

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the postponed Thirty-Fifth Annual General Meeting of SEG International Bhd ("SEGi" or "the Company") will be held as a fully virtual meeting through live streaming and online remote voting using Remote Participation and Voting ("RPV") facilities provided by Vote2U via online meeting platform at <https://web.vote2u.my> (Domain registration number with MYNIC D6A471702) on Monday, 27 September 2021 at 2.30 p.m. for the following purposes:-



SEG
International
Bhd
(145998-U)

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the year ended 31 December 2020 together with the Reports of Directors and Auditors thereon. **(Please refer to Note 1)**
- To approve the payment of Directors' fees for the year ended 31 December 2020. **(Ordinary Resolution 1)**
- To re-elect the following Directors who retire pursuant to Clause 87 of the Constitution of the Company:-
(a) Tan Sri Megat Najmuddin Bin Dato' Seri Dr. Haji Megat Khas **(Ordinary Resolution 2)**
(b) Nicholas Rupert Heylett Bloy **(Ordinary Resolution 3)**
(c) Edwin Fua Chye Jin **(Ordinary Resolution 4)**
- To re-appoint Messrs. Ernst & Young PLT as Auditors of the Company and authorise the Directors to fix their remuneration. **(Ordinary Resolution 5)**

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions:-

- Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016**
"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other applicable laws, regulations and guidelines, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to issue shares in the Company, at any time and upon such terms and conditions and for such purposes and to such person or persons whomsoever, whether or not a shareholder of the Company, as the Directors may, determine in their absolute discretion is in the best interest of the Company and its shareholders, and subject further to such terms and conditions as the Directors in their absolute discretion may deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution not exceed 20% of the issued capital of the Company for the time being and that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Securities and that such authority shall continue in force until 31 December 2021. Thereafter, the aggregate number of shares to be issued shall not exceed 10% of the total number of issued capital of the Company until the conclusion of the next Annual General Meeting ("AGM") of the Company." **(Ordinary Resolution 6)**

- Proposed Renewal of Authority for the Purchase by SEG International Bhd ("SEGi") of its Own Shares ("Proposed Share Buy-Back")**
"THAT, subject to the Act (as may be amended, modified or re-enacted from time to time), the Constitution of the Company, the Main Market Listing Requirements of Bursa Securities and any other relevant authorities, the Company be and is hereby authorised to purchase on the market of the Bursa Securities and/or hold such number of ordinary shares in SEGi ("SEGi Shares") as may be determined by the Directors from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that:

- the total aggregate number of shares purchased or to be purchased pursuant to this resolution does not exceed ten percent (10%) of the total issued share capital of the Company for the time being;
- the maximum funds to be allocated by the Company for the purpose of purchasing the shares shall not exceed the total retained profits of the Company at the time of the purchase(s). As at 31 December 2020, the Company's retained profit based on the latest audited financial statements was recorded at RM3,285,000, and based on the latest management financial statements as at 31 March 2021, the Company's retained profit was RM4,246,000; and
- upon the purchase by the Company of its own shares, the Directors shall have the absolute discretion to decide whether such shares purchased are to be cancelled and/or retained as treasury shares and subsequently distributed as dividends or resold on the market of the Bursa Securities or be cancelled or any combination thereof;

AND THAT the authority conferred by this resolution shall commence immediately upon the passing of this resolution and shall continue to be in force until:-

- the conclusion of the next AGM of the Company, at which time it will lapse, unless renewed by an ordinary resolution passed by the shareholders of the Company in a general meeting;
- the expiry of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier;

AND THAT the Directors be and are hereby authorised to act and to take all such steps to give full effect to the Proposed Share Buy-Back and do all such acts and things as they may deem necessary or expedient in the best interests of the Company." **(Ordinary Resolution 7)**

- Continuing in Office as Independent Non-Executive Directors**

(a) "THAT approval be and is hereby given to Tan Sri Megat Najmuddin Bin Dato' Seri Dr. Haji Megat Khas, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM of the Company." **(Ordinary Resolution 8)**

(b) "THAT approval be and is hereby given to Dato' Amos Siew Boon Yeong, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM of the Company." **(Ordinary Resolution 9)**

(c) "THAT approval be and is hereby given to Dato Goh Leng Chua, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM of the Company." **(Ordinary Resolution 10)**

- To consider any other business of which due notice shall have been given.

By Order of the Board

CHONG POH YEE (MIA 7620) (SSM PC No. 202008003453)
HEW LING SZE (MAICSA 7010381) (SSM PC No. 202008000754)
Secretaries

