

GENERAL MEETINGS: Notice of Meeting

Amended Announcements

Please refer to the earlier announcement reference number: GMA-27052021-00005

KNM GROUP BERHAD

| | |
|---|---|
| Type of Meeting | General |
| Indicator | Notice of Meeting |
| Description | Revised Notice of Nineteenth (19th) Annual General Meeting of KNM Group Berhad to be conducted fully virtual via remote participation and electronic voting (RPEV) facilities |
| Date of Meeting | 29 Jun 2021 |
| Time | 10:00 AM |
| Venue(s) | Broadcast Venue: Auditorium, 3A Floor, Menara Symphony Jalan Prof Khoo Kay Kim, Seksyen 13 46200 Petaling Jaya, Selangor Darul Ehsan Malaysia |
| Date of General Meeting Record of Depositors | 22 Jun 2021 |

Resolutions

1. For Information

| | |
|----------------------|--|
| Description | To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2020 and the Reports of the Directors and Auditors |
| Shareholder's Action | For Information Only |

2. Ordinary Resolution 1

Description To re-elect Dato Ab Halim Bin Mohyiddin who retires pursuant to Clause 113 of the Company's Constitution

Shareholder's Action For Voting

3. Ordinary Resolution 2

Description To re-elect Madam Gan Siew Liat who retires pursuant to Clause 113 of the Company's Constitution

Shareholder's Action For Voting

4. Ordinary Resolution 3 (Withdrawn)

Description To re-elect En Mohd Rizal Bahari Bin Md Noor who retires pursuant to Clause 112 of the Company's Constitution

Shareholder's Action For Voting

5. Ordinary Resolution 4

Description To approve the Directors fees and benefits for the financial year ended 31 December 2020

Shareholder's Action For Voting

6. Ordinary Resolution 5

Description To re-appoint Messrs KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration

Shareholder's Action For Voting

7. Ordinary Resolution 6

Description Retention of Dato Dr Khalid Bin Ngah as Independent Director

Shareholder's Action For Voting

8. Ordinary Resolution 7

Description Authorisation for Directors to allot and issue shares pursuant to Section 75 of the Companies Act 2016

Shareholder's Action For Voting

9. Ordinary Resolution 8

Description Proposed shareholders mandate for recurrent related party transactions of a revenue or trading nature

Shareholder's Action For Voting

10. Ordinary Resolution 9

Description Proposed allocation of ESOS Options to Mr Tan Koon Ping

Shareholder's Action For Voting

11. Ordinary Resolution 10 (Withdrawn)

Description Proposed allocation of ESOS Options to En Mohd Rizal Bahari Bin Md Noor

Shareholder's Action For Voting

Please refer attachment below.

Attachments

[Notice of AGM \(Revised\).pdf](#)

103.9 kB

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 19th Annual General Meeting of KNM Group Berhad to be conducted fully virtual via remote participation and electronic voting (RPEV) with the live streaming to be broadcasted from Auditorium, 3A Floor, Menara Symphony, Jalan Prof Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Tuesday, 29 June 2021 at 10.00 a.m. for the following purposes

As Ordinary Business:

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2020 and the Reports of the Directors and Auditors. *Please refer to Note (j)*
2. To re-elect the following Directors who retire pursuant to Clause 113 of the Company's Constitution:
 - (a) Dato' Ab Halim Bin Mohyiddin *Ordinary Resolution 1*
 - (b) Madam Gan Siew Liat *Ordinary Resolution 2*
3. To approve the Directors' fees and benefits of RM1,271,173.40 for the financial year ended 31 December 2020. *Ordinary Resolution 3*
4. To re-appoint Messrs KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. *Ordinary Resolution 4*

As Special Business:

To consider and if thought fit, to pass with or without modifications, the following Resolutions:

5. **Retention of Dato' Dr Khalid Bin Ngah as Independent Director** *Ordinary Resolution 5*

