

CUSCAPI BERHAD

[Registration No. 197801006160 (43190-H)] (Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Forty-Second Annual General Meeting ("42" AGM") of the Company will be conducted virtually through live streaming and online remote voting using Remote Participation and Voting ("RPV") Facilities from the broadcast venue at Level 43A, MYEG Tower, Empire City, No.8, Jalan Damansara, PIU 8, 47820 Petaling Jaya, Selangor Darul Ehsan on Thursday, 16 December 2021 at 2.30 p.m. or at any adjournment thereof for the following purposes:

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 30 June 2021 together with the Reports of the Directors and Auditors thereon.
- Please refer to Explanatory Note to Ordinary Business
- To re-elect the following Directors who retire pursuant to Clause 105 of the Company's Constitution and who being eligible, have offered themselves for re-election.
 - (a) Datuk Jayakumar A/L Panneer Selvam (b) Datuk Mat Noor Bin Nawi

- Ordinary Resolution 1 Ordinary Resolution 2
- To approve the payment of Directors' fees amounting to RM300,000 to the Directors of the Company for the financial year ended 30 June 2021.
- Ordinary Resolution 3
- To approve the payment of meeting allowances to the Directors up to an amount of RM90,000 from the 42nd AGM up to the conclusion of the Forty-
- Ordinary Resolution 4
- Third (43rd) Annual General Meeting. To re-appoint Messrs Mazars PLT as Auditors of the Company and to hold office until the conclusion of the next Annual General Meeting at such remuneration
- **Ordinary Resolution 5**

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions:-

to be determined by the Directors of the Company.

Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act 2016 THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject

Ordinary Resolution 6

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to the approvals of the relevant governmental/ regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and upon such terms and conditions and for such purposes as the Directors, may in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company." Meeting of the Company.

7. To transact any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

TAN TONG LANG (MAICSA 7045482 & SSM PC No. 201908002253) Company Secretary

Selangor Dated : 29 October 2021

NOTES:

- The Company's 42nd AGM will be held as a virtual meeting through live streaming and online remote voting using RPV Facilities. Please refer to the Administrative Guide for the procedures to register, participate and vote remotely using RPV Facilities provided by Agmo Studio Sdn Bhd via its Vote2U online website at https://web.vote2u.app.
- In compliance with Section 327(2) of the Act, the Chairman of the meeting shall be present at the main venue of the meeting in Malaysia and in line with the Securities Commission Malaysia's Guidance Note, the Broadcast Venue will be strictly limited to only essential individuals for organizing and conducting the virtual AGM. No shareholders and proxies will be allowed to be physically present nor enter the Broadcast Venue.
- Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Securities, voting at the 42rd AGM will be conducted by poll rather than a show of hands. Poll Administrator and Independent Scrutineers will be appointed to conduct the polling process and verify poll results, respectively. Shareholders and proxies will be voting remotely using RPV Facilities via Vote2U at https://web.vote2u.app
- A member entitled to attend and vote at this virtual meeting is entitled to appoint a proxy/proxies to attend and vote in his/her stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the virtual meeting shall have the same rights as the member to speak at the Meeting.
- Where a member appoints more than one proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
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 Where a member is an Exempt Authorised Nominee who 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.

 In the case of an individual, the Form of Proxy shall be signed by the appointer or his attorney, and in the case of a corporation, shall be executed under its Common Seal or under the hand of its attorney of the corporation duly authorised.
- For the purpose of determining a member who shall be entitled to attend the $42^{\rm nd}$ AGM, the Company shall request Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 8 December 2021. Only a depositor whose name appears on the Record of the Depositor as at 8 December 2021 shall be entitled to attend the said virtual meeting or appoint proxies to attend and/or vote on his/her behalf.
- To be valid, the proxy form duly completed and signed must be deposited at the Share Registrar's Office, Boardroom.com Sdn. Bhd. at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor not less than forty-eight (48) hours before the time set for holding the virtual meeting (not later than Tuesday, 14 December 2021 at 2.30 p.m.) or any adjournment thereof.

Explanatory Notes to Ordinary Business:

- Item 1 of the Agenda Audited Financial Statements for the financial year ended 30 June 2021
- This item of the Agenda is for discussion purposes only, as Section 340(1)(a) of the Companies Act 2016 does not require the shareholders to formally approve the Audited Financial Statements. Therefore, this item will not be put ward for voting.

Explanatory Notes to Special Business:

- Ordinary Resolution 6 Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act 2016
 - This proposed resolution is the renewal of the mandate obtained from the members at the last Annual General Meeting held on 18 December 2020 ("the previous mandate"). The previous mandate was not utilized and accordingly no proceeds were raised.

The proposed resolution, if passed, will provide flexibility to the Directors to undertake fund raising activities, including but not limited to placement of shares for the funding of the Company's future investments projects, working capital and/or acquisitions, by the issuance of shares in the Company to such persons at any time, as the Directors may deem fit, without having to convene a general meeting.

Unless revoked or varied by the Company in a general meeting, this authority will expire at the conclusion of the next Annual General Meeting of the Company.