

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

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CYBERJAYA EDUCATION GROUP BERHAD
(FORMERLY KNOWN AS MINDA GLOBAL BERHAD)
Registration No.: 201601039044 (1209985-V)
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED CONSOLIDATION OF EVERY 10 EXISTING ORDINARY SHARES IN CYBERJAYA EDUCATION GROUP BERHAD (FORMERLY KNOWN AS MINDA GLOBAL BERHAD) ("CYBER" OR THE "COMPANY") ("CYBER SHARE(S)") INTO 1 CYBER SHARE ("CONSOLIDATED SHARE(S)") HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED SHARE CONSOLIDATION")

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Adviser

UOBKayHian

UOB Kay Hian Securities (M) Sdn Bhd
Registration No.: 199001003423 (194990-K)
(A Participating Organisation of Bursa Malaysia Securities Berhad)

The Extraordinary General Meeting of the Company ("**EGM**") will be held at Grand Hall, Level 4, Academic Block, University of Cyberjaya Campus, Persiaran Bestari, Cyber 11, 63000 Cyberjaya, Selangor Darul Ehsan, Malaysia on Tuesday, 27 February 2024 at 12.30 p.m. or at any adjournment thereof. The Notice of EGM together with the Form of Proxy are enclosed in this Circular.

If you decide to appoint a proxy of proxies for the EGM, you must complete, sign and return the Form of Proxy and deposit it at the registered office of the Company at Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia or email to yk.wong@acclime.com not less than 24 hours before the time and date appointed for holding the EGM. The completion and lodging of the Form of Proxy will not preclude you from attending and voting in person at the EGM should you subsequently wish to do so and in such an event, your Form of Proxy shall be deemed to have been revoked.

Last date and time for lodging the Form of Proxy : Monday, 26 February 2024 at 12.30 p.m.

Date and time of the EGM : Tuesday, 27 February 2024 at 12.30 p.m.

This Circular is dated 5 February 2024

DEFINITIONS

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

"Act"	: The Companies Act 2016
"Board"	: The Board of Directors of Cyber
"Bursa Depository"	: Bursa Malaysia Depository Sdn Bhd (Registration No. 198701006854 (165570-W))
"Bursa Securities"	: Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
"Circular"	: This circular to shareholders of Cyber dated 5 February 2024 in relation to the Proposed Share Consolidation
"Consolidated Share(s)"	: Ordinary share(s) in Cyber upon completion of the Proposed Share Consolidation
"Cyber" or the "Company"	: Cyberjaya Education Group Berhad (formerly known as Minda Global Berhad) (Registration No. 201601039044 (1209985-V))
"Cyber Group" or the "Group"	: Cyber and its subsidiaries, collectively
"Cyber Share(s)" or "Share(s)"	: Ordinary shares in Cyber
"Director(s)"	: The director(s) of Cyber and shall have the meaning given in Section 2(1) of the Act and Section 2(1) of the Capital Markets and Services Act 2007
"EGM"	: Extraordinary General Meeting of the Company
"Entitlement Date"	: A date to be determined and announced later by the Board, on which the names of the shareholders of Cyber must appear in the Record of Depositors of the Company as at 5.00 p.m. in order to participate in the Proposed Share Consolidation
"EPS"	: Earnings per share
"FYE"	: Financial year ended/ ending
"Listing Requirements"	: Main Market Listing Requirements of Bursa Securities
"LPD"	: 22 January 2024, being the latest practicable date prior to the printing of this Circular
"NA"	: Net assets attributable to the owners of the Company
"PAT"	: Profit after taxation attributable to owners of the Company
"PBT"	: Profit before taxation attributable to owners of the Company
"Proposed Share Consolidation"	: Proposed consolidation of every 10 existing Cyber Shares into 1 Consolidated Share