"**THAT** Dato' Dr Khalid Bin Ngah be and is hereby retained as an Independent Director of the Company and to hold office until the conclusion of the next Annual General Meeting."
6. **Authority to allot and issue shares pursuant to Section 75 of the Companies Act 2016** *Ordinary Resolution 6*

"**THAT** subject to the Companies Act 2016 and Constitution of the Company, the Directors be and are hereby empowered, pursuant to Section 75 of the Companies Act 2016, to allot and issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares to be issued does not exceed twenty percent (20%) of the total number of issued shares of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad **AND THAT** such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

NOTICE OF
ANNUAL GENERAL MEETING
(CONT'D)

7. **Proposed shareholders' mandate for recurrent related party transactions of a revenue or trading nature**

Ordinary Resolution 7

"**THAT** approval be and is hereby given to the Company and/or its subsidiaries ("KNM Group") to enter into all arrangements and/or transactions involving the interests of Directors, major shareholders or persons connected with the Directors and/or major shareholders of KNM Group ("Related Parties") as specified in section 2.4 of the Circular to Shareholders dated 31 May 2021 provided that such arrangements and/or transactions are:

- (i) recurrent transactions of a revenue or trading nature;
- (ii) necessary for the day-to-day operations;
- (iii) carried out in the ordinary course of business on normal commercial terms which are not more favourable to Related Parties than those generally available to the public; and
- (iv) are not to the detriment of minority shareholders.

(hereinafter referred to as the "Proposed Recurrent RPT Mandate")

AND THAT such authority conferred by the shareholders of the Company upon passing of this resolution pertaining to the Proposed Recurrent RPT Mandate will continue to be in force until the conclusion of the next Annual General Meeting of the Company, unless by a resolution passed at that meeting, the authority is renewed; or the expiration of the period within which the next Annual General Meeting is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or until the authority is revoked or varied by a resolution passed by the shareholders in a general meeting, whichever is the earlier;

AND THAT the Directors of the Company be and are hereby empowered to complete and to do all such acts and things including executing all such documents as may be required as they may consider expedient or necessary to give effect to the Proposed Recurrent RPT Mandate."

8. **Proposed allocation of ESOS Options to Mr Tan Koon Ping**

Ordinary Resolution 8

THAT approval be and is hereby given for the Company to offer and to allocate to Mr Tan Koon Ping, being the Group Chief Executive Officer/Executive Director of the Company, options to subscribe for such number of ordinary shares of the Company under the Company's ESOS PROVIDED THAT not more than 10% of the new ordinary shares of the Company available under the Company's ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds 20% or more of the issued and paid-up share capital of the Company (excluding treasury shares);

AND subject always to such terms and conditions of the Company's ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By Laws governing and constituting the Company's ESOS.

NOTICE OF
ANNUAL GENERAL MEETING
(CONT'D)

9. To transact any other business of which due notice shall have been given.

By Order of the Board

Hani Syamira Binti Abdul Hamid (SSM PC No. 201908003098) (LS 0009872)

Company Secretary
Seri Kembangan
31 May 2021

Notes:-

- (i) This Agenda item is meant for discussion only and is not to be put forward for voting as the provision of Section 340(1) of the Companies Act 2016 does not require formal approval of the shareholders.
- (ii) A proxy may but need not be a member of the Company.
- (iii) A member shall not, subject to paragraph (iv) below, be entitled to appoint more than two (2) proxies to attend and vote at the same meeting. Where a member appoints more than one (1) proxy to attend and vote at the same meeting, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- (iv) 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.
- (v) To be valid, the duly completed form of proxy must be deposited at the registered office of the Company at 15 Jalan Dagang SB 4/1, Taman Sungai Besi Indah, 43300 Seri Kembangan, Selangor Darul Ehsan, Malaysia 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 Notes for the AGM.
- (vi) 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.
- (vii) In respect of deposited securities, only members whose names appear in the Record of Depositors on 22 June 2021 shall be eligible to attend the meeting or appoint proxies to attend and vote in his/her stead.
- (viii) 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 19th Annual General Meeting will be put to vote by way of poll.

