

KNIGHTS CAPITAL GROUP LTD

ACN 072 769 174

NOTICE OF ANNUAL GENERAL MEETING

Knights Capital Group Ltd (**Company**) gives notice that an annual general meeting of members will be held at Level 1, 20 Kings Park Road on 11 November, 2011 at 10.00 am.

ORDINARY BUSINESS

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the financial statements and the report of directors and the auditors for the year ended 30 June 2011.

2. ELECTION OF DIRECTOR

To consider and, if thought fit, pass the following as an **ordinary resolution**:

" That Mr.Ron Peterson, a Director retiring from office by rotation in accordance with Rule 2.6 of the Constitution of the Company, being eligible, is re-elected a Director of the Company".

SPECIAL BUSINESS

3. To consider, and if thought fit, to pass the following as a special resolution:

"That rule 28.2 (c) of the Constitution is amended by inserting after the last word "payable" the words "and accompanied by payment of any Registry or other charges for the shares to be transferred" .

By order of the Board



Basil Conti
Company Secretary

3rd October, 2011

Important Message to Shareholders

The Chairman's letter to Shareholders; the Managing Director's Review 2010/2011; and the 30 June 2011 Financial Statements can be viewed online at:

www.knightsgroup.com.au

NOTES

These Notes form part of the Notice of Annual General Meeting.

Special Business - Item 3

The Company's share registry - Computershare Investor Services- has implemented additional security checks for all off-market transfers. Due to additional work, Computershare is charging \$50.00 per validation of certified documentation. The amendment to rule 28.2 (c) of the Company's Constitution will permit a fee to be charged in order to process off-market transfers. Copies of the Company's existing Constitution incorporating the proposed amendment are available on written request.

Entitlement to vote

Under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that, for the purposes of voting at the meeting, shareholders are those persons who are the registered holders of Company shares at 10.00am (WST) on 2nd November, 2011.

Appointment of proxies

Each member entitled to vote at the general meeting may appoint a proxy to attend and vote at the general meeting. A proxy need not be a member of the Company and can be an individual or a body corporate.

A body corporate appointed as a member's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the general meeting. The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

A member entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If a member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of those votes.

Lodgement of proxy documents

For an appointment of a proxy for the meeting to be effective:

- the proxy's appointment; and
- if the appointment is signed by the appointor's attorney – the authority under which the appointment was signed (e.g. a power of attorney) or a certified copy of it,

must be received by the Company at least 48 hours before the meeting.

The following addresses are specified for the purposes of receipt of proxies:

By mail:	By fax:
PO Box 272 Floreat WA 6014	08-93228788

Bodies corporate

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of a company's members. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.