

NOTICE OF EXTRAORDINARY GENERAL MEETING FOR THE SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) for the shareholders of Cuscapi Berhad (“**Cuscapi**” or “**Company**”) will be held at Zamrud I, The Saujana Hotel Kuala Lumpur, Saujana Resort, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor Darul Ehsan on Monday, 5 March 2018, at 11:00 a.m., or at any adjournment thereof (“**EGM for Shareholders**”), for the purpose of considering and, if thought fit, passing the following resolution, with or without modification:

ORDINARY RESOLUTION

PROPOSED ISSUANCE OF 200,000,000 NEW ORDINARY SHARES IN CUSCABI (“SUBSCRIPTION SHARES”) AT RM0.25 PER SUBSCRIPTION SHARE AND 40,000,000 NEW WARRANTS (“SUBSCRIPTION WARRANTS”) AT RM0.08 PER SUBSCRIPTION WARRANT TO ULTIMATE QUALITY SUCCESS SDN BHD (“UQS”) AND/OR ITS NOMINEES (“PROPOSED ISSUANCE”)

“**THAT** subject to the approval of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) for the listing of and quotation for the Subscription Shares and Subscription Warrants and up to 40,000,000 new ordinary shares of the Company (“**Cuscapi Shares**”) to be issued pursuant to the exercise of the Subscription Warrants on the Main Market of Bursa Securities, the passing of the Special Resolutions by the warrant holders of the Company for (a) the proposed issuance of the Subscription Warrants at RM0.08 per Subscription Warrant to UQS and/or its nominees (“**Proposed Issuance of Warrants**”); and (b) proposed amendments to the relevant clauses of the deed poll of the Company to facilitate the Proposed Issuance and all the requisite consents/approvals for the relevant authorities and/or parties being obtained, approval be and is hereby given to the Board of Directors of the Company (“**Board**”) to allot and issue the Subscription Shares and Subscription Warrants at a fixed issue price of RM0.25 per Subscription Share and RM0.08 per Subscription Warrant to UQS and/or its nominees;

THAT approval be and is hereby given for the Company to utilise the proceeds from the Proposed Issuance for the purposes set out in the circular to the shareholders dated 8 February 2018 (“**Circular**”), and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of the utilisation of such proceeds in such manner as the Board shall in its absolute discretion deem fit, necessary, expedient and/or appropriate and in the best interest of the Company, subject to the approvals of relevant authorities, where required;

THAT the Subscription Shares will, upon allotment and issue, rank *pari passu* in all respects with the existing Cuscapi Shares, except that the Subscription Shares shall not be entitled to any dividends, rights, allotments or other distributions which may be declared, made or paid to the shareholders, the entitlement date of which is before the date of allotment of the Subscription Shares;

THAT the new Cuscapi Shares to be issued pursuant to the exercise of the Subscription Warrants will, upon allotment and issue, rank *pari passu* in all respects with the existing Cuscapi Shares, except that the new Cuscapi Shares shall not be entitled to any dividends, rights, allotments or other distributions which may be declared, made or paid to the shareholders, the entitlement date of which is before the date of allotment of the new Cuscapi Shares;

AND THAT the Board be and is hereby authorised to do all acts, deeds and things and execute all necessary documents including the supplemental deed poll to amend and supplement the Deed Poll (as defined in the Circular) as the Board may consider necessary or expedient, and to take all such necessary steps to implement, finalise and give full effect to the Proposed Issuance with full powers to consent to and to adopt such conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities in respect of the Proposed Issuance or as the Board may deem necessary or expedient.”

BY ORDER OF THE BOARD

Datuk Tan Leh Kiah (MAICSA 0719692)

Lim Chien Joo (MAICSA 7063152)

Company Secretaries

Selangor Darul Ehsan

8 February 2018

Notes:

1. *In regard of deposited securities, only members whose names appear in the Record of Depositors as at 23 February 2018 (“General Meeting Record of Depositors”) shall be eligible to attend, speak 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 need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.*
3. *Where a member appoints two (2) or more proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her 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. *The instrument appointing a proxy shall be in writing under the hands of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation under its common seal, or the hand of its attorney duly authorised.*
6. *The instrument appointing a proxy together with the power of attorney, if any, must be deposited with the Company’s registered office at Level 1, Block B, Dataran PHB, Saujana Resort, Seksyen U2, 40150 Shah Alam, Selangor Darul Ehsan at least forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.*
7. *Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in the Notice of this EGM for Shareholders will be put to vote by poll.*