NOTICE OF
ANNUAL GENERAL MEETING
(CONT'D)

EXPLANATORY NOTES ON SPECIAL BUSINESS

1. Retention of Dato' Dr Khalid Bin Ngah as Independent Director

In respect of the proposed Ordinary Resolution 5:-

Dato' Dr Khalid Bin Ngah ("Dato' Dr Khalid") was appointed as an Independent Non-Executive Director on 19 August 2011 and was subsequently designated as a Senior Independent Non-Executive Director on 29 April 2013.

Although he has exceeded the cumulative term limit of nine (9) years as an Independent Director as prescribed by the Malaysian Code on Corporate Governance 2017, the Nomination Committee and the Board of Directors ("the Board"), after having assessed the independence of Dato' Dr Khalid, considers him to be independent based on the following justifications and recommends that Dato' Dr Khalid be retained as an Independent Director of the Company in respect of Ordinary Resolution 5:-

- (a) He has confirmed and declared that he is an Independent Non-Executive Director as defined under Paragraph 1.01 of Bursa Malaysia Securities Berhad's Main Market Listing Requirements;
- (b) He is not related to any of the Company's directors or major shareholders;
- (c) He does not have any conflict of interest with the Company and has not entered/is not expected to enter into contract(s) especially material contract(s) with the Company and/or its subsidiary companies;
- (d) He is currently not sitting on the board of any other public and/or private companies having the same nature of business as that of the Company and its subsidiary companies; and
- (e) His experience and knowledge of the Company and KNM Group's activities and corporate history is invaluable to the Board. The Board is also of the view that his impartial opinion and advice in his role as the Chairman of Remuneration Committee and ESOS Committee will also be beneficial to the Board and the Company.

2. Authority to allot and issue shares pursuant to Section 75 of the Companies Act 2016

- (a) The shareholders' general mandate sought under the proposed Ordinary Resolution 6 is a renewal of the relevant shareholders' general mandate obtained in the previous Company's 18th Annual General Meeting held on 13 August 2020 ("Previous Mandate") and such authority will lapse at the conclusion of the forthcoming 19th Annual General Meeting to be held on 29 June 2021.
- (b) In order to eliminate any delay and costs involved in convening a general meeting to approve such issuance of shares, and to give flexibility and expediency to the Company to allot and issue shares, it is considered appropriate that the Directors be empowered, as proposed in Ordinary Resolution 6, if passed, to allot and issue up to twenty percent (20%) of the total number of issued shares of the Company for the time being by 31 December 2021, for such purposes as the Directors deem fit and in the best interest of the Company and after that the ten percent (10%) limit under paragraph 6.03(1) of the Main Market List Requirements will be reinstated pursuant to a directive letter dated 16 April 2020 issued by Bursa Malaysia Securities Berhad. This authority, unless revoked at a general meeting, will expire at the conclusion of the next annual general meeting of the Company.
- (c) Pursuant to the Previous Mandate, two (2) Private Placement exercises have been implemented and in aggregate 566,108,200 Placement Shares have been issued and allotted. The status of the utilisation of proceeds raised in respect thereto is as follows:-

| Purpose | Proposed Utilisation (RM'000) | Actual Utilisation (RM'000) | Intended Timeframe for Utilisation (from listing date) |
|---|-------------------------------|-----------------------------|--|
| Payment for procurement of raw materials and consumables, payment to sub-contractor/suppliers for fabrication and site works, professional services and logistic expenses | 74,031 | 74,031 | Completed |
| Repayment of bank borrowings | 20,000 | 20,000 | Completed |
| Expenses for the Private Placements | 2,480 | 2,480 | Completed |
| Total | 96,511 | 96,511 | |

NOTICE OF
ANNUAL GENERAL MEETING
(CONT'D)

(d) The Board continues to consider any opportunities to broaden the operating base and earnings potential of the Company. If any fund raising or merger and acquisition or expansion or diversification proposals, as the case may be, involve the issuance of new shares, the Directors would have to convene a general meeting to approve the issuance of new shares.

