

NOTICE OF EIGHTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Eighth Annual General Meeting (“**8th AGM**”) of Cyberjaya Education Group Berhad (“**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 on **Tuesday, 9 December 2025 at 11.00 a.m.** for the following purposes:

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 30 June 2025 together with the Reports of the Directors and Auditors thereon. [Please refer to Explanatory Note 1]
2. To approve the payment of Directors’ fees and meeting allowances payable to the Independent Non-Executive Directors for the period from 10 December 2025 until the conclusion of the next Annual General Meeting of the Company. **Ordinary Resolution 1**
[Please refer to Explanatory Note 2]
3. To re-elect the following Directors, who retire by rotation in accordance with Clause 103 of the Company’s Constitution, and being eligible, have offered themselves for re-election:-
 - (i) Tan Sri Datuk (Dr.) Rafiah Binti Salim **Ordinary Resolution 2**
 - (ii) Mr. Maha Ramanathan Palan **Ordinary Resolution 3**
[Please refer to Explanatory Note 3]
4. To re-appoint Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **Ordinary Resolution 4**
[Please refer to Explanatory Note 4]

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions, with or without modifications:-

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(Continued)

5. **Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016**

Ordinary Resolution 5

[Please refer to
Explanatory
Note 5]

“**THAT** subject always to the Companies Act 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company’s Constitution and the approvals of the relevant regulatory authorities (if required), the Directors of the Company be and are hereby empowered pursuant to Sections 75 and 76 of the Companies Act 2016 to allot and issue shares in the capital of the Company from time to time, at such price, upon such terms and conditions and for such purposes and to such person(s) whomsoever as the Directors may in their absolute discretion deem fit provided always that the aggregate number of shares to be issued pursuant to this resolution, when aggregated with the total number of such shares issued during the preceding 12 months does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares, if any) of the Company for the time being.

THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad.

THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company after the approval was given or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever is the earlier, unless revoked or varied by an ordinary resolution of the Company at general meeting.

AND THAT pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 64 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares in the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016.

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6. **Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Renewal of Shareholders' Mandate")**

Ordinary Resolution 6

[Please refer to Explanatory Note 6]

"THAT pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries (**"Group"**) to enter into recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.5 of the Circular to Shareholders dated 31 October 2025 provided that such transactions are:

- (i) necessary for the Group's day-to-day operations;
- (ii) undertaken in 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
- (iii) not detrimental to the interest of the minority shareholders of the Company.

THAT the authority conferred by such mandate shall continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting of the Company, at which time it will lapse, unless the authority is renewed by a resolution passed at the next Annual General Meeting of the Company; or
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (iii) the mandate is revoked or varied by a resolution passed by the shareholders of the Company in a general meeting before the next Annual General Meeting of the Company,

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of Shareholders' Mandate."

- 7. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

By Order of the Board

LIM LI HEONG (MAICSA 7054716) (SSM PC NO. 202008001981)
WONG MEE KIAT (MAICSA 7058813) (SSM PC NO. 202008001958)
 Company Secretaries

Kuala Lumpur
 31 October 2025

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NOTES:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies (or being a corporate member, a corporate representative) to attend and vote in his/her stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
2. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy in the instrument appointing the proxies. A proxy appointed to attend and vote at the 8th AGM shall have the same rights as the member to attend and vote at the 8th AGM.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing or if the appointor is a corporation either under its common seal, or the hand of its officer or duly authorised attorney.
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 other authority, if any, under which it is signed or a notarially certified copy of that power of authority shall be deposited at the registered office of the Company at Level 7, Mercu 3, No. 3, Jalan Bangsar, KL Eco City, 59200 Kuala Lumpur not less than 48 hours before the time for holding the meeting or any adjournment thereof.
- 6. General Meeting Record of Depositors**
For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn Bhd in accordance with Clause 78 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 2 December 2025. Only a depositor whose name appears on the Record of Depositors as at 2 December 2025 shall be entitled to attend this meeting or appoint proxy/proxies to attend and/or vote in his stead.
7. The resolutions set out in the Notice of the 8th AGM will be put to vote by poll pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

EXPLANATORY NOTES:

1. Item 1 of the Agenda

Audited Financial Statements for the financial year ended 30 June 2025

This Agenda item is tabled for discussion only in accordance with Section 340(1)(a) of the Companies Act 2016, which does not require the formal approval of members/shareholders of the Company for the Audited Financial Statements for the financial year ended 30 June 2025. Hence, this Agenda item is not put forward for voting.

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2. Ordinary Resolution 1

Payment of Directors' fees and meeting allowances

Section 230 (1) of the Companies Act 2016 provide amongst others, that the Directors' fees and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In addition, pursuant to Paragraph 7.24 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the fees of directors and any benefits payable to directors of a listed issuer shall be subject to annual shareholders' approval at a general meeting.

