



EDUSPEC HOLDINGS BHD
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Eduspec Holdings Berhad ("Eduspec" or "the Company") will be held at Greens I, Jalan Kelab Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan, on Friday, 27 September 2013 at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions, with or without modification:

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION BY EDUSPEC OF 100,000 ORDINARY SHARES OF RM1.00 EACH IN MULTIPLE TECHNOLOGY MSC SDN BHD ("MTM") REPRESENTING 100% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF MTM FOR A TOTAL PURCHASE CONSIDERATION OF RM3,600,000 TO BE SATISFIED BY CASH AND ISSUANCE OF NEW ORDINARY SHARES OF RM0.10 EACH IN EDUSPEC ("EDUSPEC SHARE(S)" OR SHARE(S)) ("PROPOSED ACQUISITION")

"THAT, subject to the conditions precedent for the Proposed Acquisition being fulfilled, the Directors of the Company ("Directors") be and are hereby authorised to acquire 100,000 MTM Shares representing 100% of the issued and paid-up share capital of MTM from Bey Tiang See and Tan Ah Yan (collectively referred to as the "Vendors") for a total purchase consideration of RM3,600,000 to be satisfied by a combination of cash consideration of RM900,000 and the issuance of 27,000,000 new Eduspec Shares at an issue price of RM0.10 per Eduspec Share ("Consideration Shares") in accordance with the terms and conditions of the share sale agreement dated 20 December 2012 entered into between Eduspec and the Vendors (including any supplemental agreement(s)/letter(s) relating thereto);

THAT such Consideration Shares to be issued pursuant to the Proposed Acquisition shall, upon issue and allotment, rank pari passu in all respects with the then existing Eduspec Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid by the Company in respect of which the entitlement dates are prior to the date of the allotment of the Consideration Shares;

AND THAT the Directors of the Company be and are hereby authorised to take all such steps, execute and deliver on behalf of the Company all necessary documents and enter into any arrangements, agreements and/or undertakings with any party or parties as it may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and/or give full effect to and complete the Proposed Acquisition with full and discretionary powers to assent to any terms, conditions, modifications, variations and/or amendments as may be agreed to/required by the relevant regulatory authorities or as a consequence of any such requirement or as may be deemed necessary and/or expedient in the best interests of the Company to implement, finalise and/or to give full effect to the Proposed Acquisition."

ORDINARY RESOLUTION 2

PROPOSED PRIVATE PLACEMENT OF UP TO 100,000,000 NEW EDUSPEC SHARES REPRESENTING UP TO 24.37% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF EDUSPEC AFTER THE PROPOSED ACQUISITION ("PROPOSED PRIVATE PLACEMENT")

"THAT, subject to and conditional upon the passing of the Ordinary Resolution 4 and Special Resolution 1 and the approvals from all relevant authorities (where required) including approval from Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for all new Eduspec Shares to be issued hereunder, approval be and is hereby given to the Directors of the Company ("Directors") to allot and issue up to 100,000,000 new Eduspec Shares ("Placement Shares") priced at a discount of not more than 10% to the five (5)-day volume weighted average market price of Eduspec immediately prior to the price-fixing date or the par value of the Eduspec Shares, whichever is higher, to places to be identified in the manner and upon the terms and conditions as set out in the Circular to shareholders dated 30 August 2013;

THAT the proceeds from the Proposed Private Placement shall be utilised for the purposes as set out in Section 6 of the Circular;

THAT the Placement Shares to be issued pursuant to the Proposed Private Placement shall, upon issue and allotment, rank pari passu in all respects with the then existing Eduspec Shares, save and except that the holders of the Placement Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid by the Company in respect of which the entitlement dates are prior to the date of allotment of the Placement Shares;

AND THAT the Directors of the Company be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign deliver and cause to be delivered on behalf of the Company all such documents and/or agreements as may be necessary to give effect and complete the Proposed Private Placement and to assent to any terms, conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorised or as the Directors may deem necessary in the interest of the Company and to take such steps as they may deem necessary or expedient in order to implement finalise and give full effect to the Proposed Private Placement."

ORDINARY RESOLUTION 3

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 255,166,667 NEW ORDINARY SHARES OF RM0.10 EACH IN EDUSPEC ("RIGHTS SHARE(S)") TOGETHER WITH UP TO 382,750,000 NEW FREE DETACHABLE WARRANTS ("WARRANT(S)") ON THE BASIS OF ONE (1) RIGHTS SHARE AND ONE POINT FIVE (1.5) FREE WARRANTS FOR EVERY TWO (2) EXISTING EDUSPEC SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED RIGHTS ISSUE WITH WARRANTS")

"THAT, subject to and conditional upon passing of the Ordinary Resolution 4 and Special Resolution 1 and the approvals of all relevant authorities being obtained, approval be and is hereby given to the Directors of the Company ("Directors") to:

