

KNM GROUP BERHAD

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

Date: 29 May 2024

To: The Shareholders of KNM Group Berhad ("KNM" or "the Company")

ADDENDUM TO THE NOTICE OF TWENTY-FIRST ANNUAL GENERAL MEETING ("AGM") FOR INCLUSION OF ADDITIONAL ORDINARY RESOLUTIONS UNDER ORDINARY BUSINESS

Pursuant to Clause 116(i) of the Company's Constitution, the Company has received notice from the members of the Company to propose the persons named below for election to office as directors of the Company at the forthcoming AGM. NOTICE IS HEREBY GIVEN by way of an Addendum to the Notice of 21st AGM of the Company to be held on Thursday, 6 June 2024 at 10.30 a.m. or at any adjournment thereof for the following purposes:

1. NOTICE OF ANNUAL GENERAL MEETING

To insert the following Ordinary Resolutions as additional agenda of the Notice of 21st AGM of the Company which will be held at Hang Li Po Ballroom, Level 4, Mines Beach Resort City, Jalan Dulang, The Mines Resort City, 44300, Seri Kembangan, Selangor Darul Ehsan, Malaysia on Thursday, 6 June 2024 at 10.30 a.m. or at any adjournment thereof for the following business:-

No.	Agenda	Ordinary Resolution
10(a)	To appoint Wong Toh Sing as a Director of the Company in accordance with Clause 116(i) of the Company's Constitution.	14
10(b)	To appoint William H Vanvliet III as a Director of the Company in accordance with Clause 116(i) of the Company's Constitution.	15
10(c)	To appoint Wan Kamaruddin Bin Wan Mohamed Ali as a Director of the Company in accordance with Clause 116(i) of the Company's Constitution.	16
10(d)	To appoint Sakthi Kumar a/l Ramadas as a Director of the Company in accordance with Clause 116(i) of the Company's Constitution.	17

10(e)	To appoint Manfred Gustav Von Nostitz as a Director of the Company in accordance with Clause 116(i) of the Company's Constitution subject to the verification and confirmation that Sazani Binti Abdullah is a member of the Company based on the Register of Depositors as at 30 May 2024.	18
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2. EXPLANATORY NOTES

To insert the following Explanatory Note in the Notice of 21st AGM of the Company:

Ordinary Resolutions 14 to 18

Clause 116(i) of the Company's Constitution, no person, not being a retiring Director, shall be eligible for election to the office of Director at any general meeting unless a member intending to propose him for election has, at least eleven (11) clear days before the meeting, left at the Office of the Company, a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, or the intention of such member to propose him for election, provided that in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary, and notice of each and every candidature for election to the Board of Directors shall be served on the registered holders of shares at least seven (7) days prior to the meeting at which the election is to take place.

3. PROFILE OF DIRECTORS

To insert the following Director's Profile in the Notice of 21st AGM of the Company:

Mr. Wong Toh Sing ("Mr. Bryan Wong")

Mr. Bryan Wong, armed with a Bachelor of Commerce degree from the University of Otago, New Zealand, has cultivated a remarkable 34-year career journey across six countries. His educational foundation in accounting and economics serves as a bedrock for his accomplishments.

Mr. Bryan Wong's professional odyssey encompasses auditing, food and aerosol can manufacturing, timber processing, electrical appliance soles, premium fashion retail, and process equipment fabrication within the oil, gas and petrochemical sectors. His exceptional adaptability shines through his ability to excel in diverse, cross-cultural environments.

Notable milestones in his career include his pivotal role as Group Chief Financial Officer of KNM Group Berhad, where he secured substantial financing during challenging times. As Chief Executive Officer of FBM Hudson Italian SpA, in Italy, he oversaw process equipment manufacturing, achieving remarkable results with higher sales order intake and bottom line.

Mr. Bryan Wong boasts a record of reducing a nine-month accounts reporting backlog for a fashion company, revitalizing a non-performing entity into a USD10 Million Malaysia/Laos JV, and securing significant financing for plant expansion in Laos. His leadership consistently drives improved turnover and financial success. Mr. Bryan Wong stands out as a finance leader with on exceptional track record, thriving in diverse roles and industries while excelling at financial and funding procurement.

