



EDUSPEC HOLDINGS BHD

Registration No. 200401008252 (646756-X)
(Incorporated in Malaysia)

NOTICE OF SIXTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixteenth Annual 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 Friday, 28 August 2020 at 10.00 a.m. for the following purposes :

AGENDA

ORDINARY BUSINESS :

- To receive the Audited Financial Statements for the financial year ended 29 February 2020 together with the Reports of the Directors and Auditors thereon. *Please refer to Explanatory Note 1*
- To approve the payment of Directors' fees to be paid to Non-Executive Directors from 29 August 2020 until the conclusion of the next Annual General Meeting. **Resolution 1**
Please refer to Explanatory Note 2
- To re-elect Mr Lim Een Hong who retires by rotation pursuant to Clause 97 of the Company's Constitution and being eligible, offers himself for re-election. **Resolution 2**
- To re-elect Dato' Raja Munir Shah Bin Raja Mustapha who retires by rotation pursuant to Clause 97 of the Company's Constitution and being eligible, offers himself for re-election. **Resolution 3**
- To re-appoint Messrs UHY as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 4**

SPECIAL BUSINESS :

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

- 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.
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." **Resolution 5**
Please refer to Explanatory Note 3
- ORDINARY RESOLUTION**
RETENTION OF INDEPENDENT DIRECTOR OF THE COMPANY
"THAT pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance, Dato' Dr Mohd Ariff Bin Ariff 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 twelve (12) years." **Resolution 6**
Please refer to Explanatory Note 4

ANY OTHER BUSINESS :

- To transact any other business for which due notice shall have been given in accordance with the Company's Constitution and the Companies Act, 2016.

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
Dated : 30 July 2020

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 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.
- 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 24 hours before the time appointed for holding the meeting or any adjournment thereof.
- Only members whose names appear in the Record of Depositors on 24 August 2020 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 29 FEBRUARY 2020**
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 in respect of the proposed Ordinary **Resolution 1** for payment of Directors' fees of up to RM2,500 per month per person to be paid to Non-Executive Directors from 29 August 2020 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 5** 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.
As at the date of notice of meeting, no shares have been issued pursuant to the general mandate granted at the last Annual General Meeting of the Company.
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.
- RETENTION OF INDEPENDENT DIRECTOR OF THE COMPANY**
The proposed **Ordinary Resolution 6** is to seek shareholders' approval to retain Dato' Dr Mohd Ariff Bin Ariff as Independent Non-Executive Director of the Company. Dato' Ariff would have served the Company as Independent Non-Executive Director for a cumulative period of more than 12 years by 19 December 2020 and Dato' Ariff has expressed his intention to seek re-appointment as Independent Non-Executive Director of the Company. If the Board continues to retain independent director after 12 years pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance, the Board should provide justification and seek annual shareholders' approval through a two-tier voting process.
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.