DEFINITIONS

- "Record of Depositors" : A record of securities holders established by Bursa Depository under the rules of Bursa Depository pursuant to the Securities Industry (Central Depositories) Act, 1991
- "RM" and "sen" : Ringgit Malaysia and sen, respectively
- "SGS" : Share grant scheme, which was implemented on 28 March 2023 for a period of 10 years, and whereby the maximum number of new Shares that may be granted shall not in aggregate exceed 15% of the total issued Cyber Shares during the duration of the SGS
- "SGS Shares" : New Shares granted under the SGS
- "UOBKH" or the "Adviser" : UOB Kay Hian Securities (M) Sdn Bhd (Registration No: 199001003423 (194990-K))

All references to "you" in this Circular are made to shareholders who are entitled to attend and vote at the EGM.

Unless specifically referred to, words denoting incorporating the singular shall, where applicable include the plural and vice versa and words denoting incorporating the masculine gender shall where applicable, include the feminine and neuter genders and vice versa. Any reference to persons shall include corporations, unless otherwise specified.

Any reference to a time of day and date in this Circular shall be a reference to Malaysian time and date, respectively, unless otherwise specified. Any discrepancy in the figures included in this Circular between the amounts stated, actual figures and the totals thereof are due to rounding adjustments.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted.

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EXECUTIVE SUMMARY

This Executive Summary highlights only the salient information of the Proposed Share Consolidation. You are advised to read this Circular in its entirety for further details of the Proposed Share Consolidation and not to rely solely on this Executive Summary in forming a decision on the Proposed Share Consolidation before voting at the EGM.

Key information	Description	Reference to Circular
Summary of the corporate exercise	The Proposed Share Consolidation entails the consolidation of every 10 existing Shares held by the shareholders of Cyber, whose names appear in the Record of Depositors of the Company at the close of business on the Entitlement Date, into 1 Consolidated Share.	Section 2
Rationale and justification	<p>As at the LPD, Cyber has a total of 1,679,048,647 issued Shares, and the last trading price was closed at RM0.100 per Share. In view of the large share base and the relatively low trading price, the Proposed Share Consolidation is expected to enhance the Company's Share capital structure by consolidating the existing Cyber Shares, which will result in a reduction in the number of Cyber Shares available in the market.</p> <p>Further, the Proposed Share Consolidation is expected to increase the NA per share and EPS of Cyber without affecting the total market value of Shares and Share capital, and shareholders' percentage shareholding in the Company. Premised on the above, the Board considers the Proposed Share Consolidation to be in the best interest of the Company.</p>	Section 3
Effects of the Proposed Share Consolidation	Pursuant to the Proposed Share Consolidation, the total number of issued Cyber Shares will reduce from 1,679,048,647 Shares to 167,904,864 Consolidated Shares, without affecting Cyber's issued share capital in RM value.	Section 4
Approvals required/ obtained	<p>The Proposed Share Consolidation is subject to the following approvals being obtained:-</p> <ul style="list-style-type: none">(i) Bursa Securities, the approval of which has been obtained vide Bursa Securities' letter dated 17 January 2024;(ii) The shareholders of Cyber at the EGM; and(iii) Any other relevant authority and/ or third parties, if required.	Section 6
Interested parties	None of the Directors, major shareholders and/ or chief executive of Cyber and/ or persons connected to them have any interest, either direct or indirect, in the Proposed Share Consolidation, save for their respective entitlements as shareholders of the Company under the Proposed Share Consolidation which are also available to all other shareholders of the Company as at the Entitlement Date.	Section 7
Board's recommendation	The Board recommends that you vote in favour of the resolution pertaining to the Proposed Share Consolidation to be tabled at the forthcoming EGM, the details of which are set out in the cover page of this Circular, and the Notice of EGM as enclosed.	Section 8



CYBERJAYA EDUCATION GROUP BERHAD
(FORMERLY KNOWN AS MINDA GLOBAL BERHAD)
Registration No.:201601039044 (1209985-V)
(Incorporated in Malaysia)