3. Proposed shareholders' mandate for recurrent related party transactions of a revenue or trading nature

The proposed Ordinary Resolution 7, if passed, will allow KNM Group to enter into recurrent transactions involving the interests of Directors, major shareholders or persons connected with the Directors and/or major shareholders of KNM Group, which are of a revenue or trading nature and necessary for KNM Group's day-to-day operations.

Further information on the Proposed Recurrent RPT Mandate are set out in the Circular to Shareholders dated 31 May 2021 which can be viewed and downloaded from the Company's website at www.knm-group.com.

4. Proposed allocation of ESOS Options to Mr Tan Koon Ping

The proposed Ordinary Resolution 8, if passed, will allow the Board at any time and from time to time during the existence of the ESOS Scheme, to offer and allocate to Mr Tan Koon Ping, being the Group Chief Executive Officer/Executive Director of the Company, the options to subscribe for such number of shares to be issued under the ESOS Scheme subject always to the following:

- a. he must not participate in the deliberation or discussion of his own allocation to be issued under the ESOS Scheme; and
- b. not more than 10% of the total number of shares to be issued under the ESOS Scheme shall be allocated to him, if he, either singly or collectively through persons connected to him, holds 20% or more of the total number of issued Shares (excluding treasury shares) of the Company, provided always that it is in accordance with the Listing Requirements or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time and subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws of the ESOS Scheme.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

1. Details of persons who are standing for election as Directors

There is no individual seeking election as a Director at the 19th Annual General Meeting of the Company pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Securities.

2. Ordinary resolution on authority to Directors to allot and issue shares

Details of the authority to Directors to allot and issue shares in the Company pursuant to Section 75 of the Companies Act 2016 are stated in the Explanatory Note 2 of the Notice of Annual General Meeting.

ADMINISTRATIVE NOTES FOR THE ANNUAL GENERAL MEETING

| | | |
|-----------------------|---|---|
| Meeting Platform | : | https://web.lumiagm.com/ |
| Day & Date | : | Tuesday, 29 June 2021 |
| Time | : | 10.00 a.m. |
| Broadcast Venue | : | Auditorium, 3A Floor, Menara Symphony, Jalan Prof Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia |
| Mode of Communication | : | Fully Virtual |

Dear Valued Shareholders,

As a precautionary measure amid COVID-19 outbreak, the Company's forthcoming Annual General Meeting ("AGM") will be conducted on fully virtual basis, as the safety of our members, Directors, employees and other stakeholders who will attend the AGM is of paramount importance to us.

In line with the Malaysian Code on Corporate Governance Practice 12.3, by conducting a virtual AGM, this would facilitate greater shareholders' participation as it facilitates electronic voting and remote shareholders' participation. With the Virtual Meeting Facilities, you may exercise your right as a member of the Company to participate (including to pose questions to the Board of Directors and/or Management of the Company) and vote at the AGM. Alternatively, you may also appoint the Chairman of the Meeting as your proxy to attend and vote on your behalf at the AGM.

Kindly ensure that you are connected to the internet at all times in order to participate and vote when our virtual AGM has commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the meeting is maintained. Kindly note that the quality of the live webcast is dependent on the bandwidth and stability of the internet connection of the participants.

Digital Copies of AGM Documents

As part of our commitment to reduce paper usage, the following documents are made available on our website, please view and download it for your own reference.

1. Annual Report 2020
2. Corporate Governance Report 2020
3. Notice of 19th AGM, Form of Proxy for 19th AGM, Administrative Notes and Annual Report Request Form
4. Circular in relation to Shareholders' Mandate for Recurrent Related Party Transaction of a Revenue or Trading Nature dated 31 May 2021

Should you require a printed copy of the Annual Report 20120, please contact us at 03-8946 3000 or email your request by providing your name, NRIC No. and CDS Account No., Telephone No. and Correspondence Address or the duly completed and signed Annual Report Request Form to the Company Secretary at cosec@knm-group.com for verification purposes. You may also posted the Annual Report Request Form to the Company Secretary at 15 Jalan Dagang SB 4/1 Taman Sungai Besi Indah 43300 Seri Kembangan Selangor Malaysia.

