

K-Star

K-STAR SPORTS LIMITED

(Incorporated in Singapore under the Companies Act (Chapter 50) of Singapore)
(Company Registration Number 200820976H)
(Registered as a foreign company in Malaysia under the Companies Act 1965 of Malaysia)
(Malaysian Branch Registration Number 995214-D)

NOTICE OF THE 2015 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2015 Annual General Meeting of the Company will be held at Kuala Lumpur Room, Level 1, Putrajaya Marriott Hotel, IOI Resort City, 62502 Sepang Utara, Malaysia on Friday, 26 June 2015 at 3.00 p.m. for the following purposes:

AGENDA

As Ordinary Business:-

- To receive the Audited Financial Statements for the financial year ended 31 December 2014 together with the Reports of the Directors and the Auditors thereon. (Please refer to Explanatory Note 1)
- To approve the payment of Director's fees of up to RM175,000.00 (RMB350,000.00) for the financial year ending 31 December 2015. (Ordinary Resolution 1)
- To re-elect Mr. Ding JianPing, who is retiring pursuant to Article 91 of the Articles of Association of the Company. (Ordinary Resolution 2)
- To re-elect Mr. Teoh Tow Kean, who is retiring pursuant to Article 91 of the Articles of Association of the Company. (Ordinary Resolution 3)
- To re-appoint Messrs Helmi Talib & Co as Auditors of the Company and to authorize the Directors to fix their remuneration. (Ordinary Resolution 4)

As Special Business:

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

6. Ordinary Resolution

Authority to issue new ordinary shares pursuant to Section 161 of the Companies Act (Chapter 50) of Singapore ("the Act") (Ordinary Resolution 5)

"**THAT** pursuant to Section 161 of the Act and the Articles of Association of the Company and subject to the approvals from Bursa Malaysia Securities Berhad and other relevant government/regulatory authorities, where such approval is necessary, the Directors of the Company be and are hereby empowered pursuant to Section 161 of the Act to issue shares in the capital of the Company at any time until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier, and upon such terms and conditions and for such purposes and to such persons as the Board of Directors may, in their absolute discretion, deem fit, provided that the value of shares to be issued, when aggregated with the value of any such shares issued during the preceding 12 months does not exceed 10% of the value of the issued and paid-up share capital (excluding treasury shares) of the Company for the time being **AND THAT** the Board of Directors be and is also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad."

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

BY ORDER OF THE BOARD

THUM SOOK FUN
Company Secretary

Date: 29 May 2015

Notes:

- A Member may appoint not more than two (2) proxies to attend and vote at the same General Meeting. In any case where a form of proxy appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy. A member of the Company entitled to attend and vote at a meeting of the Company, or at a meeting of any class of members of the Company, shall be entitled to appoint any person as his proxy to attend and vote instead of a Member at the meeting. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at the meeting.
- An instrument appointing a proxy shall be in writing in any usual or common form or in any other form which the Directors may approve and in the case of individual, shall be signed by the appointor or his attorney. In the case of a corporation, shall be either given under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation.
- The signature on such instrument need not be witnessed. Where an instrument appointing a proxy is signed on behalf of the appointor by an attorney, the letter of power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy in accordance with item 5 below, failing which the instrument may be treated as invalid.
- An instrument appointing a proxy whether executed in the States of Malaysia or outside the States of Malaysia shall be attested by a solicitor, commissioner of oaths, notary public, consul or magistrate, but the Directors may from time to time waive or modify this requirement either generally or in a particular case.
- An instrument appointing a proxy must be left at the Share Registrar of the Company situated at Level 17 The Gardens North Tower Mid Valley City Lingkaran Syed Putra 59200 Kuala Lumpur, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting.
- 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.
- For the purpose of determining a member who shall be entitled to attend the 2015 Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Article 51(B) (b) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositor as at 16 June 2015. Only a depositor whose name appears therein shall be entitled to attend the said meeting or appoint a proxy to attend and/ or vote on his stead.

EXPLANATORY NOTES ON ORDINARY BUSINESS:

1. Item 1 of the Agenda

This Agenda item is meant for discussion only as the provision of Section 201(1) of the Companies Act (Chapter 50) of Singapore does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this item is not put forward to shareholders for voting.

2. Item 2 of the Agenda

Proposed Ordinary Resolution 1 - Approval for Directors' Fees for the financial year ending 31 December 2015

The Directors' fees proposed for the financial year ending 31 December 2015 are calculated based on the number of scheduled Board and Committee meetings for 2015 and assuming that all Directors will hold office until the end of the financial year. This resolution is to facilitate payment of Directors' fees on current financial year basis. In the event the Directors' fees proposed is insufficient (e.g. due to more meetings or enlarged Board Size), approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.

EXPLANATORY NOTES ON SPECIAL BUSINESS:

3. Item 6 of the Agenda

Proposed Ordinary Resolution 5 - Approval for Issuance of new ordinary shares pursuant to Section 161 of the Companies Act (Chapter 50) of Singapore.

The Proposed Ordinary Resolution 5 is for the purpose of granting a renewed general mandate ("General Mandate") and empowering the Directors to issue shares in the Company up to an amount not exceeding in total ten per centum (10%) of the value of the issued and paid up Share Capital (excluding treasury shares) of the Company for such purposes as the Directors consider would be in the interest of the Company.

This authority, unless revoked or varied by the Company at a general meeting, shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

The General Mandate will provide flexibility to the Company for issuance of shares for any possible fund raising activities, including but not limited for further placing of shares, for the purpose of funding future investment project(s), working capital acquisition(s) or such other applications that the Directors may in their absolute discretion deemed fit.

As at the date of this Notice, the Company did not issue shares pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 24 June 2014.