Registered Office

Level 5, Tower 8, Avenue 5, Horizon 2
Bangsar South City
59200 Kuala Lumpur
Wilayah Persekutuan
Malaysia

5 February 2024

Board of Directors

General Tan Sri Dato' Seri Mohd Shahrom Bin Dato' Hj. Nordin (Rtd.) (*Independent Non-Executive Chairman*)
Tan Sri Dato' Dr. Palaniappan A/L Ramanathan Chettiar (*Non-Independent Non-Executive Director*)
Maha Ramanathan Palan (*Group Managing Director*)
Tan Sri Datuk (Dr.) Rafiah Binti Salim (*Senior Independent Non-Executive Director*)
Tan Sri Datuk Wira Dr. Mohd Shukor Bin Mahfar (*Independent Non-Executive Director*)
Dato' Tan Choon Hwa @ Esther Tan Choon Hwa (*Independent Non-Executive Director*)

To: The shareholders of Cyberjaya Education Group Berhad (formerly known as Minda Global Berhad)

Dear Sir/ Madam,

PROPOSED SHARE CONSOLIDATION

1. INTRODUCTION

On 28 December 2023, UOBKH had, on behalf of the Board, announced that Cyber proposed to consolidate every 10 existing Cyber Shares held by the shareholders of Cyber, on the Entitlement Date, into 1 Consolidated Share.

On 18 January 2024, UOBKH had, on behalf of the Board, announced that Bursa Securities had, vide its letter dated 17 January 2024, resolved to approve the Proposed Share Consolidation as set out in **Section 6** of this Circular.

Further details on the Proposed Share Consolidation are set out in the ensuing sections.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION ON THE PROPOSED SHARE CONSOLIDATION AS WELL AS TO SEEK YOUR APPROVAL FOR THE RESOLUTION PERTAINING TO THE PROPOSED SHARE CONSOLIDATION TO BE TABLED AT THE FORTHCOMING EGM. THE NOTICE OF EGM IS ENCLOSED TOGETHER WITH THIS CIRCULAR.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED SHARE CONSOLIDATION TO BE TABLED AT THE FORTHCOMING EGM.

2. DETAILS OF THE PROPOSED SHARE CONSOLIDATION

The Proposed Share Consolidation entails the consolidation of every 10 existing Shares held by the shareholders of Cyber, whose names appear in the Company's record of securities holders established by Bursa Depository under the rules of Bursa Depository pursuant to the Securities Industry (Central Depositories) Act, 1991 of the Company at the close of business on the Entitlement Date, into 1 Consolidated Share.

As at 22 January 2024, being the LPD, the issued share capital of Cyber is RM413,129,122 comprising 1,679,048,647 Shares. Further, as at the LPD, the Company does not hold any treasury shares.

Additionally, the Company has established a share grant scheme and the maximum number of new Shares that may be granted shall not in aggregate exceed 15% of the total issued Cyber Shares during the duration of the SGS, which was implemented on 28 March 2023 and is in effect for a period of 10 years. For information purposes, since the effective implementation date of the SGS until the LPD, the Company has not granted any SGS Shares. For the purpose of implementing the Proposed Share Consolidation, the Board has undertaken not to grant any SGS Shares prior to the completion of the Proposed Share Consolidation.

Upon completion of the Proposed Share Consolidation, the resultant issued share capital of Cyber shall be RM413,129,122 comprising 167,904,864 Consolidated Shares. Further, there shall be no change in the percentage of equity interest and market value of Shares held by shareholders other than non-material changes due to rounding and the disregard of fractional entitlements. For information purposes, fractional entitlements from the Proposed Share Consolidation, if any, shall be disregarded and/ or dealt with by the Board in its absolute discretion as it may deem fit and expedient and in the best interest of the Company.

