

**CN ASIA CORPORATION BHD.**  
**(Registration No. 199601027090 (399442-A))**  
**(Incorporated in Malaysia)**

**MINUTES OF MEETING**

Type of meeting : **28th Annual General Meeting**  
Date : **Thursday, 19 September 2024**  
Time : **10.30 a.m**  
Venue : **Office Building, Ground Floor, Lot 7907, Batu 11, Jalan Balakong, 43300 Seri Kembangan, Selangor Darul Ehsan**

Hereinafter referred to as (the or this “Meeting”)

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**DIRECTORS**

*Present*

Mr. Chang Chee Ching (“Chairman”)  
YM Tengku Shamsulbhari Bin Tengku Azman Shah  
Datuk Seri Tan Choon Hwa (by video call)  
YM Tengku Ummil Zulaikha Kalsom binti Tengku Shamsulbhari  
Mr Nadanarajah A/L Ramalingam  
Mr Ashraf Bin Kahasani

**ABSENT WITH APOLOGY**

Datuk Mohamad Fazly Bin Zainudin

**COMPANY SECRETARY**

Ms. Chiew Liyah (“Winnie”) from Computeraid Management Services Sdn. Bhd.

**INVITEES**

*Present*

Mr. Lee Khai Wah and Mr. Kong Tung Sam, External Auditors, Messrs Messrs Chengco PLT  
Representatives from Tricor Investor & Issuing House Services Sdn. Bhd. (“Poll Administrator”) and  
AscendServ Corporate Services Sdn Bhd (Formerly known as AxcelServ Corporate Services Sdn  
Bhd) (“Independent Scrutineer”).

**CHAIRMAN**

Mr. Chang Chee Ching was elected as Chairman of the Meeting and welcomed the shareholders and Proxies to the 28th Annual General Meeting (“AGM”) of the Company.

**CONFIRMATION OF QUORUM AND PROXIES**

Upon enquiry from the Chairman, the Secretary confirmed that there was sufficient quorum in accordance with the Company’s Constitution.

The Chairman declared the Meeting duly convened.

The Chairman informed that the Company has fixed 11 September 2024 as the determinant date of the General Meeting Record of Depositors for this Meeting.

The Secretary reported that there were 5 shareholders with a total share of 929,791 and 28 proxy forms received with total shares of 90,680,832 shares registered at the AGM. The total shares registered was 91,610,623 shares.

The Chairman then introduced the Board members, Company Secretary and External Auditors to the floor.

Datuk Mohamad Fazly Bin Zainudin apologised for not being able to attend the Meeting.

He then called the Meeting to order at 10.40 a.m.

## **NOTICE OF MEETING**

The Chairman informed that the Notice convening the meeting had been announced on 29 July 2024 and with the agreement of the shareholders, the notice convening the Meeting was taken as read.

The Chairman then requested the Company Secretary to brief on the housekeeping procedures of the AGM.

## **MEETING PROCEDURES**

The Company Secretary informed that the motion for the meeting would require a Proposer and Secunder from the floor to move and second it accordingly, and the voting of the resolution at the general meeting would be conducted by poll pursuant to Bursa Malaysia Securities Berhad's Main Market Listing Requirements.

The Company had appointed Tricor Investor & Issuing House Services Sdn Bhd ("Tricor"), as the Poll Administrator to conduct the polling process and AscendServ Corporate Services Sdn Bhd (formerly known as Axcelserv Corporate Services Sdn Bhd) as the Independent Scrutineer to verify the poll results. The polling process for the resolutions would be conducted upon completion of the deliberation of all items to be transacted at the Meeting.

## **AGENDA 1**

### **AUDITED FINANCIAL STATEMENTS**

The first Agenda was to receive the Audited Financial Statements for the financial year ended 31 March 2024 together with the Reports of the Directors and Auditors ("AFS") as set out in the Annual Report 2024.

