



KNM GROUP BERHAD

Registration 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 via online meeting platform at <https://meeting.boardroomlimited.my> (*Domain Registration No. with MYNIC-D6A357657*) provided by Boardroom Share Registrars Sdn Bhd on Monday, 22 August 2022 at 10.00 a.m, or at any adjournment thereof for the purpose of considering and, if thought fit, passing, with or without modifications the resolution setting out in this notice.

ORDINARY RESOLUTION

PROPOSED DISPOSAL OF 15 SHARES IN BORSIG GMBH ("BORSIG**")**, REPRESENTING THE ENTIRE EQUITY INTEREST IN BORSIG, BY DEUTSCHE KNM GMBH ("**DKNM**"), A WHOLLY-OWNED INDIRECT SUBSIDIARY OF THE COMPANY, TO GPR SIEBZIGSTE VERWALTUNGSGESELLSCHAFT MBH (NOW KNOWN AS VORSPRUNG INDUSTRIES GMBH) ("**GSV**") FOR A TOTAL DISPOSAL CONSIDERATION OF EUR220,800,000 ("**DISPOSAL CONSIDERATION**") ("**PROPOSED DISPOSAL**")

THAT, subject to and conditional upon the approvals of all relevant regulatory authorities and/ or third parties being obtained, approval be and is hereby given to DKNM to dispose of all of its 15 shares in Borsig for the Disposal Consideration subject to and upon the terms and conditions contained in the conditional sale, purchase and transfer agreement dated 23 May 2022 entered into between DKNM and GSV, as amended and supplemented by the amendment agreement dated 21 July 2022.

AND THAT the Board of Directors of KNM ("**Board**") be and is hereby authorised to do all such acts and things and enter into any arrangements, agreements and/ or undertakings and to execute, sign and deliver on behalf of the Company, all such documents as the Board deems necessary and expedient in order to implement, finalise and/ or give full effect to and complete the Proposed Disposal; and where applicable with full powers to assent to any terms, conditions, modifications, variations and/ or adjustments as may be required by the relevant regulatory authorities or as the Board may in its absolute discretion deem necessary or expedient to implement, finalise and/ or give full effect to and complete the Proposed Disposal.

BY ORDER OF THE BOARD

HANI SYAMIRA BINTI ABDUL HAMID
(LS 0009872) (SSM PC No. 201908003098)
Company Secretary

Seri Kembangan
5 August 2022

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://investor.boardroomlimited.com> 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 EGM.
- (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 15 August 2022 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, the resolution set out in the Notice of the EGM will be put to vote by way of poll.



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Registration No.: 200001018741(521348-H)
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Administrative Notes for the Extraordinary General Meeting ("EGM")

Meeting Platform : <https://meeting.boardroomlimited.my>
(Domain Registration No. with MYNIC-D6A357657)
Day & Date : Monday, 22 August 2022
Time : 10.00 a.m.
Broadcast Venue : Online meeting platform at <https://meeting.boardroomlimited.my>
provided by Boardroom Share Registrars Sdn Bhd
Mode of Communication : Fully Virtual

Mode of Meeting

The EGM of the Company will be held virtually through live streaming and online remote voting via Remote Participation and Electronic Voting ("**RPEV**") facility which is available on Boardroom Share Registrars Sdn Bhd ("**Boardroom**")'s website at <https://meeting.boardroomlimited.my>. With the online meeting platform, shareholders may exercise their rights as a member to participate (including to pose questions to the Board and/or Management of the Company) and vote at the EGM, safely from their home.

The Securities Commission Malaysia had on 7 April 2022, revised the Guidance Note and Frequently Asked Questions ("**FAQs**") on the conduct of General Meetings for Listed Issuers which was originally issued on 18 April 2020 (the "**Guidance Note**"), to allow general meetings during Phase 2 of National Recovery Plan to be conducted virtually.

Pursuant to the Guidance Note, an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Companies Act 2016 provided that the online platform is located in Malaysia. In addition, the FAQs issued by the Companies Commission of Malaysia on 8 June 2021, provides that an online meeting platform shall be deemed to be in Malaysia if the registered domain name is registered with KNM Group Berhad.