Any request for the printed documents would be forwarded to the requestor within four (4) market days from the date of receipt of the verbal or written request.

Broadcast Venue

Due to the current Covid-19 pandemic, shareholders/proxies/corporate representatives are NOT allowed to participate in the AGM at the Broadcast Venue as the venue is only meant to facilitate the conduct of the virtual AGM. Shareholders who turn up at the Broadcast Venue would be requested to leave the venue politely.

Entitlement to Participate the AGM

In respect of deposited securities, only members whose names appear on the Record of Depositors on 22 June 2020 (General Meeting Record of Depositors) shall be eligible to participate in the AGM or appoint proxy(ies) to participate on his/her behalf.

ADMINISTRATIVE NOTES FOR THE
ANNUAL GENERAL MEETING
(CONT'D)

Form(s) of Proxy

If you are unable to attend the AGM, you are encouraged to appoint a proxy or the Chairman of the Meeting as your proxy and indicate the voting instructions in the Proxy Form in accordance with the notes and instructions stated therein.

Please ensure that the original Proxy Form is deposited at Registered Office of KNM at 15 Jalan Dagang SB 4/1 Taman Sungai Besi Indah 43300 Seri Kembangan Selangor Malaysia, not less than twenty-four (24) hours before the time appointed for holding the meeting.

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 below.

Electronic Lodgement of Form of Proxy

Step 1 – Register Online with Boardroom Smart Investor Portal (for first time registration only)

[Note: If you have signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step 2 – eProxy Lodgement.]

- Access website <https://boardroomlimited.my>
- Click <<**Login**>> and click <<**Register**>> to sign up as a user.
- Complete registration and upload softcopy of MyKAD (front and back) or Passport in JPEG, PNG or PDF format.
- Please enter a valid email address and wait for email verification from Boardroom.
- Your registration will be verified and approved within one (1) business day and email notification will be provided to you.

Step 2 – eProxy Lodgement

- Access website <https://boardroomlimited.my>
- Login with your User ID and Password given above.
- Go to “**E-Proxy Lodgement**” and browse the Meeting List for “**KNM GROUP BERHAD (19th) ANNUAL GENERAL MEETING**” and click “**APPLY**”.
- Read the terms & conditions and confirm the Declaration.
- Enter your CDS Account Number and indicate the number of securities.
- Appoint your proxy(ies) or the Chairman of the Meeting and enter the required particulars for your proxy(ies).
- Indicate your voting instructions – FOR or AGAINST, otherwise your proxy(ies) will decide your votes.
- Review and confirm your proxy(ies) appointment.
- Click submit.
- Download or print the eProxy Form acknowledgement.

REVOCAION OF PROXY

The lodging of the Form of Proxy will not preclude you from personally participating remotely at the 19th AGM should you subsequently wish to do so.

If you have submitted your Proxy Form and subsequently decide to personally participate in the 19th AGM, please write to bsr.helpdesk@boardroomlimited.com to revoke the earlier submitted Proxy Form not less than twenty-four (24) hours before the time appointed for holding the meeting. Upon revocation, your proxy(ies) will not be allowed to participate in the 19th AGM. In such event, kindly advise your proxy(ies) accordingly.

ADMINISTRATIVE NOTES FOR THE
ANNUAL GENERAL MEETING
(CONT'D)

Voting Procedure

Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the AGM will be conducted by poll. Poll administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.



During the 19th AGM, the Chairman will invite the Poll Administrator to brief on the e-Voting housekeeping rules. The voting session will commence as soon as the Chairman calls for the poll to be opened and until such time when the Chairman announces the closure of the poll.

The Scrutineers will verify the poll result reports upon the closing of the poll session by the Chairman. The Chairman will announce the results and declare whether the resolutions put to the vote are successfully carried or not.

