



The No.1 K12 IT Education Provider in Asia
EDUSPEC HOLDINGS BERHAD
(Registration No. 200401008252 (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 conducted fully virtual from the Broadcast Venue at Level 10, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur on Tuesday, 11 August 2020 at 10.00 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolution with or without any modifications:-

SPECIAL RESOLUTION

PROPOSED CONSOLIDATION OF EVERY 2 EXISTING ORDINARY SHARES IN EDUSPEC ("EDUSPEC SHARES" OR "SHARES") INTO 1 EDUSPEC SHARE ("PROPOSED SHARE CONSOLIDATION")

"THAT subject to the approvals being obtained from all the relevant authorities or parties (*if required*), approval be and is hereby given to the Company to give effect to the consolidation of every 2 existing Eduspec Shares into 1 Eduspec Share ("**Consolidated Share**");

THAT fractional entitlements arising from the Proposed Share Consolidation, if any, shall be disregarded and dealt with by the Board of Directors of the Company ("**Board**") in such manner at its absolute discretion as it may deem fit or expedient and in the best interests of the Company;

THAT the Consolidated Shares and warrants 2019 / 2024 issued by the Company shall rank pari passu in all respects with each other following the completion of the Proposed Share Consolidation;

AND THAT the Board be and is hereby authorised with full power to do all such acts, deeds and things and to execute and deliver on behalf of the Company all such documents and/or agreements as the Board may deem fit, necessary or expedient or appropriate in the best interests of the Company, in order to finalise, implement and/or give effect to the above transactions with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed or required by the relevant authorities."

By Order of the Board

WONG YOUN KIM (MAICSA 7018778)
Practicing Certificate No. 201908000410
SIN MAY PENG (MAICSA 7018354)
Practicing Certificate No. 202008001524
Company Secretaries

Kuala Lumpur
17 July 2020

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 24 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 5 August 2020 shall be eligible to attend, speak and vote at the meeting or appoint proxy(ies) to attend, speak and vote on his/her behalf.