

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Forty-First Annual General Meeting ("41st 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 Friday, 18 December 2020 at 2.30 p.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial period from 1 January 2019 to 30 June 2020 together with the Reports of the Directors and Auditors thereon.
2. To re-elect Dato' Sheah Kok Fah who retires pursuant to Clause 105 of the Company's Constitution and who being eligible, has offered himself for re-election.
3. To re-elect Dato' Sri Khazali Bin Haji Ahmad who retires pursuant to Clause 141 of the Company's Constitution and who being eligible, has offered himself for re-election.
4. To approve the payment of Directors' fees amounting to RM280,000 to the Directors of the Company for the period from the 1 January 2019 to 30 June 2020.
5. To approve the payment of meeting allowances to the Directors up to an amount of RM90,000 from the 41st AGM until the conclusion of the 42nd AGM.
6. 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.

Please refer to Explanatory Note to Ordinary Business

Ordinary Resolution 1

Ordinary Resolution 2

Ordinary Resolution 3

Ordinary Resolution 4

Ordinary Resolution 5

AS SPECIAL BUSINESS

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

7. Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act 2016
"THAT subject to passing of the Special Resolution 1 and subject to the Companies Act, 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities"), Additional Temporary Relief Measures to Listed Corporations for Covid-19, issued by Bursa Securities on 16 April 2020 and subject to the approvals of the relevant governmental/regulatory authorities, if any, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company, at any time to such persons 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 to be issued pursuant to this resolution does not exceed twenty per centum (20%) of the total number of issued shares of the Company (excluding treasury shares) at any point in time ("20% General Mandate"); AND THAT the Directors be and are hereby also empowered to obtain approval from the Bursa Securities for the listing and quotation of the additional shares so issued pursuant to the 20% General Mandate on Bursa Securities; and
AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company".
8. Proposed Amendments to the Constitution of the Company ("Proposed Amendments")
"THAT the proposed amendments to the Constitution of the Company as set out in the Appendix A which has been circulated to the shareholders together with this notice, be approved and adopted AND THAT the Directors and/or Secretary of the Company be authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the said Proposed Amendments for and on behalf of the Company."
9. To transact any other business of which due notice shall have been given.

Ordinary Resolution 6

Special Resolution 1

BY ORDER OF THE BOARD

TAN TONG LANG (MAICSA 7045482)
VIMALRAJ A/L SHANNUGAM (MAICSA 7068140)
Company Secretaries

Kuala Lumpur
Dated : 30 October 2020

NOTES:

1. The Company's 41st 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 at <https://web.vote2u.app>.
2. 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.
3. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Securities, voting at the 41st 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 results of the poll respectively. Shareholders and proxies will be voting remotely using RPV Facilities via Vote2U at <https://web.vote2u.app>.
4. 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.
5. 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.
6. 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") there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
7. The Form of Proxy, in the case of an individual, 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.
8. For the purpose of determining a member who shall be entitled to attend the 41st AGM, the Company shall request Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 11 December 2020. Only a depositor whose name appears on the Record of the Depositor as at 11 December 2020 shall be entitled to attend the said virtual meeting or appoint proxies to attend and/or vote on his/her behalf.
9. To be valid, the proxy form duly completed and signed must be deposited at the Share Registrar's Office, Boardroom.com Sdn. Bhd. at Suite 10.02, Level 10, The Gardens South Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time set for holding the virtual meeting (not later than Wednesday, 16 December 2020 at 2:30 p.m.) or any adjournment thereof.

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**

The proposed Ordinary Resolution 6 is a renewal general mandate and if passed, will empower the Directors of the Company to allot and issue new shares in the Company at any time, to such person or persons, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit ("General Mandate"), provided that the number of shares issued pursuant to this General Mandate, when aggregated with the total number of any such shares issued during the preceding twelve (12) months, does not exceed 20% of the total number of issued shares of the Company at the time of issue. This General Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

As at the date of this notice, no new shares in the Company were issued pursuant to the General Mandate granted to the Directors at the 40th Annual General Meeting held on 20 June 2019 and which will lapse at the conclusion of the 41st Annual General Meeting.

The 20% General Mandate is pursuant to directive letter from Bursa Securities dated 16 April 2020 in relation to a temporary relief measures in view of the trying and challenging times due to the Covid-19 pandemic for listed issuer to seek a higher general mandate of not more than 20% of the total number of issued shares (excluding treasury shares) instead of 10%.

Having considered the current economic climate arising from the global Covid-19 pandemic and future financial needs of the Group, the Board would like to procure approval for the 20% General Mandate, inclusive of the Extended Utilisation Period, pursuant to Section 76(4) of the Act, from its shareholders at the forthcoming 41st Annual General Meeting of the Company.

The Directors of the Company, after due consideration, is of the opinion that in the face of unprecedented challenges to the Company brought by Covid-19 pandemic, this 20% General Mandate will enable the Company further flexibility to raise funds expeditiously other than incurring additional interest costs as compared to bank borrowings, thereby allowing the Company to preserve its cash flow and achieve a more optimal capital structure. Any funds raised from this 20% General Mandate is expected to be used as working capital to finance day-to-day operational expenses, on-going projects or future projects/investments to ensure the long-term sustainability of the Company.

The Directors, having considered the current and prospective financial position, needs and capacity of the Company, is of the opinion that the 20% General Mandate is in the best interest of the Company and its subsidiaries.

Special Resolution 1 – Proposed Amendments

The Proposed Amendments to the Constitution of the Company is primarily to provide more flexibility for the Company and to ensure the compliance with the Companies Act 2016 and Listing Requirements of Bursa Securities. The Proposed Amendments to be made to the Constitution is listed as per Appendix A, which is circulated together with the Notice of the 41st AGM dated 30 October 2020.

PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

The Constitution of Cuscapi Berhad is proposed to be amended in the following manner: -

Clause No.	Existing Clause	Proposed Amendment
21.	Subject to the Listing Requirement, the Central Depositories Act and or the Rules, and notwithstanding the existence of a resolution pursuant to Section 75 of the Act, the Company must ensure that it shall not issue any shares or convertible Securities if those shares or convertible Securities, when aggregated with any such shares or convertible Securities issued during the preceding twelve (12) months, exceeds ten per cent (10%) of the value of the issued and paid-up capital of the Company, except where the shares or convertible Securities are issued with the prior approval of the shareholders in general meeting of the precise terms and conditions of the issue. In working out the number of shares or convertible Securities that may be issued by the Company, if the Security is a convertible Security, each such Security is counted as the maximum number of shares into which it can be converted or exercised.	Subject to the Listing Requirement, the Central Depositories Act and or the Rules, and notwithstanding the existence of a resolution pursuant to Section 75 of the Act, the Company must ensure that it shall not issue any shares or convertible Securities if those shares or convertible Securities, when aggregated with any such shares or convertible Securities issued during the preceding twelve (12) months, exceeds the allowed threshold by the prevailing rules and regulation, except where the shares or convertible Securities are issued with the prior approval of the shareholders in general meeting of the precise terms and conditions of the issue. In working out the number of shares or convertible Securities that may be issued by the Company, if the Security is a convertible Security, each such Security is counted as the maximum number of shares into which it can be converted or exercised.
148.	A resolution in writing signed or approved by letter, telegram, telex, telefax or electronic means by all the Directors, for the time being entitled to receive notice of a meeting of Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted; provided that where a Director is not so present but has an alternate who is so present, then such resolution shall also be signed by such alternate. All such resolutions shall be described as "Directors' Resolution In Writing" and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company's Minute Book. Any such resolution in writing may consist of several documents, including facsimile or other similar means of communication, in similar form, and each document shall be signed or assented to by one or more Directors or their alternates. A copy of any such resolution shall be entered in the minutes book of Board proceedings.	A resolution in writing signed or approved by letter, telegram, telex, telefax or electronic means by majority of the Directors, for the time being entitled to receive notice of a meeting of Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted; provided that where a Director is not so present but has an alternate who is so present, then such resolution shall also be signed by such alternate. All such resolutions shall be described as "Directors' Resolution In Writing" and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company's Minute Book. Any such resolution in writing may consist of several documents, including facsimile or other similar means of communication, in similar form, and each document shall be signed or assented to by one or more Directors or their alternates. A copy of any such resolution shall be entered in the minutes book of Board proceedings.



ADMINISTRATIVE GUIDE FOR SHAREHOLDERS

CUSCAPI BERHAD [REGISTRATION NO. 197801006160 (43190-H)] – 41st Annual General Meeting

Date	: 18 December 2020
Time	: 2.30 p.m.
Broadcast Venue	: Level 43A, MYEG Tower, Empire City, No. 8, Jalan Damansara, PJU 8, 47820 Petaling Jaya, Selangor Darul Ehsan
Virtual Meeting accessible at	: https://web.vote2u.app

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 11 December 2020 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). Therefore, 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.app>

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.app 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). Log in as user completed. Your registration will be verified and an email notification will be sent to you. Please check your email. <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., Wednesday, 16 December 2020.</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"> o MYKAD (for Malaysian) / Passport (for non-Malaysian) number of the Proxy o *Email address of the Proxy <p>b. Submit/Deposit the hardcopy Form of Proxy to Boardroom.com Sdn Bhd at Suite 10.02, Level 10, The Gardens South Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur.</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 e-Proxy form and/or 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	Procedure
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., Friday, 18 December 2020, one (1) hour before the commencement of the AGM.</p> <p>a. Login with your email and password</p> <p>b. Select the General Meeting event (for example, “Cuscapri 41st AGM”).</p> <p>c. Check your details.</p> <p>d. Click “Watch Live” button to view the live streaming.</p>

B: ASK QUESTION

Individual Shareholders & Proxies

	Description	Procedure
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> <p>a. Click “Ask Question” button to post question(s).</p> <p>b. Type in your question and click “Submit”.</p> <p>The Chairperson / Board of Director will endeavor to respond to questions submitted by remote shareholders and proxies during the AGM.</p>



ADMINISTRATIVE GUIDE FOR SHAREHOLDERS

C: VOTING REMOTELY

Individual Shareholders & Proxies

	Description	Procedure
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.

Broadcast Venue

Broadcast Venue means the place where the broadcasting is taking place to transmit or air the meeting online. It could be a studio or a meeting room.

Shareholders and proxies are not advisable to go to the broadcast venue as it is only a place where the meeting is broadcast for transmission online in the present of Chairman, Directors, Chief Executive Officer, Auditors, Company Secretary and senior management. No seating and refreshment will be arranged for shareholders and proxies at the broadcast venue when it is a fully virtual meeting.

If shareholders and proxies arrive at the broadcast venue, the management has the right to ask you to leave the broadcast venue in order to comply with the government decrees and S.O.Ps.

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

- If you have enquiry relating to the AGM Administrative Guide for Shareholders, please contact our **Investor Relation** during office hours:

Email: ir@cuscapicom

- If you have enquiry relating to the RPV or encounters issues with the log in, steps to connect to live streaming and online voting:

Email: vote2u@agmostudio.com