

**KNM GROUP BERHAD**  
Registration No.: 200001018741 (521348-H)  
Incorporated in Malaysia

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**MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF THE COMPANY WHICH WAS CONDUCTED FULLY VIRTUAL THROUGH LIVE STREAMING AND ONLINE VOTING USING REMOTE PARTICIPATION AND ELECTRONIC VOTING FACILITIES VIA THE ONLINE MEETING PLATFORM AT <https://meeting.boardroomlimited.my> (DOMAIN REGISTRATION NO. WITH MYNICD6A357657) PROVIDED BY BOARDROOM SHARE REGISTRARS SDN BHD ON MONDAY, 16 OCTOBER 2023 AT 10.00 A.M.**

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**PRESENT**

**BOARD OF DIRECTORS**

Tunku Dato' Yaacob Khyra	(Chairman)
Tan Sri (Dr) Zulhasnan Bin Rafique	(Non-Independent Non-Executive Director)
Ravindrasingham A/L Balasingham	(Group Chief Executive Officer / Executive Director)
Ho Soo Woon	(Senior Independent Non-Executive Director)
Yee Hong Ho	(Independent Non-Executive Director)
Thulasy Suppiah	(Independent Non-Executive Director)
Datuk Uwe Ahrens	(Non-Independent Non-Executive Director)
Dato' Indera Naresh Mohan	(Non-Independent Non-Executive Director)
James Beltran	(Non-Independent Non-Executive Director)

**BY INVITATION**

Cha Fui Min (Group Chief Financial Officer)

**IN ATTENDANCE**

Lily Yin Kam May (Company Secretary)

**CHAIRMAN OF THE MEETING**

Tunku Dato' Yaacob Khyra ("Tunku Dato' Chairman")

**PRELIMINARY**

- (1) Tunku Dato' Chairman welcomed the shareholders to the Meeting.
- (2) Prior to proceeding to the businesses as set out in the Agenda of the Meeting, Tunku Dato' Chairman briefed the Meeting of the following matters on the conduct of the Meeting:-
  - (i) The shareholders may submit the votes on all the resolutions and transmit the questions via Questions and Answers platform by clicking on the messaging icon anytime during the Extraordinary General Meeting ("EGM") once declared opened by Tunku Dato' Chairman;
  - (ii) The Board may not be able to furnish responses to all the questions posed at the Meeting; and
  - (iii) The voting on all resolutions as set out in the Notice of the EGM shall be conducted by way of poll via online voting, pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

- (3) Upon the request of the Chairman, the Company Secretary informed that according to Clause 82 of the Company's Constitution, two members present in person or by Proxy or by Attorney or Duly Authorised Representatives shall be quorum at general meetings.

The Company Secretary had been informed by the Independent Scrutineer, SKY Corporate Services Sdn Bhd that there was a quorum present for the Meeting.

The Company Secretary then confirmed that shareholders of 2,098,120,489 shares lodged the proxies within the stipulated time and holders of 765,966,188 shares appointed the Chairman of the Meeting to be the proxy.

- (4) Tunku Dato' Chairman informed that the Notice of the EGM had been sent to all shareholders and Bursa Malaysia Securities Berhad in accordance with the Company's Constitution.

The notice convening the EGM was tabled and taken as read.

The EGM was called pursuant to the Special Notice issued pursuant to Sections 206(3) and 322(1) of the Companies Act 2016 ("the Act") and pursuant to powers conferred by Section 310 of the Act and a total of 16 Ordinary Resolutions were proposed for approval of the shareholders at the EGM.

- (5) The Company had appointed Boardroom Share Registrars Sdn Bhd as the Poll Administrator to conduct the e-polling process and SKY Corporate Services Sdn Bhd as an Independent Scrutineer to validate the votes cast at the EGM.

Tunku Dato' Chairman further informed the Meeting that the Members may also vote on the resolution prior to the commencement of the e-polling by clicking on the voting icon from the options shown on screen and select the voting direction.

- (6) At this juncture, Boardroom Share Registrars Sdn Bhd was invited to brief the shareholders and proxies on the online voting procedures.

- (7) Tunku Dato' Chairman further briefed the Meeting that the directors who are being removed may furnish an oral representation pursuant to Section 207 of the Act.

