



KNM GROUP BERHAD

Company No. 521348-H
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of KNM Group Berhad (“**KNM**” or “**Company**”) will be conducted fully virtual via remote participation and electronic voting (RPEV) with the live streaming to be broadcasted from Auditorium, 3A Floor, Menara Symphony, No. 5, Jalan Prof Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Tuesday, 29 June 2021 at 11.00 a.m. or immediately after the conclusion/adjournment of its 19th Annual General Meeting, whichever is later, for the purpose of considering and if thought fit, passing or without modifications the following resolution:

ORDINARY RESOLUTION

PROPOSED PRIVATE PLACEMENT OF UP TO 987,517,700 NEW ORDINARY SHARES IN KNM TO INTERESTED PLACEE(S) AND INDEPENDENT PLACEE(S) (“PROPOSED PRIVATE PLACEMENT”)

“**THAT**, subject to the approvals from the relevant authorities being obtained where necessary, approval be and is hereby given for the Company to issue by way of special issue up to 987,517,700 new ordinary shares in KNM (“**Placement Shares**”) to the following parties:

- (a) up to 493,758,800 Placement Shares, representing 50% of the total Placement Shares will be placed to Gan Siew Liat and/or persons connected with her (“**Interested Placee(s)**”); and
- (b) the balance Placement Shares and any part of the Placement Shares not subscribed by the Interested Placee(s) will be placed to independent investor(s) (“**Independent Placee(s)**”), where the Independent Placee(s) shall be person(s) or party(ies) who/which qualify under Schedule 6 and Schedule 7 of the Capital Markets and Services Act 2007, who shall be identified at a later date;

THAT the proceeds of the Proposed Private Placement be utilised for the purposes as set out in the circular to shareholders of the Company dated 14 June 2021, and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, subject (where required) to the approval of the relevant authorities;

THAT the Board be and is hereby authorised to fix the final issue price of the Placement Shares at a later date after obtaining the relevant approvals for the Proposed Private Placement, at the following basis:

- (a) the issue price of the Placement Shares to the Interested Placee(s) shall be based on the volume weighted average market price of KNM Shares for the 5 market days (“**5D-VWAMP**”) immediately preceding the price fixing date(s), rounded up to the nearest sen; and
- (b) the issue price of the Placement Shares to the Independent Placee(s) shall be at a discount of not more than 10% to the 5D-VWAMP of KNM Shares immediately preceding the price fixing date(s);

THAT all the new Placement Shares shall upon allotment and issuance, rank equally in all respects with the existing ordinary shares in KNM in issue, save and except that they will not be entitled to any dividend, right, allotment and/or distribution, the entitlement date of which is prior to the date of allotment of the Placement Shares.

AND THAT the Board be and is hereby authorised to give effect to the Proposed Private Placement with full power to assent to or make any conditions, modifications, variations and/or amendments in any manner as may be imposed by the relevant authorities or as the Board may deem necessary or expedient in the best interest of the Company and to take all steps as it may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Private Placement.”

BY ORDER OF THE BOARD

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

Kuala Lumpur

14 June 2021

Notes:

- (i) A proxy may but need not be a member of the Company.
- (ii) 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.
- (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, the resolution set out in the Notice of the Extraordinary General Meeting will be put to vote by way of poll.