



## NOTICE OF THE NINTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Ninth Annual General Meeting of EDUSPEC HOLDINGS BERHAD (Company No.: 646756-X) will be held at Greens 1 Room, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 26 March 2013 at 10.00 a.m. for the following purposes:-

### ORDINARY BUSINESS:-

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| 1. | To receive the Audited Financial Statements for the financial year ended 30 September 2012 together with the Reports of the Directors and Auditors thereon. | <b>Resolution 1</b> |
| 2. | To approve the payment of Directors' fees for the financial year ended 30 September 2012.   | <b>Resolution 2</b> |
| 3. | To re-elect the following Directors who are retiring under Article 80 of the Articles of Association:   | <b>Resolution 3</b> |
|    | (i) Mr Lim Beng Weh   | <b>Resolution 4</b> |
|    | (ii) Mr Lim Soon Seong  | <b>Resolution 5</b> |
| 4. | To re-appoint Messrs. Crowe Horwath as the Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.           |                     |

### SPECIAL BUSINESS:-

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

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| 5. | <b>Ordinary Resolution</b>   |                     |
|    | • <b>Authority to issue shares pursuant to Section 132D of the Companies Act, 1965</b>   | <b>Resolution 6</b> |
|    | "THAT subject always to the approvals of the relevant authorities, the Directors be and are hereby empowered pursuant to Section 132D of the Companies Act, 1965, to allot and 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 to be issued does not exceed 10% of the issued share capital of the Company at the time of issue and the Directors are hereby further empowered to obtain approval for the listing of and quotation of 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." |                     |
| 6. | <b>Special Resolution</b>  |                     |
|    | • <b>Proposed Amendments to the Company's Articles of Association</b>  | <b>Resolution 7</b> |
|    | "THAT the Proposed Amendments to the Articles of Association of the Company as contained in the Appendix I of the Annual Report for the financial year ended 30 September 2012 (the "Proposed Amendments") be hereby approved and adopted."  |                     |
|    | AND THAT the Board of Directors be and is hereby authorised to take all such steps they deem necessary to effect and complete the said Proposed Amendments."   |                     |

### ANY OTHER BUSINESS:-

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| 7. | To transact any other business for which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965. | <b>Resolution 8</b> |
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### BY ORDER OF THE BOARD

**WONG YOUN KIM (MAICSA 7018778)**  
**SIN MAY PENG (MAICSA 7018354)**  
Company Secretaries

Kuala Lumpur  
Date: 4 March 2013

### Notes:-

- A member of the Company entitled to attend and vote at the Meeting may appoint a proxy or proxies (or being a corporate member, a corporate representative) to attend and vote in his stead. A proxy may but need not be a member of the Company and Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- Subject to Note 5 below, 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.
- The instrument appointing a proxy in the case of an individual shall be signed by the appointer or his attorney or in the case of a corporation executed under its common seal or signed on behalf of the corporation by its attorney or by an officer duly authorised.
- The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or executed must be deposited at the Company's Registered Office at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- Where a member of the Company is an exempt authorized nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 20 March 2013 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.

#### **Explanatory Notes on Special Business**

#### **Resolution 6 pursuant to Section 132D of the Companies Act, 1965**

The Ordinary Resolution proposed under item 5, if passed will give the Directors of the Company from the date of the above Meeting, authority to allot and issue ordinary shares for the unissued capital of the Company for such purposes as the Directors consider would be in the best interest of the Company. This authority will, unless revoked or varied by the Company in General Meeting, expire at the next Annual General Meeting.

The Company did not issue any share pursuant to a mandate granted to the Directors at the last Annual General Meeting held on 28 March 2012.

The general mandate for issue of shares will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares for the purpose of funding future investment, working capital and/or acquisition.

#### **Resolution 7 pursuant to the Proposed Amendments to the Company's Articles of Association**

The Special Resolution proposed under item 6 is to amend the Company's Articles of Association to be in line with the recent amendments to the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The details of the Proposed Amendments are as set out in Appendix I on page 4 to 5 of this Annual Report.