2.1 Adjustment to the reference price of the Consolidated Shares

The Proposed Share Consolidation will result in an adjustment to the reference price of Shares as listed and quoted on the Main Market of Bursa Securities, but shall not have any impact on the market value of Shares held by the shareholders of Cyber. For illustrative purposes, based on the last transacted market price of Shares as at the LPD of RM0.100, the theoretical adjusted reference price of the Consolidated Shares upon the completion of the Proposed Share Consolidation will be as follows:-

	Before the Proposed Share Consolidation	After the Proposed Share Consolidation
Number of Shares as at the LPD (units) ('000)	1,679,049	167,904
Closing market price per Share as at the LPD/ Theoretical price per Share (RM)	0.100	1.00 ^{*1}
Total market value (RM) ('000)	167,905	167,905

Note:-

^{*1} Computed based on the following formula:-

$$\begin{array}{rcl}
 \text{Theoretical adjusted} & = & \text{Market price per Share (x)} \frac{\text{Number of Shares as at}}{\text{reference price per Share}} & \text{the LPD} \\
 & & & \text{Number of Consolidated} \\
 & & & \text{Share(s)} \\
 & = & \text{RM0.100 (x)} \frac{1,679,048,647}{167,904,864} \\
 & = & \text{RM1.00}
 \end{array}$$

Further, and for illustration purposes, the effects of the Proposed Share Consolidation to a shareholder of Cyber holding 10,000 Shares will be as follows:-

	Before the Proposed Share Consolidation	After the Proposed Share Consolidation
Number of Shares as at the LPD (units)	10,000	1,000
Closing market price per Share as at the LPD/ Theoretical price per Share (RM)	0.100	1.00
Total market value of shareholdings (RM)	1,000	1,000

Based on the illustration above, the Proposed Share Consolidation will increase the reference price of the Cyber Shares but will not have any impact on the total market value of the Cyber Shares held by the shareholders of Cyber.

2.2 Ranking of the Consolidated Shares

The Consolidated Shares shall, upon allotment and issuance, rank equally in all respects with each other.

2.3 Suspension of trading, listing date and notices of allotment

There will not be any suspension of trading of Cyber Shares pursuant to the Proposed Share Consolidation as the Proposed Share Consolidation is prescribed as a specified consolidation pursuant to Paragraph 13.14 of the Listing Requirements. The Consolidated Shares will be listed and quoted on the Main Market of Bursa Securities on the next market day following the Entitlement Date.

The notices of allotment of the Consolidated Shares will be issued and despatched to the entitled shareholders within 4 market days after the listing and quotation of the Consolidated Shares on the Main Market of Bursa Securities.

3. RATIONALE AND JUSTIFICATIONS FOR THE PROPOSED SHARE CONSOLIDATION

As at the LPD, Cyber has a total of 1,679,048,647 issued Shares, and the last trading price reflected at the LPD was RM0.100 per Share. In view of the Company's large share base and relatively low trading price, the Proposed Share Consolidation is expected to enhance the Company's share capital structure by consolidating the existing Cyber Shares, which will result in a reduction in the number of Shares available in the market. The reduction in the number of Shares available in the market would also correspondingly increase the reference/ trading prices of the Shares, which may reduce the volatility of the trading price of the Shares.

Further, the Proposed Share Consolidation is expected to increase the NA per share and EPS of Cyber Group without affecting the total market value of Shares and share capital, and shareholders' percentage shareholding in the Company. Premised on the above, the Board opines that the Proposed Share Consolidation is in the best interest of the Company.

