

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your shares in Systematic Education Group Berhad, you should at once hand this Circular together with the accompanying Notice of Extraordinary General Meeting and Form of Proxy immediately to the purchaser or the transferee or to the stockbroker or agent through whom the sale or transfer was effected for onward transmission to the purchaser or the transferee.

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**SYSTEMATIC EDUCATION GROUP BERHAD**

*(145998-U)*

*(Incorporated in Malaysia)*

**CIRCULAR TO SHAREHOLDERS**

**In relation to the**

**PROPOSED CHANGE OF NAME TO SEG INTERNATIONAL BHD**

**AND**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice of the Extraordinary General Meeting, which will be held at Room Pahlawan 2, Level 5, The Summit Hotel, Subang USJ, Persiaran Kewajipan, USJ1, 47600 UEP Subang Jaya, Selangor Darul Ehsan on Wednesday, 3 April 2002 at 10.30 a.m., together with the Form of Proxy are set out in this Circular.

Please complete and return the attached Form of Proxy in accordance with the instructions thereon as soon as possible. Your Form of Proxy should reach the Company's Registered Office at 10<sup>th</sup> Floor, Menara Summit, Persiaran Kewajipan, USJ1, 47600 UEP Subang Jaya, Selangor Darul Ehsan not later than 48 hours before the time set for the Meeting. The return of a completed Form of Proxy will not preclude you from attending and voting in person at the Meeting should you subsequently wish to do so.

This Circular is dated 11 March 2002

## **DEFINITIONS**

Except where the context otherwise requires, the following definitions shall apply throughout this Circular.

“SEG” or “the Company”	:	Systematic Education Group Berhad
“SEG Group” or “Group”	:	Systematic Education Group Berhad and its subsidiaries
“EGM”	:	Extraordinary General Meeting
“Proposed Change of Name”	:	The proposal to change the Company’s name from Systematic Education Group Berhad to SEG International Bhd

<b>CONTENTS</b>	<b>PAGE</b>
<b>LETTER FROM THE CHAIRMAN TO THE SHAREHOLDERS OF SEG</b>	
<b>1.0 INTRODUCTION</b>	<b>1</b>
<b>2.0 RATIONALE FOR THE PROPOSED CHANGE OF NAME</b>	<b>2</b>
<b>3.0 APPROVALS REQUIRED</b>	<b>2</b>
<b>4.0 DIRECTORS' RECOMMENDATION</b>	<b>2</b>
<b>5.0 DIRECTORS' RESPONSIBILITY STATEMENT</b>	<b>2</b>
<b>6.0 EXTRAORDINARY GENERAL MEETING</b>	<b>2</b>
<b>7.0 DOCUMENTS AVAILABLE FOR INSPECTION</b>	<b>2</b>
<b>NOTICE OF EXTRAORDINARY GENERAL MEETING</b>	<b>3</b>
<b>FORM OF PROXY</b>	<b>ENCLOSED</b>



# SYSTEMATIC EDUCATION GROUP BERHAD

(145998-U)

(Incorporated in Malaysia)

Registered Office:

10<sup>th</sup> Floor, Menara Summit  
Persiaran Kewajipan, USJ1  
47600 UEP Subang Jaya  
Selangor Darul Ehsan

Date: 11 March 2002

Directors:

YBhg Senator Tan Sri Dato' Seri (Dr) Abdullah bin Ayub (Chairman/Non-Executive Director)

Mr Teoh Seng Foo (President/Executive Director)

Mr Hii Chii Kok @ Hii Chee Kok (Chief Executive Officer/Executive Director)

Mr Kee Lian Yong (Executive Director)

YBhg Tan Sri Dato' (Dr) Abdullah bin Mohd Salleh (Non-Executive Director)

YBhg Dato' Shamsir Bin Omar (Non-Executive Director)

YBhg Dato' Megat Najmuddin bin Datuk Seri (Dr) Haji Megat Khas (Non-Executive Director)

