



**EDUSPEC
HOLDINGS BHD**

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 on a virtual basis through live streaming from the broadcast venue at Manuka 2 & 3, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia on Thursday, 15 August 2024 at 3:00 p.m., or immediately after the conclusion of the Extraordinary General Meeting which will be held at 2:00 p.m. on the same day at the same venue, whichever is later or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions with or without modifications:-

ORDINARY RESOLUTION 1

PROPOSED DIVERSIFICATION OF THE EXISTING BUSINESS OF EDUSPEC AND ITS SUBSIDIARIES (“EDUSPEC GROUP” OR “GROUP”) TO INCLUDE THE E&E TESTING BUSINESS (AS DEFINED HEREINAFTER) (“PROPOSED DIVERSIFICATION”)

“**THAT** approval be and is hereby given to the Eduspec Group to diversify its existing business to include the provision of testing services for electrical and electronic components (“**E&E Testing Business**”).

AND THAT the Board of Directors of the Company (“**Board**”) be and is hereby empowered and authorised to do all such acts, deeds and things to sign, execute and deliver on behalf of the Company all such documents and enter into any arrangements, agreements and/or undertakings with any party or parties as they may deem fit, necessary, expedient or appropriate in order to give full effect to the Proposed Diversification, with full power and discretion to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed, required or permitted by the relevant authorities or deemed necessary by the Board in the best interest of the Company.”

ORDINARY RESOLUTION 2

PROPOSED PRIVATE PLACEMENT OF UP TO 234,902,600 NEW ORDINARY SHARES IN THE COMPANY, REPRESENTING UP TO 20% OF THE EXISTING TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY, TO INDEPENDENT THIRD-PARTY INVESTOR(S) TO BE IDENTIFIED LATER AT AN ISSUE PRICE TO BE DETERMINED LATER (“PROPOSED PRIVATE PLACEMENT”)

“**THAT** subject to the approval of the Ordinary Resolution 1 and all relevant authorities and/or parties being obtained (if required), approval be and is hereby given to the Board to issue and allot up to 234,902,600 new ordinary shares in the Company (“**Eduspec Shares**” or “**Shares**”) (“**Placement Shares**”), representing up to 20% of the Company’s existing total issued Shares, by way of private placement to independent third party investor(s) to be identified later, in one or more tranches at an issue price for each tranche to be determined and fixed by the Board at a later date after all the relevant approvals have been obtained (“**Price-Fixing Date**”) upon such terms and conditions as set out in the circular to the shareholders of the Company (“**Shareholders**”) dated 31 July 2024 (“**Circular**”);

THAT the issue price for each tranche of the Placement Shares will be determined based on a discount of not more than 20% to the 5-day volume-weighted average market price of the Shares up to and including the last trading day immediately preceding the relevant Price-Fixing Date;

THAT the Placement Shares shall, upon allotment, issuance and full payment of the issue price, rank equally in all respects with the then existing issued Shares, save and except that the holders of such Placement Shares shall not be entitled to any dividends, rights, allotments and/or any other distributions that may be declared, made or paid to the Shareholders, the entitlement date of which is prior to the date of allotment and issuance of such Placement Shares;

THAT the Board be and is hereby authorised to utilise the proceeds to be raised from the Proposed Private Placement for such purposes as set out in the Circular and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of the utilisation of such proceeds in the manner as the Board may deem fit, necessary and/or expedient in the best interest of the Company, subject to the compliance to the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad and the approval of the relevant authorities (if required);

THAT the Board be hereby authorised to do all acts and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements that are necessary to give full effect to the Proposed Private Placement with full powers to assent to any conditions, variations, modifications and/or amendments deemed necessary or expedient in the interest of the Company and/or as may be required by the relevant authorities and to take all steps and actions they consider fit, necessary, expedient or as may be required to give full effect to and complete the Proposed Private Placement;

THAT pursuant to Section 85 of the Companies Act 2016 read together with Clause 54 of the Company’s Constitution, approval be hereby given to waive the statutory pre-emptive rights of the existing Shareholders to be offered Placement Shares which rank equally to the existing Shares and that the Board is exempted from the obligation to offer such Placement Shares first to the existing Shareholders in respect of the allotment and issuance of Placement Shares to the independent third party investor(s) to be identified later pursuant to the Proposed Private Placement;

AND THAT this resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein and shall continue in full force and effect until all the Placement Shares to be issued pursuant to or in connection with the Proposed Private Placement have been duly allotted and issued in accordance with the terms of the Proposed Private Placement.”

BY ORDER OF THE BOARD

LIM LI HEONG (MAICSA 7054716) (SSM PC NO. 202008001981)

WONG MEE KIAT (MAICSA 7058813) (SSM PC NO.202008001958)

Company Secretaries

Kuala Lumpur

31 July 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 and/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 Extraordinary 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 Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary 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.



EDUSPEC HOLDINGS BERHAD
 Registration No. 200401008252 (646756-X)
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**ADMINISTRATIVE NOTES FOR THE FULLY VIRTUAL
 EXTRAORDINARY GENERAL MEETING (“EGM”)**

Date : Thursday, 15 August 2024
Time : 3:00 p.m. or immediately after the conclusion of the Extraordinary General Meeting which will be held at 2:00 p.m. on the same day at the same venue, whichever is later
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 EGM 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 EGM using the RPV facilities:

▪ **Before the EGM 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 EGM remotely	<ul style="list-style-type: none"> • Registration is open on Wednesday, 31 July 2024 until the day of EGM 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 EGM to ascertain their eligibility to participate the EGM using the RPV. • Login with your user ID (i.e. e-mail address) and password and select the corporate event: (Registration) EDUSPEC EGM (2) 2024. • 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 remote participation 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 EGM 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 EGM at any time from 2:00 p.m. i.e. 1 hour before the commencement of meeting at 3:00 p.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 EGM (2) 2024 to engage in the proceedings of the EGM 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 EGM. 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 3:00 p.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 EGM (2) 2024 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 EGM, 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 EGM or appoint a proxy(ies) and/or the Chairman of the Meeting to attend and vote on his/her behalf.
- In view that the EGM 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 EGM yourself, please do not submit any Proxy Form for the EGM. You will not be allowed to participate in the EGM together with a proxy appointed by you.
- Accordingly, proxy forms and/or documents relating to the appointment of proxy/corporate representative/attorney for the EGM 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 3:00 p.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
<u>i. Steps for Individual Shareholders</u>	
Register as a User with TIIH Online	<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 EGM (2) 2024 - 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.
<u>ii. Steps for corporation or institutional shareholders</u>	
Register as a User with TIIH Online	<ul style="list-style-type: none">Access TIIH Online at https://tiih.onlineUnder 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.onlineSelect the corporate exercise name: “EDUSPEC EGM (2) 2024 - 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 EGM (2) 2024 - 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 EGM 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 EGM at 3:00 p.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 EGM and the results of the voting will be announced at the EGM 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 EGM is a valuable opportunity for the Board to engage with shareholders. In order to enhance the efficiency of the proceedings of the EGM, shareholders may in advance, before the EGM, 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 EGM.

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