Petaling Jaya, Selangor
28 August 2021

Notes:-

- The Agenda Item No.1 is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.
- A member entitled to attend and vote at the meeting is entitled to appoint not more than two proxies to attend and vote in his stead. There shall be no restriction as to the qualification of the proxy. A member who is an exempt authorised nominee may appoint at least one proxy in respect of each securities account it holds.
- The Form of Proxy must be deposited at the Registered Office of the Company at 6th Floor, SEGi University, No. 9, Jalan Teknologi, Taman Sains Selangor, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan, or emailed to corporate@segi.edu.my, not less than 48 hours before the time and date of the meeting or adjourned meeting, and in the case of a poll, it shall be deposited not less than 24 hours before the time appointed for the taking of the poll.
- The details of the Directors' remuneration, including the Directors' fees, are set out in the CG Report 2020. In determining the fees payable to the Non-Executive Directors, the Board considered the areas of responsibilities and risk involved for each Non-Executive Director. Shareholders' approval will be sought prior to the payment.
- Explanatory notes on Special Business

a. Ordinary Resolution 6 - Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Ordinary Resolution 6, if passed, will give authority to the Directors of the Company to issue ordinary shares in the Company up to an aggregate amount of not exceeding 20% of the issued share capital of the Company, until 31 December 2021, and thereafter, the aggregate number of shares to be issued will be reinstated pursuant to paragraph 6.03(1) of the Main Market Listing Requirements of Bursa Securities where it shall not exceed 10% of the total number of issued share capital of the Company, for such purposes, and to such person or persons whomsoever, whether or not a shareholder of the Company, as the Directors consider would be in the best interest of the Company and its shareholders. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

The general mandate, once approved and renewed, will provide flexibility to the Company 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).

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 Thirty-Fourth AGM held on 23 September 2020 and hence no proceeds were raised therefrom.

b. Ordinary Resolution 7 - Proposed Renewal of Authority for the Proposed Share Buy-Back

The proposed Ordinary Resolution 7, if passed, will empower the Directors to purchase SEGi shares through Bursa Securities up to an amount not exceeding ten percent (10%) of the issued share capital of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

Detailed information on the Proposed Share Buy-Back is set out in the Statement to Shareholders dated 31 May 2021.

c. Ordinary Resolutions 8, 9 and 10 - Continuing in Office as Independent Directors

The proposed Ordinary Resolutions 8, 9 and 10 relate to the approval by shareholders for Tan Sri Megat Najmuddin Bin Dato' Seri Dr. Haji Megat Khas, Dato' Amos Siew Boon Yeong and Dato Goh Leng Chua to continue in office as Independent Directors. Following an assessment and recommendation by the Nominating Committee, the Board recommended that the approval of the shareholders be sought for:

- Tan Sri Megat Najmuddin Bin Dato' Seri Dr. Haji Megat Khas and Dato' Amos Siew Boon Yeong who have served as Independent Directors for a cumulative term of more than twelve years, through a two-tier voting process, for their continuing in office as Independent Non-Executive Directors; and
- Dato Goh Leng Chua who has served as Independent Director for a cumulative term of more than nine years, for his continuing in office as Independent Non-Executive Director;

based on the following justifications:

- They have met the independence guidelines as set out in Chapter 1 of the Main Market Listing Requirements of Bursa Securities and are therefore deemed able to give independent opinions to the Board;
- Being Directors for more than nine years have given them added advantages to contribute positively during deliberations/discussions at meetings as they are familiar with the operations of the Company and possess in depth knowledge of the Company's operations;
- They have contributed sufficient time and exercised due care during their tenure as Independent Directors;
- They have discharged their professional duties in good faith and also in the best interest of the Company and shareholders;
- They have vigilantly safeguarded the interests of the minority shareholders of the Company;
- They have the calibre, qualifications, experiences and personal qualities to challenge management in an effective and constructive manner; and
- They actively participated in the Board deliberations and have never compromised on their independent judgement.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

No individual is standing for election as Director at the forthcoming AGM of the Company.



**ADMINISTRATIVE GUIDE FOR THE POSTPONED
35TH ANNUAL GENERAL MEETING (“AGM”)**

Company No. 198501013542(145998-U)

Date : Monday, 27 September 2021
Time : 2.30 p.m.
Fully Virtual Meeting accessible at : Online Meeting Platform via Vote2U at <https://web.vote2u.my>
Domain Registration Numbers with MYNIC : D6A471702

In view of the current Covid-19 pandemic and in accordance with the decree of the Government of Malaysia (“**Government**”) and the Guidance and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia (“**SC**”) (“**Guidance Note and FAQs**”).

All general meetings in the areas under Phase 1 of the National Recovery Plan shall be conducted virtually and all meeting participants including the Chairperson of the meeting, board members, senior management and shareholders are required to participate in the meeting via the online platform.

The 35th AGM of SEG International Bhd (“**SEGi**” or “**the Company**”) will therefore be conducted virtually through live streaming and online remote voting using Remote Participation and Voting (“**RPV**”) facilities provided by Vote2U via online platform at <https://web.vote2u.my>.

Kindly note that the quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection at your location and the device you use. Hence, you are to ensure that your internet connectivity throughout the duration of the meeting is maintained.

Entitlement to Participate and Vote Remotely

Shareholders whose names appear on the Record of Depositors (“**ROD**”) as at 20 September 2021 shall be eligible to attend, participate and vote remotely in the meeting, or appoint proxy(ies)/ the Chairman of the general meeting to attend, participate and/or vote on his/her behalf.

