

GENERAL MEETINGS: Notice of Meeting

KNM GROUP BERHAD

Type of Meeting	Annual General Meeting
Indicator	Notice of Meeting
Description	KNM GROUP BERHAD - SIXTEENTH (16TH) ANNUAL GENERAL MEETING
Date of Meeting	27 Jun 2018
Time	10:00 AM
Venue	Parameswara Room, Level 2, Philea Mines Beach Resort, Jalan Dulang, MINES Resort City, 43300 Seri Kembangan, Selangor Darul Ehsan, Malaysia
Date of General Meeting	20 Jun 2018
Record of Depositors	

Please refer attachment below.

Attachments

[KNM - Notice of AGM 2018.pdf](#)

85.6 kB



NOTICE IS HEREBY GIVEN THAT the 16th Annual General Meeting of KNM Group Berhad will be held at Parnameswara Room, Level 2, Philea Mines Beach Resort, Jalan Dulang, MINES Resort City, 43300 Seri Kembangan, Selangor Darul Ehsan, Malaysia on Wednesday, 27 June 2018 at 10.00 a.m. for the following purposes:

As Ordinary Business:

- To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2017 and the Reports of the Directors and Auditors (Please refer to note (i)).
- To re-elect the following Directors who retire pursuant to Article 127 of the Company's Constitution:
 - Ir Lee Swee Eng
 - Soh Yoke Yan
- To approve the Directors' fees and benefits of RM1,347,000 for the financial year ended 31 December 2017.
- To re-appoint Messrs KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

Ordinary Resolution 1
Ordinary Resolution 2
Ordinary Resolution 3
Ordinary Resolution 4

As Special Business:

To consider and if thought fit, to pass with or without modifications, the following Resolutions:

- Retention of Dato' Ab Halim bin Mohyiddin as Independent Director**
"THAT Dato' Ab Halim bin Mohyiddin be and is hereby retained as an Independent Director of the Company and to hold office until the conclusion of the next Annual General Meeting."
- Authority to allot and issue shares pursuant to Section 75 of the Companies Act 2016**
"THAT subject to the Companies Act 2016 and Constitution of the Company, the Directors be and are hereby empowered, pursuant to Section 75 of the Companies Act 2016, to allot and issue shares in the Company at any time 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 for the listing and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."
- Proposed renewal of shareholders' mandate for share buy-back**
"THAT subject to the compliance with all applicable laws, the Companies Act 2016 ("the Act"), the Company's Constitution, and the regulations and guidelines applied from time to time by Bursa Malaysia Securities Berhad ("Bursa Securities") and/or any other relevant regulatory authority, approval be and is hereby given to the Company to purchase at any time such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors in their absolute discretion deem fit and expedient in the interest of the Company ("Proposed Share Buy-Back Mandate") provided that:
 - the aggregate number of ordinary shares which may be purchased and retained as treasury shares by the Company at any point of time pursuant to the Proposed Share Buy-Back Mandate shall not exceed ten percent (10%) of the total number of issued shares of the Company;
 - the amount of funds to be allocated by the Company pursuant to the Proposed Share Buy-Back Mandate shall not exceed the retained earnings of the Company as at 31 December 2017; and
 - the shares so purchased by the Company pursuant to the Proposed Share Buy-Back Mandate may at the discretion of the Directors be:
 - retained as treasury shares; and/or
 - cancelled; and/or
 - resold on the market of Bursa Securities in accordance to the Main Market Listing Requirements; and/or
 - distributed as dividends to the shareholders; and/or
 - transferred for purposes of an employees' share scheme and/or as purchase consideration; and/or
 - dealt in any other manner as prescribed by the applicable rules, regulations and orders made pursuant to the Act, the Bursa Securities Main Market Listing Requirements and any other relevant authority for the time being in force;

Ordinary Resolution 5
Ordinary Resolution 6
Ordinary Resolution 7

AND THAT such authority conferred by the shareholders of the Company upon passing of this resolution pertaining to the Proposed Share Buy-Back Mandate will continue to be in force until the conclusion of the next Annual General Meeting of the Company, unless by a resolution passed at that meeting, the authority is renewed; or the expiration of the period within which the next Annual General Meeting is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or until the authority is revoked or varied by a resolution passed by the shareholders in a general meeting, whichever occurs first.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to implement and give effect to the Proposed Share Buy-Back Mandate."

Proposed shareholders' mandate for recurrent related party transactions of a revenue or trading nature

- "THAT approval be and is hereby given to the Company and/or its subsidiaries ("KNM Group") to enter into all arrangements and/or transactions involving the interests of Directors, major shareholders or persons connected with the Directors and/or major shareholders of KNM Group ("Related Parties") as specified in section 2.4 of the Circular to Shareholders dated 30 April 2018 provided that such arrangements and/or transactions are:
 - recurrent transactions of a revenue or trading nature;
 - necessary for the day-to-day operations;
 - carried out in the ordinary course of business on normal commercial terms which are not more favourable to Related Parties than those generally available to the public; and
 - are not to the detriment of minority shareholders.

Ordinary Resolution 8

AND THAT such authority conferred by the shareholders of the Company upon passing of this resolution pertaining to the Proposed Recurrent RPT Mandate will continue to be in force until the conclusion of the next Annual General Meeting of the Company, unless by a resolution passed at that meeting, the authority is renewed; or the expiration of the period within which the next Annual General Meeting is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or until the authority is revoked or varied by a resolution passed by the shareholders in a general meeting, whichever is the earlier;

AND THAT the Directors of the Company be and are hereby empowered to complete and to 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 the Proposed Recurrent RPT Mandate."

