

# *Notice of* ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Thirty-Eighth 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, 6<sup>th</sup> Floor, SEGi University, No. 9, Jalan Teknologi, Taman Sains Selangor, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan on Thursday, 20 June 2024 at 10.30 a.m. for the following purposes:-

## **AS ORDINARY BUSINESS**

1. To receive the Audited Financial Statements for the year ended 31 December 2023 together with the Reports of Directors and Auditors thereon. **(Please refer to Note 4a)**
2. To approve the payment of Directors’ fees for the year ended 31 December 2023. **(Ordinary Resolution 1)**
3. To re-elect the following Directors who retire pursuant to Clauses 87 and 95 of the Constitution of the Company:-  
  
Retire pursuant to Clause 87
  - (a) Tan Sri (Dr) Megat Najmuddin Bin Dato’ Seri Dr Haji Megat Khas **(Ordinary Resolution 2)**
  - (b) Dato’ Sri Nicholas Rupert Heylett Bloy **(Ordinary Resolution 3)**
  - (c) Edwin Fua Chye Jin **(Ordinary Resolution 4)**  
Retire pursuant to Clause 95
  - (d) Stella Lau Kah Wai **(Ordinary Resolution 5)**
  - (e) Chong Poh Yee **(Ordinary Resolution 6)**
  - (f) Chong Ying Choy **(Ordinary Resolution 7)**
  - (g) Datuk Hew Lee Lam Sang **(Ordinary Resolution 8)**
  - (h) Chang Tuck Chee @ Philip Chang **(Ordinary Resolution 9)**
  - (i) Tong Lai Ling **(Ordinary Resolution 10)**
4. To re-appoint Messrs. Ernst & Young PLT as Auditors of the Company and authorise the Directors to fix their remuneration. **(Ordinary Resolution 11)**

## **AS SPECIAL BUSINESS**

To consider and if thought fit, to pass the following ordinary 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 12)**

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### 6. **Proposed Renewal of Authority for the Purchase by 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:

- i. 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;
- ii. 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 2023, the Company’s retained profit based on the latest audited financial statements was recorded at RM625,000; and
- iii. 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: -

- i. 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;
- ii. 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
- iii. 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 13)**

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7. **Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of A Revenue or Trading Nature ("Proposed Shareholders' Mandate")**

**“THAT** subject to the provisions of the Main Market Listing Requirements of Bursa Securities, approval be and is hereby given to SEGi and/or its subsidiaries ("SEGi Group") to enter into and give effect to the recurrent related party transactions of a revenue and/or trading nature with the related parties as set out in the Circular to Shareholders of SEGi dated 30 April 2024 ("Circular"), which are necessary for the day-to-day operations of SEGi Group within the ordinary course of business, at arm's length basis, and on normal commercial terms, which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

**THAT** the authority for the Proposed Shareholders' Mandate shall continue to be in full force until:-

- (i) the conclusion of the next AGM, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- (ii) the expiration of the period within which the next AGM after the date is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

**AND THAT** the Board of Directors be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Shareholders' Mandate with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities."

**(Ordinary Resolution 14)**

8. To consider any other business of which due notice shall have been given.

By Order of the Board

**HEW LING SZE**

(MAICSA 7010381)

(SSM PC No. 202008000754)

Secretary

Petaling Jaya, Selangor

30 April 2024

## NOTICE OF ANNUAL GENERAL MEETING

### NOTES:

1. 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.
2. The Form of Proxy must be deposited at the Registered Office of the Company at 6<sup>th</sup> 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.
3. The details of the Directors' remuneration, including the Directors' fees, are set out in the CG Report 2023. 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.
4. Explanatory notes

a. **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.

b. **Agenda item no. 3 pertaining to Directors retiring by rotation**

For the Directors retiring by rotation under Clauses 87 and 95 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 and experience, knowledge, expertise and time availability.

In February 2024, 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 the Directors retire by rotation under Clauses 87 and 95 of the Company's Constitution at the 38<sup>th</sup> AGM. The Board is satisfied and supports the re-election of the Directors as they have calibre, relevant skills and experience and bring valuable insights and contributions to the Board. The Directors also demonstrated their commitment to the Group in terms of time and participation at meetings during the year under review.

The profiles of the Directors standing for re-election are set out in the Directors' Profile of the Annual Report 2023.

c. **Ordinary Resolution 12 - Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016**

The proposed Resolution 12, 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, to fund 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 37<sup>th</sup> AGM held on 21 June 2023 and hence no proceeds were raised therefrom.

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d. **Ordinary Resolution 13 - Proposed Renewal of Authority for the Proposed Share Buy-Back**

The proposed Resolution 13, 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.

Detailed information on the Proposed Share Buy-Back is set out in the Statement to Shareholders dated 30 April 2024.

e. **Ordinary Resolution 14 - Proposed Shareholders' Mandate**

The proposed Resolution 14, if passed, will give authority to the Company and/or its subsidiaries a mandate to enter into recurrent related party transactions of a revenue or trading nature with the Related Parties in compliance with the Main Market Listing Requirements of Bursa Securities. The mandate, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company.

Further details are set out in the Circular to Shareholders dated 30 April 2024 circulated together with this Annual Report

### STATEMENT ACCOMPANYING NOTICE OF AGM

**1. 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 38<sup>th</sup> AGM of the Company.

**2. 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 38<sup>th</sup> AGM for the General Mandate. Please refer to Ordinary Resolution 12 as set out in the Notice of 38<sup>th</sup> AGM for details.

#### Personal data privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Company's 38<sup>th</sup> 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 38<sup>th</sup> AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 38<sup>th</sup> 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.