

NOTICE OF TWENTIETH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twentieth Annual General Meeting ("20th AGM") of Eduspec Holdings Berhad ("Eduspec" or "Company") will be held on a fully virtual basis from the broadcast venue at Manuka 2 & 3, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia and entirely via remote participation and voting through the online meeting platform hosted on TIIH Online website at <https://tiih.online> provided by Tricor Investor & Issuing Services Sdn Bhd, Malaysia on Thursday, 15 August 2024 at 11.00 a.m. or at any adjournment thereof for the following purposes:

AGENDA

ORDINARY BUSINESS :

1. To receive the Audited Financial Statements for the financial year ended 29 February 2024 together with the Directors' Report and Auditors' Report. *Explanatory Note 1*
2. To approve the payment of Directors' fees to be paid to Non-Executive Directors from 16 August 2024 until the conclusion of the next Annual General Meeting. **Resolution 1**
Explanatory Note 2
3. To re-elect the following Directors who retire by rotation pursuant to Clause 97 of the Company's Constitution and being eligible, offer themselves for re-election: **Resolution 2**
Resolution 3
Explanatory Note 3
 - (a) Dato' Lee Chin Chong
 - (b) Mr Jason Fong Jian Sheng
4. To re-elect the following Directors who retire by casual vacancy pursuant to Clause 104 of the Company's Constitution and being eligible, offer themselves for re-election: **Resolution 4**
Resolution 5
Explanatory Note 3
 - (a) Dato' Kang Pang Kiang
 - (b) Mr Ang Seng Wong
5. To re-appoint Messrs UHY as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 6**
Explanatory Note 4

SPECIAL BUSINESS :

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

6. **ORDINARY RESOLUTION**
AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 75 AND SECTION 76 OF THE COMPANIES ACT 2016 **Resolution 7**
Explanatory Note 5

"**THAT** pursuant to Section 75 and Section 76 of the Companies Act 2016 and subject always to the Constitution of the Company, the ACE Market Listing Requirements and the approvals of the relevant governmental and/or regulatory authorities, if applicable, the Directors be and are hereby given full authority to allot and 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 10% of the total number of issued shares (excluding treasury shares, if any) of the Company for the time being **AND THAT** the Directors be and are hereby given full authority to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad **AND THAT** such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company or at the expiry of the period within which the next Annual General Meeting is required to be held in accordance with the provisions of the Companies Act 2016, whichever is the earlier.

THAT pursuant to Section 85(1) of the Companies Act 2016 read together with Clause 54 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights conferred upon the existing shareholders of the Company to be offered new shares of the Company which rank equally to the existing shares of the Company **AND THAT** the Board of Directors is exempted from the obligation to offer such new shares first to the existing shareholders of the Company in respect of the allotment and issuance of new shares pursuant to Section 75 and Section 76 of the Companies Act 2016."

ANY OTHER BUSINESS :

7. 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 : 24 June 2024

NOTES :

1. A member of the Company entitled to participate and vote at the meeting may appoint one or more proxies (or being a corporate member, a corporate representative) to participate 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. 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.
5. 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 office of the Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than 24 hours before the time appointed for holding the meeting or any adjournment thereof.
6. Only members whose names appear in the Record of Depositors on 9 August 2024 shall be entitled to participate, speak and vote at the meeting or appoint proxy(ies) to participate, speak and vote on his/her behalf.
7. All resolutions set out in the notice of meeting will be put to vote by poll.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend/participate, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

EXPLANATORY NOTES:

