THIS CIRCULAR/STATEMENT 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.

In relation to Part A of this Circular/Statement, Bursa Malaysia Securities Berhad ("**Bursa Securities**") has only perused the contents relating to the proposed new shareholders' mandate for recurrent related party transactions of a revenue or trading nature on a limited review basis pursuant to the provisions of Practice Note 18 of the Main Market Listing Requirements of Bursa Securities ("**Listing Requirements**").

Bursa Securities has not perused the contents relating to the proposed renewal of the existing shareholders' mandate for recurrent related party transactions of a revenue or trading nature and Part B of this Circular/Statement in relation to the proposed renewal of share buy-back authority prior to its issuance, as these are exempt documents pursuant to Practice Note 18 of the Listing Requirements.

Bursa Securities takes no responsibility for the contents of this Circular/Statement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular/Statement.

CYBERJAYA EDUCATION GROUP BERHAD

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

CIRCULAR/STATEMENT TO SHAREHOLDERS

IN RELATION TO

PART A

PROPOSED RENEWAL OF AND NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

("PROPOSED RENEWAL OF AND NEW SHAREHOLDERS' MANDATE")

PART B

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES

("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY")

("COLLECTIVELY KNOWN AS "THE PROPOSALS")

The Proposals will be tabled as Special Businesses at the Ninth Annual General Meeting ("**9th AGM**") of Cyberjaya Education Group Berhad ("**Cyber**" or "**the Company**") which will be held at Grand Hall, Level 4, Academic Block, University of Cyberjaya Campus, Persiaran Bestari, Cyber 11, 63000 Cyberjaya, Selangor Darul Ehsan on **Thursday, 3 December 2026** at **3.00 p.m.**, or at any adjournment thereof.

The Notice of 9th AGM together with the Form of Proxy and this Circular/Statement are available on the Company's website at https://cyberjaya.education/shareholders/9th-annual-general-meeting/.

If you are unable to attend and vote at the 9th AGM and wish to appoint proxy(ies) instead, the Form of Proxy must 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 forty-eight (48) hours before the time stipulated for holding the 9th AGM or adjourned meeting as the case may be.

Last date and time for lodging the Form of Proxy	: Tuesday, 1 December 2026 at 3.00 p.m.
Date and time of the 9th AGM	: Thursday, 3 December 2026 at 3.00 p.m.

This Circular is dated 30 October 2026

DEFINITIONS

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

"Act"	:	Companies Act 2016, as amended from time to time and any re-enactment thereof
"AGM"	:	Annual General Meeting
"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/Statement"	:	This circular/statement to shareholders of Cyber dated 30 October 2026 in relation to the Proposed Renewal of and New Shareholders' Mandate and Proposed Renewal of Share Buyback Authority
"Cyber" or the "Company"	:	Cyberjaya Education Group Berhad (Registration No. 201601039044 (1209985-V))
"Cyber Group" or the "Group"	:	Cyber and its subsidiaries, collectively
"Cyber Share(s)" or "Share(s) "	:	Ordinary share(s) of Cyber
"Director(s)"	:	A person as defined in Section 2(1) of the Capital Markets and Services Act 2007 and, for purposes of the Proposed Renewal of Shareholders' Mandate, includes any person who is or was, within the preceding six (6) months of the date on which the terms of the transaction were agreed upon:- (i) a director of Cyber, its subsidiaries or holding company; or (ii) a chief executive of Cyber, its subsidiaries or holding company
"EPS"	:	Earnings per share
"FPE"	:	Financial period ended or ending, as the case may be
"FYE"	:	Financial year ended or ending, as the case may be
"Interested Directors"	:	Tan Sri Dato' Dr. Palaniappan A/L Ramanathan Chettiar and Maha Ramanathan Palan
"Listing Requirements"	:	Main Market Listing Requirements of Bursa Securities
"LPD"	:	30 September 2026, being the latest practicable date prior to the printing and despatch of this Circular/Statement

"Major Shareholder(s)"	:	A person who has an interest or interests in one or more voting shares in the Company and the number or aggregate number of those shares is (a) 10% or more of the total number of voting shares in the Company; or (b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company. For the purpose of this definition, "interest in shares" shall have the meaning given in Section 8 of the Act. It also includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a major shareholder of the Company (as defined above) or any other company which is a subsidiary or holding company of Cyber.
"NTS"	:	N'osairis Technology Solutions Sdn Bhd [Registration No. 200801040933 (842284-A)]
"Person(s) Connected"	:	Pursuant to Paragraph 1.01 of the Listing Requirements, a person connected in relation to a Director or Major Shareholder is a person who falls under any one of the following categories: (a) a family member of the Director or Major Shareholder which shall include the spouse, parent, child (including adopted child and stepchild), brother, sister, and the spouse of the child (including adopted child and stepchild), brother or sister; (b) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the Director, Major Shareholder or a family member of the Director or Major Shareholder, is the sole beneficiary; (c) a partner of the Director or Major Shareholder or a partner of a person connected with that Director or Major Shareholder; (d) a person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Major Shareholder; (e) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the Director or Major Shareholder is accustomed or is under an obligation, whether formal or informal, to act; (f) a body corporate in which the Director or Major Shareholder of persons connected with him are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; (g) a body corporate which is a related corporation of the Director or Major Shareholder.
"Proposed Renewal of Share Buy-Back Authority"	:	Proposed renewal of the authority to enable the Company to purchase its own shares up to a maximum of ten percent (10%) of the total number of issued shares of the Company

"Proposed Renewal of and New Shareholders' Mandate"	:	Proposed renewal of and new shareholders' mandate for the Recurrent Related Party Transactions as detailed in Section 2.5 and 2.6 of this Circular/Statement to be entered into by our Group from the date of the forthcoming AGM until the conclusion of the next AGM of the Company
"RRPT(s)"	:	Related party transactions which are recurrent, of a revenue or trading nature and which are necessary for the day-to-day operations and are in the ordinary course of business of our Group.
"Related Party(ies)"	:	A Director, Major Shareholder or persons connected with such Director or Major Shareholder
"Rules"	:	Rules on Take-Overs, Mergers and Compulsory Acquisitions 2016, including any amendments that may be made from time to time
"SGS"	:	Share grant scheme of the Company implemented on 28 March 2023 following shareholders' approval obtained on 31 October 2022, involving the issuance of new Cyber Shares of up to 15% of the total number of issued shares of the Company (excluding treasury shares) for eligible directors and employees of the Group (excluding dormant subsidiaries), and in force for a period of up to 27 March 2033
"SMRT"	:	SMRT Holdings Berhad
"UOC"	:	UOC Sdn. Bhd.
"CCKK"	:	Cyberjaya College Kota Kinabalu Sdn. Bhd.
"CCKH"	:	Cyberjaya College Kuching Sdn. Bhd.

