

CN ASIA CORPORATION BHD
(399442-A)

NOTICE IS HEREBY GIVEN that the Twenty-Third (23rd) Annual General Meeting (“AGM”) of CN Asia Corporation Bhd will be held at Hang Jebat Room, Level 3, Philea Mines Beach Resort, Jalan Dulang, MINES Resort City, 43300 Seri Kembangan, Selangor Darul Ehsan, Malaysia on Tuesday, 18 June 2019 at 10.00 a.m. to transact the following businesses:

AGENDA

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| 1. | To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Reports of the Directors and the Auditors thereon. | <i>Please refer to Explanatory Notes (i) below.</i> |
| 2. | To approve the payment of Directors’ fees and benefits of RM315,000 for the period from 1 January 2019 until the next AGM of the Company. | Resolution 1

<i>Please refer to Explanatory Notes (ii) below.</i> |
| 3. | To re-elect the following Directors who are retiring pursuant to Article 84 of the Company’s Constitution: | |
| | (i) Mr Ho Cheng San | Resolution 2 |
| | (ii) Ms Angeline Chan Kit Fong | Resolution 3 |
| 4. | To re-appoint Messrs Ong & Wong as Auditors of the Company for the ensuing year and to authorise the Board to fix their remuneration. | Resolution 4 |

As Special Business

To consider, and if thought fit, to pass the following Ordinary Resolutions:

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| 5. | CONTINUATION IN OFFICE AS INDEPENDENT DIRECTOR

“THAT approval be given to Dato’ Hilmi bin Mohd Noor to continue to act as Independent Director of the Company.” | Resolution 5

<i>Please refer to Explanatory Notes (iii) below.</i> |
| 6. | AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

“THAT subject always to the Companies Act 2016 (“Act”), the Company’s Constitution, the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and any other relevant governmental and/or regulatory authorities, where such approval is required, the Directors be authorised and empowered pursuant to the Act to: | Resolution 6

<i>Please refer to Explanatory Notes (iv) below.</i> |
- (1) issue and 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 at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion deem fit, provided always that the aggregate number of shares issued pursuant to this resolution does not exceed ten per cent (10%) of the total number of issued shares of the Company for the time being.

AND THAT the Directors of the Company be also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities, AND FURTHER THAT such authority shall commence immediately upon passing of this resolution and continue to be in force until the conclusion of the next AGM of the Company or at the expiry of the period within which the next AGM is required to be held, whichever is earlier, unless such approval be revoked or varied by the Company at a general meeting.”

To consider, and if thought fit, to pass the following Special Resolution:

7. PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY

Special
Resolution 1

“THAT approval be given to the Company to revoke the existing Memorandum and Articles of Association (“M&AA”) in its entirety with immediate effect and in place thereof, the proposed new Constitution as appended in Appendix A and despatched together with the Company’s Annual Report for the financial year ended 31 December 2018 be adopted as the Constitution of the Company.

*Please refer to
Explanatory
Notes (v) below.*

THAT henceforth, the Constitution shall bind the Company, the Members and the Directors to the same extent as if the Constitution had been signed and sealed by each Member and contain covenants on the part of each member and Director to observe all the provision of the Constitution.

AND THAT the Directors of the Company be authorised to do all acts, deeds and things as are necessary and/or expedient with full powers to assent to any variations, modifications and/or amendments as may be required by any relevant authorities to give full effect to the foregoing.”

8. To transact any other business of the Company of which due notice shall have been given.

BY ORDER OF THE BOARD
LIM PAIK GOOT (MIA 13304)
WONG CHOOI FUN (MAICSA 7027549)
GOH CHOOI WOAN (MAICSA 7056110)
Company Secretaries

Selangor Darul Ehsan
26 April 2019

Notes:

Members entitled to attend

1. Only depositors whose names appear in the record of depositors as at 11 June 2019 shall be regarded as members and entitled to attend, speak and vote at the meeting or appoint a proxy or proxies to attend and/or vote in his stead.