1. **AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 29 FEBRUARY 2024**
This item on 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 Directors' Report and Auditors' Report be laid before the Company at its AGM. As such, this item on the agenda is not a business which requires a resolution to be put to vote by shareholders.
2. **DIRECTORS' REMUNERATION**
Section 230(1) of the Companies Act 2016 provides, among 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 for the following payment to the Directors of the Company at the 20th AGM.
Ordinary Resolution 1 seeks approval for payment of Directors' fees of up to RM2,500 per person per month to be paid to Non-Executive Directors of the Company from 16 August 2024 until the conclusion of the next AGM of the Company.
3. **RE-ELECTION OF DIRECTORS**
The profile of the Directors who are standing for re-election under items 3 and 4 of the agenda is set out in the Directors' Profile of the 2024 Annual Report.
Based on the recommendation of the Nomination Committee, the Board is satisfied with the performance and contributions of the following retiring Directors and supports their re-election based on the justifications as stated below:
Ordinary Resolution 2 - Re-election of Dato' Lee Chin Chong as Executive Director
The Nomination Committee and the Board was satisfied that Dato' Lee Chin Chong has the necessary experience and expertise to make contributions to the Board and had diligently discharged his duties and responsibilities as Executive Director of the Company. Shareholders' approval is sought for the re-election of Dato' Lee Chin Chong under **Ordinary Resolution 2**.
Ordinary Resolution 3 - Re-election of Mr Jason Fong Jian Sheng as Independent Non-Executive Director
The Nomination Committee and the Board was satisfied that Mr Jason Fong Jian Sheng fulfils the requirement of independence set out in the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad as well as the prescribed criteria under the Malaysian Code on Corporate Governance 2021. He has exercised due care and carried out his professional duties as Independent Non-Executive Director of the Company. He has demonstrated his independence through his engagement in the meetings by giving valuable insights to the Board and Board Committees. Shareholders' approval is sought for the re-election of Mr Jason Fong Jian Sheng under **Ordinary Resolution 3**.
Ordinary Resolution 4 - Re-election of Dato' Kang Pang Kiang as Executive Chairman
In accordance with Clause 104 of the Company's Constitution, a Director appointed by the Board shall hold office only until the conclusion of the next AGM and shall then be eligible for re-election. Dato' Kang Pang Kiang who was appointed as Director of the Company on 15 April 2024 and redesignated from Executive Deputy Chairman to Executive Chairman on 6 June 2024 shall retire pursuant to Clause 104 of the Company's Constitution and being eligible, offers himself for re-election as Director of the Company at the 20th AGM. Shareholders' approval is sought for the re-election of Dato' Kang Pang Kiang under **Ordinary Resolution 4**.
Ordinary Resolution 5 - Re-election of Mr Ang Seng Wong as Independent Non-Executive Director
In accordance with Clause 104 of the Company's Constitution, a Director appointed by the Board shall hold office only until the conclusion of the next AGM and shall then be eligible for re-election. Mr Ang Seng Wong who was appointed as Director of the Company on 13 June 2024 shall retire pursuant to Clause 104 of the Company's Constitution and being eligible, offers himself for re-election as Director of the Company at the 20th AGM. Shareholders' approval is sought for the re-election of Mr Ang Seng Wong under **Ordinary Resolution 5**.
4. **RE-APPOINTMENT OF AUDITORS**
The Audit and Risk Management Committee was satisfied that the auditors, Messrs UHY meet the relevant criteria prescribed by Rule 15.21 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Board at its Board meeting held on 19 June 2024 approved the recommendation of the Audit and Risk Management Committee to seek shareholders' approval for Ordinary Resolution 6 at the 20th AGM.
5. **AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 75 AND SECTION 76 OF THE COMPANIES ACT 2016**
Ordinary Resolution 7 is proposed for the purpose of renewing the general mandate for issuance of shares by the Company under Section 75 and Section 76 of the Companies Act 2016. If passed, it will give the Directors of the Company authority to issue shares up to an amount not exceeding 10% of the total number of issued shares (excluding treasury shares, if any) of the Company at any time in their absolute discretion without the need to convene a general meeting. The authorisation, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM of the Company. The general mandate, if granted, 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 projects, working capital and/or acquisition(s). The Board is of the opinion that the 10% general mandate is in the best interest of the Company and its shareholders. The general mandate granted by the shareholders at the last AGM held on 16 August 2023 has been utilised via a private placement exercise where 106,625,500 new ordinary shares have been issued. The proceeds of RM6,898,669.85 raised from the private placement exercise had been utilised in the following manner as at 24 June 2024:

Proceed from Private Placement	RM'000
Utilisation	6,899
Balance of unutilised proceeds as at 24 June 2024	-

Pursuant to Section 85(1) of the Companies Act 2016 read together with Clause 54 of the Company's Constitution, the shareholders of the Company have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares of the Company. In order for the Board to issue any new shares, such pre-emptive rights must be waived. By you voting in favour of the proposed Ordinary Resolution 7, you will be waiving your statutory pre-emptive rights and the proposed Ordinary Resolution 7, if passed, will exclude your statutory pre-emptive rights to be offered any new shares to be allotted and issued by the Company pursuant to Section 75 and Section 76 of the Companies Act 2016, which will result in a dilution to your shareholdings in the Company.