CURRENCY

"RM" and "sen"	:	Ringgit Malaysia and sen respectively

All references to "**we**", "**us**", "**our**" and "**ourselves**" in this Circular/Statement, if any, shall mean Cyber or where the context requires, our Group.

References to "**you**" or "**your**" are to the shareholders of our Company, unless the context otherwise requires.

Words denoting the singular shall, where applicable, include the plural and vice versa, and words denoting the masculine gender shall, where applicable, include the feminine and/or neuter genders, and vice versa. Reference to persons shall include corporations, unless otherwise specified.

Any reference in this Circular/Statement to any statutes, rules, regulations, enactments or rules of the stock exchange is a reference to such statutes, rules, regulations, enactments or rules of the stock exchange currently in force and as may be amended from time to time and any re-enactment thereof.

Any reference to a time of day and date in this Circular/Statement shall be a reference to Malaysian time and date, unless otherwise stated.

Any discrepancy in the figures included in this Circular/Statement between the amounts listed, actual figures and the totals thereof are due to rounding adjustments.

Any exchange rate translation in this Circular/Statement is provided solely for your convenience and should not be constituted as a representation that the translated amount stated in this Circular/Statement could have been or would have been converted into such other amounts or vice versa.

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PART A

PROPOSED RENEWAL OF AND NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

("PROPOSED RENEWAL OF AND NEW SHAREHOLDERS' MANDATE")

CYBERJAYA EDUCATION GROUP BERHAD
(Registration No. 201601039044 (1209985-V))
(Incorporated in Malaysia)

Registered Office

Level 7, Mercu 3
No. 3, Jalan Bangsar
KL Eco City
59200 Kuala Lumpur

30 October 2026

Board of Directors

General Tan Sri Dato' Seri Dr. 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. Hj. Mohd Shukor Bin Hj. Mahfar *(Independent Non-Executive Director)*
Dato' Tan Choon Hwa @ Esther Tan Choon Hwa *(Independent Non-Executive Director)*
Dato' Roslina Binti Zainal *(Independent Non-Executive Director)*

To: The shareholders of Cyber

Dear Sir/ Madam,

PROPOSED RENEWAL OF AND NEW SHAREHOLDERS' MANDATE

---

1. INTRODUCTION

At the 8th AGM held on 9 December 2025, the Company obtained shareholders' approval for the shareholders' mandate for the Group to enter into recurrent related party transactions of a revenue or trading nature ("RRPTs") with the Related Parties as set out in the Circular to Shareholders dated 31 October 2025.

Pursuant to Paragraph 10.09 of the Listing Requirements, the existing shareholders' mandate for RRPTs shall lapse at the conclusion of the forthcoming 9th AGM unless its renewal is approved by the shareholders at the forthcoming 9th AGM.

On 29 October 2026, the Company announced that it proposes to seek shareholders' approval for the Proposed Renewal of and New Shareholders' Mandate at the forthcoming 9th AGM.

The purpose of this Circular is to provide shareholders with the relevant information on the Proposed Renewal of and New Shareholders' Mandate and to seek shareholders' approval for the ordinary resolution pertaining thereto to be tabled at the forthcoming 9th AGM.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR/STATEMENT TOGETHER WITH THE APPENDICES CONTAINED HEREIN BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED RENEWAL OF AND NEW SHAREHOLDERS' MANDATE TO BE TABLED AT THE FORTHCOMING 9TH AGM.

2. DETAILS OF THE PROPOSED RENEWAL OF AND NEW SHAREHOLDERS' MANDATE

2.1 Provisions under the Listing Requirements

Pursuant to Paragraph 10.09(2) of the Listing Requirements, a listed issuer may seek its shareholders' mandate in respect of RRPTs which are made on arm's length basis and are necessary for its day-to-day operations subject to the following:

(a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;

(b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where:

(i) the consideration, value of the assets, capital outlay or costs of the RRPTs is RM1.0 million or more; or

(ii) the percentage ratio of such RRPTs is 1% or more,

whichever is the higher;

(c) the issuance of circular to shareholders for the shareholders' mandate includes the information as may be prescribed by Bursa Securities;

(d) in a meeting to obtain shareholders' mandate, the interested Directors, interested Major Shareholders or interested person connected with a Director or Major Shareholder; and where it involves the interest of an interested person connected with a Director or Major Shareholder, such Directors or Major Shareholder, must not vote on the resolution to approve the transactions. An interested Director or interested Major Shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions; and

(e) the Company shall make an immediate announcement to Bursa Securities when the actual value of RRPTs entered into by the Company, exceeds the estimated value of the RRPTs disclosed in the Circular by 10% or more of the aggregate value and must include the information as may be prescribed by Bursa Securities in its announcement.

2.2 Validity period of the Proposed Renewal of and New Shareholders' Mandate

The Proposed Renewal of and New Shareholders' Mandate, if approved by the shareholders, shall take effect from the date of the passing of the Ordinary Resolution proposed at the forthcoming AGM and shall continue to be in force until:

(a) the conclusion of the next AGM of the Company following the forthcoming AGM, at which it will lapse, unless by a resolution passed at the next AGM, the mandate is renewed;

(b) the expiration of the period within which the next AGM after the forthcoming AGM 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

(c) the mandate is revoked or varied by an ordinary resolution passed by the shareholders in a general meeting,

whichever is the earlier.

Thereafter, the approval from the shareholders of the Company will be sought for the renewal of shareholders' mandate for the RRPTs, as applicable at each subsequent AGM of the Company.