The Nomination and Remuneration Committee ("NRC") has reviewed the current remuneration of the Independent Non-Executive Directors ("INEDs"), which comprises directors' fees and meeting allowances, taking into consideration the scope of responsibilities, time commitment, and the overall board and committee structure. The Board has approved the NRC's recommendation and wishes to seek shareholders' approval for the payment of Directors' fees and the revised meeting allowances payable to the INEDs for the period from 10 December 2025 until the conclusion of the next Annual General Meeting of the Company, as set out in the fee structure below:-

Board/Committee	Position	Current Directors' Fees (per Director)	Current Meeting Allowances (per Meeting)	Proposed Directors' Fees (per Director)	Proposed Revised Meeting Allowances (per Meeting)
Board of Directors	Chairman	RM75,000 per annum	RM1,200	RM 75,000 per annum	RM1,500
	Member	RM60,000 per annum	RM800	RM 60,000 per annum	RM1,200
Audit and Risk Management Committee	Chairman	-	RM1,200	-	RM1,500
	Member	-	RM800	-	RM1,200
Nomination and Remuneration Committee	Chairman	-	RM1,200	-	RM1,500
	Member	-	RM800	-	RM1,200

The Board considers the proposed revision to the meeting allowances to be fair and reasonable, reflecting the duties and responsibilities of the INEDs, their time commitment, and the level of involvement required on the Board and its Committees.

3. Ordinary Resolutions 2 and 3

Re-election of Directors

The profile of the Directors who are standing for re-election under item 3 of the agenda is set out in the Directors' Profile of the Annual Report 2025.

The NRC has considered the performance and contribution of each of the retiring Directors seeking re-election. The NRC carried out the necessary assessment on the aforesaid Directors and concluded that they possess the required character, experience, integrity, competence and time commitment to effectively and diligently discharge their duties and responsibilities as Directors. Based on the recommendation of the NRC, the Board is satisfied with the performance and contributions of the following Directors and supports their re-election based on the justifications as stated below:

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Ordinary Resolution 2 – Re-election of Tan Sri Datuk (Dr.) Rafiah Binti Salim as Senior Independent Non-Executive Director

Tan Sri Datuk (Dr.) Rafiah Binti Salim fulfills the independence requirements set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the prescribed criteria under the Malaysian Code on Corporate Governance. She consistently demonstrates independence and objectivity in expressing her views and actively participates in Board deliberations and decision-making. Throughout her tenure as a Senior Independent Non-Executive Director, she has shown a high level of commitment, dedicating ample time and effort, and has contributed significantly to informed and balanced decision-making. She has exercised due care and carried out her professional duties with proficiency in discharging her responsibilities as a member of the Board and its Committees.

Ordinary Resolution 3 – Re-election of Maha Ramanathan Palan as Group Managing Director

Mr. Maha Ramanathan Palan has consistently demonstrated strong leadership and commitment in discharging his fiduciary duties as Group Managing Director. He brings with him extensive experience in investment and strategic management, which has been instrumental in driving the Group's turnaround and growth. Throughout his tenure, he has dedicated substantial time and effort, actively contributed to Board deliberations and decision-making, and exercised due care and diligence in carrying out his responsibilities. His leadership and insights continue to contribute significantly to the sustainable growth and transformation of the Group.

4. Ordinary Resolution 4 Re-appointment of Auditors

Based on the outcome of the assessment from Audit and Risk Management Committee (“**ARMC**”) on the suitability, effectiveness and independence of the external auditors, Messrs Baker Tilly Monteiro Heng PLT (“**Baker Tilly**”), the ARMC is satisfied with the performance and independence of Baker Tilly. The Board has endorsed the recommendation of the ARMC to seek shareholders' approval for the re-appointment of Baker Tilly as Auditors of the Company at the 8th AGM and to authorise the Directors to fix their remuneration.

5. Ordinary Resolution 5 Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016

This proposed resolution, if passed, will empower the Directors to issue and allot up to a maximum of ten per centum (10%) of the total number of issued shares of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is the earlier.

This is a renewal of the mandate obtained from shareholders at the last Annual General Meeting held on 10 December 2024. The mandate is to provide flexibility to the Company to issue new securities for any possible fund-raising activities including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of bank borrowings and/or acquisitions without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional costs and time.

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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 last Annual General Meeting held on 10 December 2024 and the mandate will lapse at the conclusion of the 2025 Annual General Meeting.

Pursuant to Section 85 of the Companies Act 2016, read together with Clause 64 of the Constitution of the Company, shareholders have pre-emptive rights to be offered new shares in the Company which rank equally to the existing shares of the Company. By voting in favour of this resolution, shareholders will be deemed to have waived their pre-emptive rights in respect of shares issued pursuant to this mandate.

6. Ordinary Resolution 6

Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

This proposed resolution, if passed, will enable the Group to enter into recurrent related party transactions of a revenue or trading nature with its related parties in the ordinary course of business, which are necessary for the day-to-day operations of the Group. Such transactions will be conducted on commercial terms that are not more favourable to the related parties than those generally available to the public and will not be detrimental to the interests of the minority shareholders of the Company.

Further details relating to this proposed resolution are set out in the Circular to Shareholders dated 31 October 2025, which is available at the Company's website at <https://cyberjaya.education/shareholders/8th-annual-general-meeting/>.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

1. Details of individuals who are standing for election (excluding directors standing for re-election) as Directors

There are no individuals who are standing for election as Directors at the 8th AGM of the Company.

2. Statement relating to general mandate for issue of securities in accordance with Paragraph 6.03(3) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

Details of the general mandate to issue securities pursuant to Sections 75 and 76 of the Companies Act 2016 are set out in the Explanatory Note 5 of this Notice.

PERSONAL DATA PRIVACY

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