

# ASIA KNIGHT BERHAD

(Company No. 71024-T)

(Incorporated in Malaysia under the Companies Act, 1965)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Asia Knight Berhad ("**A-Knight**" or the "**Company**") will be held at Royal Selangor Yacht Club, Jalan Limbongan, 42000 Port Klang, Selangor Darul Ehsan on Wednesday, 19 March 2014 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:-

### ORDINARY RESOLUTION

**PROPOSED SETTLEMENT OF DEBT OWING TO RELATED PARTIES, NAMELY PRIME FOREST PRODUCTS (M) SDN BHD ("PFPSB") AND SEE SENG LAI & SONS REALTY SDN BHD ("SSLSB"), VIA ISSUANCE OF 12,319,708 NEW ORDINARY SHARES OF RM1.00 EACH IN A-KNIGHT ("SETTLEMENT SHARES"), REPRESENTING APPROXIMATELY 21.2% OF THE ENLARGED ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY, AT AN ISSUE PRICE OF RM1.20 PER SHARE ("PROPOSED CAPITALISATION")**

"**THAT**, subject to the approvals of all relevant regulatory authorities being obtained, where required, approval be and is hereby given to the Company to undertake the Proposed Capitalisation upon the terms and conditions as stated in the debt settlement agreement dated 17 December 2013 entered into between A-Knight, Pahanco Manufacturing Sdn Bhd, PFPSB and SSLSB and to create, allot and issue the Settlement Shares at an issue price of RM1.20 each credited as fully paid-up to PFPSB and SSLSB as full and final settlement of the aggregate amount of RM14,783,651 owing to PFPSB and SSLSB.

**AND THAT** the Settlement Shares shall, upon allotment and issue, rank pari passu in all respects with the existing issued and paid-up ordinary shares of the Company, save and except that the Settlement Shares shall not be entitled to any dividends, rights, allotments and/or any other distributions the entitlement date of which is prior to the date of allotment and issuance of the Settlement Shares.

**AND THAT**, the Directors be and are hereby authorised to do all acts and things as they may consider necessary or expedient in the best interest of the Company with full powers to assent to any condition, modification, variation and/or amendment as may be required, or imposed by the relevant authorities, and to take all steps and to execute all such documents as may be required to implement, finalise and give full effect to the Proposed Capitalisation".

### By Order of the Board

**LIM KUI SUANG (F) (MAICSA 0783327)**

**LIM KING HUA (F) (MAICSA 0798613)**

**PAUL IGNATIUS STANISLAUS (MACS 01330)**

Company Secretaries

Klang, Selangor Darul Ehsan

4 March 2014

### Notes:-

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his behalf. A proxy shall be a member of the Company and if the proxy is not a member of the Company, the proxy shall be an advocate or an approved company auditor or a person approved by the Registrar of Companies.
2. A member shall be entitled to appoint one (1) proxy to attend and vote at the meeting
3. Where a member appoints more than one (1) proxy the appointment shall be invalid.
4. The instrument appointing a proxy must be deposited at the Company's Registered Office at No. 9 Jalan Bayu Tinggi 2A/KS6, Taipan 2 Batu Unjur, 41200 Klang, Selangor not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
5. For purpose of determining a member who shall be entitled to attend the Extraordinary General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Article 56(c) 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 Depositors as at 12 March 2014. Only a depositor whose name appears on the General Meeting Record of Depositors as at 12 March 2014 shall be entitled to attend the said meeting or appoint a proxy(ies) to attend and vote on such depositor's behalf.