2.3 Principal business activities of Cyber Group

The Company is principally engaged in investment holding. The principal activities of the subsidiaries are as follows:

Name of company	Effective equity interest	Principal activities
ASIAMET Education Group Sdn. Bhd. ("**AEGSB**")	100%	Investment holding
Minda Global Management Sdn. Bhd.	100%	Provision of management services
Cyberjaya College Central Sdn. Bhd.	100%	Provision of education services
Cyberjaya College Kota Kinabalu Sdn. Bhd. ("**CCKK**")	100%	Provision of education services
Cyberjaya College Kuching Sdn. Bhd. ("**CCKH**")	100%	Provision of education services
CUCMS Education Sdn. Bhd. ("**CESB**")	100%	Provision of education services
UOC Sdn. Bhd. ("**UOC**")	100%	Operation of education institutions and provision of education services and providing HRD solutions covering training, consulting and advisory support services
Ilmu Estate Holdings Sdn. Bhd. ("**IEHSB**")	100%	Investment holding, property investment, development and management
IIT Education Sdn. Bhd.	60%	Provision of education services
Held through AEGSB		
ASIAMET (M) Sdn. Bhd.	100%	Provision of education services and management services
Held through CESB		
Minda Global Language Centre Sdn. Bhd.	100%	To carry out the business of a commercial language and learning centre by providing education and educational related services
Held through UOC		
SMR HR Group Sdn. Bhd.	100%	Provision of Human Resource Development ("HRD") solutions covering training, consulting, outsourcing, events, learning resources and advisory support services
Held through IEHSB		
Ilmu Living Sdn. Bhd.	100%	Investment holding, property investment, development and management
Ilmu Park Sdn. Bhd.	100%	Investment holding, property investment, development and management

2.4 Classes of Related Parties

The Proposed Renewal of Shareholders' Mandate will apply to the following Related Parties:

Transacting Related Party	**Principal activities**	**Interested Related Party(ies) and nature of their relationships**
NTS	Investment holding and IT solutions related telecommunication	Special Flagship Holdings Sdn Bhd is the major shareholder of Cyber and SMRT. Tan Sri Dato' Dr. Palaniappan A/L Ramanathan Chettiar, is the Non-Independent Non-Executive Director of Cyber and SMRT as well as a shareholder of Special Flagship Holdings Sdn Bhd. Maha Ramanathan Palan, the Group Managing Director of Cyber and SMRT, is the Director of NTS and the son of Tan Sri Dato' Dr. Palaniappan A/L Ramanathan Chettiar. NTS is the wholly-owned subsidiary of SMRT, a company listed on the Main Market of Bursa Securities.

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2.5 Nature and aggregate value of the new RRPTs

The nature and aggregate value of the new RRPTs contemplated under the Proposed Renewal of and New Shareholders' Mandate are as follows:

Transacting party within our Group Recipient	Transacting Related Party Provider	Nature of transaction	Actual aggregate value transacted from the first transaction up to LPD (RM)	Estimated value of transactions from the LPD to the date of the forthcoming AGM[(2)] (RM)	Estimated value of transactions from the date of the forthcoming AGM to the next AGM[(2)] (RM)
UOC	NTS[(1)]	Provision of IT infrastructure upgrades within the campus / hostel and networking solutions by NTS to UOC.	-	-	1,500,000
UOC / CCKK / CCKH		Provision of general IT and networking solutions at student study centres by NTS to UOC / CCKK / CCKH. ^	-	-	300,000
CCKK / CCKH		Provision of IT infrastructure upgrades within the campus and networking solutions by NTS to CCKK and CCKH.	-	-	1,300,000

Notes:

(1) NTS is a wholly owned subsidiary of SMRT, a company listed on the Main Market of Bursa Securities.

(2) The estimated aggregate values stated are determined by our Group's management based on its forecast and anticipated orders to be secured. The actual values of transactions may differ from the estimated values stated.

** The RRPTs transacted are crucial to sustaining the daily operation of UOC, CCKK and CCKH, any delay might distort the business operation. The date of the first transaction varies and the percentage ratio for the transaction(s) from the date of the first transaction up to the date of the forthcoming AGM is less than 5% and hence, no shareholders' approval is required. The Board will ensure that the aggregate value from the first transaction until the forthcoming AGM is less than 5%.*

^ The nature of the services remains the same as under the existing mandate, comprising general IT and networking solutions provided at student study centres. The Proposed Mandate expands the scope of recipients to include CCKK and CCKH, in addition to UOC, to accommodate anticipated requirements and transactions with these related parties for work relates to routine and smaller-scale IT and networking requirements at student study centres.

2.6 Nature and aggregate value of the existing RRPTs

The nature and aggregate value of the existing RRPTs contemplated under the Proposed Renewal of and New Shareholders' Mandate are as follows:

Transacting party within our Group Recipient	Transacting Related Party Provider	Nature of transaction	Estimated aggregate value as disclosed in the circular to shareholders dated 31 October 2025 (RM)	Actual aggregate value transacted from last AGM held on 9 December 2025 up to LPD (RM)	Estimated value of transactions from the LPD to the date of the forthcoming AGM[(2)] (RM)	Estimated value of transactions from the date of the forthcoming AGM to the next AGM[(2)] (RM)
UOC	NTS[(1)]	Provision of wide-area network infrastructure within the campus and networking uptime by NTS to UOC.	200,000	84,658	115,342	-
		Provision of general IT and networking solutions at students' study centres by NTS to UOC.	70,000	41,070	28,930	-
		Provision of server upgrade project at the campus by NTS to UOC.	300,000	103,917	196,083	-
		Provision of local area network upgrade and remediation at the campus by NTS to UOC.	2,000,000	493,197	200,000	-
		Provision of centralized managed services for UOC by NTS	1,600,000	1,551,587	48,413	-
Cyber Group	NTS[(1)]	Provision of IT solutions and managed connectivity services to Cyber Group by NTS.	2,000,000	1,408,009	591,991	4,000,000

Notes:

(1) NTS is a wholly owned subsidiary of SMRT, a company listed on the Main Market of Bursa Securities.

(2) The estimated aggregate values stated are determined by our Group's management based on its forecast and anticipated orders to be secured. The actual values of transactions may differ from the estimated values stated.

2.7 Deviation between the actual value of the RRPTs transacted pursuant to the existing Shareholders' Mandate and the estimated value of the RRPTs disclosed in the preceding year's Circular to Shareholders dated 31 October 2025 ("Previous Circular")

The aggregated value of the RRPTs transacted pursuant to the existing Shareholders' Mandate obtained at the 8th AGM held on 9 December 2025 to 30 September 2026 (being the latest practicable date prior to printing of this Circular) does not exceed the aggregate estimated value of the respective RRPTs as disclosed in the Previous Circular, by ten percent (10%) or more.

