

CUSCABI BERHAD

(43190-H)

(Incorporated in Malaysia)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the THIRTY-FIFTH ANNUAL GENERAL MEETING (AGM) of CUSCABI BERHAD will be held at the Topas Room, The Saujana Hotel Kuala Lumpur, 2km, Off Sultan Abdul Aziz Shah Airport Highway, Saujana, 47200 Subang, Selangor Darul Ehsan on Wednesday, 25 June 2014 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 2013 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Notes to the Agenda)
Resolution 1
2. To approve the payment of Directors' fees of RM192,000 for the financial year ended 31 December 2013. **Resolution 2**
3. To re-elect Mr Tai Keat Chai who retires by rotation and being eligible, offer himself for re-election in accordance with Article 91 of the Company's Articles of Association. **Resolution 3**
4. To re-elect Ms Lim Li Li who retires by rotation and being eligible, offer herself for re-election in accordance with Article 96 of the Company's Articles of Association. **Resolution 4**
5. To re-appoint Messrs Baker Tilly Monteiro Heng 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. **Resolution 5**

As Special Business

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

6. **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."
Resolution 6
7. **Ordinary Resolution** **Resolution 6**
Approval to Continue in Office as Independent Non-Executive Director
"THAT Mr Tai Keat Chai who has served the Board as the Independent Non-Executive Director of the Company for a cumulative term of more than nine years since 28 May 2004 be and is hereby retained as the Independent Non-Executive Director of the Company."
Resolution 7
8. **Ordinary Resolution** **Resolution 7**
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 ("Cuscabi 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.
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.
AND THAT following completion of the purchase(s) of the Cuscabi Shares by the Company, the Directors be and are empowered to cancel or retain as treasury shares, any or all of the Cuscabi 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

LIM CHIEN JOO

Company Secretaries

Kuala Lumpur

Date: 3 June 2014

Notes:

1. In regard of deposited securities, only members whose names appear in the Record of Depositors as at **18 June 2014** ("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, Peremba 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 6 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-Fourth AGM held on 26 June 2013 (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 7 of the Agenda - Ordinary Resolution 6

Approval to Continue 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 Main 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 allow Mr Tai Keat Chai to be retained and continue to act as Independent Non-Executive Director of the Company.

Item 8 of the Agenda - Ordinary Resolution 7

Proposed Renewal of Share-Buy Back Authority

The proposed Resolution 7, 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 Statement to Shareholders of the Company dated 3 June 2014 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.