

**NOTICE IS HEREBY GIVEN** that the Thirty-Ninth Annual General Meeting ("39th AGM") of SEG International Bhd ("SEGi" or "the Company") will be held at Level 2, Right Wing, SEGi University, No. 9, Jalan Teknologi, Taman Sains Selangor, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan on Friday, 30 May 2025 at 10.30 a.m. for the following purposes: -



**SEG**  
International  
Bhd  
(145998-U)

**AS ORDINARY BUSINESS**

- To receive the Audited Financial Statements for the year ended 31 December 2024, together with the Reports of Directors and Auditors thereon.
- To approve the payment of Directors' fees and Benefits.
- To re-elect and 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 Clement Hii Chii Kok
    - (b) Dato' Seri (Dr) Mohamed Azahari Bin Mohamed Kamil
  - Retire pursuant to Clause 95
    - (c) Dato' John Tiong Tak Chong
    - (d) Datin Adeline Hii Siow Ching
- To re-appoint Messrs. Ernst & Young PLT as Auditors of the Company and authorise the Directors to fix their remuneration.

(Please refer to Note 3a)  
**(Ordinary Resolution 1)**  
**(Ordinary Resolution 2)**  
**(Ordinary Resolution 3)**  
**(Ordinary Resolution 4)**  
**(Ordinary Resolution 5)**  
**(Ordinary Resolution 6)**

**AS SPECIAL BUSINESS**

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

- 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 ("MMLR") 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 and allot shares in the Company, at any time at such price and upon such terms and conditions, 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 ("Proposed General Mandate").

**THAT**, pursuant to Section 85 of the Act read together with Paragraph 7.08 of the MMLR of Bursa Securities and the Constitution of the Company, the existing shareholders of the Company do hereby waive their pre-emptive rights to be offered the new shares to be issued and allotted under the Proposed General Mandate, which rank equally with the existing issued shares in the Company.

**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 commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next AGM of the Company." **(Ordinary Resolution 7)**
- 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 MMLR 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 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 shares buy-back shall not exceed the total retained profits of the Company at the time of the purchase(s). As at 31 December 2024, the Company's retained profit based on the latest audited financial statements was recorded at RM16,948,000; 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 8)**
- Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of A Revenue or Trading Nature ("Proposed Shareholders' Mandate")**

**THAT** subject to the provisions of the MMLR 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 2025 ("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 detrimental to the minority shareholders of the Company.

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

  - the conclusion of the next AGM, at which time it will lapse unless, by a resolution passed at the meeting, the authority is renewed;
  - 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
  - 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 such 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 the relevant authorities, if any." **(Ordinary Resolution 9)**

By Order of the Board  
HEW LING SZE (MAICSA 7010381) (SSM PC No. 202008000754)  
Secretary

Petaling Jaya, Selangor  
30 April 2025

**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.
- Explanatory notes
  - Agenda item no. 1 on the Audited Financial Statement ("AFS")**

The AFS is laid in accordance with Section 340(1)(a) of the Act for discussion only. They do not require shareholders' approval, and hence, this Agenda item is not put forward for voting.
  - Agenda item no. 2 pertaining to Directors' Fees and Benefits**

The details of the Directors' remuneration, including the Directors' fees, for the year ended 31 December 2024, are disclosed in the CG Report 2024. In determining the fees payable to the Non-Executive Directors, the Board has taken into account their respective areas of responsibility and the level of risk involved. Shareholders' approval will be sought prior to any payment.

The Directors' benefits up to an amount of RM102,400, which include meeting allowances, are also payable to Non-Executive Directors. These benefits are calculated based on the estimated number of scheduled and/ or special Board and Board Committee meetings, as well as the current number of Directors. A provisional sum is also included as a contingency for any potential future appointments to the Board.
  - Agenda item no. 3 pertaining to Re-election and election of Directors**

For the re-election and election of Directors under Clauses 87 and 95 of the Company's Constitution, the Board, through its Nominating Committee ("NC"), assessed each candidate's eligibility based on the required mix of skills, experience, knowledge, expertise, and time commitment.

In February 2025, the NC, based on the assessments and evaluations set out in the Directors' Report Card, reviewed and recommended to the Board the proposed re-election and election of Directors in accordance with Clauses 87 and 95 of the Company's Constitution at the 39th AGM.

The Board, having considered the NC's recommendation, is satisfied that the Directors seeking re-election and election possess the calibre, relevant skills, and experience to continue contributing effectively. They have brought valuable insights and demonstrated commitment to the Group through active participation and dedicated time at meetings during the year under review. Accordingly, the Board supports their re-election and election.

Tan Sri (Dr) Megat Najmuddin Bin Dato' Seri Dr Haji Megat Khas, who is also retiring pursuant to Clause 87 of the Company's Constitution, has expressed his intention not to seek re-election and accordingly will retire at the conclusion of the AGM.

