



EXERCISE FORM IN RESPECT OF 161,578,504
WARRANTS B ("**WARRANTS B**") TO SUBSCRIBE FOR NEW SHARES IN
KNM GROUP BERHAD
(Company No. 521348-H)

Warrants B Expiry Date: 21 April 2020

Particulars of Depositor

Name of Depositor :
Old NRIC/Passport/Armed Forces/
Police Personnel/Registration No. :
New NRIC No. :
Correspondence address of Depositor :

Contact Number :

Note: All information given above must be the same as information contained in the records of Bursa Malaysia Depository Sdn. Bhd. ("Bursa Depository")

To the Registrar : Symphony Share Registrars Sdn Bhd (Company No. 378993-D)

Name of Company : KNM GROUP BERHAD (Company No. 521348-H)

I/We the undersigned **DO HEREBY:**

- I exercise my/our Exercise Rights in respect of Warrants B and subscribe for new ordinary shares of RM0.50 each in KNM Group Berhad as specified below in accordance with the Conditions specified in the Third Schedule of the Deed Poll B relating to the Warrants B;
- II make full payment of the Exercise Price of RM..... by delivering herewith *banker's draft/cashier's order/money order/postal order no. dated in the sum of RM..... and made payable to KNM Group Berhad;
- III confirm and declare that all information provided by me/us herein is true and accurate;
- IV confirm and declare that the information indicated pertaining to my/our particulars as set out above is identical with the information in the records of Bursa Depository with regard to my/our CDS Account(s) and further agree and confirm that in the event the information aforesaid differs from the information in Bursa Depository's aforesaid records, the exercise of my/our rights hereunder may be rejected;
- V authorise you to instruct Bursa Depository to debit the quantity(ies) of securities specified below from my/our CDS Account(s) in the exercise of my/our rights as specified below in accordance with the Conditions specified in the Third Schedule of the Deed Poll B in respect of the Warrants B;
- VI confirm that the securities specified below intended for the exercise of rights are designated as "free securities" in my/our CDS Accounts;
- VII where I/we am/are entitled to receive new shares upon the exercise of my/our rights herein, I/we authorise you to instruct Bursa Depository to credit the quantities of new shares specified below into my/our CDS Accounts stated below and for the notice of allotment to be despatched to me/us at my/our risk to the correspondence address mentioned herein;



- VIII confirm that after the submission of this form to KNM Group Berhad, I/we shall not dispose, transfer, charge or in any way deal in the securities intended for the exercise of rights herein, until the exercise is completed by the debiting of the securities from my/our CDS Account(s) or the exercise is rejected by KNM Group Berhad, whichever shall be applicable; and
- IX undertake to fully indemnify and keep KNM Group Berhad indemnified against any claims, losses, damages, liabilities, costs and expenses, including without limitation full legal costs, that may be incurred or suffered by KNM Group Berhad as a result of or arising from KNM Group Berhad acting in accordance with my/our instructions, authorisations and confirmations herein or from any breach of my/our undertakings herein.

Source account for debiting Warrants B and crediting new shares																						
Securities Code (for Warrants B) :	7 1 6 4 W B																					
No. of Warrants B to debit : _____ from	CDS Account Number																					
No. of new shares to credit : _____ to	<table border="1" style="width: 100%; height: 20px; border-collapse: collapse;"> <tr> <td style="width: 20px;"> </td><td style="width: 20px;"> </td><td style="width: 20px;"> </td><td style="width: 20px;"> </td><td style="width: 20px;"> </td><td style="width: 20px;"> </td><td style="width: 20px;"> </td><td style="width: 20px;"> </td><td style="width: 20px;"> </td><td style="width: 20px;"> </td><td style="width: 20px;"> </td><td style="width: 20px;"> </td><td style="width: 20px;"> </td><td style="width: 20px;"> </td><td style="width: 20px;"> </td><td style="width: 20px;"> </td><td style="width: 20px;"> </td><td style="width: 20px;"> </td><td style="width: 20px;"> </td><td style="width: 20px;"> </td><td style="width: 20px;"> </td> </tr> </table>																					

Signature :

Date :

* Delete as appropriate.

Notes:

1. No scrip will be issued to the depositor as the result of any exercise of rights herein.
2. No depositor shall be allowed to instruct crediting of new shares into a CDS Account other than one of those from which the securities are to be debited.
3. Individual depositor must enclose photocopy of identity card and the latest copy of statement from Bursa Depository.
4. Corporate depositor shall affix its common seal on this Exercise Form.
5. The Exercise Period in respect of the Warrants B is the period of five (5) years commencing from and including the issue date of the Warrants B up to and ending at 5:00 pm on the Expiry Date.
6. The Exercise Price in respect of the Warrants B is Ringgit One (RM1.00) per Share (subject to adjustments in accordance with the provisions of the Deed Poll B), which shall be satisfied in full by way of banker's draft or cashier's order drawn on a bank in Malaysia, or a money order or postal order, issued by a Post Office in Malaysia and made payable to **KNM Group Berhad**. The depositor shall endorse on the reverse of the banker's draft, cashier's order, money order or postal order: -
 - (a) the name, identity card/passport number and the address of the depositor; and
 - (b) the number of the CDS Account.
7. All depositors must pay to the Registrar the processing charges of RM20.00 required by the Registrar together with the delivery of this Exercise Form to the Registrar.
8. If any holder of Warrants B fails to exercise his Exercise Rights and deliver this Exercise Form to the Registrar on or before 5 p.m. on the Expiry Date, such Exercise Rights will lapse and every Warrant will become null and void for all purposes.
9. Joint holders are not recognised under the Central Depository System.



MANDATORY OFFER

The attention of holders of Warrants B is drawn to Rule 9 of the Malaysian Code on Take-Overs and Mergers, 2010 and Division 2 of Part VI of the Capital Markets and Services Act 2007 as amended from time to time. In particular, a holder of Warrants B should consult the Securities Commission, if: -

- (1) such holder, either alone or together with persons acting in concert, acquires or intends to acquire, by exercise of Exercise Rights represented by Warrants B, whether at one (1) time or different times, Shares which (together with the Shares owned or acquired by such holder or persons acting in concert with such holder) carry more than thirty-three per cent (33%) of the voting rights of the Company; or
- (2) such holder, either alone or together with persons acting in concert, holds more than thirty-three per cent (33%) but less than fifty per cent (50%) of the voting rights of the Company, and together with persons acting in concert, acquires or intends to acquire, by exercise of Exercise Rights represented by Warrants B in any period of six (6) months, additional Shares increasing such percentage of the voting rights by more than two per cent (2%).