

# CN ASIA CORPORATION BHD

[Registration No.:199601027090 (399442-A)]

## NOTICE OF TWENTY-EIGHTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **Twenty-Eighth (28th) Annual General Meeting** (“AGM”) of CN Asia Corporation Bhd (“the Company”) will be held at **Office Building, Lot 7907, Batu 11, Jalan Balakong, 43300 Seri Kembangan, Selangor Darul Ehsan** on **Thursday, 19 September 2024 at 10:30 a.m.** to transact the following businesses:-

1. To receive the Audited Financial Statements of the Company for the year ended 31 March 2024 together with the Reports of the Directors and Auditors thereon. *(Please refer to Explanatory Notes (i) below)*
2. 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. **(RESOLUTION 1)**  
*(Please refer to Explanatory Notes (ii) below)*
3. To re-elect the following Directors retiring in accordance with Clause 23.3 of the Company’s Constitution and being eligible, have offered themselves for re-election:-  
a. Mr. Chang Chee Ching **(RESOLUTION 2)**  
b. Datuk Mohamad Fazly Bin Zainudin **(RESOLUTION 3)**
4. To re-elect the following Directors who were appointed during the year and retire under Clause 23.11 of the Company’s Constitution and being eligible, have offered themselves for re-election:  
(i) YM Tengku Ummil Zulaikha Kalsom Binti Tengku Shamsulbhari **(RESOLUTION 4)**  
(ii) Encik Ashraf Bin Kahasani **(RESOLUTION 5)**
5. To re-appoint Messrs Chengco PLT as the Company’s Auditors for the ensuing year and to authorize the Directors to fix their remuneration. **(RESOLUTION 6)**

### AS SPECIAL BUSINESS: -

To consider, and if thought fit, to pass the following **Ordinary Resolutions** with or without modifications: -

6. PROPOSED WAIVER OF THE PRE-EMPTIVE RIGHTS OF THE SHAREHOLDERS UNDER SECTION 85 OF THE COMPANIES ACT 2016 AND CLAUSE 18.2 OF THE COMPANY’S CONSTITUTION (“PROPOSED WAIVER”) **(RESOLUTION 7)**  
*(Please refer to Explanatory Notes (iii) below)*

“**THAT** the shareholders of the Company do hereby waive their statutory preemptive rights to be offered new Shares ranking equally to the existing issued Shares of the Company under Section 85 of the Act and read together with Clause 18.2 of the Company’s Constitution AND **THAT** the Board of Directors of the Company is exempted from the obligation to offer such new shares first to the existing shareholders of the Company.

**THAT** the Proposed Waiver shall be valid until the conclusion of the next annual general meeting of the Company;

7. AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016

**(RESOLUTION 8)**  
*(Please refer to Explanatory Notes (iv) 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 pursuant to 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 pursuant to this resolution does not exceed ten percent (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.”

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

**BY ORDER OF THE BOARD**

CHIEW LIYAH  
Company Secretary  
(MAICSA 7040924)  
SSM PC No. 201908003992  
Selangor Darul Ehsan  
**30 July 2024**

Notes:-

**Members entitled to attend**

1. Only depositors whose name appear in the record of depositors as at **11 September 2024** 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 hand.

## **Appointment of Proxy**

2. A member of the Company entitled to attend and vote at the meeting is entitled to appoint up to two (2) proxies to attend, participate, speak and vote on the same meeting instead of him and that a proxy may but need not be a member of the Company and there should not be no restriction as to the qualification of the proxy.
3. Where a member appoints two (2) proxies, the proportion of the 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 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 forms must be initialled.
6. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is sign on 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.1971101000970 (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 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 appointed 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 resolutions 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) Resolution 1- 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 benefit for the period from the 28th AGM 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.

**(iii) Resolution 7 – Waiver of pre-emptive rights**

The proposed Resolution, if passed, the shareholders of the Company will waive their pre-emptive rights under Section 85 of the Companies Act and Clause 18.2 of the Constitution and thus allow the Directors to issue new shares to any person without having to offer the new shares to be issued equally to all existing shareholders of the Company prior to issuance.

**(iv) Resolution 8 - Authority to Issue Share**

The proposed Resolution, if passed, will give authority to the Directors under Section 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 the convening a general meeting. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.

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.