

**ASIA KNIGHT BERHAD**  
(71024-T)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT THE THIRTY-SIXTH (36<sup>th</sup>) 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 TUESDAY, 21 NOVEMBER 2017 AT 10.30 A.M. FOR THE FOLLOWING PURPOSES:

**ORDINARY BUSINESS**

1. To receive the Audited Financial Statements for the financial year ended 30 June 2017 together with the Reports of the Directors and Auditors thereon. (Note 6)
2. To approve the payment of Directors' fees of RM138,000 for the financial year ended 30 June 2017. (Resolution 1)
3. To approve the payment of Directors' benefits up to an amount of RM43,000 from 31 January 2017 until the conclusion of the next AGM of the Company. (Note 7)  
(Resolution 2)
4. To re-elect the following Directors who are retiring under Articles 78 and 79 of the Company's Constitution, and being eligible, have offered themselves for re-election:  
(a) Mr Tan Teng Cheok (Resolution 3)  
(b) Mr Lim Heng Gaul (Resolution 4)
5. To re-appoint Mr See Seng Hong as a Director of the Company. (Note 8)  
(Resolution 5)
6. To re-appoint Messrs. Baker Tilly Monteiro Heng as Auditors to hold office until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. (Resolution 6)

**SPECIAL BUSINESS**

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

7. **Retention of Independent Director (Note 9)** (Resolution 7)  
"That subject to the passing of Resolution 3, Mr Tan Teng Cheok be hereby retained as a Senior Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting."
8. **Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016 (Note 10)** (Resolution 8)  
"That subject always to the Companies Act 2016, and the approvals of the relevant governmental and/or regulatory authorities, if applicable, the Directors be and are hereby authorised, pursuant to Sections 75 and 76 of the Companies Act, 2016, to allot and issue shares in the Company from time to time at such price and upon such terms and conditions and for such purposes as the Directors may in absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company as at the date of this AGM and that the Directors be and are also empowered to obtain approval for the listing of and quotation for additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next AGM of the Company."

**FURTHER NOTICE IS HEREBY GIVEN THAT** for the purpose of determining a member who shall be entitled to attend the 36th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 56(c) 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 14 November 2017. Only a depositor whose name appears on the Record of Depositors as at 14 November 2017 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: 26 October 2017

**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. 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 appointor 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.  **Voting by poll**  
In compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be voted by poll.
6.  **Directors' Report, Audited Financial Statements and Auditors' Report**  
Agenda No 1 is meant for discussion only as the Audited Financial Statements do not require the formal approval of the shareholders pursuant to Sections 248(2) and 340(1) of the Companies Act, 2016. Hence, the matter will not be put forward for voting.
7.  **Directors' Benefits**  
The Directors' benefits mentioned in Agenda No. 3 consist of meeting allowances payable to directors for the period from 31 January 2017 until the conclusion of the next AGM of the Company.
8.  **Re-appointment of Mr. See Seng Hong**  
Mr See Seng Hong was re-appointed as Director of the Company at the 35th AGM held on 23 November 2016 pursuant to Section 129(6) of the Companies Act, 1965 to hold office until the conclusion of this AGM. The proposed Ordinary Resolution 5, if passed, will enable Mr See Seng Hong to continue his office as Director of the Company following the conclusion of this AGM. The Act (which repealed the Companies Act, 1965) no longer requires the continuation in office by a director over 70 years of age to be subject to shareholders' approval at each AGM. Accordingly, if proposed Ordinary Resolution 5 is passed, Mr See Seng Hong's continuation in office will thereafter be subject to retirement by rotation pursuant to the Company's Constitution.
9.  **Retention of Mr. Tan Teng Cheok as Senior Independent Director of the Company**  
Mr Tan Teng Cheok is currently the Senior Independent Non-Executive Director of the Company who has been an independent member of the Board of Directors of Asia Knight Berhad since 2001. His tenure of office as an Independent Non-Executive Director of the Company has exceeded nine (9) years. In applying the recommendation under the Malaysian Code of Corporate Governance 2012, the Board has assessed and with the recommendation of the Nominating Committee would strongly recommend to the members of the Company to vote in favour of the resolution for Mr Tan Teng Cheok to continue to act as a Senior Independent Non-Executive Director on the following basis:-
  - (i) he has demonstrated and continues to be able to exercise independent judgement and to act in the best interest of the Company;
  - (ii) he has also the necessary knowledge of the business and has proven commitment, experience and competency;
  - (iii) he has participated and contributed actively during deliberations or discussions at Board meetings; and
  - (iv) he has met the criteria for independence under the definition of an independent Director in the Main Market Listing Requirements of Bursa Securities.
10.  **Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016**  
The proposed Ordinary Resolution 8, if approved, will give the Directors authority to issue and allot new ordinary shares up to an amount not exceeding 10% of the total number of issued shares of the Company for such purposes as the Directors consider would be in the best interest of the Company.  
This authority will commence from the date of this AGM and unless revoked or varied by the Company at a General Meeting, expire at the next AGM. The approval is a renewed general mandate and is sought to provide flexibility and to avoid delay and cost in convening a General Meeting for such issuance of shares.  
As the date of this Notice, no new shares in the Company were issued pursuant to the authority granted to the Directors at the last AGM held on 23 November 2016 and which lapse at the conclusion of the 36th AGM.