly-owned subsidiary of KNM, of the 100% equity interest of Borsig for a total cash consideration of Euro 350,000,000 and upon terms and conditions as stipulated in the Sale and Purchase Agreement dated 29 February 2008, entered into between KNMPS and the Vendors of Borsig (“SPA”) or upon terms and conditions as stipulated in any amendment, variation and/or supplemental agreement, arrangement or understanding thereto, as the case may be, to be entered into by KNMPS and the Vendors of Borsig,

AND THAT the Directors of the Company be and are hereby authorised to do all such acts, deeds and things, and to execute, sign and deliver on behalf of the Company all such documents, as may be necessary to give full effect to the Proposed Acquisition with full powers to do all such acts and things as may be necessary and/or required by the relevant authorities and assent to and accept any conditions, modifications, variations and/or amendments in any manner as may be necessary and/or required by the relevant authorities or otherwise as the Directors of the Company may deem fit in their absolute discretion and without limitation to the foregoing to do all such acts and things and take such steps to amend and/or vary the SPA by entering into any variation and/or supplemental agreement, arrangement, undertaking or understanding as may be required or deemed necessary or expedient and generally to take all such steps and to do all acts and things in any manner as the Directors of the Company deem fit, necessary and expedient to do in order to implement, finalise, complete and give full effect to the Proposed Acquisition and to deal with all things in any manner as they may deem necessary or expedient in connection with the Proposed Acquisition”.

By Order of the Board

CHIA KWOK WHY (MAICSA 7005833)
YEOH SENG CHONG (LS 006878)
Joint Company Secretaries
Seri Kembangan, Selangor Darul Ehsan
15 May 2008

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.*

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