

**CUSCAPI BERHAD** (43190-H)  
(fka *Datascan Berhad*)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the Twenty Ninth Annual General Meeting of Cuscapi Berhad (fka *Datascan Berhad*) will be held at Topas Room, The Saujana, 2km, Off Sultan Abdul Aziz Shah Airport Highway, Saujana, 47200 Subang, Selangor Darul Ehsan on Friday, 23rd May 2008 at 9.30 a.m. for the following purposes:-

**AGENDA**

1. To receive and adopt the audited financial statements for the financial year ended 31 December 2007 together with the Reports of the Directors and Auditors thereon. **Resolution 1**
2. To approve the payment of Directors' fees for the financial year ended 31 December 2007. **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) Ang Chin Joo **Resolution 3**
  - ii) Tai Keat Chai **Resolution 4**
4. To re-appoint Auditors and to authorise the Directors to fix their remuneration. **Resolution 5**
5. **Special Business**

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

**5.1 Special Resolution** **Resolution 6**  
Increase of Authorised Capital

“That the authorised capital of the Company be increased from RM25,000,000-00 divided into 250,000,000 ordinary shares of RM0-10 each to RM60,000,000-00 divided into 600,000,000 ordinary shares of RM0-10 each by the creation of an additional 350,000,000 ordinary shares of RM0-10 each AND THAT the Memorandum of Association of the Company and any other relevant documents be amended accordingly.”

**5.2 Ordinary Resolution** **Resolution 7**  
Authority to Allot and Issue Shares in General Pursuant to Section 132D of the Companies Act, 1965

“That pursuant to Section 132D of the *Companies Act, 1965*, and subject to the approval of all relevant authorities being obtained, the Directors be and are hereby empowered to issue shares in the Company at any 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 in any one financial year does not exceed 10% of the issued capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.”

*Notice of Annual General Meeting (Cont'd)*

**5.3 Ordinary Resolution**

**Resolution 8**

Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

“THAT approval be and is hereby given to the Cuscapi 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 the Circular which are necessary for the day to day operations of the Cuscapi 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 in 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.”

6. To transact any other ordinary business for which due notice shall have been given.

By Order of the Board

TAN LEH KIAH  
*Secretary*  
Kuala Lumpur  
30 April 2008

**Notes:**

1. 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.
2. 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.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its Common Seal or signed by an officer or attorney so authorised.
4. The instrument 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.
5. Explanatory note under Special Business:-

**Resolution 7 – Authority to Directors to issue shares**

The authorisation will empower the Directors to issue shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company. This authority, unless revoked or varied at a general meeting, will expire on the conclusion of the next Annual General Meeting of the Company.

**Resolution 8 – Proposed Shareholders' Mandate**

The proposed Resolution 8, 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 30 April 2008 despatched together with the Annual Report. This authority, subject to renewal thereof, will expire at the conclusion of the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting 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.