

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Forty-Third Annual General Meeting (“**43rd 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, PJU 8, 47820 Petaling Jaya, Selangor Darul Ehsan on Thursday, 15 December 2022 at 2.30 p.m. or at any adjournment thereof for the following purposes:

AS ORDINARY BUSINESS

- | | |
|---|--|
| 1. To receive the Audited Financial Statements for the financial year ended 30 June 2022 together with the Reports of the Directors and Auditors thereon. | Please refer to Explanatory Note to Ordinary Business |
| 2. 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) Pn Mohaini Binti Mohd Yusof | Ordinary Resolution 1 |
| (b) Dato’ Sri Khazali Bin Haji Ahmad | Ordinary Resolution 2 |
| 3. To approve the payment of Directors’ fees amounting to RM367,500 to the Directors of the Company for the financial year ended 30 June 2022. | Ordinary Resolution 3 |
| 4. To approve the payment of meeting allowances to the Directors up to an amount of RM90,000 from the 43rd AGM up to the conclusion of the Forty-Fourth (44th) Annual General Meeting. | Ordinary Resolution 4 |
| 5. 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 to be determined by the Directors of the Company. | Ordinary Resolution 5 |

AS SPECIAL BUSINESS

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

- | | |
|--|------------------------------|
| 6. Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act 2016 | 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.

AND THAT pursuant to Section 85 of the Companies Act 2016 read together with Clause 61 of the Company’s Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares arising from any issuance of new shares pursuant to Sections 75 and 76 of the Companies Act 2016.”

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. 202208000250)
THIEN LEE MEE (LS0010621 & SSM PC No. 201908002254)
Company Secretaries

Selangor
Dated : 31 October 2022

NOTES:

- The Company’s 43rd 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 Digital Solutions Sdn Bhd via its Vote2U online website at <https://web.vote2u.my>.
- 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 organising 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 43rd 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 the poll results, respectively. Shareholders and proxies will be voting remotely using RPV Facilities via Vote2U at <https://web.vote2u.my>.
- 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.
- 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 43rd AGM, the Company shall request Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 2 December 2022. Only a depositor whose name appears on the Record of the Depositor as at 2 December 2022 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 Form of Proxy duly completed and signed must be deposited at the Share Registrar’s Office, Aldpro Corporate Services 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, 13 December 2022 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 2022**
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 forward for voting.
- Ordinary Resolution 1 to 2 – Re-election of the Directors who retire pursuant to the Clause 105 of the Company’s Constitution**
Pn Mohaini Binti Mohd Yusof and Dato’ Sri Khazali Bin Haji Ahmad (“the Retiring Directors”) who are standing for re-election as the Directors of the Company pursuant to the Clause 105 at the forthcoming 43rd AGM and who are being eligible for re-election have offered themselves for re-election in accordance with the Company’s Constitution.
The Board of Directors through the Nomination and Remuneration Committee has deliberated on the suitability of the Retiring Directors to be re-elected as Directors. Upon deliberation, the Board (except for the respective Director concerned) collectively agreed that the Retiring Directors meet the criteria of character, experience, integrity, competence and time commitment to effectively discharge their respective roles as Directors of the Company and recommended the Retiring Directors be re-elected as the Directors of the Company.

Explanatory Note 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**
The proposed Resolution 6 if passed, is a renewal of general mandate to the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting as it would be time consuming to organise a general meeting. The general mandate will provide flexibility and expediency to the Company for any possible fund-raising activities involving the issuance or placement of shares to facilitate business expansion or strategic merger and acquisition opportunities involving equity deals or part equity or to fund future investment project(s) or working capital requirements, which the Directors of the Company consider to be in the best interest of the Company.
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.
As at the date of this Notice, the Company has allotted 85,615,400 new ordinary shares via Private Placement under the general mandate granted to the Directors at the 42nd Annual General Meeting held on 16 December 2021. The total proceeds of RM22,260,004 was raised from the Private Placement. Please refer to the additional compliance information as disclosed in the Annual Report 2022 for the details of the utilization of proceeds.
Pursuant to Section 85 of the Companies Act 2016 read together with Clause 61 of the Constitution of the Company, the shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other convertible securities.
The proposed Ordinary Resolution 6, if passed, would allow the Directors to issue new shares to any person under the general mandate without having to offer the new Company shares to be issued equally to all existing shareholders of the Company prior to issuance

ADMINISTRATIVE GUIDE FOR SHAREHOLDERS

CUSCAPI BERHAD – 43rd Annual General Meeting

Date	: Thursday, 15 December 2022
Time	: 2.30 p.m.
Meeting Venue	: https://web.vote2u.my
Domain Registration Numbers with MYNIC	: D6A471702

In light of the coronavirus (COVID-19) outbreak, governmental decrees, and the encouragement of the Securities Commission Malaysia, as well as in the best interest of public health and the health and safety of our Board of Directors, employees and shareholders, the Annual General Meeting (“**AGM**”) will be held virtually and online remote voting using the Remote Participation and Voting Facilities (“**RPV**”).

We strongly encourage our shareholders whose names appear on the Record of Depositors as at 2 December 2022 and holders of proxy for those shareholders to participate in the virtual AGM and vote remotely at this AGM. In line with the Malaysian Code on Corporate Governance Practice 12.3, this virtual AGM will facilitate greater shareholder’s participation (including posting questions to the Board of Directors and/or Management of the Company) and vote at the AGM without being physically present at the venue. For shareholders who are unable to participate in this virtual AGM, you may appoint proxy(ies) or the Chairman of the Meeting as your proxy to attend and vote on your behalf at the AGM.