As the Chairman of the Board, Tunku Dato' Chairman represented the Board of Directors of the Company to furnish an oral representation on the rationales/reasons why the existing board should remain on the Board and not be removed, as follows:

- (i) The Board of Directors were part of the management that came in on 8 November 2022.
- (ii) The Company was already in financial distress, having fallen into PN17 status on 31 October 2022.
- (iii) The Company is currently undergoing a scheme of arrangement and had successfully obtained a restraining order with a Court Convened Meeting of creditors which was to be held on 12 October 2023; however, based on the Court Order issued, the Court Convened Meeting had to be adjourned to another date.

Under the Proposed Scheme of Arrangement, the Board proposed to pay 100% debts owed to the creditors, subject to 15 months moratorium period, from April 2023 to June 2024.

- (iv) TransAsia Private Capital Limited / Danos Limited, who is a majority creditor to approve the scheme of arrangement has indicated via their letter dated 18 September 2023 that they will support the scheme only if the current management remains. CGIF has also indicated likewise.

CGIF and TransAsia Private Capital Limited / Danos Limited represented 72% of the total creditors. With the support from both largest creditors, the Board believes that the Proposed Scheme of Arrangement will be approved by the creditors.

- (8) The Chairman enquired as to whether there were any questions received via the Q&A platform from the shareholders and/or prior to this Meeting.
- (9) The Company Secretary informed the Meeting that the questions received via the Q&A platform from the shareholders were not in relation to the resolutions tabled at this EGM.
- (10) With that, Tunku Dato' Chairman proceeded to the agenda of the Meeting.

## 1. ORDINARY RESOLUTION 1

- 1.1 At this juncture, Tunku Dato' Chairman handed over the Chair of the Meeting to Mr James Beltran, the Non-Independent Non-Executive Director of the Company, in order to carry out the Ordinary Resolution which pertained to the removal of Tunku Dato' Yaacob Khyra.
- 1.2 Mr James Beltran tabled the Ordinary Resolution 1 as follows:-

### **ORDINARY RESOLUTION 1 –**

**THAT Tunku Dato' Yaacob Khyra be and is hereby removed from office as a Director of the Company, with immediate effect.**

- 1.3 The members of the Meeting were given 3 minutes to finalise their votes on the Ordinary Resolution 1.
- 1.4 After 3 minutes, Mr James Beltran announced the closing of the online remote voting session for the Ordinary Resolution 1 and adjourned the Meeting for the verification of votes by SKY Corporate Services Sdn Bhd, the Independent Scrutineers.

## 2. ANNOUNCEMENT OF POLL RESULTS FOR ORDINARY RESOLUTION 1

- 2.1 Mr James Beltran called the Meeting to order for the declaration of results on the Ordinary Resolution 1.
- 2.2 The poll results in respect of Ordinary Resolution 1 were as follows:

	FOR		AGAINST	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 1	634,466,507	37.8195	1,043,150,803	62.1805

- 2.3 Based on the majority of votes received, Mr James Beltran declared that Ordinary Resolution 1 was not carried.

**3. ORDINARY RESOLUTIONS 2 TO 16**

- 3.1 Mr James Beltran handed back the Chair to Tunku Dato' Chairman for the remaining businesses as set out in the Agenda for the Meeting.
- 3.2 Tunku Dato' Chairman informed the Meeting that the results of the voting for all resolutions will be announced at the end of the Meeting, after all the resolutions have been tabled.
- 3.3 Tunku Dato' Chairman then tabled the Ordinary Resolutions 2 to 16 to the Meeting, as follows:

**ORDINARY RESOLUTION 2 –**

**THAT Tunku Kamariah Aminah Maimunah Iskandariah binti Sultan Iskandar be and is hereby appointed as a Director of the Company, with immediate effect, to replace Tunku Dato' Yaacob Khyra.**

**ORDINARY RESOLUTION 3 –**

**THAT Tan Sri (Dr) Zulhasnan bin Rafique be and is hereby removed from office as a Director of the Company, with immediate effect.**

**ORDINARY RESOLUTION 4 –**

**THAT Andreas Heeschen be and is hereby appointed as a Director of the Company, with immediate effect, to replace Tan Sri (Dr) Zulhasnan bin Rafique.**

**ORDINARY RESOLUTION 5 –**

**THAT Ravindrasingham A/L Balasingham be and is hereby removed from office as a Director of the Company, with immediate effect.**