William H Vanvliet III ("Mr. Vanvliet")

He graduated from the United States of America Naval Engineering Systems School at Naval Training Centre, Great Lakes, Illinois, United States of America in 1985. He has over 31 years of experience in international business, specialising in new technologies and industries, as well as more than 22 years of combined working experience and expertise in the oil and gas industry worldwide.

In 1985, he joined the United States Armed Forces as a steam plant engineer, where he was primarily responsible for the operations of various engineering plants, both on and off shore.

In 1992, he joined South Bay Communications as the Senior Vice President of Operations, where he was mainly involved in the design and implementation of national signaling system 7 network with Siemens Stromberg-Carlson switch platforms to the local exchange carrier network. In 1993, he joined West Coast Telecommunications as a senior technical consultant, where he was responsible to provide technical support for the integration of modern telecommunication systems in the company.

In 1994, he founded Universal Communications Network which focuses on designing and management of an international telecommunications carrier providing international backbone services to domestic carriers and specialized in pre-paid calling cards and private label calling cards to other carriers. In 1999, he founded Bridgeport Energy Corp to provide consultancy services for companies and investors in the technology and energy sector.

He also served as an advisor to the Group Managing Director (Petroleum Products) of Oilcorp Berhad in 2007, where he advised the Company about trading, transport and technology of petroleum products.

In 2007, he joined Renewable Fuel Corp, Inc as its Chairman and Chief Executive Officer and holds the position until present day. Renewable Fuel Corp, Inc was publicly listed in 2010, where he has overseen the Construction of several processing plant projects. In 2012, he was appointed to oversee the Construction of the Desmet Ballestra Methylester biodiesel plant in Kuantan, Pahang.

In 2014, he was appointed as the Special Project Advisor to Chief Executive Officer of KNM Global Ltd (a subsidiary of KNM Group Berhad, a public listed Company listed on the Main Market of Bursa Securities). His role mainly includes providing strategic leadership and initiatives to manage various projects for the company.

In 2015, he was appointed as the Chief Executive Officer and Director of W.E. Smith Pty Ltd to oversee the restructuring of the Company. W.E Smith Pty Ltd has over 95 years of history in the supply of process and heat exchange equipment for the oil and gas,

petrochemical and mineral industries specialising in design and manufacture of equipment in exotic materials such as stainless steel, titanium, incoloy, hastelloy, zirconium, nonferrous materials, clad materials and in heavy wall thicknesses.

In addition, Mr. Vanvliet serves as Chief Executive Officer of HANDAL Energy Berhad KLSE (MYR): HANDAL (7253) and Director of Liberty Resources Acquisition Corp. (NASDAQ:LIBY).

Wan Kamaruddin Bin Wan Mohamed Ali ("Mr. Wan Kamaruddin")

Mr. Wan Kamaruddin, a Malaysian, male, aged 69, has always been in the Finance field since he first graduated from University of Malaya in 1980. He started his career with Bank of America, Amanah Merchant Bank, JP Finance (on loan to Bank Negara & subsequent assignment by them), Amanah Merchant Unit Trust Bhd and Amanah International Finance Bhd as Chief Executive Officer.

In 1995, he moved to Fieldstone Capital Services Sdn Bhd, a Boutique Financial Advisory Firm where he was involved mainly in Project Finance Advisory services involving mostly highways and power plants.

The Asian financial crisis of 1999 saw the entry of Babcock & Brown Asia Pacific ("BnB") opening its office in Kuala Lumpur and the whole team at Fieldstone was absorb into BnB. Again, whilst with BnB he led a team advising Penerbangan Malaysia Bhd/ Malaysia Airlines in their lease finance of various aircrafts (777s, 747s freighters and ATRs) in 2002, 2004, 2006 and 2009. He was also involved in advising clients in bidding for various power plant projects.

In 2009, upon leaving BnB, he acted as advisor to Markmore Energy in their acquisition of an oil field in Kazakhstan. The acquisition and arrangement of finance was completed in 2012.

