



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

NOTICE IS HEREBY GIVEN that the Twenty-Fifth (25th) Annual General Meeting (“AGM”) of CN Asia Corporation Bhd will be held at **Ground Floor Office Building, Lot 7907, Batu 11, Jalan Balakong, 43300 Seri Kembangan, Selangor Darul Ehsan, Malaysia** on **Tuesday, 11 May 2021** at **10.00 a.m.** to transact the following businesses:

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2020 together with the Reports of the Directors and the Auditors thereon. ***Please refer to Explanatory Notes (i) below.***

2. To approve the payment of Directors’ fees and benefits of RM350,000 for the period from 1 January 2021 until the next AGM of the Company. **Resolution 1**
Please refer to Explanatory Notes (ii) below.

3. To re-elect the following Directors who were appointed during the year and retire under the Company’s Constitution and being eligible, have offered themselves for re-election:

(i)	Dato’ Sri Zulkifli Bin Abdullah	Resolution 2
(ii)	Datuk Seri Tan Choon Hwa	Resolution 3
(iii)	Y.M. Tengku Shamsulbhari Bin Tengku Azman Shah	Resolution 4
(iv)	Chang Chee Ching	Resolution 5
(v)	Tania Scivetti	Resolution 6
(vi)	Nadanarajah A/L Ramalingam	Resolution 7
(vii)	Low Yong Heng	Resolution 8

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 9**

AS SPECIAL BUSINESS

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

5. **AUTHORITY TO ALLOT AND ISSUE SHARES UNDER SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** **Resolution 10**
Please refer to Explanatory Notes (iii) below.
“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 under the Act to:

- (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 under this resolution does not exceed twenty percent (20%) 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.”

6. 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) (SSM PC No. 202008001525)

WONG CHOOI FUN (MAICSA 7027549) (SSM PC No. 201908002976)

GOH CHOOI WOAN (MAICSA 7056110) (SSM PC No. 201908000145)

Company Secretaries

Selangor Darul Ehsan

12 April 2021

Notes:

Members entitled to attend

1. Only depositors whose names appear in the record of depositors as at **28 April 2021** 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) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies. The appointment shall not be valid unless he specifies the proportions of his holdings to be represented by each proxy.

4. A Member who is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 (“SICDA”) may 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 a Member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one Securities Account (“Omnibus Account”), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds. An Exempt Authorised Nominee refers to an authorised nominee as defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

5. The instrument appointing a proxy shall be in writing 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 seal or under the hand of an officer or attorney duly authorised. Any alteration to the proxy form must be initialled.
6. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, shall be deposited at the office of the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn. Bhd. (Registration No. 197101000970 (11324-H)), at Unit 32- 01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or its Customer Service Counter, Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, alternatively online via Share Registrars’ website, TIIH Online at <https://tiih.online>. Please refer to the Administrative Notes for further information on submission via TIIH Online. All proxy forms submitted must be received by the Company not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote or, in the case of a poll, not less than twenty-four (24) hours before the time for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
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 under the Personal Data Protection Act 2010 for this meeting and any adjournment thereof.

Voting by Poll

8. The resolution as set out in this notice of the general meeting are 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 under 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 2021 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 RM350,000 is derived from a total of RM204,000 for FY 2021 and a total of RM146,000 for the period from 1 January 2022 until the next AGM in 2022.

(iii) Authority to Issue Shares

The proposed Resolution, if passed, will give authority to the Directors under 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 had issued 4,992,070 new shares by way of private placement exercise under the general authority which was approved at the last AGM of which will lapse at the conclusion of this AGM. The details of the proceeds raised, status and purpose of utilisation of proceeds from the issuance of new shares are as stated in the Statement Accompanying Notice of the Annual Report 2020.

The 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.