Virtual Meeting Facilities

| Procedure | Action |
|---|---|
| Before the day of the AGM | |
| 1. Register Online with Boardroom Smart Investor Portal | <p><i>[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register. You may proceed to Step 2.] (Request for RPV User ID and Password.)</i></p> <ol style="list-style-type: none"> Access website https://boardroomlimited.my Click <<Login>> and click <<Register>> to sign up as a user. Complete registration and upload softcopy of MyKAD (front and back) or Passport in JPEG, PNG or PDF format. Please enter a valid email address. Your registration will be verified and approved within one business day and an email notification will be provided. |
| 2. Submit request for remote participation | <p>Registration for remote access will be opened on 31 May 2021. Please note that the closing time to submit your request is at 10.00 a.m. on 28 June 2021 (24 hours before the commencement of the AGM).</p> <p>Individual Members</p> <ol style="list-style-type: none"> Log in to https://boardroomlimited.my Select “VIRTUAL MEETING” from main menu and select the correct Corporate Event “KNM GROUP BERHAD 19th ANNUAL GENERAL MEETING”. Read and agree to the terms & condition. Enter your CDS Account and thereafter submit your request. <p>Corporate Shareholders, Authorised Nominee and Exempt Authorised Nominee</p> <ol style="list-style-type: none"> Write in to bsr.helpdesk@boardroomlimited.com by providing the name of Member, CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or Form of Proxy to submit the request. Please provide a copy of Corporate Representative’s MyKad (Front and Back) or Passport in JPEG, PNG or PDF format as well as his/her email address. |
| 3. Email Notification | <ol style="list-style-type: none"> You will receive notification(s) from Boardroom that your request(s) has been received and is/are being verified. Upon system verification against the General Meeting Record of Depositories as at 22 June 2021, you will receive an email from Boardroom either approving or rejecting your registration for remote participation together with your remote access user ID and password. If your registration is approved, you will also receive your remote access user ID and password along with the email from Boardroom |

ADMINISTRATIVE NOTES FOR THE
ANNUAL GENERAL MEETING
(CONT'D)

| On the day of the AGM | | |
|-----------------------|---------------------------|---|
| 4. | Login to Meeting Platform | <p>a. The Meeting Platform will be open for login one (1) hour before the commencement of the AGM.</p> <p>b. The Meeting Platform can be accessed via one of the following :</p> <ul style="list-style-type: none"> ➤ Scan the QR Code provided in the email notification; ➤ Navigate to the website at https://web.lumiagm.com/ <p>c. Insert the Meeting ID No. and sign in with the user ID and password provided to you via the email notification in Step 3.</p> |
| 5. | Participate | <p><i>[Note: Questions submitted online will be moderated before being sent to the Chairman to avoid repetition. All question and messages will be presented with the full name and identity of the participant raising the question.]</i></p> <p>a. If you would like to view the live webcast, select the broadcast icon. </p> <p>b. If you would like to ask a question during the AGM, select the messaging icon. </p> <p>c. Type your message within the chat box, once completed click the send button.</p> |
| 6. | Voting | <p>a. Once voting has been opened, the polling icon will appear with the resolutions and your voting choices.</p> <p>b. To vote simply select your voting direction from the options provided. A confirmation message will appear to show your vote has been received.</p> <p>c. To change your vote, simply select another voting direction.</p> <p>d. If you wish to cancel your vote, please press "Cancel".</p> |
| 7. | End of Participation | Upon the announcement by the Chairman on the closure of the AGM, the live webcast will end and the Messaging window will be disabled. |

No Distribution of Door Gifts, Food & Beverage

Shareholders/proxies who turn up at the Broadcast Venue will not be distributed with door gifts, food and beverage.

No Recording or Photography

No recording or photography of the AGM proceedings is allowed without the prior written permission of the Company.

Enquiry

If you have any enquiries prior to the AGM, please contact the following during office hours from Monday to Friday (8.30 a.m. to 5.30. p.m.) :

Boardroom Share Registrars Sdn. Bhd.