Appointment of Proxy

2. A member entitled to attend and vote at the meeting is entitled to appoint up to two (2) proxies to attend, participate, speak and vote at the same meeting instead of him and that a proxy may but need not be a member of the Company and there shall be no restriction as to the qualification of the proxy.
3. Where a member appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportion of his shareholdings to be represented by each proxy.
4. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
5. 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 in writing or if the appointor is a corporation, either under the corporation’s common seal or under the hand of an officer or attorney duly authorised. Any alteration to the proxy form must be initialled.
6. The proxy form must be deposited at the registered office of the Company at Lot 7907, Batu 11, Jalan Balakong, 43300 Seri Kembangan, Selangor Darul Ehsan, Malaysia (Attn.: The Company Secretaries), not less than twenty-four (24) hours before the time appointed for the taking of the poll or any adjournment thereof.
7. By submitting the duly executed proxy form, a member and his/her proxy consent to the Company (and/or its agents/ service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010 for the purposes of this meeting and any adjournment thereof.

Voting by Poll

8. The resolutions as set out in this notice of the general meeting is to be voted by poll.

Registration of Members/Proxies

9. Registration of members/proxies attending the meeting will commence thirty (30) minutes before meeting time. Members/ proxies are required to produce identification documents for registration.

Explanatory Notes

(i) Audited Financial Statements

This Agenda is meant for discussion only pursuant to the provision of Section 340(1)(a) of the Act of which does not require shareholders’ approval for the Audited Financial Statements. Hence, is not put forward for voting.

(ii) Payment of Directors’ fees and benefits

In compliance with Section 230(1) of the Act, the Company is requesting shareholders’ approval for the payment of Directors’ fees and benefits for the period from 1 January 2019 until the next AGM of the Company.

The payment of Directors’ fees and benefits on a current year basis, calculated based on the current Board size. In the event the proposed amount is insufficient (due to enlarged Board size), approval will be sought at the next AGM for additional fees to meet the shortfall. The estimated amount of RM315,000

is derived from a total of RM210,000 for FY 2019 and a total of RM105,000 for the period from 1 January 2020 until the next AGM in 2020.

(iii) Continuation in office as Independent Director

The proposed Resolution, if passed, will enable Dato' Hilmi bin Mohd Noor ("Dato' Hilmi") be retained and continue to act as Independent Director of the Company. The Directors have assessed the independence of Dato' Hilmi who has served as Independent Director of the Company for a cumulative term of more than twelve (12) years. The Directors are satisfied that Dato' Hilmi has met the independence guidelines as set out in Chapter 1 of the MMLR of Bursa Securities. The length of his service does not interfere with his ability and exercise of independent judgement as Independent Director. Therefore, the Directors have strongly recommended him to continue office as Independent Director of the Company and that the approval of the shareholders be sought through a two-tier voting process pursuant to the Practice 4.2, Principle A (II) of the Malaysian Code on Corporate Governance 2017.

(iv) Authority to Issue Shares

The proposed Resolution, if passed, will give authority to the Directors pursuant to Sections 75 and 76 of the Act, from the date of this AGM, to issue and allot ordinary shares to such persons at any time in their absolute discretion without convening a general meeting. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM. The Company has not issued any new shares under the general authority which was approved at the last AGM of which will lapse at the conclusion of this AGM. The renewed general mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for funding future investment, working capital and/or acquisitions.

(v) Proposed Adoption of the New Constitution of the Company

The proposed Resolution, if passed, will align the Constitution of the Company, to provide clarity and consistency with the amendments pursuant to the following laws and regulations:

- (i) The Act which came into effect on 31 January 2017;
- (ii) The amended Malaysian Code on Corporate Governance which was released in 26 April 2017; and
- (iii) The amended MMLR of Bursa Securities which was issued on 29 November 2017.

In view of the substantial amendments to be made on the M&AA, the Directors proposed that the existing M&AA be revoked in its entirety with immediate effect and by the replacement thereof with a new Constitution. The details of the proposed new Constitution are appended in Appendix A and despatched together with the Annual Report 2018.