



**EDUSPEC
HOLDINGS BHD**

The No.1 K12 IT Education Provider in Asia

EDUSPEC HOLDINGS BERHAD

(Company No. 646756-X) (Incorporated in Malaysia)

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 II, Main Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Friday, 15 March 2019 at 10.00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution:-

SPECIAL RESOLUTION – PROPOSED SHARE CAPITAL REDUCTION

PROPOSED REDUCTION OF THE ISSUED SHARE CAPITAL OF EDUSPEC PURSUANT TO SECTION 117 OF THE COMPANIES ACT, 2016 (“ACT”)

“**THAT** subject to and conditional upon the approvals of all relevant authorities and/or parties (*where applicable*) pursuant to Section 117 of the Act, the Board of Directors of Eduspec (“**Board**”) be and is hereby given the authority and approval to reduce the issued share capital of the Company via the cancellation of the paid-up share capital which is lost or unrepresented by available assets of RM107,305,230 and that the credit arising from such share capital reduction to be utilised to set-off against the accumulated losses of Eduspec;

THAT the remaining balance after the setting off of the Company’s accumulated losses pursuant to the Proposed Share Capital Reduction shall be credited to the retained earnings of the Company, which shall be utilised in such manner as the Board deems fit and in the best interest of the Company as permitted by the relevant and applicable laws and the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad; and

AND THAT the Board be and is hereby authorised to approve, sign and execute all documents, do all things and acts as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Share Capital Reduction in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities, the relevant and applicable laws or deemed necessary or desirable by the Board.”

By Order of the Board

WONG YOUN KIM (MAICSA 7018778)

SIN MAY PENG (MAICSA 7018354)

Company Secretaries

Kuala Lumpur

20 February 2019

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/her stead. A proxy may but need not be a member of the Company.
2. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her 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/her 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 Registered Office of the Company 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 in the Record of Depositors on 11 March 2019 shall be eligible to attend, speak and vote at the meeting or appoint proxy(ies) to attend, speak and vote on his/her behalf.