The Chairman explained that the AFS tabled at the meeting were meant for discussion only as they do not require shareholders' approval pursuant to the Section 340(1)(a) of the Companies Act 2016.

As there was no enquiry on the AFS, the Chairman declared that the Audited Financial Statements for the financial year ended 31 March 2024 together with the Directors' and Auditors Report thereon received.

**AGENDA 2 - ORDINARY RESOLUTION 1**

**PAYMENT OF DIRECTORS' FEES AND BENEFITS FOR THE PERIOD FROM 28TH AGM UNTIL THE NEXT AGM OF THE COMPANY**

The Chairman then sought Shareholders' approval for the resolution "To approve the payment of Directors' fee and benefits of RM300,000.00 for the period from the 28th AGM until the next AGM of the Company."

The resolution was proposed by En Mohd Fadly Bin Ubaidah and seconded by Mr Chang Chee Ching.

**AGENDA 3 - ORDINARY RESOLUTION 2 & 3**

**RE-ELECTION OF DIRECTORS**

The Chairman declared his interest in the resolution 2 and thereafter passed the chair of the Meeting to YM Tengku Shamsulbhari Bin Tengku Azman Shah ("YM Tengku") to carry through Agenda 3.

YM Tengku then sought Shareholders' approval for the following resolutions pertaining to re-election of the retiring Directors in accordance with Clause 23.3 of the Company's Constitution and being eligible, have offered themselves for re-election:-

**Ordinary Resolution 2**

"That Mr. Chang Chee Ching be re-elected as a director of the Company."

**Ordinary Resolution 3**

"That Datuk Mohamad Fazly Bin Zainudin re-elected as a director of the Company."

Both the resolutions were proposed by En Mohd Fadly Bin Ubaidah and seconded by Mr Wong Yee Cheng.

YM Tengku passed the chair of the Meeting back to the Chairman to carry through the rest of the Agenda.

**AGENDA 4 - ORDINARY RESOLUTION 4 & 5**

**RE-ELECTION OF DIRECTORS**

In accordance with Clause 23.11 of the Company's Constitution, the following directors retired and being eligible, have offered themselves for re-election:-

**Ordinary Resolution 4**

"That Y.M Tengku Ummil Zulaikha Kalsom binti Tengku Shamsulbhari be re-elected as a director of the Company."

**Ordinary Resolution 5**

"That Mr Ashraf Bin Kahasani be re-elected as a director of the Company."

Both the resolutions were proposed by En Mohd Fadly Bin Ubaidah and seconded by Mr Wong Yee Cheng.

**AGENDA 5 - ORDINARY RESOLUTION 6  
RE-APPOINTMENT OF EXTERNAL AUDITORS**

The Chairman then sought Shareholders' approval for the resolution, "That Messrs Chengco PLT be re-appointed as Auditors of the Company for the ensuing year, and that the Directors be authorised to fix their remuneration."

The resolutions were proposed by En Mohd Fadly Bin Ubaidah and seconded by Ms Chang Hui Kee (Stacey).

**SPECIAL BUSINESS**

The Chairman passed the chair of the Meeting to YM Tengku to carry through the Agenda 6 and 7.

YM Tengku explained that the matter will be transacted as a special business as set out in the Notice of the Meeting.

**AGENDA 6 - ORDINARY RESOLUTION 7  
WAIVER OF PRE-EMPTIVE RIGHTS OF THE SHAREHOLDERS**

YM Tengku sought the Shareholders' approval for the ordinary resolution on Proposed Waiver of the pre-emptive rights.

"To approve the Proposed waiver of the pre-emptive rights of the shareholders under Section 85 of the Company's Act 2016 and Clause 18.2 of the Company's Constitution."

The resolutions were proposed by En Mohd Fadly Bin Ubaidah and seconded by Mr Wong Yee Cheng.