**ORDINARY RESOLUTION 6 –**

**THAT Edwin Silvester Das be and is hereby appointed as a Director of the Company, with immediate effect, to replace Ravindrasingham A/L Balasingham.**

**ORDINARY RESOLUTION 7 –**

**THAT Yee Hong Ho be and is hereby removed from office as a Director of the Company, with immediate effect.**

**ORDINARY RESOLUTION 8 –**

**THAT Dato' Zaidi bin Mat Isa @ Hashim be and is hereby appointed as a Director of the Company, with immediate effect, to replace Yee Hong Ho.**

**ORDINARY RESOLUTION 9 –**

**THAT Steve Ho Soo Woon be and is hereby removed from office as a Director of the Company, with immediate effect.**

**ORDINARY RESOLUTION 10 –**

**THAT William H Van Vliet III be and is hereby appointed as a Director of the Company, with immediate effect, to replace Steve Ho Soo Woon.**

**ORDINARY RESOLUTION 11 –**

**THAT Thulasy Suppiah be and is hereby removed from office as a Director of the Company, with immediate effect.**

**ORDINARY RESOLUTION 12 –**

**THAT Flavio Porro be and is hereby appointed as a Director of the Company, with immediate effect, to replace Thulasy Suppiah.**

**ORDINARY RESOLUTION 13 –**

**THAT Datuk Uwe Ahrens be and is hereby removed from office as a Director of the Company, with immediate effect.**

**ORDINARY RESOLUTION 14 –**

**THAT Dato' Abd. Ghani bin Yusof be and is hereby appointed as a Director of the Company, with immediate effect, to replace Datuk Uwe Ahrens.**

**ORDINARY RESOLUTION 15 –**

**THAT James Beltran be and is hereby removed from office as a Director of the Company, with immediate effect.**

**ORDINARY RESOLUTION 16 –**

**THAT Dato' Indera Naresh Mohan be and is hereby removed from office as a Director of the Company, with immediate effect.**

- 3.4 The members of the Meeting were given 15 minutes to cast their votes on the Ordinary Resolutions 2 to 16.
- 3.5 After 15 minutes, Tunku Dato' Chairman announced the closing of the online voting session for the Ordinary Resolutions 2 to 16 and adjourned the Meeting for the verification of votes by SKY Corporate Services Sdn Bhd, the Independent Scrutineers.

**4. ANNOUNCEMENT OF POLL RESULTS FOR ORDINARY RESOLUTIONS 2 TO 16**

- 4.1 Tunku Dato' Chairman called the Meeting to order for the declaration of results. He informed that he had received the poll results from Boardroom Share Registrars Sdn Bhd and SKY Corporate Services Sdn Bhd, attached as Annexure 1.
- 4.2 The poll results are tabulated in the tables below:

	FOR		AGAINST	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 2	959,539,529	47.6611	1,053,717,168	52.3389
Ordinary Resolution 3	1,054,770,458	52.3862	958,678,689	47.6138
Ordinary Resolution 4	960,620,880	47.7093	1,052,868,267	52.2907
Ordinary Resolution 5	958,664,233	47.6130	1,054,784,914	52.3870
Ordinary Resolution 6	958,144,255	47.5872	1,055,304,892	52.4128
Ordinary Resolution 7	957,447,243	47.5526	1,056,001,904	52.4474
Ordinary Resolution 8	957,668,665	47.5636	1,055,780,482	52.4364
Ordinary Resolution 9	1,052,730,293	52.2849	960,718,854	47.7151
Ordinary Resolution 10	958,556,165	47.6059	1,054,965,632	52.3941
Ordinary Resolution 11	959,677,186	47.6626	1,053,804,611	52.3374
Ordinary Resolution 12	959,046,308	47.6317	1,054,415,489	52.3683
Ordinary Resolution 13	959,974,337	47.6792	1,053,429,860	52.3208
Ordinary Resolution 14	957,791,559	47.5721	1,055,557,538	52.4279
Ordinary Resolution 15	957,632,443	47.5628	1,055,772,754	52.4372
Ordinary Resolution 16	958,403,682	47.6011	1,055,001,515	52.3989

- 4.3 Based on the majority of votes of the members present and voting either in person or by proxy received for Ordinary Resolutions 2 to 16, Tunku Dato' Chairman declared that all Ordinary Resolutions tabled at the EGM were not carried except Ordinary Resolutions 3 and 9.

