cuscapi®

CUSCAPI BERHAD

Registration No.: 197801006160 (43190-H)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Forty-Sixth Annual General Meeting ("**46th AGM**") of the Company will be held at Auditorium, Level LG1, KLGCC Convention Centre (F.K.A. Sime Darby Convention Centre), 1A, Jalan Bukit Kiara 1, Bukit Kiara, 60000 Kuala Lumpur, Wilayah Persekutuan on Wednesday, 24 June 2026 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 31 December 2025 together with the Reports of the Directors and Auditors thereon. ***(Please refer to Explanatory Note to Ordinary Business)***
2. To re-elect Dato' Sri Khazali Bin Haji Ahmad who retires pursuant to Clause 105 of the Company's Constitution and who being eligible, has offered himself for re-election. ***Ordinary Resolution 1***
3. To approve the payment of Directors' fees amounting to RM420,000 to the Directors of the Company for the financial year ended 31 December 2025. ***Ordinary Resolution 2***
4. To approve the payment of meeting allowances to the Directors up to an amount of RM90,000 from the 46th AGM up to the conclusion of the Forty-Seventh (47th) Annual General Meeting. ***Ordinary Resolution 3***
5. To re-appoint Messrs UHY Malaysia 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 4***

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 5***

   "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. **Proposed Amendments to the Constitution of the Company** ***Special Resolution 1***

   "THAT the proposed amendments to the Company's Constitution, as annexed herewith as Appendix A, be and is hereby approved and adopted, with immediate effect.

   AND THAT the Directors of the Company be and are hereby authorised to assent to any conditions, modification, variation and/or amendments as may be required by any relevant authorities, and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."

8. 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)
TAN LAY KHOON (MAICSA 7077867 & SSM PC No. 202208000544)
Company Secretaries

Kuala Lumpur
Dated : 30 April 2026

NOTES:

1. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Securities, voting at the 46th 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.
2. A member entitled to attend and vote at this AGM 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 AGM shall have the same rights as the member to speak at the Meeting.
3. 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.
4. 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.
5. 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.
6. For the purpose of determining a member who shall be entitled to attend the 46th AGM, the Company shall request Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 15 June 2026. Only a depositor whose name appears on the Record of the Depositor as at 15 June 2026 shall be entitled to attend the said AGM or appoint proxies to attend and/or vote on his/her behalf.
7. To be valid, the Form of Proxy duly completed and signed may be deposited at the Company's Share Registrar, Aldpro Corporate Services Sdn. Bhd. at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia not less than forty-eight (48) hours before the time set for holding the AGM (not later than Monday, 22 June 2026 at 2.30 p.m.) or any adjournment thereof.

<u>Explanatory Notes:</u>

a. <u>Item 1 of the Agenda - Audited Financial Statements for the financial year ended 31 December 2025</u>

   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.

b. <u>Ordinary Resolution 1– Re-election of the Directors who retire pursuant to the Clause 105 of the Company's Constitution</u>

   Dato' Sri Khazali Bin Haji Ahmad ("**the Retiring Director**") who is standing for re-election as the Director of the Company pursuant to the Clause 105 at the forthcoming 46th AGM and who is being eligible for re-election has offered himself 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 Director to be re-elected as Director. Upon deliberation, the Board (except for the Director concerned) collectively agreed that the Retiring Director meet the criteria of character, experience, integrity, competence and time commitment to effectively discharge his respective roles as Director of the Company and recommended the Retiring Director be re-elected as the Director of the Company.

   <u>Retirement of Director</u>

   Datuk Mat Noor Bin Nawi is retiring pursuant to Clause 105 of the Company's Constitution at the forthcoming 46th AGM of the Company, has expressed his intention not to seek for re-election at the forthcoming AGM. Hence, he shall retire as the Director of the Company at the conclusion of the 46th AGM of the Company.

c. <u>Ordinary Resolution 5 - Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act 2016</u>

   The proposed Resolution 5 if passed, is a renewal of general mandate which intended to empower the Directors of the Company to issue and allot shares at any time, at their discretion, without the need to convene a general meeting, provided that the aggregate number of shares issued does not exceed 10% of the issued share capital of the Company for the time being. This mandate is intended to provide the Company with flexibility and expediency in undertaking fundraising activities, including but not limited to the placement of shares, funding of investment project(s), meeting working capital requirements, repayment of bank borrowings, and/or pursuing strategic merger and acquisition opportunities involving equity or part-equity consideration, as the Directors consider to be in the best interest of the Company. It will also enable the Company to meet its immediate funding needs without relying solely on conventional debt financing, thereby avoiding additional finance costs and eliminating the delays and costs associated with convening a general meeting to obtain shareholders' approval.

   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 not issued any new shares pursuant to the general mandate obtained during the 45th Annual General Meeting held on 18 June 2025. Hence, no proceeds were raised from the previous general mandate.

   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 5, 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.

d. <u>Special Resolution 1 – Proposed Amendments to the Constitution of the Company ("Proposed Amendments")</u>

   The Proposed Amendments to the existing clauses of the Company's Constitution are intended to provide express provisions to facilitate the appointment of proxy(ies) and/or representative(s) for attendance, participation and voting at any general meeting of the Company and any adjournment thereof via electronic means, thereby enhancing administrative efficiency. The shareholders' approval is being sought under a Special Resolution 1 for the Company to incorporate the Proposed Amendments into its existing Constitution. The Proposed Amendments to be made to the Constitution are listed as per Appendix A, which is circulated together with the Notice of 46th AGM dated 30 April 2026.

<u>Appendix A</u>

Proposed Amendments to the Constitution of the Company

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

Clause	Existing Clause	Proposed Amendment
96.	The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised. The Directors may, but shall not be bound to require evidence of the authority of any such attorney or officer. An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand a poll on behalf of the appointor.	The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised. The Directors may, but shall not be bound to require evidence of the authority of any such attorney or officer. An instrument appointing a proxy to vote at a meeting **(including the electronic proxy appointment and voting manner)**, shall be deemed to include the power to demand a poll on behalf of the appointor.
100.	The instrument appointing a proxy and the power of attorney, or other authority (if any) under which it is signed, or a certified copy of such power or authority by a notary public, shall be deposited at the Office or at such other place within Malaysia, as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument, proposes to vote or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default, the instrument of proxy shall not be treated as valid, PROVIDED ALWAYS that the Company may by written notice waive the prior lodgement of the above instrument appointing a proxy and the power of attorney or other authority.	The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority by a notary public, shall be deposited at the Office or at such other place within Malaysia, **or be submitted by electronic means in the manner prescribed by the Company**, as specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument, proposes to vote or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default, the instrument of proxy shall not be treated as valid, PROVIDED ALWAYS that the Company may by written notice waive the prior lodgement of the above instrument appointing a proxy and the power of attorney or other authority.
102.	A member of the Company is permitted to give the Company notice of termination of a person's authority to act as proxy not less than twenty-four (24) hours before the time appointed for holding the meeting. The notice of termination must be in writing and be deposited at the Office or at such other place within Malaysia.	A member of the Company is permitted to give the Company notice of termination of a person's authority to act as proxy not less than twenty-four (24) hours before the time appointed for holding the meeting. The notice of termination must be in writing **or by electronic means in the manner prescribed by the Company** and be deposited at the Office or at such other place within Malaysia.