

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Second Annual General Meeting of KNM Group Berhad will be held at Kristal Ballroom 2, Level 1, East Wing, Hilton Petaling Jaya, No. 2, Jalan Barat, 46200 Petaling Jaya, Selangor Darul Ehsan on 17 June 2004 at 3.00 p.m. for the following purposes -

AGENDA

1. To receive and adopt the Audited Accounts for the year ended 31 December 2003 together with the Reports of the Directors and Auditors thereon. Resolution No. 1
2. To declare a first and final dividend of 5 sen per share tax exempt for the year ended 31 December 2003. Resolution No. 2
3. To approve the payment of Directors' fees for the year ended 31 December 2003. Resolution No. 3
4. To re-elect the following Director who retire in accordance with Section 129(6) of the Companies Act, 1965 ("the Act") and being eligible, has offered himself for re-election -
 - 3.1 YBhg. Dato' Abdul Rani bin Mohd Razalli Resolution No. 4
5. To re-elect the following Directors who retire in accordance with Article 132 of the Company's Articles of Association and being eligible, have offered themselves for re-election -
 - 5.1 Ir Lee Swee Eng Resolution No. 5
 - 5.2 Lee Hui Leong Resolution No. 6
 - 5.3 Sofiyan bin Yahya Resolution No. 7
 - 5.4 Gan Siew Liat Resolution No. 8
 - 5.5 Chew Fook Sin Resolution No. 9
 - 5.6 Lim Yu Tey Resolution No. 10
 - 5.7 YBhg. Dato' Ab. Halim bin Mohyiddin Resolution No. 11
 - 5.8 Mohamed Tajudin bin Mohd Alias Resolution No. 12
6. To re-appoint Messrs KPMG, the retiring Auditors and to authorise the Directors to fix the Auditors' remuneration. Resolution No. 13

As special business -

To consider and if thought fit, pass the following Resolution as an Ordinary Resolution, with or without modifications -
7. Authority to Allot and Issue Shares - Resolution No. 14

THAT subject to the approval of the Securities Commission and any other regulatory authority, full authority be and is hereby given to the Directors pursuant to Section 132D of the Companies Act, 1965 from time to time to issue and allot ordinary shares from the unissued capital of the Company upon such terms and conditions and at such times as may be determined by the Directors provided always that the nominal value of the shares issued when aggregated with the nominal value of the shares which has been issued during the previous 12 months does not exceed 10% of the nominal value of all the shares in issue at the commencement of that period of 12 months and provided always that the approval given by this resolution shall continue in force only until (a) the conclusion of the Annual General Meeting ("AGM") commencing next after the date on which this approval was given, or (b) the expiration of the period within the next AGM after that date is required by law to be held, whichever is the earlier.
8. To transact any other ordinary business of which due notice shall have been given. Resolution No. 15

By Order of the Board

Chia Kwok Why (MAICSA 7005833)
Yeoh Seng Chong (LS 006878)
Company Secretaries

Seri Kembangan,
25 May 2004

Notice of Book Closure

Notice is hereby given that a first and final dividend of 5 sen per share tax exempt for the year ended 31 December 2003, if approved by members at the Second Annual general Meeting, will be paid on 9 August 2004 to shareholders on the Record of Depositors at the close of business on 8 July 2004.

A depositor shall qualify for entitlement to the dividend in respect of -

- (i) Shares transferred to the Depositor's Securities Account before 12.30 p.m. on 8 July 2004 in respect of ordinary shares; and
- (ii) Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

Explanatory Notes on Special Business -

Resolution pursuant to Section 132(D) of the Companies Act 1965

The Ordinary Resolution proposed under Resolution No. 14 above, if passed, will enable the Directors to issue up to 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider are in the best interest of the Company. This authority, unless revoked or varied at a General Meeting, will expire at the next Annual General Meeting.

Notes

1. A member entitled to attend and vote at the above Meeting is entitled to appoint one or more proxies to attend and vote in his/her stead.
2. A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Act shall not apply to the Company.
3. The instrument appointing a proxy or proxies must be in writing under the hand of the appointor or his/her attorney duly authorized in writing or if such appointee is a corporation, the instrument appointing a proxy or proxies must be executed under its common seal or under the hand of an officer or attorney of the corporation and 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 48 hours before the time appointed for holding the meeting or any adjourned meeting.
4. Where a member appoints more than 1 proxy, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.