4. EFFECTS OF THE PROPOSED SHARE CONSOLIDATION

The pro forma effects of the Proposed Share Consolidation on the issued Share capital, the NA per Share and gearing level, earnings and EPS of Cyber Group, the substantial shareholders' shareholdings of the Company, and convertible securities of the Company are set out below:-

4.1 Issued Share capital

The pro forma effects of the Proposed Share Consolidation on the issued share capital of Cyber are set out as follows:-

	Number of Shares ('000)	RM'000
Issued share capital as at the LPD	1,679,049	413,129
Resultant share capital after the Proposed Share Consolidation	167,904	413,129

4.2 NA per Share and gearing level

Based on the latest audited consolidated statement of the Group for the FYE 30 June 2023, the pro forma effects of the Proposed Share Consolidation on the NA per Share and gearing level of the Group are set out as follows:-

	Audited FYE 30 June 2023 RM'000	After the Proposed Share Consolidation RM'000
Share capital	413,129	413,129
Reserves	17,983	17,933 ^{*1}
Accumulated losses	(183,894)	(183,894)
NA	247,218	247,168
Non-controlling interest	323	323
Total equity	247,541	247,491
Number of Shares in issue (units) ('000)	1,679,049	167,904
NA per Share (RM)	0.15	1.47
Total borrowings (RM'000)	156,904	156,904
Gearing level (times)	0.63	0.63

Note:-

^{*1} After deducting the estimated expenses of RM50,000 in relation to the Proposed Share Consolidation

4.3 Earnings and EPS

The Proposed Share Consolidation will not have any effect on the consolidated earnings of the Group. However, the lower number of Shares in issue upon completion of the Proposed Share Consolidation will result in a corresponding increase in the EPS of the Company.

Purely for illustrative purposes, based on the latest audited financial statements of the Group for the FYE 30 June 2023, the pro forma effects of the Proposed Share Consolidation on the EPS of the Group are set out as follows:-

	Audited FYE 30 June 2023	After the Proposed Share Consolidation
PAT (RM'000)	9,036	8,986 ^{*1}
Number of Shares as at the LPD (units) ('000)	1,679,049	167,904
EPS (sen)	0.54	5.35

Note:-

^{*1} After deducting the estimated expenses of RM50,000 in relation to the Proposed Share Consolidation.

4.4 Convertible securities

As set out in **Section 2** of this Circular, the Company has established a SGS and since the effective implementation date of the SGS (i.e. 28 March 2023) until the LPD, the Company has not granted any SGS Shares. For the purpose of implementing the Proposed Share Consolidation, the Board has undertaken not to grant any SGS Shares prior to the completion of the Proposed Share Consolidation.

Save for the SGS Shares, the Company does not have any other existing convertible securities as at the LPD.

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4.5 Substantial shareholder's shareholdings

The Proposed Share Consolidation will not have any effect on the shareholdings of the shareholders of Cyber, save for the proportionate reduction in the number of Shares held by each shareholder in Cyber upon completion of the Proposed Share Consolidation. The pro forma effects of the Proposed Share Consolidation on the shareholdings of the substantial shareholders of the Company are set out as follows:-

	Shareholdings as at the LPD		After the Proposed Share Consolidation	
	Direct	Indirect	Direct	Indirect
	No. of Shares	% ^{*1}	No. of Shares	% ^{*2}
Tan Sri Dato' Dr Palaniappan A/L Ramanathan Chettiar	-	-	-	-
Special Flagship Holdings Sdn Bhd	976,587,722	58.16	97,658,772	58.16
			97,658,772 ³	58.16

Notes:-

^{*1} Based on total issued Shares of 1,679,048,647.

^{*2} Based on total issued Consolidated Shares of 167,904,864.

^{*3} Deemed interested by virtue of his shareholdings in Special Flagship Holdings Sdn Bhd pursuant to Section 8 of the Act.