2.8 Amount due and owing to our Group by the Related Parties

As at the LPD, there were no amount due and owing to the Group by its Related Parties which exceeded the credit terms given arising from the RRPTs.

2.9 Review and approving procedures for the RRPT

Our Group has established the following procedures to ensure that the RRPTs are entered into on an arm's length basis and on normal commercial terms and transaction prices which are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the interests of the minority shareholders of our Company:

(a) the identity of the Related Parties shall be circulated within our Group (including our Directors) and all potential RRPTs shall be reported to and be reviewed by our Audit and Risk Management Committee which in turn shall report to our Board for deliberation and decision before entering into the transactions with Related Parties;

(b) the Related Parties identified shall be notified that all transactions (including RRPTs) with our Group are required to be undertaken on an arm's length basis and on normal commercial terms not more favourable to the Related Parties than those generally available to the public;

(c) the RRPTs prices shall be determined based on, among others, pricing, quality and/or service level, which are available under similar commercial terms for transactions with third parties;

(d) our Group shall ensure that at least 2 other contemporaneous transactions with unrelated third parties for similar products or services, and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to or by the Related Parties are fair and reasonable and comparable to those offered to or by other unrelated third parties for the same or substantially similar type of products or services and/or quantities.

In the event that quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price will be determined based on benchmarking against any experts' reports (if available) or our Group's internal assessment based on the prevailing market rates and/or commercial terms which are generally in line with the market practice and norms of the industry to ensure the RRPTs are not detrimental to the interests of our Group and/or the minority shareholders of our Company;

(e) all RRPTs will be recorded in a register to be maintained by our Company. There are no specific thresholds for the approval of RRPTs within our Group. The Group Chief Financial Officer shall monitor all RRPTs and report to our Audit and Risk Management Committee on a quarterly basis for review or as and when required.

Any divergence from the shareholders' mandate will be reported by our Audit and Risk Management Committee to our Board accordingly. In the event where the actual value of the RRPTs exceeds the estimated value by 10% or more, such RRPTs and the reasons for such deviation will be immediately announced to Bursa Securities;

(f) the annual internal audit shall include review of all RRPTs entered into by our Group and ensure that the established guidelines and procedures in respect of RRPTs are adhered to;

(g) our Audit and Risk Management Committee shall:

(i) review on a quarterly basis, or as and when necessary, to ascertain that the established guidelines and procedures for the RRPTs have been complied with; and

(ii) consider, from time to time, whether established guidelines and procedures for the RRPTs have become inappropriate, and/or are unable to ensure that the transactions will be on normal commercial terms, and/or prejudice the interests of shareholders generally.

In the event our Audit and Risk Management Committee, during its review, forms an opinion that the RRPTs are not being conducted in accordance with the established guidelines and procedures and/or are not on an arm's length basis and/or normal commercial terms, or are detrimental to the interests of our Group and/or the minority shareholders of our Company, our Audit and Risk Management Committee will advise our Board to convene a general meeting of shareholders of our Company to seek a fresh shareholders' mandate for the RRPTs; and

(h) if a member of the Board and Audit and Risk Management Committee has an interest in a transaction, he will abstain from any deliberation and decision making by the Board or the Audit and Risk Management Committee in respect of the said transaction.

Pursuant to Paragraph 10.09 of the Listing Requirements, in a meeting to obtain the shareholders' approval for the Proposed Renewal of and New Shareholders' Mandate, the interested Director, interested Major Shareholder or interested Persons Connected, and where it involves the interest of a Person Connected, such Director or Major Shareholder, must not vote on the resolution pertaining to the Proposed Renewal of and New Shareholders' Mandate. In addition, such interested Director or Major Shareholder will also ensure that Persons Connected with them will abstain from voting on the resolution pertaining to the Proposed Renewal of and New Shareholders' Mandate.

2.10 Disclosure in Annual Report

Disclosure will be made in the Company's annual report on the breakdown of the aggregate value of the RRPT made during the financial year, amongst others, based on the following information:

(i) the type of RRPT made; and

(ii) the names of the Related Parties involved in each type of the RRPT and their relationship with the Group.

2.11 Statement by the Audit and Risk Management Committee

The Audit and Risk Management Committee of the Company has seen and reviewed the procedures mentioned in Section 2.9 above and is satisfied that the procedures established are sufficient to ensure that the RRPTs are conducted on an arm's length basis, and they are fair, reasonable 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.

The Audit and Risk Management Committee is also of the view that the Group has in place adequate procedures and processes to monitor, track and identify RRPT in a timely and orderly manner and such procedures and processes are reviewed on an annual basis or whenever the need arises.

3. RATIONALE AND BENEFITS OF THE PROPOSED RENEWAL OF AND NEW SHAREHOLDERS' MANDATE

The RRPTs entered into by the Group with the Related Parties are all in the ordinary course of business. The RRPTs are recurring transactions of a revenue or trading nature which will occur with some degree of frequency and could arise at any time and from time to time. These transactions may be constrained by the time-sensitive nature and confidentiality of such transactions, and it may be impractical to seek shareholders' approval on a case-to-case basis before entering into such RRPTs.

By obtaining the Proposed Renewal of and New Shareholders' Mandate on an annual basis, the necessity to make regular announcements to Bursa Securities and to convene separate general meetings to seek shareholders' approval from time to time is eliminated. This would avoid incurring substantial expenses associated with the convening of general meetings on an ad hoc basis, thereby improving administrative efficiency.

4. FINANCIAL EFFECTS OF THE PROPOSED RENEWAL OF AND NEW SHAREHOLDERS' MANDATE

The Proposed Renewal of and New Shareholders' Mandate will not have any effect on our Company's issued share capital and substantial shareholders' shareholdings and is not expected to have any material effect on the net assets and gearing of the Group.

5. APPROVAL REQUIRED

The Proposed Renewal of and New Shareholders' Mandate is subject to the approval being obtained from the non-interested shareholders of the Company at the forthcoming 9th AGM.

The Proposed Renewal of and New Shareholders' Mandate is not conditional upon any other corporate exercise/scheme undertaken or to be undertaken by the Company.

6. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM

Save as disclosed below, none of the Directors, Major Shareholders of our Company or persons connected with them has any interest, direct or indirect, in the Proposed Renewal of and New Shareholders' Mandate as at the LPD:

	Direct Shareholding		**Indirect Shareholding**	
	No. of Shares	**%**	**No. of Shares**	**%**
Interested Directors				
Tan Sri Dato' Dr. Palaniappan A/L Ramanathan Chettiar	-	-	106,887,472[(1)]	61.36
Maha Ramanathan Palan	11,442,200	6.57	-	-
Interested Major Shareholder				
Special Flagship Holdings Sdn Bhd	106,887,472	61.36	-	-

Notes:

(1) Deemed interested by virtue of his shareholdings in Special Flagship Holdings Sdn Bhd pursuant to Section 8 of the Act.

Accordingly, the Interested Directors have abstained and will continue to abstain from all deliberations and voting of the RRPT and the Proposed Renewal of and New Shareholders' Mandate at the relevant Board meetings pertaining to the Proposed Renewal of and New Shareholders' Mandate.

The Interested Directors and Interested Major Shareholders will also abstain from voting in respect of their direct and/or indirect shareholdings in our Company, if any, on the resolution pertaining to the Proposed Renewal of and New Shareholders' Mandate to be tabled at the forthcoming 9th AGM.

The Interested Directors and Interested Major Shareholders have undertaken that they will ensure that Persons Connected with them will abstain from voting, deliberating or approving (in respect of their direct and/or indirect shareholdings in our Company, if any) the resolution pertaining to the Proposed Renewal of and New Shareholders' Mandate to be tabled at the forthcoming 9th AGM.

7. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board (save for the Interested Directors), having considered all aspects of the Proposed Renewal of and New Shareholders' Mandate, is of the opinion that the Proposed Renewal of and New Shareholders' Mandate is in the best interests of the Company.

Accordingly, the Board (save for the Interested Directors) recommends that you vote in favour of the resolution pertaining to the Proposed Renewal of and New Shareholders' Mandate to be tabled at the forthcoming 9th AGM.

8. AGM

The 9th AGM (an extract of the Notice of AGM which is enclosed in this Circular) will be held physically at Grand Hall, Level 4, Academic Block, University of Cyberjaya Campus, Persiaran Bestari, Cyber 11, 63000 Cyberjaya, Selangor Darul Ehsan on Thursday, 3 December 2026 at 3.00 p.m. for the purpose of considering, and if thought fit, passing the resolution to give effect to the Proposed Renewal of Shareholders' Mandate.

If you are unable to attend and vote in person at the 9th AGM, you may complete and return the Form of Proxy in accordance with the instructions therein as soon as possible and in any event so as to arrive at the Registered Office of the Company at Level 7, Mercu 3, No. 3, Jalan Bangsar, KL Eco City, 59200 Kuala Lumpur at least forty-eight (48) hours before the time set for the 9th AGM. The lodging of a Form of Proxy does not preclude you from attending and voting in person at the AGM should you subsequently wish to do so. Please refer to the Notice of the 9th AGM for further information on the meeting.

9. FURTHER INFORMATION

You are advised to refer to the enclosed appendices for further information.

Yours faithfully,
For and on behalf of our Board of
CYBERJAYA EDUCATION GROUP BERHAD

General Tan Sri Dato' Seri Dr. Mohd Shahrom Bin Dato' Hj. Nordin (Rtd.)
Independent Non-Executive Chairman

PART B

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES

("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY")

CYBERJAYA EDUCATION GROUP BERHAD
(Registration No. 201601039044 (1209985-V))
(Incorporated in Malaysia)

Registered Office

Level 7, Mercu 3
No. 3, Jalan Bangsar
KL Eco City
59200 Kuala Lumpur

30 October 2026

Board of Directors

General Tan Sri Dato' Seri Dr. 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. Hj. Mohd Shukor Bin Hj. Mahfar *(Independent Non-Executive Director)*
Dato' Tan Choon Hwa @ Esther Tan Choon Hwa *(Independent Non-Executive Director)*
Dato' Roslina Binti Zainal *(Independent Non-Executive Director)*

To: The shareholders of Cyber

Dear Sir/ Madam,

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

---

1. INTRODUCTION

At the Extraordinary General Meeting ("EGM") of the Company held on 30 September 2026, the Company obtained shareholders' approval for the authority to purchase up to ten percent (10%) of the total number of issued shares of the Company ("Share Buy-Back Authority").

Pursuant to the Act and the MMLR, the existing Share Buy-Back Authority will lapse at the conclusion of the forthcoming 9th AGM unless renewed by the shareholders at the same meeting.

On 29 October 2026, the Company announced that it proposes to seek shareholders' approval for the proposed renewal of the existing Share Buy-Back Authority ("Proposed Renewal of Share Buy-Back Authority") at the forthcoming 9th AGM.

The purpose of this Statement is to provide shareholders with the relevant information on the Proposed Renewal of Share Buy-Back Authority and to seek shareholders' approval for the ordinary resolution pertaining thereto to be tabled at the forthcoming 9th AGM.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS STATEMENT TOGETHER WITH THE APPENDICES CONTAINED HEREIN BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY TO BE TABLED AT THE FORTHCOMING 9TH AGM.

2. DETAILS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The Board proposes to seek shareholders' approval for the renewal of the existing authority for the Company to purchase its own Shares of up to a maximum of ten percent (10%) of the total number of issued Shares of the Company at any point in time, in accordance with Section 127 of the Act, the Listing Requirements and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities from time to time.

The Company may purchase its own Shares through Bursa Securities via its appointed stockbroker(s) in accordance with the Listing Requirements.

The approval from shareholders for the Proposed Renewal of Share Buy-Back Authority, if granted, shall take effect upon the passing of the ordinary resolution at the forthcoming 9th AGM and shall continue to be in force until:

(a) the conclusion of the next AGM of the Company following the 9th AGM at which the ordinary resolution for the Proposed Renewal of Share Buy-Back Authority is passed, at which time the authority shall lapse unless renewed by an ordinary resolution passed at that meeting, either unconditionally or subject to conditions;

(b) the expiration of the period within which the next AGM of the Company is required by law to be held; or

(c) the authority is revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first.

2.1 Maximum number or percentage of Cyber Shares may be purchased

As at the LPD, the total number of issued shares of the Company is 174,189,851 shares. For illustrative purposes, the maximum number of shares which may be purchased by the Company shall not exceed 10% of the total number of issued shares of the Company at any point in time as set out in the table below.

