



EDUSPEC HOLDINGS BHD

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

NOTICE OF FIFTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifteenth Annual General Meeting of Eduspec Holdings Berhad ("EHB" or "Company") will be held at Greens II, Main Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Friday, 9 August 2019 at 10.00 a.m. for the following purposes :

AGENDA

ORDINARY BUSINESS :

- To receive the Audited Financial Statements for the financial year ended 28 February 2019 together with the Reports of the Directors and Auditors thereon. *Please refer to Explanatory Note 1*
Resolution 1
- To approve the payment of Directors' fees of RM38,643 to be paid to Non-Executive Directors from 1 October 2018 to 28 February 2019. *Please refer to Explanatory Note 2*
Resolution 2
- To approve the payment of Directors' fees to be paid to Non-Executive Directors from 1 March 2019 until the conclusion of the next Annual General Meeting. *Please refer to Explanatory Note 2*
Resolution 3
- To re-elect Dato' Dr Mohd Ariff Bin Araff who retires pursuant to Article 80 of the Company's Articles of Association and being eligible, offers himself for re-election.
- To re-elect the following Directors who retire pursuant to Article 85 of the Company's Articles of Association and being eligible, offer themselves for re-election :
(a) Mr Lim Thian Loong
(b) Mr Su Keong Siong
(c) Mr Chang Lih Kang
(d) Dato' Lee Chin Chong
Resolution 4
Resolution 5
Resolution 6
Resolution 7
Resolution 8
- To re-appoint Messrs UHY as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 8**

SPECIAL BUSINESS :

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

7. ORDINARY RESOLUTION

- AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016**
"THAT subject to Sections 75 and 76 of the Companies Act, 2016 and the approvals of the relevant governmental/regulatory authorities, 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 ten per cent (10%) of the total number of issued shares of the Company (excluding treasury shares) for the time being. **Resolution 9**
Please refer to Explanatory Note 3
- AND THAT** such authority shall commence immediately upon passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."

8. ORDINARY RESOLUTION

- RETENTION OF INDEPENDENT DIRECTOR OF THE COMPANY**
"THAT subject to the passing of Resolution 3 and pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance, Dato' Dr Mohd Ariff Bin Araff be and is hereby retained as Independent Non-Executive Director of the Company and he shall continue to act as Independent Non-Executive Director notwithstanding that he has been on the Board of Directors of the Company for a cumulative term of more than nine (9) years since 19 December 2008." **Resolution 10**
Please refer to Explanatory Note 4

9. SPECIAL RESOLUTION

- PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY ("PROPOSED ADOPTION")**
"THAT the existing Memorandum and Articles of Association of the Company be revoked with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in Appendix "A" accompanying the Company's 2019 Annual Report be adopted as the new Constitution of the Company with immediate effect. **Special Resolution 1**
Please refer to Explanatory Note 5
- AND THAT** the Directors of the Company be authorised to do all acts and things and take all such steps that may be necessary and/or expedient to give effect to the Proposed Adoption with full power to assent to any modification, variation and/or amendment as may be required by the relevant authorities."

ANY OTHER BUSINESS :

- 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, 2016.

BY ORDER OF THE BOARD

WONG YOUN KIM (MAICSA 7018778)

SIN MAY PENG (MAICSA 7018354)

Company Secretaries

Kuala Lumpur

Dated : 28 June 2019

NOTES :

- A member of the Company entitled to attend and vote at the meeting may appoint one or more 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.
- 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.
- The instrument appointing a proxy in the case of an individual shall be signed by the appointor 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.
- 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.
- 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.
- Only members whose names appear in the Record of Depositors on 5 August 2019 shall be entitled to attend, speak and vote at the meeting or appoint proxy(ies) to attend, speak and vote on his/her behalf.

EXPLANATORY NOTES :

- AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 28 FEBRUARY 2019**
This item of the Agenda is meant for discussion only. The provision of Section 340(1) of the Companies Act, 2016 requires that the audited financial statements and the Reports of the Directors and Auditors thereon be laid before the Company at its Annual General Meeting. As such, this item of the Agenda is not a business which requires a resolution to be put to vote by shareholders.
- DIRECTORS' REMUNERATION**
Section 230(1) of the Companies Act, 2016 provides amongst others that the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting.
In this respect, the Board wishes to seek shareholders' approval for the following payments to the Non-Executive Directors of the Company at the Fifteenth Annual General Meeting in 2 separate resolutions as stated below :
Ordinary Resolution 1 seeks approval for payment of Directors' fees of RM38,643 to be paid to Non-Executive Directors from 1 October 2018 to 28 February 2019 due to change in financial year end of the Company from 30 September to 28 February.
Ordinary Resolution 2 seeks approval for payment of Directors' fees of up to RM2,500 per month per person payable to Non-Executive Directors from 1 March 2019 until the conclusion of the next Annual General Meeting of the Company.
- AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**
The proposed **Ordinary Resolution 9** is a renewal of the previous year's mandate and if passed, will authorise the Directors of the Company to issue new shares up to a maximum of 10% of the total number of issued shares (excluding treasury shares) of the Company at the time of issue, for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the shareholders of the Company in general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.
The general mandate granted by the shareholders at the last Annual General Meeting of the Company held on 26 March 2018 has been utilised via a private placement exercise which has been completed on 2 February 2019 where 100,000,000 new ordinary shares have been issued. The proceeds of RM2,000,000 raised from the private placement exercise had been utilised in the following manner as at 27 June 2019:

	RM'000
Proceeds from Private Placement	2,000
Utilisations	2,000
Balance of unutilised proceeds as at 27 June 2019	-

This mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain shareholders' approval so as to avoid incurring additional cost and time. This mandate is also meant for any possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment, working capital and/or acquisitions.

4. RETENTION OF INDEPENDENT DIRECTOR OF THE COMPANY

- The proposed **Ordinary Resolution 10** is to seek shareholders' approval to retain Dato' Dr Mohd Ariff Bin Araff as Independent Non-Executive Director of the Company. Dato' Ariff has served the Company as Independent Non-Executive Director for 11 years since 19 December 2008 and Dato' Ariff has expressed his intention to seek re-appointment as Independent Non-Executive Director of the Company. The Nomination Committee had assessed the independence of Dato' Ariff and recommended to the Board that Dato' Ariff be retained as Independent Non-Executive Director of the Company based on his ability to maintain independent judgement and to express unbiased views without any influence. Dato' Ariff is familiar with the Group's business operations and has devoted time and commitment and has exercised due care in discharging his duties and responsibilities as Independent Non-Executive Director. Dato' Ariff has fulfilled the criteria under the definition of Independent Director as defined in the Listing Requirements of Bursa Malaysia Securities Berhad.

5. PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY ("PROPOSED ADOPTION")

- The proposed **Special Resolution 1** is undertaken to align the Constitution of the Company with the Companies Act, 2016 and the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The details are set out in Appendix "A" accompanying the Company's 2019 Annual Report.
This Special Resolution requires a majority of not less than seventy-five percent (75%) of such members who are entitled to vote either in person or by proxy.