



CN ASIA CORPORATION BHD (399442-A)
(Incorporated in Malaysia)

NOTICE OF THE TWENTY-FIRST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-First (21st) Annual General Meeting (“AGM”) of CN Asia Corporation Bhd will be held at the Meeting Room 1, Level UG, ibis Styles Kuala Lumpur Cheras, C180 Hotel Sdn Bhd, Jalan C180/1, Dataran C180, 43200 Cheras, Selangor Darul Ehsan on Thursday, 25 May, 2017 at 10.00 a.m. for the following purposes:-

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 December 2016 together with the Reports of the Directors and the Auditors thereon. **(Please refer to Note 1 below)**
2. To approve the payment of Directors’ fees in respect of the financial year ended 31 December 2016. **(Resolution 1)**
3. To re-elect Mr. Ho Cheng San who is retiring in accordance with Article 84 of the Company’s Articles of Association and being eligible has offered himself for re-election. **(Resolution 2)**
4. To re-elect the following Directors who are retiring in accordance with Article 91 of the Company’s Articles of Association and being eligible have offered themselves for re-election:-
 - (i) Ms. Angeline Chan Kit Fong **(Resolution 3)**
 - (ii) Mr. Lee King Loon **(Resolution 4)**
 - (iii) En. Ariffin bin Khalid **(Resolution 5)**
5. To re-appoint Messrs Siew Boon Yeong & Associates as Auditors of the Company for the ensuing year and to authorise the Board of Directors to fix their remuneration. **(Resolution 6)**

As Special Business

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

ORDINARY RESOLUTIONS

6. CONTINUATION IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTORS OF THE COMPANY

Continuation in office of the following Directors as Independent Non-Executive Director pursuant to Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012

- (i) Dato’ Hilmi bin Mohd Noor **(Resolution 7)**

“THAT approval be and is hereby given to Dato’ Hilmi bin Mohd Noor, who has served as an Independent Non-Executive Director of the Company for a cumulative of more than nine (9) years, to continue to act as an

Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2012.”

(ii) Mr. Chong Ying Choy

(Resolution 8)

“THAT approval be and is hereby given to Mr. Chong Ying Choy, who has served as an Independent Non-Executive Director of the Company for a cumulative of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2012.”

7. **AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 OF THE COMPANIES ACT, 2016**

(Resolution 9)

“That, subject always to the Companies Act, 2016, the Articles of Association of the Company, the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approval of any relevant governmental and/or regulatory authorities, where such approval is required, the Directors be and are hereby authorised and empowered pursuant to Section 75 of the Companies Act, 2016 to:

- (1) allot shares in the Company; and/or
- (2) grant rights to subscribe for shares in the Company; and/or
- (3) convert any security into shares in the Company; and/or
- (4) allot shares under an agreement or option or offer,

at any time and from time to time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided it does not exceed 10% of the total number of issued shares of the Company as prescribed by the MMLR at the time of issuance of shares and such authority under this resolution shall continue to be in force until the conclusion of the next AGM of the Company or when it is required by law to be held, whichever is earlier, and that:

- (a) approval and authority be and are given to the Directors of the Company to take all such actions that may be necessary and/or desirable to give effect to this resolution and in connection therewith to enter into and execute on behalf of the Company any instrument, agreement and/or arrangement with any person, and in all cases with full power to assent to any condition, modification, variation and/or amendment (if any) in connection therewith; and
- (b) the Directors of the Company be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities”

8. To transact any other business of the Company for which due notice shall have been received in accordance with the Companies Act, 2016.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend the 21st AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 79 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 18 May 2017. Only a depositor whose name appears on the Record of Depositors as

at 18 May 2017 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

BY ORDER OF THE BOARD

LIM PAIK GOOT (MIA 13304)
Company Secretary

Selangor Darul Ehsan
27 April 2017

Notes:

- 1) The Agenda 1 is meant for discussion only as provision of Section 340(1)(a) of the Companies Act, 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.
- 2) A member entitled to attend and vote at the 21st AGM is entitled to appoint one (1) or more proxies to attend and vote in his stead. A proxy may but does not need to be a member of the Company. Where a member appoints two (2) proxies, the appointments shall be invalid unless the member specifies the proportions of his holdings to be represented by each proxy. A proxy appointed to attend and vote at the 21st AGM shall have the same rights as the member to speak at the 21st AGM. Notwithstanding this, a member entitled to attend and vote at the 21st AGM is entitled to appoint any person as his proxy to attend and vote instead of the member at the 21st AGM.
- 3) Where a member of the Company is an authorised nominee as defined under Securities Industry (Central Depositories) Act, 1991, it may be entitled to appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. Where an authorised nominee appoints two (2) proxies to attend and vote at the 21st AGM, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing of the proxies, failing which, the appointment shall be invalid.
- 4) The instrument appointing a proxy in the case of an individual shall be under the hand of the appointor or of his attorney duly authorised or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- 5) The original signed instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be deposited at the Registered Office of the Company at Lot 7907, Batu 11, Jalan Balakong, 43300 Seri Kembangan, Selangor Darul Ehsan not less than twenty-four (24) hours before the time appointed for holding the meeting or at any adjournment thereof as Paragraph 8.29A(1) of the MMLR of Bursa Securities requires all resolutions set out in the Notice of 21st AGM to be put to vote by poll.

Abstention from Voting

- 6) All those Directors of the Company who are shareholders of the Company will abstain from voting on the Ordinary Resolution 1 as applicable, in respect of their direct and/or indirect shareholdings in the Company.

Explanatory Notes on Ordinary and Special Business

(i) Resolution 7 – Continuation in office as Independent Non-Executive Directors of the Company

The Nomination Committee and the Board have assessed the independence of Dato' Hilmi bin Mohd Noor who served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, and has recommended that he continues to act as Independent Non-Executive Director of the Company based on the following justifications:

- i) He has familiarised himself with the business and provides the element of objectivity to the Board of Directors.
- ii) He continues to be independent as he has no circumstances and relationships that create threats to his independence.
- iii) He has actively participated in board meetings and possess the appropriate competencies to enable him to apply professional judgment.

(ii) Resolution 8 – Continuation in office as Independent Non-Executive Directors of the Company

The Nomination Committee and the Board have assessed the independence of Mr. Chong Ying Choy who served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, and has recommended that he continues to act as Independent Non-Executive Director of the Company based on the following justifications:

- a) His vast experience, expertise and independent judgment contributed to the effective discharging of his duties.
- b) He has been with the Company for more than 20 years where he has familiarised himself with the business and provide element of objectivity to the Board of Directors.
- c) He continues to be independent as there are no circumstances and relationships that create threats to his independence.
- d) He actively participated in board meetings and possess the appropriate competencies to enable him to apply his professional judgment.

(iii) Resolution 9 - Authority to Directors pursuant to Section 75 of the Companies Act, 2016

Ordinary Resolution 9, if passed, will give authority to the Directors of the Company, from the date of the 21st AGM, to issue and allot ordinary shares in the Company up to and not exceeding in total 10% of the issued share capital of the Company for the time being, for such purposes as they consider would be in the interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company.

The Company has not issued any new shares under the general authority which was approved at the last AGM held on 15 June 2016 of which will lapse at the conclusion of the 21st AGM. A renewal of this authority is being sought at the 21st AGM under the proposed Ordinary Resolution 9.

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