	Minimum Scenario	**Maximum Scenario**
	No. of Shares '000	**No. of Shares '000**
Issued share capital as at the LPD	174,189	174,189
Assuming all remaining Shares available for issuance under the SGS are issued	-	19,843
Enlarged total number of issued shares	**174,189**	**194,032**
10% of the total number of issued shares	17,418	19,403
Maximum number of issued shares that may be purchased pursuant to the Proposed Renewal of Share Buy-Back Authority	**17,418**	**19,403**

The actual number of Cyber Shares to be purchased by the Company and the total amount of funds involved for each purchase(s) and the time of the purchase(s) will depend on inter alia, the market conditions and sentiments of the stock market, the availability of financial resources of the Company and the availability of the retained profits of the Company.

2.2 Source of Funds

In accordance with the Listing Requirements, the purchase of Shares by the Company pursuant to the Proposed Renewal of Share Buy-Back Authority may only be made wholly out of the retained profits of the Company available at the time of the purchase.

The Proposed Renewal of Share Buy-Back Authority, if exercised, may be funded through internally generated funds and/or external borrowings. The actual amount of funds to be utilised will depend on, amongst others, the availability of retained profits, the cash flow requirements of the Group, the funding considerations and the prevailing market conditions.

In the event that the Company utilises external borrowings to finance the purchase of its own Shares, the Board will ensure that the Group has sufficient financial resources to meet its repayment obligations and that such borrowings will not have any material adverse effect on the cash flow position of the Group.

Based on the latest audited financial statements of the Company for the financial year ended 30 June 2026, the Company recorded accumulated losses of approximately RM123.3 million and accordingly did not have retained profits available for the implementation of the Proposed Renewal of Share Buy-Back Authority.

The shareholders of the Company had approved the proposed reduction of the issued share capital of the Company pursuant to Section 116 of the Companies Act 2016 ("Capital Reduction") at the Extraordinary General Meeting held on 30 September 2026. The Capital Reduction is intended to eliminate the accumulated losses of the Company.

The Company subsequently announced on 2 October 2026 that an application in relation to the Capital Reduction had been filed with the High Court.

The Board will continuously assess the financial position of the Group and will only exercise the Proposed Renewal of Share Buy-Back Authority after having considered the interests of the Company and its shareholders.

2.3 Treatment of Shares Purchased

The Board may, at its absolute discretion, deal with the Shares purchased pursuant to the Proposed Renewal of Share Buy-Back Authority ("**Purchased Shares**") in any of the following manner in accordance with the Act, the Listing Requirements and any other applicable laws, rules, regulations, orders, guidelines and requirements for the time being in force:-

(a) to cancel all or part of the Purchased Shares;

(b) to retain all or part of the Purchased Shares as treasury shares;

(c) to distribute all or part of the treasury shares as share dividends to the shareholders of the Company;

(d) to resell all or part of the treasury shares on Bursa Securities in accordance with the Listing Requirements;

(e) to transfer all or part of the treasury shares for the purposes of or under an employees' share scheme established by the Company and/or its subsidiaries (if any);

(f) to transfer all or part of the treasury shares as purchase consideration; and/or

(g) to deal with the treasury shares in any other manner as may be permitted under the Companies Act 2016, the Listing Requirements and any other applicable laws, rules, regulations, guidelines and requirements for the time being in force.

The Board may decide to apply any single option referred to above or a combination of the options available in respect of the Purchased Shares, as may be permitted by the prevailing laws and regulations and determined by the Board to be in the best interests of the Company.

2.4 Ranking

While the Purchased Shares are held as treasury shares, Section 127(9) of the Act states that the rights attached to them as to voting, dividends and participation in other distributions and otherwise are suspended. The treasury shares shall not be taken into account in calculating the number or percentage of Shares or of a class of Shares for any purposes including substantial shareholdings, take-overs, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting.

2.5 Purchase, Resale or Transfer Price

Pursuant to Paragraph 12.17 of the Listing Requirements, the Company may only purchase its own Shares on Bursa Securities at a price which is not more than fifteen percent (15%) above the weighted average market price of the Shares for the five (5) market days immediately preceding the date of purchase.

Pursuant to Paragraph 12.18 of the Listing Requirements, the Company may only resell or transfer any treasury shares on Bursa Securities at:

(a) a price which is not less than the weighted average market price of the Shares for the five (5) market days immediately preceding the date of the resale or transfer; or

(b) a discounted price of not more than five percent (5%) to the weighted average market price of the Shares for the five (5) market days immediately preceding the date of the resale or transfer provided that:

(i) the resale or transfer takes place not earlier than thirty (30) days from the date of purchase; and

(ii) the resale or transfer price is not less than the cost of purchase of the Shares being resold or transferred.

As at the date of this Statement, the Board has not determined the manner in which any Shares purchased pursuant to the Proposed Renewal of Share Buy-Back Authority would be dealt with. Any Purchased Shares may be cancelled, retained as treasury shares, distributed as share dividends, resold, transferred or otherwise dealt with in accordance with Section 127 of the Companies Act 2016, the Main Market Listing Requirements and other applicable laws, rules and regulations.

The Company will make the necessary announcement(s) to Bursa Securities in relation to any purchase, resale, transfer, cancellation or other treatment of the Purchased Shares in accordance with the requirements of the Main Market Listing Requirements.

Where the Board resolves to cancel the Purchased Shares or any treasury shares, the total number of issued shares of the Company shall be reduced accordingly. Any cancellation of Shares pursuant to Sections 127(4)(a) and 127(7)(e) of the Act shall not be deemed to be a reduction of share capital.

2.6 Public Shareholding Spread

As at LPD, the public shareholding spread of the Company is approximately 31.37%.

The Board is mindful of the requirement to maintain a public shareholding spread of at least twenty-five percent (25%) of the total number of issued shares of the Company (excluding treasury shares) pursuant to Paragraph 8.02(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and will ensure that any purchase of Shares pursuant to the Proposed Renewal of Share Buy-Back Authority will only be undertaken after taking into consideration the resultant public shareholding spread of the Company.

The Company will not purchase its own Shares if such purchase would result in the public shareholding spread requirement being breached.