- To transact any other business of which due notice shall have been given.

By Order of the Board

Jason Minos Anak Peter (LS 0009402)
Company Secretary
Seri Kembangan
30 April 2018

Notes:-

- This Agenda Item is meant for discussion only and is not to be put forward for voting as the provision of Section 340(1) of the Companies Act 2016 does not require a formal approval of the shareholders.
- A proxy may but need not be a member of the Company.
- 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.
- 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.
- 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 forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- The meeting a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or if the appointor is a corporation, either under its common seal or under the hand of its officer or attorney duly authorised.
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 20 June 2018 shall be eligible to attend the meeting or appoint proxies to attend and vote in his/her stead.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the 16th Annual General Meeting will be put to vote by way of poll.

EXPLANATORY NOTES ON SPECIAL BUSINESS

1. Retention of Dato' Ab Halim bin Mohyiddin as Independent Director

In respect of the proposed Ordinary Resolution 5:-
Dato' Ab Halim bin Mohyiddin ("Dato' Ab Halim") was appointed as an Independent Non-Executive Director on 14 June 2003 and was subsequently designated as a Senior Independent Non-Executive Director on 29 June 2011. Thereafter, he was re-designated as Chairman of the Company on 29 April 2013.
Although he has exceeded the cumulative term limit of nine (9) years as an Independent Director as prescribed by the Malaysian Code on Corporate Governance 2017, the Nomination Committee and the Board of Directors ("the Board"), after having assessed the independence of Dato' Ab Halim, considers him to be independent based on the following justifications and recommends that Dato' Ab Halim be retained as an Independent Director of the Company in respect of Ordinary Resolution 5:-
(a) He has confirmed and declared that he is an Independent Non-Executive Director as defined under Paragraph 1.01 of Bursa Malaysia Securities Berhad's Main Market Listing Requirements;
(b) He is not related to any of the Company's directors or major shareholders;
(c) He does not have any conflict of interest with the Company and has not entered/is not expected to enter into contract(s) especially material contract(s) with the Company and/or its subsidiary companies;
(d) He is currently not sitting on the board of any other public and/or private companies having the same nature of business as that of the Company and its subsidiary companies;
(e) His experience and knowledge of the Company and KNM Group's activities and corporate history is invaluable to the Board. The Board is also of the view that his impartial opinion and advice in his role as the Company's Chairman and Chairman of the Company's Audit and Nomination Committees will be beneficial to the Board and the Company too.

Shareholders' approval for Ordinary Resolution 5 will be sought on a single-tier voting basis.

2. Authority to allot and issue shares pursuant to Section 75 of the Companies Act 2016

- The shareholders' general mandate sought under the proposed Ordinary Resolution 6 is a renewal of the relevant shareholders' general mandate obtained in the previous Company's 15th Annual General Meeting held on 15 June 2017 ("Previous Mandate") and such authority will lapse at the conclusion of the forthcoming 16th Annual General Meeting to be held on 27 June 2018.
 - In order to eliminate any delay and costs involved in convening a general meeting to approve such issuance of shares, and to give flexibility and expediency to the Company to allot and issue shares, it is considered appropriate that the Directors be empowered, as proposed in Ordinary Resolution 6, if passed, to allot and issue up to ten percent (10%) of the total number of issued shares of the Company for the time being for such purposes as the Directors deem fit and in the best interest of the Company. This authority, unless revoked at a general meeting, will expire at the conclusion of the next annual general meeting of the Company.
 - Pursuant to the Previous Mandate, the Company has issued 213,281,400 new ordinary shares in the Company ("Placement Shares"), representing approximately ten percent (10%) of the total number of issued shares of the Company (excluding treasury shares) at an issue price of RM0.24 per share via a Private Placement Exercise involving the new issue of shares as previously announced on 10 November 2017 (the "Exercise"). The gross proceeds raised pursuant to the Exercise has been utilised as follows:
- | Purpose | Utilisation (RM'000) |
|--|----------------------|
| Repayment of bank borrowings | 40,000 |
| Working capital requirements | 9,733 |
| Defrayment of expenses related to the Exercise | 1,455 |
| Total | 51,188 |
- The Board continues to consider any opportunities to broaden the operating base and earnings potential of the Company. If any fund raising or merger and acquisition or expansion or diversification proposals, as the case may be, involve the issuance of new shares, the Directors would have to convene a general meeting to approve the issuance of new shares.

3. Proposed renewal of shareholders' mandate for share buy-back

The proposed Ordinary Resolution 7, if passed, will renew the shareholders' mandate for share buy-back obtained at the previous Company's 15th Annual General Meeting held on 15 June 2017 and empower the Company to purchase the Company's shares up to ten percent (10%) of the total number of issued shares of the Company.

4. Proposed shareholders' mandate for recurrent related party transactions of a revenue or trading nature

The proposed Ordinary Resolution 8, if passed, will allow KNM Group to enter into recurrent transactions involving the interests of Directors, major shareholders or persons connected with the Directors and/or major shareholders of KNM Group, which are of a revenue or trading nature and necessary for KNM Group's day-to-day operations. Further information on the Proposed Share Buy-Back Mandate and the Proposed Recurrent RPT Mandate are set out in the Statement/Circular to Shareholders dated 30 April 2018 which is despatched together with the Company's Annual Report 2017.