This is also in line with Practices 12.1 and 13.3 of the Malaysian Code on Corporate Governance where boards are encouraged to have effective, transparent and regular communication with shareholders, including leveraging technology to promote shareholder participation. encourages companies to continue leveraging technology to conduct their general meetings during Emergency Movement Control Order period and respective phases under the National Recovery Plan, where safe distancing requirements remain. Ensuring the safety of the Company's shareholders, employees and other stakeholders remains the Company's top priority.

The Board of Directors will keep the arrangements for the EGM under review and may make further changes to allow certain physical key personnel attendance only if the Malaysian Government's restrictions and Guidance Note permit this at the time of the EGM.

Digital Copies of EGM 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. Notice of Extraordinary General Meeting, Administrative Guide and Proxy Form

2. Circular to shareholders in relation to the Proposed Disposal of Borsig

Entitlement to Participate the EGM

In respect of deposited securities, only members whose names appear on the Record of Depositors on 15 August 2022 (General Meeting Record of Depositors) shall be eligible to participate in the EGM or appoint proxy(ies) to participate on his/her behalf.

Form(s) of Proxy

If you are unable to attend the EGM, 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://investor.boardroomlimited.com> 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 already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step 2 on e-Proxy Lodgement)

- (a) Open an internet browser. Latest version of **Chrome, Firefox, Safari, Edge or Opera** is recommended.
- (b) Go to Boardroom Smart Investor Portal website @ <https://investor.boardroomlimited.com>
- (c) Click **Register** to sign up for a BSIP account.
- (d) Complete registration with all required information. Upload and attached your MyKad front and back image. Click **Register**.
- (e) You will receive an e-mail from BSIP Online for e-mail address verification. Click on **Verify E-mail Address** from the e-mail received to proceed with the registration.
- (f) Once your email address is verified, you will be re-directed to BSIP Online for verification of mobile number. Click on **Request OTP Code** and an OTP code will be sent to the registered mobile number. You will need to enter the OTP Code and click **Enter** to complete the process.
- (g) Once your mobile number is verified, registration of your new BSIP account will be pending for final verification.
- (h) An e-mail will be send to you to inform the approval of your BSIP account within one (1) business day. Subsequently, you can login at <https://investor.boardroomlimited.com> with the e-mail address and password filled up by you during registration to proceed.

Step 2 – eProxy Lodgement

- (a) Open an internet browser. Latest version of Chrome, Firefox, Safari, Edge or Opera is recommended.
- (b) Go to BSIP website @ <https://investor.boardroomlimited.com>
- (c) Login with your registered email address and password. **[Note: If you do not have an account with BSIP, please sign-up/register with Boardroom Smart Investor Portal for free - refer to Item *Step 1* for guide.]**

- (d) Select and click on **Corporate Meeting**.
- (e) Go to "KNM GROUP BERHAD VIRTUAL EXTRAORDINARY GENERAL MEETING" and click **Enter**.
- (f) Go to **PROXY** and click on **Submit eProxy Form**.
- (g) Read and agree to the Terms & Conditions.
- (h) Enter your CDS Account Number and insert the number of securities.
- (i) Appoint the Chairman of the meeting or your proxy(ies) and enter the required particulars for your proxy(ies);
- (j) Indicate your voting instructions – FOR or AGAINST, otherwise your proxy(ies) will decide your votes during meeting;
- (k) Review and confirm your proxy(ies) appointment.
- (l) Click submit; and
- (m) Download or print the e-Proxy Form acknowledgement.

Note: Closing for proxy form submission is at 10 00 am. on 21 August 2022 (24 hours before the EGM)

Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at Boardroom or email the soft copy to bsr.helpdesk@boardroomlimited.com not later than 10.00 a.m. of 21 August 2022. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

If you wish to participate in the meeting yourself, please do not submit any proxy form for the meeting. You will not be allowed to participate in the meeting together with a proxy appointed by you.

If you have submitted your proxy form prior to the meeting and subsequently decide to participate in the meeting yourself, please write in to bsr.helpdesk@boardroomlimited.com to revoke the appointment of your proxy(ies) at least twenty-four (24) hours before the EGM. On revocation, your proxy(ies) would not be allowed to participate in the meeting. In such event, you should advise your proxy(ies) accordingly.