Mr Siew Boon Yeong (Independent Non-Executive Director)

Mr Hue Fook Chuan (Independent Non-Executive Director)

Ms Kee E-Lene (Alternate Director to Dato' Megat Najmuddin bin Datuk Seri (Dr) Haji Megat Khas)

Tuan Haji Mohd Razi bin Yaacob (Alternate Director to Senator Tan Sri Dato' Seri (Dr) Abdullah bin Ayub)

To: The Shareholders of Systematic Education Group Berhad

Dear Sir/Madam

## **SYSTEMATIC EDUCATION GROUP BERHAD - PROPOSED CHANGE OF NAME TO SEG INTERNATIONAL BHD**

### **1.0 INTRODUCTION**

- 1.1 On 29 January 2002, the Company has announced that it proposed to change the Company's name to "SEG International Bhd".
- 1.2 The purpose of this Circular is to explain the rationale and to provide you with the relevant information on the Proposed Change of Name and to seek your approval for the Special Resolution to be tabled at the EGM of the Company to be convened on 3 April 2002 at 10.30 a.m. The Notice of the EGM is set out in this Circular.
- 1.3 The Registrar of Companies has approved on the Proposed Change of Name on 15 January 2002.

## **2.0 RATIONALE FOR THE PROPOSED CHANGE OF NAME**

“SEG” is the abbreviation of the name of the Company, Systematic Education Group Berhad. The Proposed Change of Name is to better reflect the enlarged group of companies following the recent corporate exercises and to reflect the intention of the Company to offer education services both locally and internationally.

## **3.0 APPROVALS REQUIRED**

The Proposed Change of Name is subject to the approval being obtained from the shareholders of the Company at the forthcoming EGM.

## **4.0 DIRECTORS' RECOMMENDATION**

Your Board, having considered all aspects of the Proposed Change of Name is of the opinion that it is in the best interest of the Company and its shareholders. Your Board recommends that you vote in favour of the Special Resolution to be tabled at the forthcoming EGM.

## **5.0 DIRECTORS' RESPONSIBILITY STATEMENT**

This Circular has been seen and approved by the Board of Directors of SEG who collectively and individually accept full responsibility for the accuracy of the information given herein and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement in this Circular misleading.

## **6.0 EXTRAORDINARY GENERAL MEETING**

The EGM, the Notice of which is enclosed in this Circular, will be held at Room Pahlawan 2, Level 5, The Summit Hotel, Subang USJ, Persiaran Kewajipan, USJ1, 47600 UEP Subang Jaya, Selangor Darul Ehsan on Wednesday, 3 April 2002 at 10.30 a.m. for the purpose of considering and if thought fit, passing the Special Resolution for the Proposed Change of Name.

If you are unable to attend and vote in person at the EGM, please complete and return the enclosed Proxy Form in accordance with the instructions printed therein as soon as possible and in any event so as to arrive at the Company's Registered Office at 10<sup>th</sup> Floor, Menara Summit, Persiaran Kewajipan, USJ1, 47600 UEP Subang Jaya, Selangor Darul Ehsan not later than 48 hours before the time set for the holding of the EGM or any adjournment thereof. The completion and lodgement of the Form of Proxy will not preclude you from attending and voting in person should you subsequently wish to do so.

## **7.0 DOCUMENTS AVAILABLE FOR INSPECTION**

The following documents are available for inspection at the Registered Office of the Company during normal business hours from the date of this Circular up to and including the date of the EGM:-

- a) the Memorandum and Articles of Association; and
- b) the Audited Accounts for the past two (2) financial years ended 31 December 1999 and 31 December 2000 and the unaudited quarterly results of the Company for the financial quarter ended 31 December 2001.

