

JM EDUCATION GROUP BERHAD

199201018821 (250325-T)
(Incorporated in Malaysia)

SHORT NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“Meeting” or “EGM”) of JM Education Group Berhad (“JM Education” or the “Company”) will be convened and held on fully virtual and entirely via remote participation and voting at the Broadcast Venue: Conference Room, Second Floor, 36, Jalan SS15/8, 47500 Subang Jaya, Selangor on Tuesday, 1 December 2020 at 10.00 a.m or any adjournment thereof, for the purpose of considering and if thought fit, passing the following resolution, with or without any modifications: -

SPECIAL RESOLUTION

PROPOSED DE-LISTING OF THE ENTIRE ISSUED SHARES AND THE PROPOSED WITHDRAWAL OF JM EDUCATION’S LISTING FROM THE OFFICIAL LIST OF THE LEAP MARKET OF BURSA MALAYSIA SECURITIES BERHAD (“BURSA SECURITIES”) PURSUANT TO RULES 8.05 AND 8.06 OF THE LEAP MARKET LISTING REQUIREMENTS OF BURSA SECURITIES (“LISTING REQUIREMENTS”) (“PROPOSED WITHDRAWAL OF LISTING”)

“THAT subject to the approval of Bursa Securities for the Proposed Withdrawal of Listing, approval be and is hereby given for the Proposed Withdrawal of Listing of JM Education from the Official List of the LEAP Market of Bursa Securities pursuant to Rules 8.05 and 8.06 of the Listing Requirements AND the Directors of the Company be and are hereby empowered and authorised:-

- (a) to take all steps and to do all acts, deeds and things as they may consider necessary, expedient and/or appropriate to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or applications to implement, complete and give full effect to the Proposed Withdrawal of Listing; and
- (b) to assent to any conditions, modifications, variations and/or amendments to the terms of the Proposed Withdrawal of Listing as may be required by Bursa Securities or any of the relevant authorities or in such manner as the Directors may in their absolute discretion deem fit or expedient for the benefit of the Company.”

BY ORDER OF THE BOARD

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

Petaling Jaya, Selangor Darul Ehsan
24 November 2020

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NOTES :

- a) All members of the Company as at the date of this Notice, who are collectively holding 67,800,000 ordinary shares in the Company, representing the entire issued share capital, had given their consent to accept a shorter notice than the prescribed period for calling the EGM pursuant to Section 316 of the Companies Act 2016 and Clause 63 of the Company's Constitution.
- b) Bursa Securities had via its letter dated 20 November 2020, approved the Company's application for the waiver from compliance with the requirement to issue a circular for the purpose of convening a General Meeting, to extend an Exit Offer and to undertake the appointment of Independent Adviser pursuant to Rules 8.06(1)(a), (c) and (d) of the Listing Requirements, respectively, in connection with the Proposed Withdrawal of Listing.
- c) 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.
- d) 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.
- e) 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.
- f) 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.
- g) 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.
- h) To be valid, the instrument appointing a proxy must be deposited at the registered office of the Company situated at Third Floor, No. 77, 79 & 81, Jalan SS 21/60, Damansara Utama, 47400 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for holding the Meeting.
- i) 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 25 November 2020. Only members whose names appear in the General Meeting Record of Depositors as at 25 November 2020 shall be regarded as members and entitled to attend, speak and vote at the Meeting.