PROCEDURES TO PARTICIPATE IN RPV FACILITIES

Kindly follow the procedures below to participate in the RPV facilities:

*** BEFORE MEETING DAY ***

A: REGISTRATION AS INDIVIDUAL SHAREHOLDERS		
A:	Description	Procedure
i.	Shareholders to Register with Vote2U	a. Access website at https://web.vote2u.my b. Select “ Sign Up ” to sign up as user. c. Read and indicate your acceptance of the ‘Privacy Policy’ and ‘Terms & Conditions’ by clicking on a small box <input type="checkbox"/> . Then select “ Next ”. d. Fill-in your details – (i) ensure your email address is valid & (ii) create your own password (for the account created with Vote2U). Then select “ Continue ”. e. Upload a clear copy of your MyKAD for Malaysian (front only) or passport for non-Malaysian (page with photo). f. Registration as user with Vote2U is completed. g. The registration will be verified and an email notification will be sent to your registered email address in due course. <i>Note:</i> <i>If you have already signed up/registered as a user with Vote2U previously, you are not required to register again.</i>

B: REGISTRATION AS PROXY FOR SHAREHOLDER/CORPORATE REPRESENTATIVE/ ATTORNEY		
	Description	Procedure
i.	Submit Proxy Form (hard copy) or scan and email the Proxy Form	a. Fill-in the details of the Proxy Form by providing the following information: <ul style="list-style-type: none"> ○ Proxy(ies) & Corporate Representative <ul style="list-style-type: none"> ● Name ● Number of MyKAD for Malaysian or passport for non-Malaysian ● Address and email address – ensure email address is valid b. Corporate Representative only – deposit the hard copy of Proxy Form with Corporation’s Common Seal or under the hand of an officer or attorney so authorised to the address as stated on the Proxy Form, or email to corporate@segi.edu.my . c. Individual shareholders, authorised nominee and exempt authorised nominee - deposit the hard copy Proxy Form to the address as stated on the Proxy Form, or email to corporate@segi.edu.my . d. Submitted Proxy Form will be verified. e. After verification, proxy(ies) and corporate representative will receive an email notification with temporary credentials, i.e. email address & password, to log in to Vote2U.

*** ON GENERAL MEETING DAY ***

1.	Log in to https://web.vote2u.my with your registered email address and password. For proxy(ies) and corporate representative, log in with the temporary credentials in the email which you have received from Vote2U.
2.	Vote2U will be opened for log in one (1) hour before the commencement of the general meeting you are attending.
3.	When you are logged in, select the general meeting event you are attending. On the main page, you are able to access the following:

	Description	Procedures
i.	Livestream	a. Select “ Watch Live ” button to view the livestream.
ii.	Ask Question (real-time)	a. Select “ Ask Question ” button to pose a question. b. Type in your question and select “ Submit ”. <u>Note:</u> <i>The Chairman of the general meeting/ Board of Directors will endeavour to respond to questions submitted by remote shareholders and proxies and corporate representatives during the meeting subject to the time limitation. You may contact our Investor Relations Department should you have queries unanswered.</i>
iii.	Remote Voting	a. On the main page, scroll down and select “ Confirm Details & Start Voting ”. b. To vote, select your voting choice from the options provided. A confirmation screen will appear to show your selected vote. Select “ Next ” to continue voting for all resolutions. c. After you have completed voting, a Voting Summary page appears to show all the resolutions with your voting choices. Select “ Confirm ” to submit your vote. <u>Note:</u> <i>Once you have confirmed and submitted your votes, you are <u>not able</u> to change your voting choices.</i>

iv.	View Voting Results	a. On the main page, scroll down and select “ <i>View Voting Results</i> ” when the Chairman of the Meeting has declared the results.
v.	End of RPV	a. Upon the announcement by the Chairman of the general meeting on the closure of the said meeting, the live streaming will end. b. You may log out from Vote2U.

ADDITIONAL INFORMATION

Voting Procedure

Pursuant to paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at a general meeting will be conducted by poll. The Company has appointed Agmo Digital Solutions Sdn. Bhd. as the Poll Administrator to conduct the polling process and Aegis Communication Sdn. Bhd. as the Independent Scrutineers to verify the results of the poll.

Upon completion of the voting session for the postponed 35th AGM, the Independent Scrutineers will verify the poll results followed by the Chairman’s declaration whether the resolutions are duly passed.

No Recording or Photography

Unauthorised recording and photography of the proceedings of the postponed 35th AGM are strictly prohibited.

No e-Voucher, Gift, and Food Voucher

There will be no e-Voucher, gift, or food voucher for shareholders, proxies and corporate representatives who participate in the meeting.

Enquiry

- a. For enquiries relating to the general meeting, please contact the following during office hours (9:00 a.m. to 5:00 p.m.) on Mondays to Fridays (except public holidays):

Telephone No. : +603-6287 3777
 Email : corporate@segi.edu.my
 Contact person : Company Secretarial Department

- b. For enquiries relating to RPV facilities or issues encountered during registration, log in, connecting to the live streaming and online voting facilities, please contact Vote2U helpdesk during office hours (9:00 a.m. to 5:00 p.m.) on Mondays to Fridays (except public holidays):

Telephone No. : +603-7664 8520 / 03-7664 8521
 Email : vote2u@agmostudio.com