He was recently been appointed to the Board of Hektar Real Estate Investment Trust (Hektar REIT) in February 2023.

Sakthi Kumar a/I Ramadas ("Mr. Sakthi")

Mr. Sakthi graduated with a Bachelor of Accountancy (Honours) degree from University of Malaya in 2002 and a Master of Business Administration (MBA), majoring in corporate finance from Cardiff Metropolitan University, London in 2013. Mr. Sakthi has over 20 years of working experience in audit, accounting, finance, business support function and corporate finance in multinational companies, locally and internationally. He started his career with Deloitte & Touche in 2003 as an external auditor, where he managed O&G, IT and manufacturing portfolios. His career span across the oil and gas where he was employed by Petrofac Training Services in 2007, as Regional Finance Manager for the Asia Pacific ("APAC") region. He went on to take on a range of managerial roles for Petrofac Training Services until his appointment as Finance Consultancy for Petrofac Training Services Singapore in 2011, based in Singapore. In mid-2012, he returned to Malaysia to take up the role as Regional Business Support Manager for the APAC region with Altor Risk Group (a Stirling Group company and subsidiary of the Olive Group). His portfolio was then extended to cover finance, commercial, contracts, human resource and

administration portfolio for the APAC region. Subsequently, Mr. Sakthi established his career into Special Purpose Acquisition Company ("SPAC") listed in Malaysia and listed on NASDAQ.

Mr. Sakthi is currently adviser to Chairman and Chief Executive Officer of Liberty Resources Acquisition Corp. ("Liberty"). Liberty is a SPAC listed on NASDAQ with initial public offering of approximately US\$115 Million for the purpose of affecting a merger and acquisition of targeted businesses or assets. Being an adviser to the Chairman & CEO, he is responsible in advising the Board and Chairman on overall deal structure, design and planning, due diligence, negotiations and overall business planning of the target acquisition.

Prior to his involvement with Liberty he was Head of Corporate Finance of largest SPAC in Malaysia ever listed, Reach Energy Berhad ("Reach Energy"). Reach Energy is a SPAC listed on Bursa Malaysia with IPO proceeds of RM750 Million. In November 2016, Reach Energy has acquired 60% interest in Emir onshore oilfield production asset in Kazakhstan for total purchase consideration of US\$155 Million. Being a Head of Corporate Finance, Mr. Sakthi is instrument in overall corporate finance function, especially on investor relation, fund raising activities, implementation of corporate exercise and plays an instrumental role in securing successful completion of the target acquisition.

Mr. Sakthi started his career in SPAC with Sona Petroleum Berhad ("SONA") in May 2015 as Group Finance Manager. He was involved in numerous target qualifying acquisition assets such as target acquisition of Stag Oilfield (offshore oilfield) in Australia, Ramba Energy (onshore oilfield) in Indonesia and Petrofac's PN307 marginal offshore oilfield in Malaysia. However, SONA failed to secure shareholders' approval for its target acquisition 2016 and subsequently the Company was delisted from Bursa Malaysia.

After he ended his tenure with Reach Energy and prior to his involvement with Liberty, Mr. Sakthi served as Chief Financial Officer of SMB Resources Sdn Bhd, an investment holding Company which is primarily involved in investment of shares and equity interest in various sectors mainly in energy, oil and gas and technology.

Manfred Gustav Von Nostitz ("Mr Manfred")

Manfred G. von Nostitz

mgvn25@gmail.com; Skype mgvn25; Telegram: @mgvn25; Tel/WhatsApp/LINE: +60 12 277 3066

Dual-Canadian & German . Languages: German, French and English NATIONALITY

Honours B.A. Arts &Science University of Toronto; International Economic Relations: Universities EDUCATION

of Grenoble & Stockholm; M.A. Political Science, University of Toronto.