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

**ADMINISTRATIVE NOTES FOR THE FULLY VIRTUAL
 TWENTIETH ANNUAL GENERAL MEETING (“20TH AGM”)**

Date : Thursday, 15 August 2024
Time : 11:00 a.m.
Broadcast Venue : Manuka 2 & 3, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No 8, Jalan Kerinchi, 59200 Kuala Lumpur
Online Meeting Platform : <https://tiih.online>

REMOTE PARTICIPATION AND VOTING (“RPV”) FACILITIES

- The RPV facilities are available on Tricor Investor & Issuing House Services Sdn Bhd’s (“Tricor”) online website at <https://tiih.online> (“TIIH Online”).
- Shareholders are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, “participate”) remotely at the 20th AGM using RPV facilities from Tricor.
- Kindly refer to “Procedures to Participate in RPV” as set out below for the requirements and procedures.

PROCEDURES TO PARTICPATE IN RPV

Please read and follow the procedures below to engage in remote participation through live streaming and online remote voting at the 20th AGM using the RPV facilities:

▪ **Before the 20th AGM Day**

Procedure	Action
i. Register as a user with TIIH Online	<ul style="list-style-type: none"> • Using your computer, access to website at https://tiih.online. Register as a user under the “e-Services” select “Create Account by Individual Holder”. Refer to the tutorial guide posted on the homepage for assistance. • Registration as a user will be approved within one (1) working day and you will be notified via e-mail. • If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online.
ii. Submit your request to attend the 20th AGM remotely	<ul style="list-style-type: none"> • Registration is open on Monday, 24 June 2024 until the day of 20th AGM on Thursday, 15 August 2024. Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the 20th AGM to ascertain their eligibility to participate the 20th AGM using the RPV. • Login with your user ID (i.e. e-mail address) and password and select the corporate event: (Registration) EDUSPEC 20TH AGM. • Read and agree to the Terms & Conditions and confirm the Declaration. • Select “Register for Remote Participation and Voting”. • Review your registration and proceed to register. • System will send an e-mail to notify that your registration for remoteparticipation is received and will be verified. • After verification of your registration against the Record of Depositors as at 9 August 2024, the system will send you an e-mail after 14 August 2024 to approve or reject your registration for remote participation. <i>(Note: Please allow sufficient time for approval of new user of TIIH Online and registration for the RPV)</i>

▪ **On the 20th AGM Day**

Procedure	Action
i. Login to TIIH Online	<ul style="list-style-type: none"> • Login with your user ID and password for remote participation at the 20th AGM at any time from 10:00 a.m. i.e. 1 hour before the commencement of meeting at 11:00 a.m. on Thursday, 15 August 2024.
ii. Participate through Live Streaming	<ul style="list-style-type: none"> • Select the corporate event: (Live Stream Meeting) EDUSPEC 20TH AGM to engage in the proceedings of the 20th AGM remotely. <p>If you have any question for the Chairman/Board, you may use the Query Box to transmit your question. The Chairman/Board will try to respond to questions submitted by remote participants during the 20th AGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting.</p>
iii. Online remote voting	<ul style="list-style-type: none"> • Voting session commences from 11:00 a.m. on Thursday, 15 August 2024 until a time when the Chairman announces the end of the session. • Select the corporate event: (Remote Voting) EDUSPEC 20TH AGM or if you are on the live stream meeting page, you can select “GO TO REMOTE VOTING PAGE” button below the Query Box. • Read and agree to the Terms & Conditions and confirm the Declaration. • Select the CDS account that represents your shareholdings. • Indicate your votes for the resolutions that are tabled for voting. • Confirm and submit your votes.
iv. End of remote participation	Upon the announcement by the Chairman on the conclusion of the 20th AGM, the Live Streaming will end.

Note to users of the RPV facilities:

- (i) Should your registration for RPV be approved, we will make available to you the rights to join the live stream meeting and to vote remotely. Your login to TIIH Online on the day of meeting will indicate your presence at the virtual meeting.
- (ii) The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
- (iii) In the event you encounter any issues with logging-in, connection to the live stream meeting or online voting on the meeting day, kindly call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 or e-mail to tiih.online@my.tricorglobal.com for assistance.

