

**NOTICE OF SEVENTH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Seventh Annual General Meeting ("7th AGM") of Cyberjaya Education Group Berhad ("the Company") will be held at Grand Hall, Level 4, Academic Block, University of Cyberjaya Campus, Persiaran Bestari, Cyber 11, 63000 Cyberjaya, Selangor Darul Ehsan on Tuesday, 10 December 2024 at 11.00 a.m. for the following purposes:

**AGENDA**  
**ORDINARY BUSINESS**

- To receive the Audited Financial Statements for the financial year ended 30 June 2024 together with the Reports of the Directors and Auditors thereon. [Please refer to Explanatory Note A]
- To approve the payment of Directors' fees and meeting allowances payable to the Independent Non-Executive Directors from 11 December 2024 until the conclusion of the next Annual General Meeting of the Company. **Ordinary Resolution 1** [Please refer to Explanatory Note B]
- To re-elect the following Directors who retire by rotation pursuant to Clause 103 of the Company's Constitution and being eligible, offer themselves for re-election:-  
 (i) Tan Sri Datuk Wira Dr. Mohd Shukor bin Mahfar  
 (ii) Dato' Tan Choon Hwa @ Esther Tan Choon Hwa **Ordinary Resolution 2** [Please refer to Explanatory Note C]
- To re-elect Dato' Roslina binti Zainal who retires by casual vacancy pursuant to Clause 110 of the Company's Constitution and being eligible, offers herself for re-election. **Ordinary Resolution 4** [Please refer to Explanatory Note C]
- To re-appoint Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **Ordinary Resolution 5**

**SPECIAL BUSINESS**

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

- ORDINARY RESOLUTION AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 75 AND SECTION 76 OF THE COMPANIES ACT 2016** **Ordinary Resolution 6** [Please refer to Explanatory Note D]

"THAT pursuant to Section 75 and Section 76 of the Companies Act 2016 and subject always to the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental and/or regulatory authorities, if applicable, the Directors be and are hereby empowered, pursuant to the Companies Act 2016, to allot and issue shares in the capital of 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 to be issued pursuant to this resolution does not exceed ten per centum (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 also empowered to obtain approval for the listing of and quotation for the additional shares to be issued on Bursa Securities; **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 Companies Act 2016, whichever is the earlier.

THAT pursuant to Section 85(1) of the Companies Act, 2016 read together with Clause 64 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 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."

- ORDINARY RESOLUTION PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED NEW SHAREHOLDERS' MANDATE")** **Ordinary Resolution 7** [Please refer to Explanatory Note E]

"THAT pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries ("Group") to enter into the recurrent related party transactions of a revenue or trading nature as set out in the Circular to Shareholders of the Company dated 30 October 2024, which are necessary for the Group's day-to-day operations in the ordinary course of business on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company.

THAT such approval shall continue to be in force until:-

- the conclusion of the next Annual General Meeting ("AGM") of the Company, unless the authority is renewed by a resolution passed at the next AGM; or
- the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("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 do all such acts and things (including executing any relevant documents) in the interest of the Company, as they consider expedient or necessary with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted under relevant authorities to complete and give effect to the aforesaid mandate."

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

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  
 Date: 30 October 2024

**NOTES:**

- A member of the Company entitled to attend and vote at the meeting is entitled to 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. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the meeting shall have the same rights as the member to speak at the meeting.
- 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 shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or signed on behalf of the corporation by its attorney or by an officer duly authorised.
- Where a member 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 a notarially certified copy of that power of authority shall be deposited at the registered office of the Company at Level 5, Tower 3, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur not less than 24 hours before the time for holding the meeting or any adjournment thereof.
- General Meeting Record of Depositors  
 For the purpose of determining who shall be entitled to attend this 7th AGM, the Company shall be requesting the Bursa Malaysia Depository Sdn Bhd in accordance with Clause 78 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 2 December 2024. Only a depositor whose name appears on the Record of Depositors as at 2 December 2024 shall be entitled to attend this meeting or appoint proxy/proxies to attend and/or vote in his stead.
- The resolutions set out in the Notice of the 7th AGM will be put to vote by poll pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities.

**PERSONAL DATA PRIVACY**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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**

**Note A - Audited Financial Statements**

The Audited Financial Statements are for discussion only as the approval of the shareholders is not required pursuant to Section 340(1)(a) of the Companies Act 2016. Hence, this Agenda item is not put forward for voting by the shareholders of the Company.

