

# Notice of 22<sup>nd</sup> Annual General Meeting

---

NOTICE IS HEREBY GIVEN that the 22<sup>ND</sup> ANNUAL GENERAL MEETING ("AGM") of the Company will be held at the Royal Ballroom 3, Palace of the Golden Horses, Jalan Kuda Emas, MINES Wellness City, 43300 Seri Kembangan, Selangor Darul Ehsan on Thursday, 5 June 2025 at 10.30 a.m. for the following purposes:

## AGENDA

AS ORDINARY BUSINESS	RESOLUTION
----------------------	------------

- |   |   |
|---|---|
| (1) To receive the Audited Financial Statements for the financial period ended 31 December 2024 together with the Reports of the Directors and Auditors thereon.<br><i>[Please refer to Explanatory Note A]</i> |   |
| (2) To approve the payment of Directors' fees of RM600,000.00 to the Directors of the Company for the period from 1 June 2025 until 30 June 2026.   | 1 |
| (3) To approve an amount of up to RM180,000.00 as benefits payable to the Directors of the Company for the period from 1 June 2025 until 30 June 2026.<br><i>[Please refer to Explanatory Note B]</i>           | 2 |
| (4) To re-elect the following Directors who are retiring in accordance with Article 113 of the Company's Constitution and who, being eligible, offer themselves for re-election:                                |   |
| (i) Ravindrasingham A/L Balasingham   | 3 |
| (ii) Dato' Sri Naresh Mohan   | 4 |
| (iii) James Beltran   | 5 |
| (5) To re-appoint Messrs. KPMG PLT as Auditors of the Company, to hold office until conclusion of the next AGM and to authorise the Directors to fix their remuneration.  | 6 |

## AS SPECIAL BUSINESS

- |   |   |
|---|---|
| (6) To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions: -       |   |
| <b>(a) Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016</b> | 7 |

"THAT, subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company and the approvals of the relevant governmental/regulatory authorities, where such approval is necessary, the Directors be and are hereby authorised pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company at any time until the conclusion of the next AGM, 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 ten percent (10%) 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 from Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the additional shares so issued."

# Notice of 22<sup>nd</sup> Annual General Meeting

---

## RESOLUTION

8

**(b) Proposed New Shareholders' Mandate for Recurrent Related Party Transaction of a Revenue or Trading Nature with Trace Management Services Sdn Bhd ("Proposed New Shareholders' Mandate")**

"THAT subject always to the provisions of the Main Market Listing Requirements of Bursa Securities, approval be and is hereby given to the Company and/or its subsidiaries ("the Group") to enter into recurrent related party transaction of a revenue or trading nature with Trace Management Services Sdn Bhd, details as set out in the Circular to Shareholders of the Company dated 30 April 2025, which are necessary for the Group's day-to-day operations, in its ordinary course of business, made on an arm's length basis and on normal commercial terms of the Group and on such terms which are no more favourable to the related party than those generally available to the public and which are not detrimental to the minority shareholders of the Company.

THAT the Proposed New Shareholders' Mandate is subject to annual review and any authority conferred by the Proposed New Shareholders' Mandate, shall only continue to be in force until: -

- (i) the conclusion of the next AGM of the Company, following this AGM at which such mandate is passed, at which time it will lapse, unless by an ordinary resolution passed at a general meeting, the authority of the Shareholders' Mandate is renewed; or
- (ii) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting of the Company;

whichever is the earlier.

AND THAT the Directors of the Company be authorised to complete and 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 this resolution."

(7) To transact any other business of which due notice shall have been given.

