



KNM GROUP BERHAD

(Registration No.: 200001018741 (521348-H))
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN that the **23RD ANNUAL GENERAL MEETING (“AGM”)** of the Company will be held at **Trigo Hotel Kuala Lumpur, Trigo Ballroom, Level 2, Jalan Raja Laut, Chow Kit, 50350 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur** on **Tuesday, 30 June 2026 at 10.30 a.m.** for the following purposes:

AGENDA

AS ORDINARY BUSINESS

RESOLUTION

- (1) To receive the Audited Financial Statements for the financial year ended 31 December 2025 together with the Reports of the Directors and Auditors thereon.
[Please refer to Explanatory Note A]
- (2) To approve the payment of Directors’ fees of RM600,000 to the Directors of the Company for the period from 1 July 2026 until 30 June 2027. **1**
- (3) To approve an amount of up to RM120,000 as benefits payable to the Directors of the Company for the period from 1 July 2026 until 30 June 2027.
[Please refer to Explanatory Note B] **2**
- (4) To re-elect the following Directors who are retiring in accordance with Article 113 of the Company’s Constitution and who, being eligible, offer themselves for re-election:
 - (i) Ho Soo Woon **3**
 - (ii) Yee Hong Ho **4**

Dato’ Abd.Gani Bin Yusof, who also retires by rotation in accordance with Article 113 of the Company’s Constitution, has expressed his intention not to seek for re-election at the 23rd AGM. Accordingly, he will retire from office upon the conclusion of the 23rd AGM.
- (5) To re-elect Datuk David Rashid Bin Ghazalli who is retiring in accordance with Article 112 of the Company’s Constitution and who, being eligible, offer himself for re-election. **5**
- (6) Retirement of Messrs. KPMG PLT as Auditors of the Company, who has expressed their intention not to seek for re-appointment at the 23rd AGM of the Company.

AS SPECIAL BUSINESS

- (7) To consider and, if thought fit, to pass the following resolution as Ordinary Resolution: -
- (a) **Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016** **6**

“THAT, subject always to the Companies Act 2016 (“the Act”), the Constitution of the Company and the approvals of the relevant governmental/regulatory authorities, where such approval is necessary, the Directors be and are hereby authorised pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company at any time until the conclusion of the next AGM, 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.”

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

By Order of the Board

NG LAI YEE (MAICSA 7031768)
Company Secretary

Seri Kembangan,
Selangor Darul Ehsan
8 June 2026

NOTES: -

1. *The 23rd AGM of the Company will be held physically whereby shareholders/proxies/corporate representatives will have to be physically present at the Meeting Venue and there will be no option for shareholders to participate virtually.*
2. *A member entitled to attend, speak and vote at the meeting is entitled to appoint not more than two (2) proxies to attend, speak and vote in his/her stead. A proxy may but need not be a member of the Company. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.*
3. *Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“omnibus account”) as defined under the Securities Industry (Central Depositories) Act, 1991, there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.*
4. *The instrument appointing a proxy shall be in writing, executed by the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or signed by an officer or attorney so authorised.*
5. *The instrument appointing a proxy (must be in hard copy) must be deposited at the Company’s Registered Office, 15 Jalan Dagang SB 4/1, Taman Sungai Besi Indah, 43300 Seri Kembangan, Selangor Darul Ehsan not less than twenty-four (24) hours before the time set for holding the meeting or any adjournment thereof.*
6. *Any alteration in the Form of Proxy must be initialled.*
7. *Form of Proxy sent through facsimile transmission shall not be accepted.*
8. *Explanatory Notes to the Agenda:*

(A) Audited Financial Statements

This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval of the shareholders and hence, is not put forward for voting.

(B) Benefits Payable to the Directors of the Company (Ordinary Resolution 2)

Section 230(1) of the Act provides amongst others that the fees of the Directors and any benefits payable to the Directors of a public company and its subsidiaries shall be approved at a general meeting.

The proposed Ordinary Resolution 2 is to seek shareholders’ approval for payment of Directors’ benefits (excluding Directors’ fees) to the Directors of the Company for the period from 1 July 2026 until 30 June 2027.

The benefits comprises meeting allowances, benefits-in-kind and other emoluments payable to the Directors of the Company.

In determining the estimated total amount of remuneration (excluding Directors’ fees) for the Directors of the Company, the Board considered various factors including the number of scheduled meetings for the Board as well as the number of Directors involved in these meetings.

The Board is of the view that it is just and equitable for the Directors to be paid the Directors' remuneration (excluding Directors' fees) as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company and its subsidiaries throughout the relevant period.

9. *Explanatory Notes to Special Business of Agenda 7:*

(C) Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Act (Ordinary Resolution 6)

The ordinary resolution proposed under Resolution 6 of the Agenda is a renewal of the general mandate for the Directors to issue and allot shares pursuant to Sections 75 and 76 of the Act. This mandate will provide flexibility for the Company to undertake future possible fund raising activities, including but not limited to placement of shares for purpose of funding the Company's future investment projects, working capital and/or acquisition(s) without having to convene another general meeting.

The proposed Resolution 6, if passed, will give authority to the Directors of the Company, from the date of the above AGM, to issue and allot shares in the Company up to an amount not exceeding in total ten percent (10%) of the total number of issued shares of the Company for the time being, for such purposes as they consider would be in the interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM of the Company.

As at the date of this Notice, there were no new shares issued pursuant to the mandate granted to the Directors at the 22nd AGM held on 5 June 2025 and which will lapse at the conclusion of the 23rd AGM to be held on 30 June 2026.

10. *Poll Voting*

All resolutions set out in the Notice of the 23rd AGM will be put to vote by way of poll.

PERSONAL DATA POLICY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof) and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.