**Note B - 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. Pursuant to Paragraph 7.24 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the fees of Directors and any benefits payable to Directors shall be subject to annual shareholders' approval at a general meeting.

In this respect, the Board of Directors is seeking approval from the shareholders for the payment of Directors' fees and meeting allowances payable to Non-Executive Directors for the period from 11 December 2024 until the conclusion of the next Annual General Meeting of the Company in 2025 based on the structure below:-

		Directors' Fees (per Director)	Meeting Allowances (per Meeting)
Board of Directors	Chairman	RM 75,000 per annum	RM 1,200
	Member	RM 60,000 per annum	RM 800
Audit and Risk Management Committee	Chairman	-	RM 1,200
	Member	-	RM 800
Nomination and Remuneration Committee	Chairman	-	RM 1,200
	Member	-	RM 800

**Note C - 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 Annual Report 2024.

The Nomination and Remuneration Committee ("NRC") has considered the performance and contribution of each of the retiring Directors seeking re-election. The NRC carried out the necessary assessment on the aforesaid Directors and concluded that they possess the required character, experience, integrity, competence and time commitment to effectively and diligently discharge their duties and responsibilities as Directors. Based on the recommendation of the NRC, the Board is satisfied with the performance and contributions of the following Directors and supports their re-election based on the justifications as stated below:

**Ordinary Resolution 2 - Re-election of Tan Sri Datuk Wira Dr. Mohd Shukor bin Mahfar as Independent Non-Executive Director**

Tan Sri Datuk Wira Dr. Mohd Shukor bin Mahfar fulfils the requirement of independence set out in the Main Market Listing Requirements of Bursa Securities as well as the prescribed criteria under the Malaysian Code on Corporate Governance. He consistently demonstrates objectivity and independence in expressing his views and participating in Board deliberations and decision-making. Throughout his tenure as an Independent Non-Executive, he has shown a high level of commitment, dedicated ample time and effort, and attended all Board meetings, contributing to informed and balanced decision-making. He exercised his due care and carried out his professional duties with proficiency during his tenure as Independent Non-Executive Director of the Company.

**Ordinary Resolution 3 - Re-election of Dato' Tan Choon Hwa @ Esther Tan Choon Hwa as Independent Non-Executive Director**

Dato' Tan Choon Hwa @ Esther Tan fulfils the independence requirements set out in the Main Market Listing Requirements of Bursa Securities and the prescribed criteria under the Malaysian Code on Corporate Governance. She consistently demonstrates objectivity and independence in expressing her views and actively participating in Board deliberations and decision-making. Throughout her tenure as an Independent Non-Executive Director, she has shown a high level of commitment, dedicated ample time and effort, and attended all Board meetings, contributing to informed and balanced decision-making. She has exercised due care and carried out her professional duties with proficiency during her time as an Independent Non-Executive Director of the Company.

**Ordinary Resolution 4 - Re-election of Dato' Roslina binti Zainal as Independent Non-Executive Director**

In accordance with Clause 110 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' Roslina binti Zainal who was appointed as Director of the Company on 1 April 2024 shall retire pursuant to Clause 110 of the Company's Constitution and being eligible, offers herself for re-election as Director of the Company at the 7th AGM. Shareholders' approval is sought for the re-election of Dato' Roslina binti Zainal under Ordinary Resolution 4.

**Note D - Authority to allot and issue shares pursuant to Section 75 and Section 76 of the Companies Act, 2016**

Ordinary Resolution 6 is proposed for the purpose of renewing the general mandate for the 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 Company has not issued new shares pursuant to the Section 75 and Section 76 of the Companies Act 2016 under the general mandate sought at the 6th AGM held on 5 December 2023, which will lapse upon the conclusion of the forthcoming 7th AGM to be held on 10 December 2024.

Pursuant to Section 85(1) of the Companies Act 2016 read together with Clause 64 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 voting in favour of the proposed Ordinary Resolution 6, you will be waiving your statutory pre-emptive rights and the proposed Ordinary Resolution 6, 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.

**Note E - Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

The proposed Ordinary Resolution 7 if passed, will enable the Company and its subsidiaries ("Group") to enter into the recurrent related party transactions of a revenue or trading nature as set out in the circular to shareholders of the Company dated 30 October 2024, which are necessary for the Group's day-to-day operation in the ordinary course of business, at arm's length basis and on normal commercial terms and on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company.