KUALA LUMPUR President - Asia Pacific - Corporate Council - Consultancy- Commodities & PPE Procurement

Adviser PM Group Thailand; Director Bata Co. Philippines; NEM Blockchain Foundation; Director Wootoona (2011 -)

Equities Australia; Asia Pacific Director of ONIT Sciences U.S.; Director of e-Play Digital Inc Canada;

President of VAG Communications Malaysia; Director of ConFlow Power Group UK;

Methanex Representative Southeast Asia- Liaison with with PETRONAS - Labuan Methanol Plant 2007-2011.

SHANGHAL/KL Vice President - Profound Automotive , Southeast Asia

Formulation and implementation of ASEAN Business Plan for Chinese automotive company. (2005-2007)

KUALA LUMPUR: Principal Adviser - Southern Bank Group

Corporate strategy & governance; Communications Director; Alliances & acquisitions; Implementation of mergers (1997 - 2005)

Pioneered first Bancassurance Agreement in Malaysia with AIG; Investor relations; Director Venture Capital companie

Chairman of IT Investor Committee

BANGKOK

<u>Ambassador to Thailand, Laos and Myanmar</u>
ODA programme. APEC; ASEAN; ARF; WTO; GATS; defense/security; commercial/financial relations; (1994 - 1997)

Board Director: Petroleum Institute; Asian Institute of Technology; Thailand Development Research Institute.

OTTAWA: Director-General, Security & Intelligence, Foreign Ministry

Physical and communications security; G-7 anti-terrorism delegate. Intelligence collection/processing. Liaison Five Eyes. (1993 - 1994)

Director-General, International Organizations, Foreign Ministry OTTAWA:

(1992 - 1993)U. N. and specialized agencies; Francophonie; Commonwealth; Peace-keeping; ICAO;

Canadian Delegation Head, International Human Rights Conference, Vienna

Director-General, Policy & Plans, Communications Security Establishment (CSE) Department of Defense OTTAWA:

Revamping of Canada's offensive and defensive electronic intelligence agency. Highest CDA/US security clearances

ISLAMABAD Ambassador to Pakistan/Afghanistan

Directing Canada's ODA programme; management of nuclear relations with Pakistan; Afghanistan war; Liaison with Mujaheddin; UNGOMAP; Overseeing Soviet withdrawal from Afghanistan; UNHCR Refugee & D-mining Programs. (1988-1991) (1988-1992)

KUALA LUMPUR High Commissioner to Malaysia and Brunei

Commercial and financial relations; oil & gas; negotiation of pipeline, paper-mill, telecoms projects; aviation. (1984 - 1988)

OTTAWA: Director, U.S.A. Division, Foreign Ministry

Coordination of Canada/U.S. relations. Quarterly Meetings Canadian Foreign Minister and US Secretary of State. (1983-1984)

Director, South & Southeast Asia Division, Foreign Ministry OTTAWA:

Canada/ASEAN Economic Agreement ;establishment of Asia/Pacific Foundation; Afghanistan/ India/Pakistan; (1981 - 1983)

organizer/advisor PM Trudeau's ASEAN/JAPAN visit;. Coordinating Secretary: Foreign/Trade Ministries Merger

Counsellor Canadian Embassy- AsiaPacific Portfolio WASHINGTON D.C.:

China- Taiwan; Korea; Japan ASEAN; USSR; Iran/Canada Crisis (1977 - 1981)

BANGKOK

(1991 - 1992)

Chargé / First Secretary Canadian Embassy (1975-1977)

Political/economic analysis; Indochina collapse and refugee crisis. ODA programme; Burma, Cambodia, Laos

CAN-THO, VIETNAM

International Commission for Control and Supervision (ICCS)- Chairman of Can-To Regional ICCS (1973 - 1974)

Head of Canadian military contingent overseeing withdrawal of US Forces & 1973 Cease-Fire in the Mekong Delta .

MUNICH: (1972)Olympic Attaché and Consul, Munich Olympics

Liaison Officer for 1976 Montreal Olympics. Consular responsibility; Management of terrorist crisis.

VIENNA:

(1970-1972)Second Secretary Canadian Embassy

U.N. Industrial Development Organization (UNIDO) and International Atomic Energy Agency(IAEA)

International Commission for Supervision and Control (ICSC) Saigon Political Adviser VIETNAM 1968-1970

Hanoi: Head of Canadian military delegation; Phnom Penh; Investigation of Cambodia/Vietnam border violations.

