

NOTICE OF ANNUAL GENERAL MEETING



NOTICE IS HEREBY GIVEN THAT the 18th Annual General Meeting of KNM Group Berhad to be conducted **fully virtual via remote participation and electronic voting 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 **Thursday, 13 August 2020 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 2019 and the Reports of the Directors and Auditors (*Please refer to Note (i)*).
2. To re-elect the following Directors who retire pursuant to Clause 113 of the Company's Constitution:
 - (a) Madam Soh Yoke Yan **Ordinary Resolution 1**
 - (b) Dato' Dr Khalid Bin Ngah **Ordinary Resolution 2**
3. To re-elect the following Director who retires pursuant to Clause 112 of the Company's Constitution:
 - (a) Mr Tan Koon Ping **Ordinary Resolution 3**
4. To approve the Directors' fees and benefits of RM993,000 for the financial year ended 31 December 2019. **Ordinary Resolution 4**
5. To re-appoint Messrs KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 5**

As Special Business:

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

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."

7. **Proposed renewal of shareholders' mandate for share buy-back**

Ordinary Resolution 7

"THAT subject to the compliance with all applicable laws, the Companies Act 2016 ("the Act"), the Company's Constitution, and the regulations and guidelines applied from time to time by Bursa Malaysia Securities Berhad ("Bursa Securities") and/or any other relevant regulatory authority, approval be and is hereby given to the Company to purchase at any time such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors in their absolute discretion deem fit and expedient in the interest of the Company ("Proposed Share Buy-Back Mandate") provided that:

- (i) the aggregate number of ordinary shares which may be purchased and retained as treasury shares by the Company at any point of time pursuant to the Proposed Share Buy-Back Mandate shall not exceed ten percent (10%) of the total number of issued shares of the Company;
- (ii) the amount of funds to be allocated by the Company pursuant to the Proposed Share Buy-Back Mandate shall not exceed the retained earnings of the Company as at 31 December 2019; and
- (iii) the shares so purchased by the Company pursuant to the Proposed Share Buy-Back Mandate may at the discretion of the Directors be:
 - (a) retained as treasury shares; and/or
 - (b) cancelled; and/or
 - (c) resold on the market of Bursa Securities in accordance to the Main Market Listing Requirements; and/or
 - (d) distributed as dividends to the shareholders; and/or
 - (e) transferred for purposes of an employees' share scheme and/or as purchase consideration; and/or
 - (f) dealt in any other manner as prescribed by the applicable rules, regulations and orders made pursuant to the Act, the Bursa Securities Main Market Listing Requirements and any other relevant authority for the time being in force;

AND THAT such authority conferred by the shareholders of the Company upon passing of this resolution pertaining to the Proposed Share Buy-Back 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 occurs first;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to implement and give effect to the Proposed Share Buy-Back Mandate."

8. **Proposed shareholders' mandate for recurrent related party transactions of a *Ordinary Resolution 8* revenue or trading nature**

"**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 30 June 2020 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."

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

By Order of the Board

Hani Syamira Binti Abdul Hamid (LS 0009872)
Company Secretary
Seri Kembangan
30 June 2020

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.

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

- (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.
- (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 6 August 2020 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 18th Annual General Meeting will be put to vote by way of poll.

EXPLANATORY NOTES ON SPECIAL BUSINESS

1. 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 17th Annual General Meeting held on 19 June 2019 ("Previous Mandate") and such authority will lapse at the conclusion of the forthcoming 18th Annual General Meeting to be held on 13 August 2020.
- (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 for such purposes as the Directors deem fit and in the best interest of the Company. This authority, unless revoked at a general meeting, will expire at the conclusion of the next annual general meeting of the Company.
- (c) 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.

2. Proposed renewal of shareholders' mandate for share buy-back

The proposed Ordinary Resolution 7, if passed, will renew the shareholders' mandate for share buy-back obtained at the previous Company's 17th Annual General Meeting held on 19 June 2019 and empower the Company to purchase the Company's shares up to ten percent (10%) of the total number of issued shares of the Company.

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

The proposed Ordinary Resolution 8, 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 Share Buy-Back Mandate and the Proposed Recurrent RPT Mandate are set out in the Statement/Circular to Shareholders dated 30 June 2020 which can be viewed and downloaded from the Company's website at www.knm-group.com.