Please note that the Company shall deem that shareholders have no objection to use the provision in the Proxy Form which has designated the Chairman of the meeting as the authorised person to vote on behalf of shareholders until further instructions are received. The appointed Poll Administrator of the EGM shall be notified of such arrangement accordingly.

Corporate Shareholders

Corporate shareholders who require their corporate representative to participate and vote at the EGM must deposit their certificate of appointment of corporate representative to Boardroom not later than 10.00 a.m. on 21 August 2022.

Voting Procedure

Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all ordinary resolutions set out in the Notice of the EGM will be put to vote by way of poll.

During the EGM, 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. Kindly refer to voting procedures under RPEV for guidance on how to vote remotely at <https://investor.boardroomlimited.com>.

For the purpose of this EGM, e-Voting will be carried out using personal smart mobile phones, tablets, personal computers or laptops. The Scrutineers will verify the poll result reports upon closing of the poll session by the Chairman. Thereafter, the Chairman will announce and declare whether the resolutions put to vote were successfully carried or not.




Remote Participation and Electronic Voting ("RPEV")

All shareholders including (i) individual shareholders; (ii) corporate shareholders; (iii) authorised nominees; and (iv) exempt authorised nominees shall use the RPEV facility to participate and vote remotely at the EGM. You will be able to view a live webcast of the meeting, ask questions and submit your votes in real time whilst the meeting is in progress.

Kindly follow the steps below on how to request for login ID and password and usage of the RPEV facility:-

Procedure		Action
Prior to EGM Date		
1.	Register Online with Boardroom Smart Investor Portal (for first time registration only)	<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"> a. Open an internet browser. Latest version of Chrome, Firefox, Safari, Edge or Opera is recommended. b. Go to Boardroom Smart Investor Portal website at https://investor.boardroomlimited.com c. Click Register to sign up for a BSIP account. d. Complete registration with all required information. Upload and attached your MyKad front and back image. Click Register. e. You will receive an e-mail from BSIP Online for e-mail address verification. Click on Verify E-mail Address from the e-mail received to proceed with the registration. f. Once your email address is verified, you will be re-directed to BSIP Online for verification of mobile number. Click on Request OTP Code and an OTP code will be sent to the registered mobile number. You will need to enter the OTP Code and click Enter to complete the process. g. Once your mobile number is verified, registration of your new BSIP account will be pending for final verification. h. An e-mail will be send to you to inform the approval of your BSIP account within one (1) business day. Subsequently, you can login at https://investor.boardroomlimited.com with the e-mail address and password filled up by you during registration to proceed.
2.	Submit request for Remote Participation User ID and Password	<p><i>(Note: Registration for RPEV will open from 5 August 2022. You are required to register to ascertain your eligibility to participate the EGM by using RPEV). Shareholders are encouraged to register at least 24 hours before the commencement of the meeting to avoid any delay in the registration.</i></p> <p><u>Individual Members</u></p> <p>(a) Open an internet browser. Latest version of Chrome, Firefox, Safari, Edge or Opera is recommended.</p>