Kindly note that the quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection of the participants (shareholders and proxies). Hence, you are to ensure that internet connectivity throughout the duration of the meeting is maintained while using RPV provided by Agmo Digital Solutions Sdn. Bhd. (“**AGMO**”) via its **Vote2U Online** website at <https://web.vote2u.my>.

PROCEDURES TO PARTICIPATE IN RPV

Please follow the Procedure to Participate in RPV as summarized below:

BEFORE AGM DAY

A: REGISTRATION

Individual Shareholders

	Description	Procedure
i.	Shareholders to register with Vote2U online	<p>The registration will open from the day of notice</p> <ol style="list-style-type: none">Access website at https://web.vote2u.my.Click “Sign Up” to sign up as a user.Read the ‘Privacy Policy’ and ‘Terms & Conditions’ and indicate your acceptance of the ‘Privacy Policy’ and ‘Terms & Conditions’ on a small box <input type="checkbox"/>. Then click “Next”.*Fill-in your details (note: create your own password). Then click “Continue”.Upload softcopy of your identification card (MYKAD) (front only) (for Malaysian) or Passport (for non-Malaysian).

		<p>f. Click “Submit” to complete the registration</p> <p>g. Your registration will be verified and an email notification will be sent to you. Please check your email.</p> <p><u>Note:</u> If you have registered as a user with Vote2U Online previously, you are not required to register again.</p> <p>*Check your email address is keyed in correctly. *Remember the password you have keyed-in.</p>
--	--	---

B: REGISTER PROXY

Individual Shareholder / Corporate Shareholder / Nominees Company

	Description	Procedure
i.	Submit Form of Proxy (hardcopy)	<p>The closing time to submit your hardcopy Form of Proxy is at 2.30 p.m., Tuesday, 13 December 2022.</p> <p>a. *Fill-in details on the hardcopy Form of Proxy and ensure to provide the following information:</p> <ul style="list-style-type: none"> ○ MYKAD (for Malaysian) / Passport (for non-Malaysian) number of the Proxy ○ *Email address of the Proxy <p>b. Submit/Deposit the hardcopy Form of Proxy to Aldpro Corporate Services Sdn Bhd at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor</p> <p><u>Note:</u> After verification, an email notification will be sent to the Proxy and will be given a temporary password. The Proxy could use the temporary password to log in to Vote2U.</p> <p>*Check the email address of Proxy is written down correctly.</p>

Shareholders who appoint Proxy(ies) to participate the virtual AGM must ensure that the hardcopy Form of Proxy is submitted not less than 48 hours before the time for holding the meeting or any adjourned meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid.

ON AGM DAY

A: WATCH LIVE STREAMING

Individual Shareholders & Proxies

	Description	Procedures
i.	Login to virtual meeting portal - Vote2U online & watch Live Streaming.	<p>The Vote2U online portal will open for log in starting from 1.30p.m., Thursday, 15 December 2022, one (1) hour before the commencement of the AGM.</p> <ol style="list-style-type: none">Login with your email and passwordSelect the General Meeting event (for example, "Cusapi 43rd AGM").Check your details.Click "Watch Live" button to view the live streaming.

B: ASK QUESTION

Individual Shareholders & Proxies

	Description	Procedures
i.	Ask Question during AGM (real-time)	<p>Questions submitted online using <u>typed text</u> will be moderated before being forwarded to the Chairman to avoid repetition. Every question and message will be presented with the full name of the shareholder or proxy raising the question.</p> <ol style="list-style-type: none">Click "Ask Question" button to post question(s).Type in your question and click "Submit". <p>The Chairperson / Board of Director will endeavor to respond to questions submitted by remote shareholders and proxies during the AGM.</p>

C: VOTING REMOTELY

Individual Shareholders & Proxies

	Description	Procedures
i.	Online Remote Voting	<p>Once the Chairman announces the opening of remote voting:</p> <ol style="list-style-type: none">Click "Confirm Details & Start Voting".To vote, select your voting choice from the options provided. A confirmation screen will appear to show your selected vote. Click "Next" to continue voting for all resolutions.To change your vote, click "Back" and select another voting choice.After you have completed voting, a Voting Summary page appears to show all the resolutions with your voting choices. Click "Confirm" to submit your vote. <p>[Please note that you are <u>not able</u> to change your voting choices after you have confirmed and submitted your votes.]</p>

ADDITIONAL INFORMATION

Voting Procedure

Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the AGM will be conducted by poll. Poll administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

No Door Gift or e-Voucher or Food Voucher

There will be no door gift or e-voucher or food voucher given at this AGM.

Enquiry

- a. For enquiries relating to the general meeting, please contact our **Investor Relation** during office hours (9:00 a.m. to 5:00 p.m.) on Mondays to Fridays (except public holidays) as follows:

Telephone Number: 03-7890 0638

Email: admin@aldpro.com.my

- b. For enquiries relating to RPV facilities or issues encountered during registration, log in, connecting to the live streaming and online voting facilities, please contact Vote2U helpdesk during office hours (9:00 a.m. to 5:00 p.m.) on Mondays to Fridays (except public holidays) as follows:

Telephone Number: 03-7664 8520 / 03-7664 8521

Email: vote2u@agmostudio.com