

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

Bursa Malaysia Securities Berhad ("Bursa Securities") has not perused the contents of this Circular relating to the Proposed Change of Auditors (as defined herein) prior to its issuance as it is Exempt Circular pursuant to Paragraph 9.30 of the Main Market Listing Requirements of Bursa Securities.

Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



**CN ASIA CORPORATION BHD**

(Company No.: 399442-A)

(Incorporated in Malaysia under the Companies Act, 1965)

**CIRCULAR TO SHAREHOLDERS**

**IN RELATION TO THE**

**PROPOSED CHANGE OF AUDITORS**

**AND**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

The Extraordinary General Meeting ("EGM") of CN Asia Corporation Bhd ("CN Asia" or "Company") will be held at the Conference Room, Lot 7907, Batu 11, Jalan Balakong, 43300 Seri Kembangan, Selangor Darul Ehsan on Tuesday, 1 November 2016 at 10.00 a.m. or any adjournment thereof. The Notice of the EGM of CN Asia together with the Form of Proxy are enclosed in this Circular.

The Form of Proxy must be completed and deposited at the Company's registered office at Lot 7907, Batu 11, Jalan Balakong, 43300 Seri Kembangan, Selangor Darul Ehsan not less than forty-eight (48) hours before the time set for the EGM or any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

Last day and time for lodging the Form of Proxy : Sunday, 30 October 2016 at 10.00 a.m.  
Date and time of the EGM : Tuesday, 1 November 2016 at 10.00 a.m.

This Circular is dated 17 October 2016

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## DEFINITIONS

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In this Circular, unless otherwise indicated, the following words and abbreviations shall have the following meanings:-

"Act"	:	The Companies Act, 1965 as amended from time to time and any re-enactment thereof
"Audit Committee"	:	The Audit Committee of CN Asia
"Board"	:	Board of Directors of CN Asia
"Bursa Securities"	:	Bursa Malaysia Securities Berhad
"Circular"	:	This circular to shareholders of CN Asia dated 17 October 2016
"CN Asia" or the "Company"	:	CN Asia Corporation Bhd
"Director(s)"	:	Director(s) of CN Asia
"EGM"	:	Extraordinary General Meeting
"Listing Requirements"	:	Main Market Listing Requirements of Bursa Securities and any amendments made thereto from time to time
"Proposed Change of Auditors"	:	Proposed appointment of Messrs Siew Boon Yeong & Associates in place of the resigning auditors, Messrs Kreston John & Gan

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise stated.

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**FORM OF PROXY** **ENCLOSED**



CN ASIA CORPORATION BHD  
(Company No. 399442-A)  
(Incorporated in Malaysia under the Companies Act, 1965)

**Registered Office:**

Lot 7907  
Batu 11, Jalan Balakong  
43300 Seri Kembangan  
Selangor Darul Ehsan

17 October 2016

**Board of Directors:**

Dato' Hilmi bin Mohd Noor (*Independent Non-Executive Chairman*)  
Ho Cheng San (*Managing Director*)  
Angeline Chan Kit Fong (*Executive Director*)  
Chong Ying Choy (*Independent Non-Executive Director*)  
Lee King Loon (*Independent Non-Executive Director*)  
Ariffin bin Khalid (*Non-Independent Non-Executive Director*)

**To: The shareholders of CN Asia Corporation Bhd**

Dear Sir/Madam,

**PROPOSED CHANGE OF AUDITORS**

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**1. INTRODUCTION**

On 7 October 2016, the Company announced to Bursa Securities that it had on 4 October 2016 received the notice in writing from Messrs Kreston John & Gan on their intention to resign as auditors of the Company. Pursuant to Section 172(15) of the Act, the Resignation will only take effect on the appointment of new auditors by the shareholders of the Company at a general meeting. The Board is not aware of any matter raised by Messrs Kreston John & Gan that need to be brought to the attention of the shareholders of the Company.

The aforesaid announcement also stated that the Company had on 4 October 2016 received a notice of nomination from Mr Charles Ross Mckinnon, a shareholder of the Company, for the proposed appointment of Messrs Siew Boon Yeong & Associates as auditors of the Company for the financial year ending 31 December 2016 in place of the resigning auditors, Messrs Kreston John & Gan and to hold office until the conclusion of the next Annual General Meeting of the Company at a remuneration to be determined by the Board.

The purpose of this Circular is to provide you with the details of the Proposed Change of Auditors and to seek your approval on the ordinary resolution pertaining to the same to be tabled at the forthcoming EGM. The Notice of EGM together with the Form of Proxy are enclosed in this Circular.

**YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED CHANGE OF AUDITORS TO BE TABLED AT THE FORTHCOMING EGM.**

**2. DETAILS AND RATIONALE FOR THE PROPOSED CHANGE OF AUDITORS**

The Company's existing auditors, Messrs Kreston John & Gan, were re-appointed as the auditors of the Company at the Twentieth Annual General Meeting of the Company held on 15 June 2016 to hold office until the conclusion of the next Annual General Meeting of the Company.

Bursa Securities vide its letter dated 28 September 2016 has granted the Company an extension of time up to 28 February 2017 to submit a regularisation plan to the regulatory authorities ("Stipulated Deadline").

In order to finalise the audited financial statements of the Company for the financial year ending 31 December 2016 before the Stipulated Deadline, management had numerous discussions with Messrs Kreston John & Gan taking into consideration of the deadline of completion, Messrs Kreston John & Gan decided to tender a notice of resignation as auditors of the Company.

The nomination of Messrs Siew Boon Yeong & Associates as the auditors of the Company by Mr Charles Ross Mckinnon, a shareholder of the Company, is to fill the vacancy in the office of auditors following the intended resignation of Messrs Kreston John & Gan.

The Board and the Audit Committee, having considered Messrs Siew Boon Yeong & Associates on its engagement proposal, profile, resources and experience, are of the opinion that Messrs Siew Boon Yeong & Associates will be able to meet the audit obligations of the Company in compliance with the Listing Requirements and provisions of the Act before the Stipulated Deadline.

The Company had on 10 October 2016, received the written consent from Messrs Siew Boon Yeong & Associates to act as auditors of the Company for the financial year ending 31 December 2016, if so appointed.

**3. EFFECTS OF THE PROPOSED CHANGE OF AUDITORS**

The Proposed Change of Auditors will not have any effect on the issued and paid-up share capital, net assets per share, earnings per share, gearing and Substantial Shareholders' shareholdings of the Company.

**4. APPROVAL REQUIRED**

Save for the approval of the shareholders of the Company at the forthcoming EGM, there are no other approvals required for the Proposed Change of Auditors.

**5. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM**

None of the Directors or Major Shareholders of CN Asia and/or persons connected to them have any interest, direct or indirect, in the Proposed Change of Auditors.

**6. DIRECTORS' RECOMMENDATION**

The Board, having considered the Proposed Change of Auditors, is of the opinion that it is in the best interest of the Company and accordingly, recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Change of Auditors to be tabled at the forthcoming EGM.

## **7. EGM**

An EGM, the notice of which is enclosed in this Circular, will be held at the Conference Room, Lot 7907, Batu 11, Jalan Balakong, 43300 Seri Kembangan, Selangor Darul Ehsan on Tuesday, 1 November 2016 at 10.00 a.m. or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the ordinary resolution to give effect to the Proposed Change of Auditors.

If you are unable to attend and vote in person at the forthcoming EGM and wish to appoint a proxy to attend and vote in your stead, you are requested to complete, sign and return the Form of Proxy, in accordance with the instructions printed thereon to the Company's registered office at Lot 7907, Batu 11, Jalan Balakong, 43300 Seri Kembangan, Selangor Darul Ehsan not less than 48 hours before the time set for the EGM or any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

## **8. FURTHER INFORMATION**

Shareholders are requested to refer to the attached appendices for further information.

Yours faithfully,  
for and on behalf of the Board of Directors of  
**CN ASIA CORPORATION BHD**

**DATO' HILMI BIN MOHD NOOR**  
INDEPENDENT NON-EXECUTIVE CHAIRMAN

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**NOTICE OF NOMINATION OF MESSRS SIEW BOON YEONG & ASSOCIATES AS AUDITORS**

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Charles Ross McKinnon  
Ross McKinnon  
No. 9 Villa Damansara  
Jalan Camar 4/21  
PJU 5 Sek 4  
Kota Damansara  
47810 Petaling Jaya  
Selangor

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Date: 4 October 2016

The Board of Directors  
CN Asia Corporation Bhd  
Lot 7907, Batu 11  
Jalan Balakong  
43300 Seri Kembangan  
Selangor Darul Ehsan

Dear Sirs

**NOMINATION OF AUDITORS**

Pursuant to Section 172(11) of the Companies Act, 1965, I being a shareholder of CN Asia Corporation Bhd, hereby give notice of nomination of Messrs Siew Boon Yeong & Associates as Auditors of the Company in place of the resigning Auditors Messrs Kreston John & Gan, and of my intention to propose the following as an ordinary resolution to be tabled at the Extraordinary General Meeting of the Company:-

“THAT the resignation of Messrs Kreston John & Gan as Auditors of the Company be and is hereby accepted and in place thereof, Messrs Siew Boon Yeong & Associates, having given their consent to act, be and are hereby appointed as Auditors of the Company in respect of the financial year ending 31<sup>st</sup> December 2016 and to hold office until the conclusion of the next Annual General Meeting and that the Directors be authorised to determine their remuneration.”