The profiles of the Directors standing for re-election and election are set out in the Directors' Profile of the Annual Report 2024.
  - Ordinary Resolution 7 - Authority to issue shares pursuant to Sections 75 and 76 of the Act**

Ordinary Resolution 7 is to seek a renewal for the Proposed General Mandate. Pursuant to Section 85 of the Act, Paragraph 7.08 of the MMLR of Bursa Securities and the Constitution of the Company, the existing shareholders have pre-emptive rights to be offered the new shares to be issued and allotted under the Proposed General Mandate, which rank equally with the existing issued shares in the Company. The waiver of pre-emptive rights will allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer new shares to all the existing shareholders of the Company prior to issuance of new shares in the Company under the Proposed General Mandate.

The Proposed General Mandate, once approved and renewed, will provide flexibility to the Company, and empower the Directors to issue and allot shares in the Company up to an amount not exceeding 10% of the total number of issued share capital of the Company for the time being, 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 38th AGM held on 20 June 2024, and hence, no proceeds were raised therefrom.
  - Ordinary Resolution 8 - Proposed Renewal of Authority for the Proposed Share Buy-Back**

Ordinary Resolution 8, 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 2025.
  - Ordinary Resolution 9 - Proposed Renewal of Shareholders' Mandate**

Ordinary Resolution 9, if passed, will give authority to the Company and/or its subsidiary companies a mandate to enter into recurrent related party transactions of a revenue or trading nature with the Related Parties in compliance with the MMLR 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 2025, circulated together with this Annual Report.



**ADMINISTRATIVE GUIDE FOR THE  
39<sup>TH</sup> ANNUAL GENERAL MEETING ("AGM")**

**Date** : Friday, 30 May 2025  
**Time** : 10.30 a.m.  
**Meeting Venue** : Level 2, Right Wing, SEGi University, No. 9, Jalan Teknologi  
Taman Sains Selangor, Kota Damansara, PJU 5  
47810 Petaling Jaya, Selangor Darul Ehsan

**PROCEDURES TO PARTICIPATE IN AGM**

**BEFORE AGM DAY**

**a. REGISTRATION**

**Individual Shareholder / Corporate Shareholder / Nominee Company**

	Description	Procedure
i	Submit Form of Proxy (hardcopy)	<p>The closing time to submit your hardcopy Form of Proxy will be on <b>Wednesday, 28 May 2025 at 10.30 a.m.</b></p> <p>a. Fill in details on the hardcopy Form of Proxy and ensure to provide the MYKAD (for Malaysian)/Passport (for non-Malaysian) number of the Proxy.</p> <p>b. Submit/Deposit the hardcopy Form of Proxy to 6<sup>th</sup> Floor, SEGi University, No. 9, Jalan Teknologi, Taman Sains Selangor, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan.</p>
ii	Electronic Lodgement of Proxy Form (e-proxy form) <i>For individual Shareholders only</i>	<p>a. Individual shareholders to log in to Vote2U (<a href="https://web.vote2u.my">https://web.vote2u.my</a>) with your email address and password that you have registered with Vote2U. Please register for a new account if you do not have an account.</p> <p>b. Click "<b>Register Proxy Now</b>" for e-Proxy registration.</p> <p>c. Select the general meeting event that you wish to attend.</p> <p>d. Select/add your Central Depository System ("CDS") account number and number of shares.</p> <p>e. Select "Appoint Proxy".</p> <p>f. Fill-in the details of your proxy(ies) – ensure proxy(ies) email address(es) is/are valid.</p> <p>g. Indicate your voting instruction, should you prefer to do so.</p> <p>h. Thereafter, select "Submit".</p> <p>i. Your submission will be verified.</p>

Shareholders who appoint Proxy(ies) to participate in the AGM must ensure that the hardcopy or e-proxy is submitted not less than 48 hours before the time for holding the meeting or any adjourned meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid.

**c. REGISTER PROXY**

**Individual Shareholders**

	Description	Procedures
i	Register yourself at the registration counter to receive e-voting ballots.	<ul style="list-style-type: none"> <li>- Registration will be at the Meeting Venue at Level 2, Right Wing, SEGi University, No. 9, Jalan Teknologi, Taman Sains Selangor, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan.</li> <li>- The registration counter will open from 9.30 a.m. until the start of the AGM at 10.30 a.m.</li> <li>- Please present your original <u>identity card ("IC") or passport</u> during registration for verification purposes. Note: You are NOT allowed to register on behalf of another person, even with the original IC or passport of the other person.</li> <li>- Once registered, you will be given an e-voting ballot to cast your vote. <b>Note: Each shareholder will receive a unique e-voting ballot with QR code printed. Shareholders/Proxies are responsible for safeguarding their ballot. Please inform the registration counter immediately if your ballot is lost.</b></li> </ul>

