

ASIA KNIGHT BERHAD

(71024-T)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-Fifth ("35th") 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 Wednesday, 23 November 2016 at 10.30 a.m. for the following purposes::

ORDINARY BUSINESS

To receive the Audited Financial Statements for the financial year ended 30 June 2016 together with the Reports of the Directors and Auditors thereon. (Note 6)

Resolution 1

To approve the payment of Directors' fees for the financial year ended 30 June 2016

Resolution 2

To re-elect Mr Seah Cheong Wei 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 Andrew Su Meng Kit 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 at a remuneration to be fixed by the Directors.

SPECIAL BUSINESS

To consider and, if thought fit, adopt the following resolutions, with or without modification, as Ordinary Resolutions:

Resolution 6

Proposed Retention of Independent Director in accordance with the Malaysian Code of Corporate Governance 2012 (Note 7)

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

Resolution 7

Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965 (Note 8)

"That subject always to the Companies Act, 1965, Articles of Association of the Company and the 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 from time to 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 35th 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 16 November 2016. Only a depositor whose name appears on the Record of Depositors as at 16 November 2016 shall be entitled to attend the said meeting or appoint proxies to attend and vote on his/her behalf.

By Order of the Board of Directors

Lim Kui Suang (MAICSA 0783327)

Lim King Hua (MAICSA 0798613)

Paul Ignatius Stanislaus (MACS 01330)

Secretaries

Klang, Selangor Darul Ehsan

Date: 27 October 2016

NOTES

1. A member entitled to attend and vote at this meeting is entitled to appoint at least one (1) proxy to attend and vote in his/her stead. A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the meeting shall have the same rights as the member to speak and vote at the meeting.
2. The Proxy Form in the case of an individual shall be signed by the appointer or his/her attorney, and in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
3. Where a member is an exempt authorised nominee (EAN) 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 shall be no limit to the number of proxies which the EAN may appoint in respect of each omnibus account it holds.
4. The instrument appointing a proxy must be deposited at the Registered Office of the Company at No 9, Jalan Bayu Tinggi 2A/KS6, Taipan 2, Batu Unjur, 41200 Klang, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
5. In line with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the notice of the 35th AGM of the Company are subjected to the voting by poll. The Company will appoint at least one (1) scrutineer to validate the votes cast at the 35th AGM of the Company.
6. Directors' Report, Audited Financial Statements and Auditors' Report

Agenda No 1 is meant for discussion only. The provision 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.

7. Retention of Mr Tan Teng Cheok as Senior Independent Non-Executive Director of the Company pursuant to Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012

The proposed Ordinary Resolution 6, Mr Tan Teng Cheok, a Senior Independent Non-Executive Director of the Company, has been an independent member of the Board of Directors of Asia Knight Berhad ("AKnight") since 2001. Taking into consideration the spirit and intent of Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012, his appointment as a Senior 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 a Senior 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; 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 a Senior Independent Non-Executive Director is in the best interests of the Company and recommends that you vote in favour of this resolution.

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

The Company had, during its Thirty-Fourth AGM held on 10 December 2015, 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.