**By Order of the Board**

**KENNETH GOH KWAN WENG (BC/G/88)**

Company Secretary

Seri Kembangan,  
Selangor Darul Ehsan  
30 April 2025

# Notice of 22<sup>nd</sup> Annual General Meeting

---

## **NOTES: -**

1. *The 22<sup>nd</sup> AGM of the Company will be held physically whereby shareholders/proxies/corporate representatives will have to be physically present at the Meeting Venue and there will be no option for shareholders to participate virtually.*
2. *A member entitled to attend, speak and vote at the meeting is entitled to appoint not more than two (2) proxies to attend, speak and vote in his/her stead. A proxy may but need not be a member of the Company. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.*
3. *Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act, 1991, there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.*
4. *The instrument appointing a proxy shall be in writing, executed by the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or signed by an officer or attorney so authorised.*
5. *The instrument appointing a proxy (must be in hard copy) must be deposited at the Company's Registered Office, 15 Jalan Dagang SB 4/1, Taman Sungai Besi Indah, 43300 Seri Kembangan, Selangor Darul Ehsan not less than twenty-four (24) hours before the time set for holding the meeting or any adjournment thereof.*
6. *Any alteration in the Form of Proxy must be initialled.*
7. *Form of Proxy sent through facsimile transmission shall not be accepted.*
8. *For the purpose of determining a member who shall be entitled to attend this 22<sup>nd</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Articles 78(i), 78(ii) and 78(iii) of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 29 May 2025. Only a depositor whose name appears on the Record of Depositors as at 29 May 2025 shall be entitled to attend, speak and vote at the said meeting or appoint proxy(ies) to attend, speak and/or vote on his/her behalf.*
9. *Explanatory Notes to the Agenda:*

### **(A) Audited Financial Statements**

*This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval of the shareholders and hence, is not put forward for voting.*

### **(B) Benefits Payable to the Directors of the Company (Ordinary Resolution 2)**

*Section 230(1) of the Act provides amongst others that the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting.*

*The proposed Ordinary Resolution 2 is to seek shareholders' approval for payment of Directors' benefits (excluding Directors' fees) to the Directors of the Company for the period from 1 June 2025 until 30 June 2026.*

# Notice of 22<sup>nd</sup> Annual General Meeting

---

*The benefits comprises the meeting allowances, benefits-in-kind and other emoluments payable to the Directors of the Company.*

*In determining the estimated total amount of remuneration (excluding Directors' fees) for the Directors of the Company, the Board considered various factors including the number of scheduled meetings for the Board and Board Committees as well as the number of Directors involved in these meetings.*

*The Board is of the view that it is just and equitable for the Directors to be paid the Directors' remuneration (excluding Directors' fees) as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company and its subsidiaries throughout the relevant period.*

## 10. Explanatory Notes to Special Business of Agenda 6:

### **(C) Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Act (Ordinary Resolution 7)**

*The Ordinary Resolution proposed under Resolution 7 of the Agenda is a renewal of the General Mandate for the Directors to issue and allot shares pursuant to Sections 75 and 76 of the Act. This mandate will provide flexibility for the Company to undertake future possible fund raising activities, including but not limited to placement of shares for purpose of funding the Company's future investment projects, working capital and/or acquisition(s) without having to convene another general meeting.*

*The Proposed Resolution 7, if passed, will give authority to the Directors of the Company, from the date of the above AGM, to issue and allot shares in the Company up to an amount not exceeding in total ten percent (10%) of the total number of issued shares of the Company for the time being, for such purposes as they consider would be in the interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM of the Company.*

*As at the date of this Notice, there were no new shares issued pursuant to the Mandate granted to the Directors at the 21<sup>st</sup> AGM held on 6 June 2024 and which will lapse at the conclusion of the 22<sup>nd</sup> AGM to be held on 5 June 2025.*

### **(D) Proposed New Shareholders' Mandate for Recurrent Related Party Transaction of a Revenue or Trading Nature**

*The proposed Resolution No. 8, if passed, will empower the Company to conduct recurrent related party transactions of a revenue or trading in nature which are necessary for KNM Group's day to day operations and will eliminate the need to convene separate general meetings from time to time to seek shareholders' approval.*

*The details on the proposed new shareholders' mandate for recurrent related party transactions of a revenue or trading nature are set out in the Circular to Shareholders' dated 30 April 2025.*

## 11. Poll Voting

*Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, all resolutions set out in the Notice of the 22<sup>nd</sup> AGM will be put to vote by way of poll.*

# Notice of 22<sup>nd</sup> Annual General Meeting

---

## **PERSONAL DATA POLICY**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof) and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

## **STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING**

Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Securities, the details of the Directors who are seeking for re-election or re-appointment in Agenda 4 of the Notice of the 22<sup>nd</sup> AGM of the Company are set out in the Directors' Profile on pages 14 to 18 of this Annual Report.

The detailed information relating to general mandate for issue of securities pursuant to Paragraph 6.03(3) of the Main Market Listing Requirements of Bursa Securities are set out under Note C of the Notice of the 22<sup>nd</sup> AGM of the Company.