Yours faithfully,



Charles Ross McKinnon

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**FURTHER INFORMATION**

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**1. RESPONSIBILITY STATEMENT**

This Circular has been seen and approved by our Board who individually and collectively accept full responsibility for the accuracy of the information given and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

**2. DOCUMENTS FOR INSPECTION**

The following documents are available for inspection at the Company's registered office at Lot 7907, Batu 11, Jalan Balakong, 43300 Seri Kembangan, Selangor Darul Ehsan during normal business hours from Monday to Friday (except on public holidays) from the date of this Circular up to and including the date of the forthcoming EGM:

- (a) Memorandum and Articles of Association of CN Asia;
- (b) Letter of resignation as auditors from Messrs Kreston John & Gan;
- (c) Notice of Nomination of Messrs Siew Boon Yeong & Associates as auditors from Mr Charles Ross Mckinnon; and
- (d) Letter of consent to act as auditors from Messrs Siew Boon Yeong & Associates.





CN ASIA CORPORATION BHD

(Company No.: 399442-A)

(Incorporated in Malaysia under the Companies Act, 1965)

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting ("EGM") of CN Asia Corporation Bhd ("CN Asia" or "Company") will be held at the Conference Room, Lot 7907, Batu 11, Jalan Balakong, 43300 Seri Kembangan, Selangor Darul Ehsan on Tuesday, 1 November 2016 at 10.00 a.m. for the purpose of considering and if thought fit, passing the following resolution:

#### **ORDINARY RESOLUTION**

#### **PROPOSED CHANGE OF AUDITORS**

**"THAT** the resignation of Messrs Kreston John & Gan as Auditors of the Company be and is hereby accepted and in place thereof, Messrs Siew Boon Yeong & Associates, having given their consent to act, be and are hereby appointed as Auditors of the Company in respect of the financial year ending 31<sup>st</sup> December 2016 and to hold office until the conclusion of the next Annual General Meeting and that the Directors be authorised to determine their remuneration."

By Order of the Board

LIM PAIK GOOT (MIA 13304)

KOH MUI TEE (LS 03057)

Company Secretaries

Kuala Lumpur

17 October 2016

#### *Notes:*

- 1. Only depositors whose names appear in the record of depositors as at 25 October 2016 shall be regarded as members and entitled to attend, speak and vote at the meeting.*
- 2. A member entitled to attend and vote at the meeting is entitled to appoint one (1) or more proxies to attend and vote instead of him. A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Act shall not apply to the Company. A proxy appointed to attend and vote at the meeting shall have the same rights as the member to speak at the meeting.*
- 3. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless the member specifies the proportion of his shareholdings to be represented by each proxy.*
- 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 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, not less than forty eight (48) hours before the time set for holding the meeting or any adjournment thereof.*



**CN ASIA CORPORATION BHD**  
(Company No.: 399442-A)  
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**PROXY FORM**

(To be completed in block letters)

No. of Shares held	CDS Account No.

\*I/We .....

I/C or Passport or Company No. .... of .....

being a \*member/members of the abovenamed Company, hereby appoint :

Full name (in Block Letters)	I/C/Passport No.	Proportion of shareholdings	
		No. of Shares	%
Address			

Full name (in Block Letters)	I/C/Passport No.	Proportion of shareholdings	
		No. of Shares	%
Address			

And/or failing him/her, THE CHAIRMAN OF THE MEETING as \*my/our proxy to attend and vote for \*me/us on \*my/our behalf at the Extraordinary General Meeting of the Company to be held at the Conference Room, Lot 7907, Batu 11, Jalan Balakong, 43300 Seri Kembangan, Selangor Darul Ehsan on Tuesday, 1 November 2016 at 10.00 a.m. or any adjournment thereof, in respect of \*my/our shareholding in the manner indicated below:

<b>ORDINARY RESOLUTION</b>	<b>For</b>	<b>Against</b>
PROPOSED CHANGE OF AUDITORS		

Please indicate with an "X" in the space above on how you wish to cast your vote. In the absence of specific directions, your proxy will vote or abstain as he/she thinks fit.

Dated this .....day of.....2016

Tel No. (during office hours)

\_\_\_\_\_  
*SHAREHOLDER*  
*(If shareholder is a corporation, this form should be executed under common seal)*

**Notes:**

1. Only depositors whose names appear in the record of depositors as at 25 October 2016 shall be regarded as members and entitled to attend, speak and vote at the meeting.
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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 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, not less than forty eight (48) hours before the time set for holding the meeting or any adjournment thereof.



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AFFIX  
STAMP

The Company Secretaries  
**CN ASIA CORPORATION BHD**

Lot 7907, Batu 11, Jalan Balakong  
43300 Seri Kembangan  
Selangor Darul Ehsan

*1<sup>st</sup> fold here*

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