4. PROXY FORMS

To insert the following Ordinary Resolutions as additional agenda of the Notice of 21st AGM of the Company which will be held at Hang Li Po Ballroom, Level 4, Mines Beach Resort City, Jalan Dulang, The Mines Resort City, 44300, Seri Kembangan, Selangor Darul Ehsan, Malaysia on Thursday, 6 June 2024 at 10.30 a.m. or any adjournment thereof for the purpose of transacting the following business:-

No.	Agenda	Ordinary Resolution
10(a)	To appoint Wong Toh Sing as a Director of the Company in accordance with Clause 116(i) of the Company's Constitution.	14
10(b)	To appoint William H Vanvliet III as a Director of the Company in accordance with Clause 116(i) of the Company's Constitution.	15
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10(d)	To appoint Sakthi Kumar a/l Ramadas as a Director of the Company in accordance with Clause 116(i) of the Company's Constitution.	17
10(e)	To appoint Manfred Gustav Von Nostitz as a Director of the Company in accordance with Clause 116(i) of the Company's Constitution. Subject to the rectification and confirmation that Sazani Binti Abdullah is a member of the Company based on the Register of Depositors as at 30 May 2024.	18

A copy of the Addendum to the Notice of the 21st AGM and Additional Form of Proxy are attached herewith for your information and reference.

By Order of the Board

KENNETH GOH KWAN WENG (BC/G/88) Company Secretary

Seri Kembangan, Selangor Darul Ehsan 29 May 2024

NOTES:-

- 1. The 21st 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. For the purpose of determining a member who shall be entitled to attend this 21st AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Articles 78(i), 78(ii) and 78(iii) of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 30 May 2024. Only a depositor whose name appears on the Record of Depositors as at 30 May 2024 shall be entitled to attend, speak and vote at the said meeting or appoint proxy(ies) to attend, speak and/or vote on his/her behalf.

Additional Notes to the Addendum:-

- a) A copy of the Additional Form of Proxy is attached herewith for the Shareholders who are entitled to attend and vote at the 21st AGM of to the Company who wish to appoint a proxy to attend and vote in his place.
- b) The Additional Form of Proxy does not invalidate the Form of Proxy which was circulated together with the Notice of the 21st AGM dated 6 June 2024 ("Original Form of Proxy").
- c) In the event that the Company does not receive the duly executed Additional Form of Proxy, the Shareholder is deemed to have appointed and authorized his proxy under the Original Form of Proxy to vote at the proxy's discretion.

Additional Form of Proxy



We			es Held			
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15. T	o appoint William H VanVliet III as a Director of the C vith Clause 116(i) of the Company's Constitution.	ompany in accordance				
	o appoint Wan Kamaruddin Bin Wan Mohamed Ali as a E company in accordance with Clause 116(i) of the Compa					
17. T	o appoint Sakthi Kumar a/l Ramadas as a Directon ccordance with Clause 116(i) of the Company's Constitu					
	To appoint Manfred Gustav Von Nostitz as a Director of the Company in accordance with Clause 116(i) of the Company's Constitution.					
18. T						

The proportion of my holdings to be represented by my *proxy/proxies are as follows:

	Number of Shares	Percentage
First Proxy		%
Second Proxy		%
Total		100%

Dated this ______day of ______2024

Notes:-

- 1. The 21st 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. For the purpose of determining a member who shall be entitled to attend this 21st AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Articles 78(i), 78(ii) and 78(iii) of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 30 May 2024. Only a depositor whose name appears on the Record of Depositors as at 30 May 2024 shall be entitled to attend, speak and vote at the said meeting or appoint proxy(ies) to attend, speak and/or vote on his/her behalf.
- * Please strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he/she thinks fit).

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STAMP

The Secretary

KNM GROUP Berhad

15 Jalan Dagang SB 4/1

Taman Sungai Besi Indah
43300 Seri Kembangan
Selangor Darul Ehsan

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