		<p>(b) Go to Boardroom Smart Investor Portal website at https://investor.boardroomlimited.com</p> <p>(c) Login with your registered email address and password. [Note: If you do not have an account with BSIP, please sign-up/register with Boardroom Smart Investor Portal for free - refer to Item Step 1 for guide.]</p> <p>(d) Select and click on Corporate Meeting.</p> <p>(e) Go to "KNM GROUP BERHAD VIRTUAL EXTRAORDINARY GENERAL MEETING" and click Enter.</p> <p>(f) Go to VIRTUAL and click on Register for RPEV.</p> <p>(g) Read and agree to the Terms & Conditions.</p> <p>(h) Enter your CDS Account Number and click Submit to complete your request.</p> <p>(i) You will receive a notification that your RPV registration has been received and is being verified;</p> <p>(j) Upon system verification against the EGM's Record of Depositors as at 15 August 2022, you will receive an email from Boardroom either approving or rejecting your registration for the remote participation.</p> <p>(k) If approved, RPV credential will be provided in your email;</p> <p>(l) Please note that one (1) user ID and password can only log on to one (1) device at a time.</p> <p>(m) If rejected, a rejection note will be provided in your email.</p> <p>(n)</p> <p>Note: Closing for submission of request is at 10.00 a.m. on 21 August 2022 (24 hours before the EGM)</p> <p>Corporate Shareholders, Authorised Nominee and Exempt Authorised Nominee</p> <hr/> <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 or proxy holder's MyKad/Identification Card (front and back) or Passport as well as his/her email address.</p> <p>(c) You will receive notification from Boardroom that your request has been received.</p> <p>(d) Upon system verification of your registration against the General Meeting ROD as at 15 August 2022, you will receive your remote access User ID and Password along with the email from Boardroom if your registration is approved.</p> <p>(e) Please note that one (1) user ID and password can only log on to one (1) device at a time.</p> <p>(f) Please note that the closing date and time to submit your request is by 10.00 a.m. on 21 August 2022</p>
On the day of the EGM		
3.	Login to Meeting Platform	<p>a. The Meeting Platform will be open for login one (1) hour before the commencement of the EGM.</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 user login guide; • Navigate to the website at https://meeting.boardroomlimited.my <p>c. Enter the Meeting ID No. and sign in with the user ID and password provided to you via the email notification in Step 2.</p>

4.	Participate	<p><i>(Note: Questions submitted online will be moderated before being sent to the Chairman to avoid repetition)</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 EGM, select the messaging icon. </p> <p>(c) Type your message within the chat box and click the send button once completed.</p> <p>Please note that the quality of the connectivity to the Meeting Platform for live webcast, as well as for remote voting is highly dependent on the bandwidth and stability of the internet connection available at the location of the remote users. Kindly ensure that you are connected to the internet at all times in order to participate and vote when the virtual EGM has commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the meeting is maintained.</p>
5.	Voting	<p>(a) Once the meeting is open for voting, 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>
6.	End of Participation	<p>(a) Upon the announcement by the Chairman on the closure of the EGM, the live webcast will end.</p> <p>(b) You can now logout from the Meeting Platform.</p>

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 EGM proceedings is allowed without the prior written permission of the Company.

Submission of Questions

We welcome questions and views from shareholders on the EGM resolutions. You can email your question(s) to cosec@knm-group.com or submit through Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> prior to the meeting by 10.00 a.m. on 21 August 2022 (24 hours before the EGM) and we will endeavour to provide responses to the queries during the EGM session. However, if not all answers could be provided during the meeting, the responses will be provided in the Company's website.

Enquiry

Should you require any assistance on the RPEV facility, kindly contact Boardroom Share Registrars Sdn Bhd during office hours from Monday to Friday (8.30 a.m. to 5.30 p.m.) except on public holidays, details as follows:-

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.



KNM GROUP BERHAD

Registration No.: 200001018741 (521348-H)

FORM OF PROXY

CDS Account No.
No. of Ordinary Shares Held

*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/Passport No.: _____

of (*full address, email address & contact no.*) _____

(ii) _____ NRIC/Passport No.: _____

of (*full address, email address & contact no.*) _____

or failing *him/her, the Chairman of the meeting, as *my/our proxy to vote for *me/us on *my/our behalf at the Extraordinary General Meeting ("**EGM**") of the Company to be conducted via online meeting platform at <https://meeting.boardroomlimited.my> (*Domain Registration No. with MYNIC-D6A357657*) provided by Boardroom Share Registrars Sdn Bhd on **Monday, 22 August 2022 at 10.00 a.m** or at any adjournment thereof, in the manner indicated below :

No	Ordinary Resolution	For	Against
1.	Proposed Disposal		

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 _____, 2022

Signature of Shareholder

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

* Delete if not applicable

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- (vi) In respect of deposited securities, only members whose names appear in the Record of Depositors on 15 August 2022 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, the resolution set out in the Notice of the EGM 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
Registration No.: 200001018741(521348-H)
15 Jalan Dagang SB 4/1
Taman Sungai Besi Indah
43300 Seri Kembangan
Selangor Darul Ehsan, Malaysia.

1st fold here