ENTITLEMENT TO PARTICIPATE AND APPOINTMENT OF PROXY

- Only members whose names appear on the Record of Depositors as at **9 August 2024** shall be eligible to participate at the 20th AGM or appoint a proxy(ies) and/or the Chairman of the Meeting to attend and vote on his/her behalf.
- In view that the 20th AGM will be conducted on a virtual basis, a member can appoint the Chairman of the Meeting as his/her proxy and indicate the voting instruction in the Proxy Form.
- If you wish to participate in the 20th AGM yourself, please do not submit any Proxy Form for the 20th AGM. You will not be allowed to participate in the 20th AGM together with a proxy appointed by you.
- Accordingly, proxy forms and/or documents relating to the appointment of proxy/corporate representative/attorney for the 20th AGM whether in hard copy or by electronic means shall be deposited or submitted in the following manner not later than **Wednesday, 14 August 2024 at 11:00 a.m.**

(a) In hard copy form

By hand or post to the office of the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

(b) By electronic form

All shareholders have the option to submit the Proxy Form electronically via TIIH Online and the steps to submit are summarised below:

Procedure	Action
i. Steps for Individual Shareholders	
Register as a User with TIIHOnline	<ul style="list-style-type: none"> Using your computer, please access the website at https://tiih.online. Register as a user under the “e-Services”. Please refer to the tutorial guide posted on the homepage for assistance. If you are already a user with TIIH Online, you are not required to register again.
Proceed with submission of Proxy Form	<ul style="list-style-type: none"> After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password. Select the corporate event: “EDUSPEC 20TH AGM - Submission of Proxy Form”. Read and agree to the Terms and Conditions and confirm the Declaration. Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf. Appoint your proxy(ies) and insert the required details of your proxy(ies) or appoint the Chairman as your proxy. Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide on your votes. Review and confirm your proxy(s) appointment. Print the form of proxy for your record.
ii. Steps for corporation or institutional shareholders	
Register as a User with TIIH Online	<ul style="list-style-type: none"> Access TIIH Online at https://tiih.online Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects “Create Account by Representative of Corporate Holder”. Complete the registration form and upload the required documents. Registration will be verified, and you will be notified by email within one (1) to two (2) working days. Proceed to activate your account with the temporary password given in the email and re-set your own password. Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact our Share Registrar if you need clarifications on the user registration.
Proceed with submission of Proxy Form	<ul style="list-style-type: none"> Login to TIIH Online at https://tiih.online Select the corporate exercise name: “EDUSPEC 20TH AGM - Submission of Proxy Form” Agree to the Terms & Conditions and Declaration. Proceed to download the file format for “Submission of Proxy Form” in accordance with the Guidance Note set therein. Prepare the file for the appointment of proxies by inserting the required data. Login to TIIH Online, select corporate exercise name: “EDUSPEC 20TH AGM - Submission of Proxy Form”. Proceed to upload the duly completed proxy appointment file. Select “Submit” to complete your submission. Print the confirmation report of your submission for your record.

VOTING AT MEETING

- The voting at the 20th AGM will be conducted on a poll pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Malaysia**”). The Company has appointed Tricor to conduct the poll voting electronically (“**e-voting**”) and Scrutineer Solutions Sdn Bhd as Independent Scrutineers to verify the poll results.
- Shareholders can proceed to vote on the resolutions before the end of the voting session which will be announced by the Chairman of the Meeting and submit your votes at any time from the commencement of the 20th AGM at 11:00 a.m. Kindly refer to “Procedures to Participate in RPV” provided above for guidance on how to vote remotely via TIIH Online.

RESULTS OF THE VOTING

The resolutions proposed at the 20th AGM and the results of the voting will be announced at the 20th AGM and subsequently via an announcement made by the Company through Bursa Malaysia at www.bursamalaysia.com.

PRE-MEETING SUBMISSION OF QUESTIONS TO THE BOARD OF DIRECTORS

The Board recognises that the 20th AGM is a valuable opportunity for the Board to engage with shareholders. In order to enhance the efficiency of the proceedings of the 20th AGM, shareholders may in advance, before the 20th AGM, submit questions to the Board of Directors via TIIH Online at <https://tiih.online>, by selecting “e-Services” to login, post your questions and submit it electronically no later than Wednesday, 14 August 2024. The Board of Directors will endeavor to address the questions received at the 20th AGM.

ENQUIRY

If you have any enquiries on the above, please contact the following person-in charge during office hours on Mondays to Fridays from 9:00 a.m. to 5:30 p.m. (except on public holidays):

Tricor Investor & Issuing House Services Sdn Bhd
General/Fax No : +603 - 2783 9299 / +603 - 2783 9222
Email : is.enquiry@my.tricorglobal.com