**5. CLOSE OF MEETING**

There being no other business to be transacted, the Meeting ended at 11.00 a.m. with a vote of thanks to the Chair.

**Confirmed as a correct record**

**TUNKU DATO' YAACOB KHYRA  
CHAIRMAN**

KUALA LUMPUR  
DATED: 16 OCTOBER 2023

# SKY

## CORPORATE SERVICES SDN BHD

Registration No. : 199301021831 (276569-W)

12th Floor, Menara Symphony,  
No. 5, Jalan Prof. Khoo Kay Kim,  
Seksyen 13,  
46200 Petaling Jaya,  
Selangor, Malaysia

☎ 603 7890 4800

📠 603 7890 4650

📱 017 7474 161

**KNM GROUP BERHAD**  
15, Jalan Dagang SB 4/1  
Taman Sungai Besi Indah  
43300 Seri Kembangan  
Selangor Darul Ehsan

**Attn: Chairman of the Meeting**

**Date: 16 October 2023**

**Re: Independent Scrutineer Report for the conduct of poll for the Extraordinary General Meeting held on 16 October 2023**

We, SKY Corporate Services Sdn. Bhd. [Registration No. 199301021831 (276569-W)] are the appointed independent scrutineers in attendance at the Extraordinary General Meeting ("EGM") of KNM Group Berhad held on 16 October 2023.

The results of the poll, as casted by the shareholders and proxy holders who participated and voted at the EGM, based on the results generated by the Polling System provided by Boardroom Share Registrars Sdn. Bhd. is as per Appendix attached.

Thank you,

For and on behalf of  
SKY Corporate Services Sdn. Bhd.



Independent Scrutineer



The Chairman  
KNM GROUP BERHAD

16 October 2023

Dear Sir,

As scrutineer appointed for the purpose of the Poll taken at the Extraordinary General Meeting of the Members of the Company held on 16 October 2023 I HEREBY CERTIFY that the result of the Poll is correctly set out as follows:-

	VOTES FOR	%	VOTES AGAINST	%	VOTES TOTAL
RESOLUTION 1	634,466,507	37.8195	1,043,150,803	62.1805	1,677,617,310

Yours faithfully,





The Chairman  
KNM GROUP BERHAD

16 October 2023

Dear Sir,

As scrutineer appointed for the purpose of the Poll taken at the Extraordinary General Meeting of the Members of the Company held on 16 October 2023 I HEREBY CERTIFY that the results of the Poll is correctly set out as follows:-

	VOTES FOR	%	VOTES AGAINST	%	VOTES TOTAL
RESOLUTION 2	959,539,529	47.6611	1,053,717,168	52.3389	2,013,256,697
RESOLUTION 3	1,054,770,458	52.3862	958,678,689	47.6138	2,013,449,147
RESOLUTION 4	960,620,880	47.7093	1,052,868,267	52.2907	2,013,489,147
RESOLUTION 5	958,664,233	47.6130	1,054,784,914	52.3870	2,013,449,147
RESOLUTION 6	958,144,255	47.5872	1,055,304,892	52.4128	2,013,449,147
RESOLUTION 7	957,447,243	47.5526	1,056,001,904	52.4474	2,013,449,147
RESOLUTION 8	957,668,665	47.5636	1,055,780,482	52.4364	2,013,449,147
RESOLUTION 9	1,052,730,293	52.2849	960,718,854	47.7151	2,013,449,147
RESOLUTION 10	958,556,165	47.6059	1,054,965,632	52.3941	2,013,521,797
RESOLUTION 11	959,677,186	47.6626	1,053,804,611	52.3374	2,013,481,797
RESOLUTION 12	959,046,308	47.6317	1,054,415,489	52.3683	2,013,461,797
RESOLUTION 13	959,974,337	47.6792	1,053,429,860	52.3208	2,013,404,197
RESOLUTION 14	957,791,559	47.5721	1,055,557,538	52.4279	2,013,349,097
RESOLUTION 15	957,632,443	47.5628	1,055,772,754	52.4372	2,013,405,197
RESOLUTION 16	958,403,682	47.6011	1,055,001,515	52.3989	2,013,405,197

Yours faithfully,



