



# Notice of Annual General Meeting

**ASIA KNIGHT BERHAD** (71024-T)  
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN that the 37<sup>th</sup> Annual General Meeting of the Company will be held at Pangkor Room, Hotel Jen Penang, Jalan Magazine, 10300 George Town, Pulau Pinang on Thursday, 20 December 2018 at 11.30 a.m. for the following purposes:-

## AGENDA

- To receive the Audited Financial Statements for the year ended 30 June (Please refer to Note A) 2018 together with the reports of the Directors and Auditors thereon.
- To approve the payment of Directors' Fee of RM123,000 for the year ended (Ordinary Resolution 1) 30 June 2018.
- To approve an increase of the Directors' Fee from RM123,000 to (Ordinary Resolution 2) RM229,500 for the period from 1 July 2018 until the next Annual General Meeting (AGM) of the Company. (Please refer to Note B)
- To re-elect the following directors retiring under the respective provision of the Articles of Association of the Company, and who being eligible, offered themselves for re-election:-
  - See Teck Wah Article 78 (Ordinary Resolution 3)
  - See Han Liong Article 78 (Ordinary Resolution 4)
  - Lee Soo Ching Article 85 (Ordinary Resolution 5)
  - Lim Seat Hoe Article 85 (Ordinary Resolution 6)
  - Dato' Ir. Low Keng Kok Article 85 (Ordinary Resolution 7)
- To approve the benefits payable (excluding Directors' Fees) to the Non-Executive Directors up to an amount of RM9,000 from 1 January 2019 until the next AGM of the Company. (Ordinary Resolution 8)
- To re-appoint Messrs. Crowe Malaysia (formerly known as Crowe Horwath) as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. (Ordinary Resolution 9)

## 7. AS SPECIAL BUSINESSES

To consider and if thought fit, to pass the following resolution:-

### ORDINARY RESOLUTIONS

- Continue in Office as an Independent Non-Executive Director(s) (Ordinary Resolution 10)

"That authority be and is hereby given to Mr. Seah Cheong Wei to continue to serve as Independent Non-Executive Director of the Company."

- Authority to Issue Shares (Ordinary Resolution 11)

"That pursuant to Companies Act 2016 and approvals from the Bursa Malaysia Securities Berhad ("Bursa Securities") and other relevant governmental/regulatory authorities where such authority shall be necessary, the Board of Directors be authorised to issue and allot shares in the Company from time to time until the conclusion of the next AGM and upon such terms and conditions and for such purposes as the Board of Directors may, in its absolute discretion, deem fit provided that the aggregate number of shares to be issued shall not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being, and that the Board of Directors be empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Securities."

### SPECIAL RESOLUTION

- Proposed Change of Company Name from "Asia Knight Berhad" to "RGT Berhad" (Special Resolution)

"That the name of the Company be changed from ASIA KNIGHT BERHAD to RGT BERHAD with effect from the date of the issuance of the Notice of Registration of New Name by the Companies Commission of Malaysia;

AND THAT the Memorandum and Articles of Association of the Company be amended accordingly wherever the name of the Company appears;

AND THAT the Directors be and are hereby authorised to carry out all the necessary documentations and actions in effecting the Proposed Change of Name."

- To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016.

By Order of the Board  
HOW WEE LING (MAICSA 7033850)  
OOI EAN HOON (MAICSA 7057078)  
Secretaries

Penang  
Date: 31 October 2018

### NOTES:

- This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 and the Company's Articles of Association do not require a formal approval of the shareholders and hence, is not put forward for voting.
- The proposed increase in Director's Fee was only made to Chairman's Fee from RM1,500/month to RM3,000/month. Save for such proposed Fee increment, the total amount of the Directors' Fee of RM229,500 was calculated based on 18-month provision.

### Proxy

- For the purpose of determining a member who shall be entitled to attend and vote at the AGM, the Company shall be requesting the Record of Depositors as at 10 December 2018. Only a depositor whose name appears on the Record of Depositors as at 10 December 2018 shall be entitled to attend, speak and vote at the said meeting as well as for appointment of proxy(ies) to attend and vote on his/her stead.
- A member shall be entitled to appoint at least (1) proxy to attend and vote at the same meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee 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 exempt authorised nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under Seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy shall be deposited at the Registered Office, 57-G Persiaran Bayan Indah, Bayan Bay, Sungai Nibong, 11900 Bayan Lepas, Penang, not less than 24 hours before the time appointed for holding the Meeting or any adjournments thereof.

### Explanatory Note on Special Business:

- Ordinary Resolution 10 - Continue in Office as Independent Non-Executive Director(s)

The terms of service of Mr. Seah Cheong Wei would come to a cumulative term of nine years in November 2019.

The Board had assessed the performance and independence of Mr. Seah and recommended that the approval of the shareholders be sought for Mr. Seah to continue to serve as the Independent Non-Executive Director of the Company, based on the following justification:

- He fulfilled the criteria under the definition of an Independent Director as stated in the Main Market Listing Requirements of Bursa Securities. Mr. Seah has demonstrated throughout the terms of his office to be independent by exercising independent judgment when a matter is put before his for decision. Thus, he would be able to function as check and balance, provide broader view and brings an element of objectivity to the Board;
- His vast experience in the finance, accounting and taxation areas enabled him to provide the Board with a diverse set of experience, expertise and independent judgment and thereby, able to make informed decision and participate actively and contribute positively during deliberations or discussions at Board meetings.
- He has performed his duty diligently and in the best interest of the Company and provides a broader view, independent and balanced assessment of proposals from the Management.

The proposed Ordinary Resolution 10, if passed, will enable Mr. Seah Cheong Wei to continue to act as Independent Non-Executive Director of the Company. Otherwise, he will be re-designated as a Non-Independent Non-Executive Director and relinquish his position as an Independent Non-Executive Director of the Company upon his expiry term of nine years in November 2019.

- Ordinary Resolution 11 - The Authority to issue Shares

The proposed Ordinary Resolution No. 11, if passed, will grant a renewed general mandate (Mandate 2018) and empower the Directors of the Company to issue and allot shares up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares of the Company from time to time and for such purposes as the Directors consider would be in the interest of the Company. In order to avoid any delay and costs involved in convening a general meeting, it is thus appropriate to seek shareholders' approval. This authority will, unless revoked or varied by the Company in general meeting, expire at the next AGM of the Company.

The Mandate 2018 will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment(s), acquisition(s) and/or working capital.

As at the date of this Notice, the Company did not issue any shares pursuant to the mandate granted to the Directors at the 36<sup>th</sup> AGM. Pursuant to the Circular to Shareholders in relation to the Regularisation Plan dated 22 December 2017, the proceeds raised from the Rights Issue with Warrants amounting to RM34.88 million, mainly earmarked for the part financing of the Purchase Consideration. Please refer to page 31 of the Annual Report 2018 for further details on the utilisation of proceeds raised.

- Special Resolution - Change of Company Name

The Proposed Special Resolution, if passed, will allow the Company to change its name from "Asia Knight Berhad" to "RGT Berhad" with effect from the date of the issuance of the Notice of Registration of New Name by the Companies Commission of Malaysia. The Proposed Change of Company Name is to reflect a new corporate identity for a brighter future of the Company.