**AGENDA 7 - ORDINARY RESOLUTION 8  
AUTHORITY TO ISSUE AND ALLOT SHARE PURSUANT TO SECTION 75 AND  
SECTION 76 OF THE COMPANIES ACT 2016**

YM Tengku then sought the Shareholders' approval for the ordinary resolution to empower the directors to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016.

The resolutions were proposed by Ms Chang Hui Kee (Stacey) and seconded by En Mohd Fadly Bin Ubaidah

**ANY OTHER BUSINESS**

The Meeting noted that no notice was received to transact any other ordinary business.

**POLLING PROCESS**

The Company Secretary briefed the Meeting on the procedure on polling process. The Meeting then proceeded with the polling for the above resolutions tabled at the Meeting.

The Meeting was adjourned while waiting for the poll results.

The poll results were verified by the scrutineer from AscendServ Corporate Services Sdn Bhd (formerly known as Axcelserv Corporate Services Sdn Bhd).

YM Tengku Shamsulbhari Bin Tengku Azman Shah passed the chair of the Meeting back to the Chairman to carry through the rest of the Agenda.

#### ANNOUNCEMENT OF POLL RESULTS

The Chairman called the Meeting to resume at 11.35 a.m., for the declaration of results. He then briefed the Meeting summary report of results presented by the Poll Administrator and verified by the Independent Scrutineer accordingly.

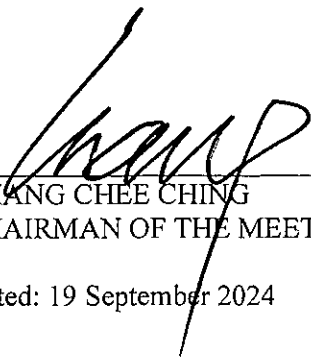
| Resolution   | Vote for    |         | Vote against |        | Results |
|--|-------------|---------|--------------|--------|---------|
|  | No of units | %       | No of units  | %      |         |
| Resolution 1<br>To approved payment of Directors' fees and benefits for the period from 28 <sup>th</sup> AGM until the next AGM of the Company   | 87,037,898  | 99.9983 | 1,500        | 0.0017 | Carried |
| Resolution 2<br>That Mr. Chang Chee Chin be re-elected as a director of the Company  | 91,606,248  | 99.9986 | 1,250        | 0.0014 | Carried |
| Resolution 3<br>That Datuk Mohamad Fazly Bin Zainudin re-elected as a director of the Company  | 91,606,248  | 99.9986 | 1,250        | 0.0014 | Carried |
| Resolution 4<br>That Y.M Tengku Ummil Zulaikha Kalsom binti Tengku Shamsulbhari be re-elected as a director of the Company   | 91,606,248  | 99.9986 | 1,250        | 0.0014 | Carried |
| Resolution 5<br>That Mr Ashraf Bin Kahasani be re-elected as a director of the Company   | 91,606,248  | 99.9986 | 1,250        | 0.0014 | Carried |
| Resolution 6<br>That Messrs Chengco PLT be re-appointed as Auditors of the Company for the ensuing year, and that the Directors be authorised to fix their remuneration.               | 91,607,497  | 99.9999 | 1            | 0.0000 | Carried |
| Resolution 7<br>To approve the Proposed waiver of the pre-emptive rights of the shareholders under Section 85 of the Company's Act 2016 and Clause 18.2 of the Company's Constitution. | 91,607,497  | 99.9999 | 1            | 0.0000 | Carried |
| Resolution 8<br>Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016   | 91,607,497  | 99.9999 | 1            | 0.0000 | Carried |

The Chairman declared that all the ordinary resolutions no. 1 to 8 were carried.

**CONCLUSION**

There being no other business, the Meeting concluded at 11.40 a.m. with a vote of thanks to the Chair.

**CONFIRMED AS A CORRECT RECORD:**



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CHANG CHEE CHING  
CHAIRMAN OF THE MEETING

Dated: 19 September 2024