Address : 11th Floor, Menara Symphony No. 5 Jalan Prof. Khoo Kay Kim Seksyen 13 46200 Petaling Jaya Selangor Darul Ehsan Malaysia

General Line : +603 7890 4700

Fax Number : +603 7890 4670

Email : bsr.helpdesk@boardroomlimited.com

Personal Data Policy

By registering for the remote participation and electronic voting meeting and/or submitting the instrument appointing a proxy(ies) and/or representative(s), the member of the Company has consented to the use of such data for purposes of processing and administration by the Company (or its agents); and to comply with any laws, listing rules, regulations and/or guidelines. The member agrees that he/she will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.

This page has been intentionally left blank



KNM GROUP BERHAD
(Company No. 521348-H)

| |
|--------------------------------|
| CDS Account Number |
| |
| Number of Ordinary Shares Held |
| |

FORM OF PROXY

*I/We _____
(FULL NAME IN BLOCK CAPITALS)

of _____
(FULL ADDRESS)

being a *member/members of **KNM GROUP BERHAD** hereby appoint (*full name as per NRIC and in block capitals*)

(i) _____ NRIC No.: _____

of (*full address*) _____

(ii) _____ NRIC No.: _____

of (*full address*) _____

or failing *him/her, the Chairman of the meeting, as *my/our proxy to vote for *me/us on *my/our behalf at the 19th Annual General Meeting of the Company to be conducted **fully virtual via remote participation and electronic voting (RPEV)** with the live streaming to be broadcasted from Auditorium, 3A Floor, Menara Symphony, Jalan Prof Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia on **Tuesday, 29 June 2021 at 10.00 a.m.** or at any adjournment thereof, in the manner indicated below :

| No | Ordinary Resolutions | For | Against |
|----|---|-----|---------|
| 1. | Re-election of Dato' Ab Halim Bin Mohyiddin as Director | | |
| 2. | Re-election of Madam Gan Siew Liat as Director | | |
| 3. | Approval of Directors' Fees and Benefits | | |
| 4. | Re-appointment of Messrs KPMG PLT as Auditors | | |
| 5. | Retention of Dato' Dr Khalid Bin Ngah as Independent Director | | |
| 6. | Authorisation for Directors to allot and issue shares | | |
| 7. | Proposed Shareholders' Mandate for Recurrent Related Party Transactions | | |
| 8. | Proposed Allocation of ESOS Options to Mr Tan Koon Ping | | |

Please indicate with an "x" in the space provided above how you wish to cast your vote. If no specific direction as to voting is given, the proxy will vote or abstain at his/her discretion.

The proportions of *my/our holdings to be represented by my *proxy/proxies are as follows :

| | | |
|--------------------|--|------|
| First Named Proxy | | % |
| Second Named Proxy | | % |
| Total | | 100% |

Signed (and sealed) this _____ day of _____, 2021

Signature of Shareholder

Common Seal to be affixed here if Shareholder is a Corporate Member

* Delete if not applicable



Fold this flap for sealing

Notes:-

- (i) A proxy may but need not be a member of the Company.
- (ii) A member shall not, subject to paragraph (iii) below, be entitled to appoint more than two (2) proxies to attend and vote at the same meeting. Where a member appoints more than one (1) proxy to attend and vote at the same meeting, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- (iii) 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.
- (iv) To be valid, the duly completed form of proxy must be deposited at the registered office of the Company at 15 Jalan Dagang SB 4/1, Taman Sungai Besi Indah, 43300 Seri Kembangan, Selangor Darul Ehsan, Malaysia 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 Notes for the AGM.
- (v) 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.
- (vi) In respect of deposited securities, only members whose names appear in the Record of Depositors on 22 June 2021 shall be eligible to attend the meeting or appoint proxies to attend and vote in his/her stead.
- (vii) 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 19th Annual General Meeting will be put to vote by way of poll.

Then fold here

AFFIX
STAMP

THE COMPANY SECRETARY
KNM GROUP BERHAD
15 Jalan Dagang SB 4/1
Taman Sungai Besi Indah
43300 Seri Kembangan
Selangor Darul Ehsan
Malaysia

1st fold here