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2.7 Implications relating to the Rules

Pursuant to the Rules on Take-Overs, Mergers and Compulsory Acquisitions issued by the Securities Commission Malaysia ("Rules"), a person and any person acting in concert with him/her may be required to undertake a mandatory offer for the remaining Shares not already owned by him/her or them if, as a result of the purchase of Shares by the Company pursuant to the Proposed Renewal of Share Buy-Back Authority:

(a) a person obtains control in the Company;

(b) a person (holding more than 33% but not more than 50% of the voting shares or voting rights of a company) increases his holding of the voting shares or voting rights of the Company by more than 2% in any six (6)-month period; or

(c) a person (holding more than 33% but not more than 50% of the voting shares or voting rights of a company) acquires more than 2% of the voting shares or voting rights of the Company when he knows or reasonably ought to know that the Company would carry out a share buy-back scheme.

Based on the shareholding structure of the Company as at the Latest Practicable Date, the Board does not expect the implementation of the Proposed Renewal of Share Buy-Back Authority to give rise to any obligation to undertake a mandatory offer under the Rules.

Nevertheless, the Board will remain mindful of the requirements of the Rules when implementing any purchase of Shares pursuant to the Proposed Renewal of Share Buy-Back Authority.

3. RATIONALE FOR THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The Proposed Renewal of Share Buy-Back Authority, if implemented, will enable the Company to utilise its surplus financial resources which are not immediately required for other corporate purposes, to purchase its own Shares from the market.

The Proposed Renewal of Share Buy-Back Authority may help stabilise the supply and demand of the Shares traded on Bursa Malaysia Securities Berhad and thereby support the market price of the Shares.

Where the Purchased Shares are cancelled, the Proposed Renewal of Share Buy-Back Authority may enhance the earnings per share ("EPS") of the Group through the reduction in the number of Shares in issue.

In addition, the Purchased Shares may be retained as treasury shares and subsequently resold on Bursa Malaysia Securities Berhad at a higher price, thereby providing the Company with an opportunity to realise potential gains without affecting the existing issued share capital of the Company.

The treasury shares may also be distributed as share dividends to reward shareholders of the Company.

The Proposed Renewal of Share Buy-Back Authority is not expected to have any material adverse effect on the financial position of the Group. Any purchase of Shares will only be undertaken after taking into consideration the financial resources of the Group, the availability of retained profits, and the resultant impact on the working capital and cash flow position of the Group.

The Board will at all times be mindful of the interests of the Company and its shareholders in implementing the Proposed Renewal of Share Buy-Back Authority.

4. POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The potential advantages of the Proposed Renewal of Share Buy-Back Authority to the Company and its shareholders are as follows:-

(a) it provides the Company with an opportunity to utilise surplus financial resources which are not immediately required for other corporate purposes to purchase its own Shares;

(b) it may help stabilise the supply and demand of the Shares traded on Bursa Malaysia Securities Berhad and thereby support the market price of the Shares;

(c) where the Purchased Shares are cancelled, the Proposed Renewal of Share Buy-Back Authority may enhance the earnings per share of the Group through the reduction in the number of Shares in issue;

(d) where the Purchased Shares are retained as treasury shares and subsequently resold at a higher price, the Company may realise potential gains without affecting its existing issued share capital; and

(e) where the treasury shares are distributed as share dividends, it may serve to reward the shareholders of the Company.

The potential disadvantages of the Proposed Renewal of Share Buy-Back Authority to the Company and its shareholders are as follows:-

(a) the implementation of the Proposed Renewal of Share Buy-Back Authority may reduce the financial resources of the Group and may result in the Group foregoing other investment opportunities that may arise in the future;

(b) where external borrowings are utilised to finance the purchase of Shares, the cash flow position of the Group may be affected by the associated financing and interest costs; and

(c) as any purchase of Shares may only be made out of the retained profits of the Company in accordance with the Companies Act 2016, the amount of retained profits available for distribution to shareholders may be reduced.

Nevertheless, the Proposed Renewal of Share Buy-Back Authority will be exercised only after due consideration of the financial resources of the Group, the availability of retained profits and the resultant impact on the working capital and cash flow requirements of the Group. The Board will be mindful of the interests of the Company and its shareholders in implementing the Proposed Renewal of Share Buy-Back Authority.

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5. FINANCIAL EFFECTS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

Assuming that the Proposed Renewal of Share Buy-Back Authority is implemented in full, the effects of the Proposed Renewal of Share Buy-Back Authority on the issued share capital, NA, working capital, earnings, gearing and dividend policy of the Group are set out below.

5.1 Issued Share Capital

In the event the Company purchases up to ten percent (10%) of its total number of issued Shares pursuant to the Proposed Renewal of Share Buy-Back Authority and all such Purchased Shares are subsequently cancelled, the effects on the total number of issued Shares of the Company are as follows:

	Minimum Scenario	**Maximum Scenario**
	No. of Shares	**No. of Shares**
Issued share capital as at the LPD	174,189,851	174,189,851
Assuming all remaining Shares available for issuance under the SGS are issued	-	19,843,477
Enlarged total number of issued shares	**174,189,851**	**194,033,328**
Assuming the Proposed Share Buy-Back Authority is implemented in full (up to 10%)	(17,418,985)	(19,403,332)
Total number of issued shares after the Proposed Renewal of Share Buy-Back Authority (assuming the Purchased Shares are subsequently cancelled in full)	**156,770,866**	**174,629,996**

In the event that the Purchased Shares are retained as treasury shares, resold on Bursa Securities, transferred or distributed subsequently in accordance with the Companies Act 2016 and the Listing Requirements, the Proposed Renewal of Share Buy-Back Authority will have no immediate effect on the total number of issued Shares of the Company.

5.2 NA and Working Capital

The effect of the Proposed Renewal of Share Buy-Back Authority on the NA per Share of the Group is dependent on the purchase price(s) of the Purchased Shares. If the purchase price is less than the NA per Share of the Group at the time of purchase, the NA per Share of the Group is expected to increase. Conversely, if the purchase price exceeds the NA per Share of the Group at the time of purchase, the NA per Share of the Group is expected to decrease.

The Proposed Renewal of Share Buy-Back Authority, if implemented, will reduce the working capital of the Group, the quantum of which will depend on, amongst others, the number of Shares purchased, the purchase price of the Purchased Shares and the associated costs incurred in relation to the share buy-back exercise.

If the Purchased Shares are retained as treasury shares and subsequently resold on Bursa Securities, the working capital of the Group may increase if the Company realises a gain from such resale. The extent of the increase will depend on the actual selling price of the treasury shares, the number of treasury shares resold and the costs associated with the resale.