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 18th 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 1 of the Notice of Annual General Meeting.

ADMINISTRATIVE NOTES FOR ANNUAL GENERAL MEETING



Meeting Platform	:	https://web.lumiagm.com/
Day & Date	:	Thursday, 13 August 2020
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 virtually on our Meeting Platform, 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 2019
2. Corporate Governance Report 2019
3. Notice of the 18th AGM, Proxy Form, Administrative Guide & Annual Report Request Form
4. Statement/Circular in relation to Share Buy-Back and Shareholders' Mandate for Recurrent Related Party Transaction of a Revenue or Trading Nature dated 30 June 2020

Should you require a printed copy of the Annual Report 2019, 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 post 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 after the Movement Control Order has been lifted or from the date of receipt of the verbal or written request, whichever is later.

Broadcast Venue

Due to the current Covid-19 pandemic, shareholders 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 in the AGM

In respect of deposited securities, only members whose names appear on the Record of Depositors on 6 August 2020 (General Meeting Record of Depositors) shall be eligible to participate in the AGM or appoint proxy(ies) to participate on his/her behalf.

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.



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.

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> <ul style="list-style-type: none"> a. Access website https://boardroomlimited.my b. Click <<Login>> and click <<Register>> to sign up as a user. c. Complete registration and upload softcopy of MyKAD (front and back) or Passport. d. Please enter a valid email address. e. Your registration will be verified and approved within one business day and an email notification will be provided.
Procedure		Action
Before the day of the AGM		
2.	Submit request for remote participation	<p>Registration for remote access will be opened on 30 June 2020. Please note that the closing time to submit your request is at 10.00 a.m. on 12 August 2020 (24 hours before the commencement of the AGM).</p> <p>Individual Members</p> <ul style="list-style-type: none"> a. Log in to https://boardroomlimited.my b. Select "Hybrid/Virtual Meeting" from main menu and select the correct Corporate Event "KNM Group Berhad Fully Virtual 18th Annual General Meeting". c. Enter your CDS Account. d. Read and agree to the terms & condition and thereafter submit your request.

ADMINISTRATIVE NOTES FOR ANNUAL GENERAL MEETING
(CONT'D)

Procedure	Action
Before the day of the AGM	
	<p>Corporate Shareholders</p> <p>a. 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.</p> <p>b. Please provide a copy of Corporate Representative's MyKad (Front and Back) or Passport as well as his/her email address.</p> <p>Authorised Nominee and Exempt Authorised Nominee</p> <p>a. Write in to bsr.helpdesk@boardroomlimited.com by providing the name of Member, CDS Account Number accompanied with the Form of Proxy to submit the request.</p> <p>b. Please provide a copy of Corporate Representative's MyKad (Front and Back) or Passport as well as his/her email address.</p>
3. Email Notification	<p>a. You will receive notification(s) from Boardroom that your request(s) has been received and is/are being verified.</p> <p>b. Upon system verification against the General Meeting Record of Depositories as at 6 August 2020, 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.</p>
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"> ➤ Download the free Lumi AGM application from Apple App Store or Google Play Store; ➤ 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>

On the day of the AGM		
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.

Voting conducted at the venue

During the AGM, the Chairman of the meeting will invite the Poll Administrator to brief on the electronic voting procedures.



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 18th Annual General Meeting of the Company to be conducted **fully virtual via remote participation and electronic voting** 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 **Thursday, 13 August 2020 at 10.00 a.m.** or at any adjournment thereof, in the manner indicated below:

No.	Resolutions	For	Against
1.	Re-election of Madam Soh Yoke Yan as Director		
2.	Re-election of Dato' Dr Khalid Bin Ngah as Director		
3.	Re-election of Mr Tan Koon Ping as Director		
4.	Approval of Directors' Fees and Benefits		
5.	Re-appointment of Messrs KPMG PLT as Auditors		
6.	Authorisation for Directors to allot and issue shares		
7.	Proposed Renewal of Share Buy-Back Mandate		
8.	Proposed Shareholders' Mandate for Recurrent Related Party Transactions		

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 _____, 2020

Signature of Shareholder

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

* *Delete if not applicable*

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.
- (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 6 August 2020 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 18th Annual General Meeting will be put to vote by way of poll.

Fold this flap for sealing

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