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5. HISTORICAL SHARE PRICES

The monthly highest and lowest transacted prices of Shares for the past 12 months from the date of this Circular as traded on Bursa Securities from February 2023 to January 2024 are as follows:-

	High RM	Low RM
2023		
February	0.100	0.065
March	0.160	0.080
April	0.145	0.110
May	0.130	0.090
June	0.120	0.090
July	0.140	0.105
August	0.140	0.105
September	0.135	0.105
October	0.115	0.095
November	0.115	0.100
December	0.140	0.100
2024		
January	0.130	0.095

Last transacted market price of Cyber Shares as at 27 December 2023
(being the latest transacted date prior to the announcement of the
Proposed Share Consolidation) 0.130

Last transacted market price as at the LPD 0.100

(Source: Bloomberg)

6. APPROVALS REQUIRED/ OBTAINED

The Proposed Share Consolidation is subject to the following approvals being obtained:-

- (i) Bursa Securities, for the Proposed Share Consolidation.

The approval of Bursa Securities was obtained vide its letter dated 17 January 2024 and the Group is required to take note of the following:-

	Status
i. Cyber is required to furnish Bursa Securities with a certified true copy of the resolution passed by shareholders at the EGM for the Proposed Share Consolidation; and	To be complied
ii. Cyber or UOBKH is required to make the relevant announcements pursuant to paragraphs 6.56(2)(ii) and (iii) and paragraph 13.20(2) of the Main Market Listing Requirements	To be complied
(ii) The shareholders of Cyber for the Proposed Share Consolidation at the forthcoming EGM; and	
(iii) Any other relevant authority, if required.	

The Proposed Share Consolidation is not conditional upon any other proposals undertaken or to be undertaken by the Company.

7. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/ OR PERSONS CONNECTED TO THEM

None of the Directors, major shareholders, chief executive of Cyber and/ or persons connected to them have any interest, either direct or indirect, in the Proposed Share Consolidation, save for their respective entitlements as shareholders of the Company under the Proposed Share Consolidation which are also available to all other shareholders of the Company as at the Entitlement Date.

8. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board, having considered all aspects, including the rationale and justifications as well as the effects of the Proposed Share Consolidation, is of the opinion that the Proposed Share Consolidation is in the best interest of the Company.

Accordingly, the Board recommends that you **vote in favour** for the resolution pertaining to the Proposed Share Consolidation to be tabled at the forthcoming EGM.

9. ESTIMATED TIMEFRAME FOR COMPLETION

Barring any unforeseen circumstances and subject to all required approvals being obtained, the Board expects the Proposed Share Consolidation to be completed by the first quarter of 2024.

The tentative timetable in relation to the Proposed Share Consolidation is as follows:-

Timeline	Events
27 February 2024	<ul style="list-style-type: none">• Convening of EGM to obtain approvals for the Proposed Share Consolidation
Early March 2024	<ul style="list-style-type: none">• Announcement on the Entitlement Date• Entitlement Date• Listing and quotation of the Consolidated Shares• Completion of the Proposed Share Consolidation

10. CORPORATE EXERCISES ANNOUNCED BUT PENDING COMPLETION

Save for the Proposed Share Consolidation, and as disclosed below, the Board confirms that there are no other outstanding corporate exercises that have been announced through Bursa Securities but not yet completed prior to the printing of this Circular.

On 21 July 2023, Asiamet (M) Sdn Bhd ("**AMSB**"), an indirect wholly owned subsidiary of the Company entered into a sale and purchase of business agreement with Austin Legacy Education Sdn Bhd for the proposed disposal of:-

(i) the business of the provision of higher education courses as duly approved by Ministry of Higher Education of Malaysia by Asia Metropolitan University ("**AMU**"), operated and carried out by AMSB at AMU's campus in Johor Bahru, Johor ("**AMU Business**"); and

(ii) all the properties, assets and rights of the AMU Business;

for a total cash consideration of RM15.00 million. ("**Proposed AMU Disposal**")

Further, the Proposed Share Consolidation is not conditional upon the Proposed AMU Disposal or any other proposals undertaken or to be undertaken by the Company.

