



KNM GROUP BERHAD

Registration No.: 200001018741 (521348-H)

(Incorporated In Malaysia)

# NOTICE OF 21<sup>st</sup> ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the **21<sup>st</sup> ANNUAL GENERAL MEETING (“AGM”)** of the Company will be held at the **Hang Li Po Ballroom, Level 4, Mines Beach Resort, Jalan Dulang, The Mines Resort City, 43300 Seri Kembangan, Selangor Darul Ehsan** on **Thursday, 6 June 2024** at **10.30 a.m.** for the following purposes:

## AGENDA

## RESOLUTION

### AS ORDINARY BUSINESS

- (1) To receive the Audited Financial Statements for the financial period ended 31 December 2023 together with the Reports of the Directors and the Auditors thereon.  
**[Please refer to Explanatory Note A]**
- (2) To confirm and ratify the Directors' fees of RM560,000.00 due to the Directors of the Company for the period from 1 July 2023 to 30 June 2024. 1
- (3) To approve the payment of Directors' fees of RM720,000.00 to the Directors of the Company for the period from 1 July 2024 until the conclusion of the next AGM of the Company. 2
- (4) To confirm and ratify the benefits amounting to RM120,000.00 due to the Directors of the Company for the period from 1 July 2023 to 30 June 2024.  
**[Please refer to Explanatory Note B]** 3
- (5) To approve the benefits amounting to RM190,000.00 payable to the Directors of the Company for the period from 1 July 2024 until the conclusion of the next AGM of the Company.  
**[Please refer to Explanatory Note B]** 4
- (6) 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) Tunku Dato' Yaacob Khyra 5
  - (ii) Datuk Uwe Ahrens 6
- (7) To re-elect the following Directors who are retiring in accordance with Article 112 of the Company's Constitution and who, being eligible, offer themselves for re-election:
  - (i) Yee Hong Ho 7
  - (ii) Thulasy Suppiah A/P Suppiah 8
  - (iii) Ho Soo Woon 9
  - (iv) Dato' Abd.Gani bin Yusof 10
  - (v) Andrew Venio 11
- (8) To re-appoint Messrs. KPMG PLT as Auditors of the Company, to hold office until conclusion of the next AGM and to authorise the Directors to fix their remuneration. 12

(9) 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**

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"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 and that the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the additional shares so issued."

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

**By Order of the Board**

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

Seri Kembangan,  
Selangor Darul Ehsan  
30 April 2024

**NOTES:-**

1. *The 21<sup>st</sup> 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 21<sup>st</sup> 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.

9. 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 Resolutions 3 and 4)**

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

*The proposed Ordinary Resolutions 3 and 4 is to seek shareholders' ratification/approval for payment of Directors' benefits (excluding Directors' fees) to the Directors of the Company for the period from 1 July 2023 to 30 June 2024 and 1 July 2024 until the conclusion of the next AGM of the Company respectively.*

*The benefits comprises the 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 and Board Committees 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.*

10. Explanatory Notes to Special Business of Agenda 9:

**(C) Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Act (Ordinary Resolution 13)**

*The Ordinary Resolution proposed under Resolution 13 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 13, 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, 367,642,100 new shares in the Company were issued pursuant to the mandate granted to the Directors at the 20<sup>th</sup> AGM held on 13 December 2022, which will lapse at the conclusion of the 21<sup>st</sup> AGM to be held on 6 June 2024.*

## 11. Poll Voting

*Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, all resolutions set out in the Notice of the 21<sup>st</sup> 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.

### **STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING**

Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Securities, the details of the Directors who are seeking for re-election in Agenda 6 and 7 of the Notice of the 21<sup>st</sup> AGM of the Company are set out in the Directors' Profile on pages 14 to 18 of this Annual Report.

The detailed information relating to general mandate for issue of securities pursuant to Paragraph 6.03(3) of the Main Market Listing Requirements of Bursa Securities are set out under Note C of the Notice of the 21<sup>st</sup> AGM of the Company.