

NOTICE IS HEREBY GIVEN that the Thirty-Seventh Annual General Meeting of SEG International Bhd ("SEGi" or "the Company") will be held virtually 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) from the broadcast venue at Boardroom, 6th Floor, SEGi University, No. 9, Jalan Teknologi, Taman Sains Selangor, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 21 June 2023 at 10.30 a.m. for the following purposes:-



SEGi
International
Bhd
(1145998-U)

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the year ended 31 December 2022 together with the Reports of Directors and Auditors thereon. **(Please refer to Note 4a) (Ordinary Resolution 1)**
- To approve the payment of Directors' fees for the year ended 31 December 2022. **(Ordinary Resolution 2)**
- To re-elect the following Directors who retire pursuant to Clause 87 of the Constitution of the Company:- **(Please refer to Note 4b) (Ordinary Resolution 3)**
 - Tan Sri Clement Hii Chii Kok
 - Dato' Amos Siew Boon Yeong
- To re-appoint Messrs. Ernst & Young PLT as Auditors of the Company and authorise the Directors to fix their remuneration. **(Ordinary Resolution 3)**

AS SPECIAL BUSINESS

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

5. 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 does not exceed 10% of the total number of 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 the conclusion of the next Annual General Meeting ("AGM") of the Company. **(Ordinary Resolution 4)**

6. Proposed Renewal of Authority for the Purchase by SEGi 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, necessary and expedient 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 2022, the Company's retained profit based on the latest audited financial statements was recorded at RM914,000; 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 5)**

- 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
30 April 2023

NOTES:

- 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 2022. In determining the fees payable to the Non-Executive Directors, the Board considered the areas of responsibility and risk involved for each Non-Executive Director. Shareholders' approval will be sought prior to the payment.
- Explanatory notes
 - 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.
 - Agenda item no. 3 pertaining to Directors retire by rotation**

For the Directors retire by rotation under Clause 87 of the Company's Constitution, the Board had through its Nominating Committee ("NC") assessed each of them in determining their eligibility for re-election, namely, the required mix of skills, experience, knowledge, expertise and time availability.

In February 2023, the NC based on the assessments and evaluation as set out in the Directors' Report Card, evaluated and recommended to the Board, the proposed re-election of Tan Sri Clement Hii Chii Kok as Director of the Company at the forthcoming 37th AGM. The Board is satisfied and supports the re-election of Tan Sri Clement Hii as Director as he has the calibre, relevant skills and experience and brings valuable insights and contributions to the Board.

Dato' Amos Siew Boon Yeong who retires by rotation under Clause 87 of the Company's Constitution, has expressed his intention not to seek re-election. Dato' Amos Siew is the Independent Non-Executive Director who has served the Board for more than twelve (12) years. Hence, he will retire from office at the conclusion of the 37th AGM.

The profiles of the Directors standing for re-election are set out in the Directors' Profile of the Annual Report 2022.
 - Ordinary Resolution 4 - Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016**

The proposed Ordinary Resolution 4, 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 10% of the total number of the 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 fundraising 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 36th AGM held on 15 June 2022 and hence no proceeds were raised therefrom.
 - Ordinary Resolution 5 - Proposed Renewal of Authority for the Proposed Share Buy-Back**

The proposed Ordinary Resolution 5, 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.

STATEMENT ACCOMPANYING NOTICE OF AGM

- Details of individuals who are standing for election as Directors (excluding Directors standing for re-election)**

No individual is standing for election as Director at the 37th AGM of the Company.
- General mandate for issue of securities in accordance with Paragraph 6.03(3) of the Listing Requirements of Bursa Securities ("General Mandate")**

The Company will seek shareholders' approval at the 37th AGM for the General Mandate. Please refer to Ordinary Resolution 4 as set out in the Notice of 37th AGM for details.