11. EGM

The EGM, the notice of which is enclosed in this Circular, will be held at Grand Hall, Level 4, Academic Block, University of Cyberjaya Campus, Persiaran Bestari, Cyber 11, 63000 Cyberjaya, Selangor Darul Ehsan, Malaysia on Tuesday, 27 February 2024 at 12.30 p.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modification, the resolution to give effect to the Proposed Share Consolidation.

If you are unable to attend and vote in person at the EGM, you may appoint a proxy or proxies to attend and vote on your behalf by completing, signing and returning the enclosed Form of Proxy in accordance with the instructions contained therein as soon as possible, so as to arrive at the registered office of the Company at Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia or email to yk.wong@acclime.com not less than 24 hours before the time set for holding the EGM or at any adjournment thereof. The completion and lodgement of the Form of Proxy will not preclude you from attending and voting in person at the EGM should you subsequently wish to do so and in such an event, your Form of Proxy shall be deemed to have been revoked.

12. FURTHER INFORMATION

Shareholders of Cyber are advised to refer to **Appendix I** of this Circular for further information.

Yours faithfully,
For and on behalf of the Board
CYBERJAYA EDUCATION GROUP BERHAD
(FORMERLY KNOWN AS MINDA GLOBAL BERHAD)

GENERAL TAN SRI DATO' SERI MOHD SHAHROM BIN DATO' HJ. NORDIN (RTD.)
Independent Non-Executive Chairman

APPENDIX I - FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

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

2. CONSENT

UOBKH, being the Adviser for the Proposed Share Consolidation, has given and has not subsequently withdrawn its written consent to the inclusion in this Circular of its name and all references thereto in the form and context in which they appear in this Circular.

3. DECLARATION OF CONFLICT OF INTEREST

UOBKH has given their written confirmation that there is no situation of conflict of interests that exists or is likely to exist in relation to its role as the Adviser to Cyber for the Proposed Share Consolidation.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia during normal business hours from Monday to Friday (except public holidays) from the date hereof up to the time stipulated for the holding of the EGM:-

- (i) Constitution of Cyber;
- (ii) Audited consolidated financial statements of the Group for the past 2 financial years up to the FYE 30 June 2023 and the latest unaudited quarterly report of the Group for the 3-month financial period ended 30 September 2023; and
- (iii) The letter of consent and declarations of conflict of interest referred to in **Section 2** and **Section 3** of Appendix I above, respectively.



**CYBERJAYA EDUCATION GROUP BERHAD
(FORMERLY KNOWN AS MINDA GLOBAL BERHAD)**

Registration No.: 201601039044 (1209985-V)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of Cyberjaya Education Group Berhad (formerly known as Minda Global Berhad) ("**Cyber**" or 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, Malaysia on Tuesday, 27 February 2024 at 12.30 p.m., or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolution with or without any modifications:-

SPECIAL RESOLUTION

PROPOSED CONSOLIDATION OF EVERY 10 EXISTING ORDINARY SHARES IN CYBER ("CYBER SHARE(S)" OR "SHARE(S)") INTO 1 CYBER SHARE ("CONSOLIDATED SHARE(S)") ("PROPOSED SHARE CONSOLIDATION")

"**THAT**, subject to the approvals of all relevant authorities being obtained, where required, approval be and is hereby given to the Board of Directors of the Company ("**Board**") to consolidate 10 existing Shares held by the shareholders of Cyber, whose names appear in the Record of Depositors of the Company at the close of business on an entitlement date to be determined and announced later by the Board, into 1 Consolidated Share;

THAT, fractional entitlements arising from the Proposed Share Consolidation, if any, will be disregarded and dealt with in such a manner as the Board shall in its absolute discretion deem fit and expedient, and to be in the best interest of the Company;

THAT, the Consolidated Shares shall, upon allotment and issuance, rank equally in all respects with each other following the completion of the Proposed Share Consolidation;

AND THAT, the Board be and is hereby authorised to give effect to the Proposed Share Consolidation with full powers to assent to any conditions, modifications, variations and/ or amendments as may be required by the relevant authorities and to do all such acts as they may consider necessary or expedient in the best interest of the Company to give full effect to the Proposed Share Consolidation."

