

## JM EDUCATION GROUP BERHAD

199201018821 (250325-T)

**NOTICE IS HEREBY GIVEN** that the Twenty-Sixth Annual General Meeting (“26<sup>th</sup> AGM” or “Meeting”) of JM EDUCATION GROUP BERHAD (“JM” or “the Company”) will be held at the Conference Room, Second Floor, No. 36, Jalan SS15/8, 47500 Subang Jaya, Selangor on Wednesday, 15 July 2020 at 10.00 a.m. to transact the following businesses:-

### A G E N D A

#### AS ORDINARY BUSINESS :

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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the reports of the Directors and Auditors thereon.                    | <b>PLEASE REFER TO<br/>NOTE (a)</b> |
| 2. To approve the payment of Directors’ fees and/or benefits of up to RM40,000 for the financial year ending 31 December 2020.   | <b>ORDINARY<br/>RESOLUTION 1</b>    |
| 3. To re-elect Mr. Goh Chi Jin as Director who retires by rotation in accordance with Clause 89 of the Company’s Constitution.   | <b>ORDINARY<br/>RESOLUTION 2</b>    |
| 4. To re-appoint Crowe Malaysia PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. | <b>ORDINARY<br/>RESOLUTION 3</b>    |

#### AS SPECIAL BUSINESS :

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

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| 5. <b>GENERAL AUTHORITY FOR THE DIRECTORS TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016</b> | <b>ORDINARY<br/>RESOLUTION 4</b> |
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“THAT pursuant to Sections 75 and 76 of the Companies Act 2016, and subject to Rule 5.04 of the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”), and approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to allot and issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution must be not more than 100% of the total number of issued shares, of which the aggregate number of shares issued other than on pro rata basis to existing shareholders must be not more than 50% of the total number of issued shares of the Company for the time being AND THAT the Directors be and are also empowered to obtain approval from Bursa Securities for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting (“AGM”) of the Company.”

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

By order of the Board

**TEA SOR HUA (MACS 01324) (SSM PC No.: 201908001272)**  
Company Secretary

Petaling Jaya, Selangor Darul Ehsan  
23 June 2020

**Notes:**

- a) The Agenda No. 1 is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval from shareholders for the Audited Financial Statements. Hence, Agenda No. 1 is not put forward for voting.
- b) A member of the Company who is entitled to attend, participate, speak and vote at the Meeting shall be entitled to appoint not more than two (2) proxies to attend, participate, speak and vote at the Meeting in his/her stead. Where a member appoints two (2) proxies, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
- c) A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- d) The instrument appointing a proxy shall be in writing signed by the appointor or of 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.
- e) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- f) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), 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 appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- g) To be valid, the instrument appointing a proxy must be deposited at the Share Registrar of the Company situated at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the Meeting.
- h) For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 64 of the Company's Constitution to issue a General Meeting Record of Depositors as at 8 July 2020. Only members whose names appear in the General Meeting Record of Depositors as at 8 July 2020 shall be regarded as members and entitled to attend, speak and vote at the Meeting.
- i) The members are advised to refer to the Administrative Guide on the registration process for the Meeting.

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### EXPLANATORY NOTES:

#### **Item 5 of the Agenda**

The Ordinary Resolution 4 proposed under item 5 of the Agenda is a renewal of the general mandate for the Directors to issue and allot shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to Rule 5.04 of the LEAP Market Listing Requirements of Bursa Securities.

This general mandate will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s). This would avoid any delay and cost involved in convening a general meeting to approve such an issue of shares. This authority will, unless revoked or varied by the Company at a general meeting, expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is the earlier.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last AGM held on 15 May 2019 which will lapse at the conclusion of the 26<sup>th</sup> AGM.

### ADMINISTRATIVE GUIDE:-

Your safety is the Company's top priority. The following precautionary measures will be taken at the Meeting in order to minimise the risk of community spread of COVID-19 pandemic:-

- a) A member is required to register ahead of the Meeting to allow the Company to make the necessary arrangements in relation to the Meeting, i.e. infrastructure, logistics and meeting venue(s) to accommodate the meeting participants by providing the below details by email to [huishien@jmecc.com](mailto:huishien@jmecc.com):-
  - i) Full name;
  - ii) Identity Card or Passport Number;
  - iii) Contact number (optional – for better co-ordination); and
  - iv) CDS account number

After verification of your registration against the Record of Depositors as at 8 July 2020, the Company will send you an email on or after 8 July 2020 to approve or reject your registration to attend physically at the Meeting venue.

- b) A health screening counter will be set up for the purpose of health screening and body temperature will be taken for all persons before entering the venue. A member or proxy who has temperature of 37.5°C or higher or exhibits flu-like symptoms will not be permitted to attend the Meeting.
- c) Members are encouraged to appoint the Chairman of the Meeting (or any other person) to act as proxy to attend and vote at the Meeting on their behalf by submitting the proxy form with predetermined voting instruction.
- d) In the interest of the public health including the well-being of our members, members must cooperate with the precautionary measures put in place by the Company should members or proxies wish to attend the Meeting in person. The Company will observe the directives, safety and precautionary requirements as prescribed by the Government, amongst others, the Ministry of Health, the Malaysian National Security Council, the Securities Commission Malaysia and other relevant authorities to curb the spread of COVID-19.

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- e) Members or proxies must sanitise their hands and are strongly advised to wear a face mask if they are attending the Meeting in person. Please note that no face mask will be provided at the venue.
- f) Members or proxies are advised to observe/maintain social distancing of at least 1 meter from each other throughout the Meeting.
- g) Members or proxies are advised to arrive early at the Meeting venue given that the above-mentioned precautionary measures may cause delay in the registration process.
- h) NO door gift will be provided to the members or proxies.
- i) NO refreshment will be served at the Meeting venue.