

**CUSCAPI BERHAD**  
(43190-H)  
(Incorporated in Malaysia)

**Notice of Annual General Meeting**

NOTICE IS HEREBY GIVEN THAT the THIRTY-FOURTH ANNUAL GENERAL MEETING (AGM) of CUSCAPI BERHAD will be held at the Mutiara Room, The Saujana Hotel Kuala Lumpur, 2km, Off Sultan Abdul Aziz Shah Airport Highway, Saujana, 47200 Subang, Selangor Darul Ehsan on Wednesday, 26 June 2013 at 11:00 a.m. for the following purposes:-

**A G E N D A**

**As Ordinary Business**

1. To receive the Audited Financial Statements for the financial year ended 31 December 2012 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Notes to the Agenda) **Resolution 1**
2. To approve the Directors' Fees for the financial year ended 31 December 2012. **Resolution 2**
3. To re-elect the following Directors retiring in accordance with Article 91 of the Company's Articles of Association and who being eligible, have offered themselves for re-election:-  
i) Mr Her Chor Siang **Resolution 2**  
ii) Mr Ang Chin Joo **Resolution 3**
4. To re-appoint Messrs Baker Tilly Monteiro Heng as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 4**

**As Special Business**

To consider and if thought fit, to pass, with or without any modifications, the following resolutions:-

5. **Ordinary Resolution** **Resolution 5**  
**Authority for Directors to issue and allot shares in the Company pursuant to Section 132D of the Companies Act, 1965**  
"THAT subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby authorised pursuant to Section 132D of the Companies Act, 1965, to allot and issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may, at their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the issued and paid-up share capital of the Company for the time being AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company and that the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued."

6. **Ordinary Resolution** **Resolution 6**  
**Continuation in office as Independent Non-Executive Director**  
"THAT approval be and is hereby given to Mr Tai Keat Chai who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company AND THAT the Board of Directors be authorised henceforth to determine on a year to year basis the continuation in office of Mr Tai Keat Chai as an Independent Non-Executive Director of the Company until such authority is revoked at a general meeting."

7. **Ordinary Resolution** **Resolution 7**  
**Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Renewal of Shareholders' Mandate")**

"THAT approval be and is hereby given to the Cuscapl Group to enter into and to give effect to recurrent related party transactions of a revenue or trading nature with the Transacting Related Party as stated in Section 2.2 of Part A of the Circular to Shareholders dated 4 June 2013 which are necessary for the day-to-day operations of the Cuscapl Group, subject to the following:

- i. The transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and is not detrimental to the minority shareholders and that such transactions are made on an arm's length basis and on normal commercial terms;
- ii. Disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to this shareholders' mandate during the financial year; and
- iii. The authority hereby given shall continue to be in force until:
  - a. the conclusion of the next AGM of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
  - b. the expiration of the period within which the AGM of the Company is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extensions as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
  - c. revoked or varied by resolution passed by the shareholders of the Company at a general meeting, whichever is the earlier.

AND THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated or authorised by this resolution."

8. **Ordinary Resolution** **Resolution 8**  
**Proposed Renewal of Authority for the Company to purchase up to 10% of its own shares in the issued and paid-up share capital ("Proposed Renewal of Share Buy-Back Authority")**

"THAT, subject to the approval of the relevant authorities, approval be and is hereby given for the Company to acquire its own ordinary shares of RM0.10 each of up to 10% of its issued and paid up share capital ("Cuscapl Shares") from the market of Bursa Malaysia Securities Berhad ("Bursa Securities"), as may be determined by the Directors of the Company from time to time, in the manner set out in Section 2 of Part B of the Circular to Shareholders dated 4 June 2013 ("the Circular").

THAT such authority shall commence upon the passing of this resolution and shall continue to be in force until:

- i. the conclusion of the next AGM at which time the authority will lapse, unless by an ordinary resolution passed at the next AGM, the authority is renewed; or
- ii. the expiration of the period within which the next AGM after that date is required by law to be held; or
- iii. revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting, whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date.

THAT the Directors of the Company be and are hereby authorised to take all such steps and do all acts and deeds and to execute, sign and deliver on behalf of the Company, all necessary documents to give full effect to and for the purpose of completing or implementing the Proposed Renewal of Share Buy-Back Authority in the manner set out in Section 2 of Part B of the Circular, which would include the maximum funds to be allocated by the Company for this purpose.