**Proxy/ Corporate Shareholder/Nominees Company**

	Description	Procedures
ii	Register yourself at the registration counter to receive e-voting ballots.	<ul style="list-style-type: none"> <li>- Registration will be at the Meeting Venue at Level 2, Right Wing, SEGi University, No. 9, Jalan Teknologi, Taman Sains Selangor, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan.</li> <li>- The registration counter will open from 9.30 a.m. until the start of the AGM at 10.30 a.m.</li> <li>- Please present your original <u>identity card ("IC") with proxy form, or corporate representative appointment letter</u> for verification during registration. Note: You are NOT allowed to register on behalf of another person, even with the original IC or passport of the other person.</li> <li>- Once registered, you will be given an e-voting ballot to cast your vote. <b>Note: Each shareholder will receive a unique e-voting ballot with QR code printed. Shareholders/Proxies are responsible for safeguarding their ballot. Please inform the registration counter immediately if your ballot is lost.</b></li> </ul>

## C: VOTING

	Description	Procedures
i	E-Voting	<p>Once the Chairman announces the opening of voting:</p> <ol style="list-style-type: none"> <li>a. Scan the QR code on the e-voting ballot or visit the support counter for assistance. Note: If your device does not have a built-in QR scanner, you will need to download third-party software to scan the QR code.</li> <li>b. After scanning the QR code, you will be directed to the AGM landing page. Please verify your details, then scroll down and click <b>“Confirm Details &amp; Start Voting”</b>.</li> <li>c. To vote, select your voting choice from the options provided. A confirmation screen will appear to show your selected vote. Click <b>“Next”</b> to continue voting for all resolutions.</li> <li>d. To change your vote, click the <b>“Back”</b> button and select another voting choice.</li> <li>e. After you have completed voting, a Voting Summary page appears to show all the resolutions with your voting choices. Click <b>“Confirm”</b> to submit your vote. Note: Please note that you are <u>not able</u> to change your voting choices after you have confirmed and submitted your votes</li> </ol> <p>The support team will be available to assist you if you encounter any difficulties.</p>
ii	View the voting result	<p>Upon the Chairman’s announcement of the results:</p> <ol style="list-style-type: none"> <li>a. Scan the QR code on the e-voting ballot Note: If your device does not have a built-in QR scanner, you will need to download third-party software to scan the QR code.</li> <li>b. After scanning the QR code, you will be directed to the AGM landing page. Scroll down and click <b>“View voting”</b>.</li> <li>c. On the voting result page, you are able to see the results details page.</li> </ol>

## 1. ENTITLEMENT TO ATTEND AND VOTE AT GENERAL MEETING

Only members whose names appear on the Record of Depositors of the Company as at **20 May 2025** shall be eligible to attend the General Meeting or appoint proxies to attend and vote on their behalf.

## 2. PROXY

- A member shall be entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak, and vote in his/her stead. Where a member appoints two proxies, the appointment shall not be valid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- The Form of Proxy shall not be treated as valid unless the posted Form is received or the Form is 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](mailto:corporate@segi.edu.my), not less than 48 hours before the time appointed for holding the General Meeting or any adjournment thereof.
- Alternatively, for individual members only, the Form of Proxy may be lodged electronically (“e-Proxy”) via the RPV Online portal at <https://web.vote2u.my> (applicable to individual shareholders only). Please refer to Section A (ii) of this administrative guide for the procedures on electronic lodgement of the Proxy Form.

## ADDITIONAL INFORMATION

### Voting Procedure

The polling processes will be managed by the Agmo Digital Solutions Sdn. Bhd. as Poll Administrator, and Aegis Communication Sdn. Bhd. as Independent Scrutineers appointed to verify and validate the results of the poll at the AGM.

### No Door Gift or e-Voucher or Food Voucher

Please be informed that no door gifts or food vouchers will be provided to members/proxies at the meeting venue. Light refreshments will be provided.

### Parking

You are encouraged to use public transportation to go to the AGM venue as parking spaces are limited. Parking is complimentary, and you may park at the designated location.

### Enquiry

- a. For enquiries relating to the AGM, please contact the following during office hours (9:00 a.m. to 5:00 p.m.) on Mondays to Fridays (except public holidays):

Telephone No. : +603-6287 3777  
Email : [corporate@segi.edu.my](mailto:corporate@segi.edu.my)  
Contact person : Company Secretarial Department

- b. For enquiries relating to e-voting or issues encountered during registration, log in, please contact Vote2U helpdesk during office hours (9:00 a.m. to 5:00 p.m.) on Mondays to Fridays (except public holidays) as follows:

Live chat : <https://web.vote2u.my>  
Telephone Number : 03-7664 8520 / 03-7664 8521  
Email : [vote2u@agmostudio.com](mailto:vote2u@agmostudio.com)