

ASIA KNIGHT BERHAD

(71024-T)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE THIRTY-FOURTH (34th) ANNUAL GENERAL MEETING ("AGM") 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 THURSDAY, 10 DECEMBER 2015 AT 10.30 A.M. FOR THE FOLLOWING PURPOSES:

ORDINARY BUSINESS

To receive the Audited Financial Statements for the financial year ended 30 June 2015 together with the Reports of the Directors and Auditors thereon. (Note 5)

Resolution 1

To approve the payment of Directors' Fees for the financial year ended 30 June 2015.

Resolution 2

To re-elect Mr See Teck Wah as a Director of the Company retiring in accordance with Articles 78 & 79 of the Company's Articles of Association.

Resolution 3

To re-elect Mr See Han Liong as a Director of the Company retiring in accordance with Articles 78 & 79 of the Company's Articles of Association.

Resolution 4

To consider and if thought fit, to pass the following Resolution pursuant to Section 129(6) of the Companies Act, 1965:-

"That Mr See Seng Hong PJK retiring in accordance with Section 129(6) of the Companies Act, 1965 be and is hereby appointed a director of the Company to hold office until the conclusion of the next AGM".

Resolution 5

To re-appoint Messrs Baker Tilly Monteiro Heng as Auditors to hold office until the conclusion of the next AGM of the Company at a remuneration to be fixed by the Directors.

SPECIAL BUSINESS

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

Resolution 6

Proposed Retention of Independent Director in accordance with the Malaysian Code of Corporate Governance 2012

"That, Mr Tan Teng Cheok who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be and is hereby retained as an Independent Non-Executive Director of the Company." (Note 6)

Resolution 7

Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965 (Note 7)

"That, subject always to the Companies Act, 1965, Articles of Association of the Company and approvals of the relevant governmental/regulatory bodies where such approvals shall be necessary, the Directors be and are hereby authorised and empowered pursuant to Section 132D of the Companies Act, 1965 to allot and issue shares in the Company at any time until the conclusion of the next annual general meeting 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 10% of the issued capital for the time being of the Company and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad".

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend the 34th AGM, 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 3 December 2015. Only a depositor whose name appears on the Record of Depositors as at 3 December 2015 shall be entitled to attend the said meeting or appoint a proxy to attend and vote on his/her behalf.

BY ORDER OF THE BOARD

Secretaries

LIM KUI SUANG (F)
MAICSA 0783327

LIM KING HUA (F)
MAICSA 0798613

PAUL IGNATIUS STANISLAUS
MACS 01330

Date: 18 November 2015

Klang.

NOTES

1. Every member entitled to attend and vote at the Meeting is entitled to appoint a proxy or attorney (or in the case of a corporation, to appoint a representative) to attend and vote in his/her stead. 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.
2. A member may appoint up to two (2) proxies to attend the same meeting provided that he specifies the proportion of his shareholding to be represented by each proxy.
3. The instrument appointing a proxy will not be treated as valid unless the instrument and the power of attorney or other authority (if any) under which the instrument is signed or a notarially certified copy of that power or authority, is deposited at the registered office of the Company, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll.
4. Where a member is an exempt authorised nominee which holds ordinary shares on the Company for multiple beneficial owners in one securities account ("Omnibus Account") 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.
5. Directors' Report, Audited Financial Statements and Auditors' Report

Agenda No 1 is meant for discussion only. The provisions of Section 169 of the Companies Act, 1965 and the Articles of Association of the Company require that the Audited Financial Statements and the Reports of the Directors and Auditors thereon be laid before the Company at its AGM. Hence, this Agenda item is not a business which requires a resolution to be put to vote by shareholders.

6. Proposed Retention of Mr Tan Teng Cheok as Independent Director of the Company in accordance with the Malaysian Code on Corporate Governance 2012

The proposed Ordinary Resolution 6, Mr Tan Teng Cheok, an Independent Non-Executive Director of the Company, has been an independent member of the Board of Directors of Asia Knight Berhad since 2001. Taking into consideration the spirit and intent of Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012, his appointment as an Independent Non-Executive Director of the Company would therefore be regarded as having exceeded a term of nine years.

The Nomination Committee has assessed the independence of Mr Tan Teng Cheok, and recommended that he continues to act as an Independent Non-Executive Director of the Company on the following basis:-

- (i) he continues to be able to exercise independent judgement and to act in the best interest of the Company;
- (ii) he has detained knowledge of the business and has proven commitment, experience and competency to effectively advise and oversee the management of the Company; and
- (iii) he has met the criteria for independence as defined in Chapter 1 of the Listing Requirements of Bursa Securities.

The Board is therefore of the view of the retention of Mr Tan Teng Cheok as an Independent Non-Executive Director is in the best interests of the Company and recommends that you vote in favour of this resolution.

7. Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965

The Company had, during its Thirty-Third AGM held on 16 December 2014, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 132D of the Companies Act, 1965 (the "Act"). The Company did not issue any shares pursuant to this mandate obtained.

The Ordinary Resolution 7 proposed under item 8 of the Agenda is a renewal of the general mandate for issuance of shares by the Company under Section 132D of the Act. The mandate, if passed, will provide flexibility for the Company and empower the Directors of the Company to allot and issue new shares speedily in the Company up to an amount not exceeding in total 10% of the issued and paid-up share capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding investment project(s), working capital and/or acquisitions.