AND THAT following completion of the purchase(s) of the Cuscapl Shares by the Company, the Directors be and are empowered to cancel or retain as treasury shares, any or all of the Cuscapl Shares so purchased, resell on Bursa Securities or distribute as dividends to the Company's shareholders or subsequently cancel, any or all of the treasury shares, with full power to assent to any condition, revaluation, modification, variation and/or amendment in any manner as may be required by any relevant authority or otherwise as they deem fit in the best interests of the Company."

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

By Order of the Board

**DATUK TAN LEH KIAH**  
**CHAN YOKE PENG**  
**SUZANA BINTI AHMAD**  
Company Secretaries

Kuala Lumpur  
Date: 4 June 2013

**Notes:**

1. In regard of deposited securities, only members whose names appear in the Record of Depositors as at 19 June 2013 ("General Meeting Record of Depositors") shall be eligible to attend and vote at the meeting.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and a member may appoint any other person to be his proxy and the provisions of Section 149(1) of the Companies Act, 1965 shall not apply to the Company.
3. Where a member appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
4. 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") as defined under Securities Industry (Central Depositories) Act 1991 of Malaysia, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
5. If the appointor is a corporation, the Form of Proxy must be executed under its common seal or under the hand of an officer or its attorney duly authorised.
6. The Form of Proxy must be deposited with the Company's Registered Office at Level 1, Block B, Peremia Square, Saujana Resort, Seksyen U2, 40150 Shah Alam, Selangor Darul Ehsan not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
7. Explanatory Notes to the Agenda:-

**Item 1 of the Agenda**

This item of the Agenda is meant for discussion only, as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this item of the Agenda is not put forward for voting.

**Item 5 of the Agenda - Ordinary Resolution 5**

**Authority for Directors to issue and allot shares in the Company pursuant to Section 132D of the Companies Act, 1965**

The proposed Ordinary Resolution 5, if passed, will give powers to the Directors to issue up to a maximum of 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the interests of the Company. The authority will, unless revoked or varied by the Company in a General Meeting, expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier. The Company wishes to renew the mandate on the authority to issue shares in general pursuant to Section 132D of the Companies Act, 1965 granted to the Directors at the Thirty-Third AGM held on 28 June 2012 (hereinafter referred to as the "General Mandate").

The purpose to seek the General Mandate is to enable the Directors to issue and allot shares at any time for possible fund raising activities, including but not limited to private placement to such persons in their absolute discretion so as to avoid delay and cost of convening further general meeting to approve the issuance of such shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

**Item 6 of the Agenda - Ordinary Resolution 6**

**Continuation in office as Independent Non-Executive Director**

Pursuant to the Malaysian Code on Corporate Governance 2012, the Board of Directors has via the Nomination Committee assessed the Independence of Mr Tai Keat Chai who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, and recommend him to continue to act as Independent Non-Executive Director of the Company based on the following justifications:-

- (i) He fulfilled the criteria of an Independent Director pursuant to the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad;
  - (ii) He was familiar with the Company's business operations as he has been with the Company for more than nine years;
  - (iii) He has devoted sufficient time and attention to his responsibility as an Independent Non-Executive Director of the Company; and
  - (iv) He has exercised due care during his tenure as an Independent Director of the Company and carried out his duty in the interest of the Company and shareholders.
- The proposed Ordinary Resolution 6, if passed, will approve Mr Tai Keat Chai continuing in office as Independent Non-Executive Director of the Company.

**Item 7 of the Agenda - Ordinary Resolution 7**

**Proposed Renewal of Shareholders' Mandate**

The proposed Ordinary Resolution 7, if passed, will enable the Company and each of its subsidiaries to enter into a recurrent related party transactions with the parties as set out in the Circular to Shareholders of the Company dated 4 June 2013 circulated together with the Annual Report. This authority, subject to renewal thereof, will expire at the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM of the Company is required to be held under the Companies Act 1965 (excluding any extension of such period as may be allowed under the Companies Act 1965) whichever is earlier, unless earlier revoked or varied by a resolution in a general meeting.

**Item 8 of the Agenda - Ordinary Resolution 8**

**Proposed Renewal of Share-Buy Back Authority**

The proposed Resolution 8, if passed, will empower the Director to buy-back and/or hold up to a maximum of 10% of the Company's issue and paid-up share capital at any point of time, by utilising the funds allocated which shall not exceed the total retained profits and/or share premium of the Company as set out in the Circular to Shareholders of the Company dated 4 June 2013 circulated together with the Annual Report. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company, or the expiration of period within which the next AGM is required by law to be held, whichever is earlier.