By Order of the Board

WONG YOUN KIM (MAICSA 7018778)

SSM PC No. 201908000410

LIM LI HEONG (MAICSA 7054716)

SSM PC No. 202008001981

WONG MEE KIAT (MAICSA 7058813)

SSM PC No. 202008001958

Company Secretaries

Kuala Lumpur
5 February 2024

Notes:-

- 1) *For purposes of determining who shall be entitled to attend this EGM in accordance with Clause 78 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 20 February 2024. Only a member whose name appears on the Record of Depositors as at 20 February 2024 shall be entitled to attend this EGM or appoint proxy/proxies to attend and/or vote in his stead.*
- 2) *A proxy may but need not be a member of the Company and there is no restriction as to the qualification of the proxy. A proxy appointed to attend and vote in a meeting of the Company shall have the same rights as the member to speak at the meeting.*
- 3) *A member of the Company shall be entitled to appoint more than 1 proxy to attend and vote at the same meeting. Where a member appoints more than 1 proxy, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. If the appointer is a corporation, the Form of Proxy must be executed under its Common Seal or under the hand of its officer or attorney duly authorised.*
- 4) *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.*
- 5) *The instrument appointing a proxy and the power of attorney or authority, if any, under which it is signed or notarially certified copy of that power or authority must be deposited at the registered office of the Company at Acclime Corporate Services Sdn Bhd, Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia or email to yk.wong@acclime.com not less than 24 hours before the time appointed for holding the EGM or at any adjournment thereof.*
- 6) *Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in the Notice of EGM will be put to vote by way of poll.*

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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.



CYBERJAYA EDUCATION GROUP BERHAD
 (FORMERLY KNOWN AS MINDA GLOBAL BERHAD)
 Registration No.: 201601039044 (1209985-V)

CDS Account No.	
No. of Shares Held	

FORM OF PROXY

*I/We, _____
 (FULL NAME IN CAPITAL LETTERS)

*NRIC No. /Passport No./Registration No. _____ of _____

_____ (FULL ADDRESS)

with email address _____ mobile phone no. _____

being a member/members of CYBERJAYA EDUCATION GROUP BERHAD (formerly known as Minda Global Berhad), hereby appoint:

Full Name	NRIC No./Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			
Telephone no. / Email address			

*and/*or failing him/her (*delete as appropriate)

Full Name	NRIC No./Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			
Telephone no. / Email address			

or failing him/her/them, the CHAIRMAN OF THE MEETING as *my/our proxy to vote for *me/us on *my/our behalf at the Extraordinary General Meeting ("EGM") of the Company to be held at Grand Hall, Level 4, Academic Block, University of Cyberjaya Campus, Persiaran Bestari, Cyber 11, 63000 Cyberjaya, Selangor Darul Ehsan, Malaysia on Tuesday, 27 February 2024 at 12.30 p.m. or at any adjournment thereof, in the manner as indicated below:-

SPECIAL RESOLUTION	FOR	AGAINST
PROPOSED SHARE CONSOLIDATION		

Please indicate with an "X" in the spaces provided on how you wish your vote to be cast. If no specific instruction as to voting is given, the proxy will vote at his/her discretion.

Dated this.....day of.....2024.

 Signature/ common seal of shareholder

* Delete if not applicable



Fold this flap for sealing

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- 6) Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in the Notice of EGM will be put to vote by way of poll.

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AFFIX
STAMP

**CYBERJAYA EDUCATION GROUP BERHAD
(FORMERLY KNOWN AS MINDA GLOBAL BERHAD)
C/O ACCLIME CORPORATE SERVICES SDN BHD**
Level 5, Tower 8, Avenue 5, Horizon 2
Bangsar South City
59200 Kuala Lumpur
Wilayah Persekutuan, Malaysia

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