Yours faithfully,

For and on behalf of the Board

**SYSTEMATIC EDUCATION GROUP BERHAD**

**Senator Tan Sri Dato' Seri (Dr) Abdullah bin Ayub**  
Chairman



**SYSTEMATIC EDUCATION GROUP BERHAD**  
(145998-U)  
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**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of the Company will be held at Room Pahlawan 2, Level 5, The Summit Hotel, Subang USJ, Persiaran Kewajipan, USJ1, 47600 UEP Subang Jaya, Selangor Darul Ehsan on Wednesday, 3 April 2002 at 10.30 a.m. for the purpose of considering, and if thought fit, passing the following Special Resolution: -

**SPECIAL RESOLUTION:  
PROPOSED CHANGE OF NAME OF THE COMPANY**

“THAT the name of the Company be and is hereby changed from Systematic Education Group Berhad to “SEG International Bhd” with effect from the date of the Certificate of Incorporation on the Change of Name of the Company to be issued by the Registrar of Companies and that the Directors and Secretary be and are hereby authorised to carry out all necessary formalities in effecting the Change of Name.”

BY ORDER OF THE BOARD

Lysia Lim Yew Nee (MAICSA 7006382)  
Tai Siew May (MAICSA 7015823)  
Company Secretaries

Subang Jaya, Selangor Darul Ehsan  
Date: 11 March 2002

*Notes:*

- 1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy but not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company. A member may appoint any other person to be his proxy without limitation and the provision of Section 149(1) (b) of the Companies Act, 1965 shall not apply to the Company. Pursuant to paragraph 7.22 of the Listing Requirements of the Kuala Lumpur Stock Exchange, where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*
- 2. The Form of Proxy must be deposited at the Registered Office of the Company at 10<sup>th</sup> Floor, Menara Summit, Persiaran Kewajipan, USJ1, 47600 UEP Subang Jaya, Selangor Darul Ehsan not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.*



**SYSTEMATIC EDUCATION GROUP BERHAD**  
 (145998-U)  
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**Form of Proxy**

No. of shares held

I/We \_\_\_\_\_  
 of \_\_\_\_\_  
 being a member/members of Systematic Education Group Berhad hereby appoint \_\_\_\_\_  
 \_\_\_\_\_  
 of \_\_\_\_\_  
 or failing him/her \_\_\_\_\_  
 of \_\_\_\_\_

or failing him/her, the Chairman of the meeting as my/our proxy to vote for me/us and on my/our behalf at an Extraordinary General Meeting of the Company to be held at Room Pahlawan 2, Level 5, The Summit Hotel, Subang USJ, Persiaran Kewajipan, USJ1, 47600 UEP Subang Jaya, Selangor Darul Ehsan on Wednesday, 3 April 2002 at 10.30 a.m. and at any adjournment thereof.

My/Our proxy is to vote either on a show of hands or on a poll as indicated below with an "X":

SPECIAL RESOLUTION	FOR	AGAINST
Proposed Change of Name of the Company		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2002

\_\_\_\_\_  
 Signature of Member(s)

**Notes:**

1. If you wish to appoint other person(s) to be your proxy, delete the words "the Chairman of the meeting" and insert the name(s) and address(es) of the person(s) desired in the space so provided.
2. If there is no indication as to how you wish your vote(s) to be cast, the proxy will vote or abstain from voting at his/her discretion.
3. A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
4. A member shall not be entitled to appoint more than two proxies to attend and vote at the same meeting. Where two proxies are appointed, the proportions of shareholdings to be represented by each proxy must be specified in order for the appointments to be valid. Pursuant to paragraph 7.22 of the Listing Requirements of the Kuala Lumpur Stock Exchange, where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one proxy in respect of each securities account it holds ordinary shares of the Company standing to the credit of the said securities account.
5. In the case where a member is a corporation, this Form of Proxy must be executed under its Common Seal or under the hand of its attorney.
6. All Forms of Proxy must be duly executed and deposited at the Registered Office of the Company at 10<sup>th</sup> Floor, Menara Summit, Persiaran Kewajipan, USJ1, 47600 UEP Subang Jaya, Selangor Darul Ehsan not less than 48 hours before the time for holding the meeting or adjourned meeting.