- (i) provisionally allot and issue by way of renounceable rights issue of up to 255,166,667 Rights Shares together with up to 382,750,000 free Warrants, to be implemented on a basis of one (1) Rights Share together with one point five (1.5) free Warrants for every two (2) existing Eduspec Shares held at an entitlement date to be determined later by the Board ("Entitlement Date") at an issue price to be determined later by the Directors, to be offered to the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on the Entitlement Date;
- (ii) determine the final issue price of the Rights Share after taking into consideration, amongst others, the theoretical ex-rights price ("TERP") of Eduspec Shares based on five (5) days weighted average market price ("VWAMPs") up to and including the date immediately prior to the price-fixing date for the Rights Shares, the then prevailing market conditions, and in any case shall not be lower than the par value of RM0.10 and determine the exercise price of the Warrants after the receipt of all relevant approvals, after taking into consideration the TERP of Eduspec Shares calculated based on the five (5) days VWAMP of Eduspec Shares up to and including the date immediately prior to the price-fixing date for the Warrants, the then prevailing market conditions, and in any case shall not be lower than the par value of RM0.10;
- (iii) constitute the Warrants upon the terms and conditions of a deed poll to be executed by Eduspec ("Deed Poll"), the indicative salient terms of Warrants which are set out in Section 2.3.8 of the Circular to Shareholders dated 30 August 2013;
- (iv) allot and issue such number of additional Warrants ("Additional Warrants") pursuant to any adjustments under the Deed Poll and/or to effect such modifications, variations and/or amendments as may be imposed, required or permitted by Bursa Securities and any other relevant authorities or parties or otherwise; and
- (v) allot and issue such number of new Eduspec Shares credited as fully paid-up arising from the exercise of the Warrants during the tenure of the Warrants, including such appropriate number of Eduspec Shares arising from the exercise of the Additional Warrants.

THAT any Rights Shares which are not validly taken up or which are not allotted for any reasons whatsoever shall be made available for excess applications in such manner as the Directors of the Company shall determine in a fair and equitable manner;

THAT any fractional entitlement under the Proposed Rights Issue with Warrants if any, will be disregarded and dealt in such manner as the Directors of the Company shall in its absolute discretion deems fit or think expedient or in the best interest of the Company;

THAT the proceeds of the Proposed Rights Issue with Warrants will be utilised for the purposes as set out in Section 6 of the Circular to Shareholders of the Company dated 30 August 2013 and the Directors of the Company be authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Directors of the Company may deem fit, necessary and/or expedient, subject (where required) to the approval of the relevant authorities;

THAT the Rights Shares shall, upon allotment and issue rank pari passu in all respects with the then existing issued and fully paid-up Eduspec Shares, save and except that they will not be entitled to any dividends, rights, allotments and/or distributions, the entitlement date of which is prior to the allotment date of the Rights Shares;

THAT the Rights Shares, Warrants, Additional Warrants and new Eduspec Shares to be issued pursuant to the exercise of the Warrants and the Additional Warrants shall be listed on Bursa Securities;

THAT the new Eduspec Shares to be issued pursuant to the exercise of the Warrants and Additional Warrants shall, upon allotment and issue, rank pari passu in all respects with the then existing issue and fully paid-up Eduspec Shares, save and except that they will not be entitled to any dividends, rights, allotments and/or distributions, the entitlement date of which is prior to the allotment date of the new Eduspec Shares arising from the exercise of the Warrants and the Additional Warrants;

THAT the Directors of the Company be and are hereby authorised to enter into and execute the Deed Poll constituting the Warrants and to do all acts, deeds and things as they may deem fit and expedient in order to implement, finalise and give effect to the aforesaid Deed Poll and that the Common Seal of the Company be affixed to the Deed Poll in accordance with the Articles of Association of the Company;

AND THAT any Executive Director be and is hereby authorised to do all acts and things as he may consider necessary or expedient in the best interest of the Company with full powers to assent to any conditions, modifications, variations and/or amendments and to take all steps to enter into all such agreements, arrangements, undertakings, indemnities, transfers, assignments and guarantees with any party or parties and to carry out any other matters as may be required to implement, finalise and give full effect to the Proposed Rights Issue with Warrants."

ORDINARY RESOLUTION 4

PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF EDUSPEC FROM RM50,000,000 COMPRISING 500,000,000 EDUSPEC SHARES TO RM200,000,000 COMPRISING 2,000,000,000 EDUSPEC SHARES ("PROPOSED IASC")

"THAT subject to the passing of Special Resolution 1, the authorised share capital of the Company be and is hereby increased from RM50,000,000 comprising 500,000,000 Eduspec Shares to RM200,000,000 comprising 2,000,000,000 Eduspec Shares by the creation of additional 1,500,000,000 new Eduspec Shares of RM0.10 each.

AND THAT the Directors of the Company be and are hereby authorised to do all such acts and things as may be necessary or expedient in order to give effect to and complete the Proposed Increase in Authorised Share Capital."

SPECIAL RESOLUTION 1

PROPOSED AMENDMENT TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF EDUSPEC ("M&A") ("PROPOSED M&A AMENDMENT")

THAT subject to the passing of Ordinary Resolution 4, the existing Clause 5 of the Memorandum of Association and Article 4 of the Articles of Association of the Company be deleted in its entirety and the following be substituted therefore:

Memorandum of Association – Clause 5	
Existing	Proposed
The capital of the Company is RM50,000,000 divided into 500,000,000 shares of RM0.10 each, with power to increase or reduce its capital and the shares in the original or increased or reduced capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.	The capital of the Company is Ringgit Malaysia Two Hundred Million only (RM200,000,000.00) divided into Two Billion (2,000,000,000) ordinary shares of Ten Sen (RM0.10) each, with full power to increase or reduce its capital and the shares in the original or increased or reduced capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.
Articles of Association – Clause 4	
Existing	Proposed
The authorised capital of the Company is Ringgit Malaysia Fifty Million only (RM50,000,000.00) divided into Five Hundred Million (500,000,000) ordinary shares of Ten Sen (RM0.10) each all rank pari passu with one another.	The authorised capital of the Company is Ringgit Malaysia Two Hundred Million only (RM200,000,000.00) divided into Two Billion (2,000,000,000) ordinary shares of Ten Sen (RM0.10) each all rank pari passu with one another.

BY ORDER OF THE BOARD

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

Kuala Lumpur
30 August 2013

Notes:

1. 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.
2. 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.
3. 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.
4. 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.
5. Where a member of the Company 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 the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
6. In respect of deposited securities, only members whose names appear on the Record of Depositors on 23 September 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.