Assuming that the Purchased Shares are retained as treasury shares, the Proposed Renewal of Share Buy-Back Authority may reduce the NA of the Group by the cost of the Purchased Shares acquired and held as treasury shares. Accordingly, the gearing of the Group may increase depending on the manner in which the purchase of the Shares is financed.

Where the purchase of Shares is financed through internally generated funds, the Proposed Renewal of Share Buy-Back Authority will reduce the cash reserves available to the Group. Where the purchase of Shares is financed through external borrowings, the gearing of the Group may increase accordingly.

Nevertheless, the Board will take into consideration the financial resources, working capital requirements and cash flow position of the Group before implementing any share buy-back pursuant to the Proposed Renewal of Share Buy-Back Authority.

5.3 EPS

The effect of the Proposed Renewal of Share Buy-Back Authority on the earnings per Share ("**EPS**") of the Group will depend on, amongst others, the purchase price(s) of the Shares purchased, the number of Shares purchased, the effective funding cost incurred to finance the purchase of the Shares and/or any loss of interest income arising from the utilisation of funds for the purchase of Shares.

Assuming that the Purchased Shares are retained as treasury shares and subsequently resold, the effect on the EPS of the Group will depend on, amongst others, the actual selling price of the treasury shares, the number of treasury shares resold and any gain or loss arising from such resale.

Where the Purchased Shares are cancelled, the Proposed Renewal of Share Buy-Back Authority may improve the EPS of the Group as a result of the reduction in the number of Shares in issue, provided that any reduction in earnings arising from the funding costs incurred and/or loss of interest income is less than the positive effect of the reduction in the number of Shares in issue.

5.4 Dividends

The Proposed Renewal of Share Buy-Back Authority may reduce the amount of cash available for distribution as dividends to shareholders of the Company as funds utilised for the purchase of Shares would reduce the cash resources of the Group.

Nevertheless, where the Purchased Shares are retained as treasury shares, such treasury shares may subsequently be distributed as share dividends to the shareholders of the Company, if the Board considers it appropriate and in the best interests of the Company.

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5.5 Shareholdings of Directors and Substantial Shareholders

For illustration purposes only, based on the Register of Directors' Shareholdings and Register of Substantial Shareholders as at the LPD and assuming that the Proposed Renewal of Share Buy-Back Authority is implemented in full with the purchase of up to ten percent (10%) of the total number of issued Shares and that the Purchased Shares are acquired from shareholders other than the existing Directors and Substantial Shareholders of the Company, the pro forma effects of the Proposed Renewal of Share Buy-Back Authority on the shareholdings of the Directors and Substantial Shareholders are as set out below:

Minimum Scenario

	Shareholdings as at the LPD				After the Proposed Renewal of Share Buy-Back Authority			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%[*1]	No. of Shares	%[*1]	No. of Shares	%[*3]	No. of Shares	%[*3]
Substantial Shareholder								
Special Flagship Holdings Sdn Bhd	106,887,472	61.36	-	-	106,887,472	68.18	-	-
Directors and Substantial Shareholders								
Tan Sri Dato' Dr. Palaniappan A/L Ramanathan Chettiar	-	-	106,887,472	61.36[*2]	-	-	106,887,472	68.18[*2]
Maha Ramanathan Palan	11,442,200	6.57	-	-	11,442,200	7.30	-	-
Directors								
General Tan Sri Dato' Seri Dr. Mohd Shahrom Bin Dato' Hj Nordin (Rtd.)	100,000	0.06	-	-	100,000	0.06	-	-
Tan Sri Datuk (Dr.) Rafiah Binti Salim	172,800	0.10	-	-	172,800	0.11	-	-
Tan Sri Datuk Wira Dr. Hj. Mohd Shukor Bin Hj. Mahfar	100,000	0.06	-	-	100,000	0.06	-	-
Dato' Tan Choon Hwa @ Esther Tan Choon Hwa	190,000	0.11	-	-	190,000	0.12	-	-
Dato' Roslina Binti Zainal	-	-	-	-	-	-	-	-

Notes:-

*[*1]* *Based on total issued Shares of 174,189,851.*

*[*2]* *Deemed interested by virtue of his shareholdings in Special Flagship Holdings Sdn Bhd pursuant to Section 8 of the Act.*

*[*3]* *Based on total issued Shares of 156,770,866 and assuming the Proposed Renewal of Share Buy-Back Authority is implemented in full with buy-back of up to 10% of the total number of Shares of the Company.*

Maximum Scenario

	Shareholdings as at the LPD				I After assuming all remaining Shares available for issuance under the SGS are issued			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%[*1]	No. of Shares	%[*1]	No. of Shares	%[*3]	No. of Shares	%[*3]
Substantial Shareholder								
Special Flagship Holdings Sdn Bhd	106,887,472	61.36	-	-	106,887,472	55.09	-	-
Directors and Substantial Shareholders								
Tan Sri Dato' Dr. Palaniappan A/L Ramanathan Chettiar	-	-	106,887,472	61.36[*2]	-	-	106,887,472	55.09[*2]
Maha Ramanathan Palan	11,442,200	6.57	-	-	11,442,200	5.90	-	-
Directors								
General Tan Sri Dato' Seri Dr. Mohd Shahrom Bin Dato' Hj Nordin (Rtd.)	100,000	0.06	-	-	100,000	0.05	-	-
Tan Sri Datuk (Dr.) Rafiah Binti Salim	172,800	0.10	-	-	172,800	0.09	-	-
Tan Sri Datuk Wira Dr. Hj. Mohd Shukor Bin Hj. Mahfar	100,000	0.06	-	-	100,000	0.05	-	-
Dato' Tan Choon Hwa @ Esther Tan Choon Hwa	190,000	0.11	-	-	190,000	0.10	-	-
Dato' Roslina Binti Zainal	-	-	-	-	-	-	-	-

	II			
	After I and the Proposed Renewal of Share Buy-Back Authority			
	Direct		Indirect	
	No. of Shares	%[*4]	No. of Shares	%[*4]
Substantial Shareholder				
Special Flagship Holdings Sdn Bhd	106,887,472	61.21	-	-
Directors and Substantial Shareholders				
Tan Sri Dato' Dr. Palaniappan A/L Ramanathan Chettiar	-	-	106,887,472	61.21[*2]
Maha Ramanathan Palan	11,442,200	6.55	-	-
Directors				
General Tan Sri Dato' Seri Dr. Mohd Shahrom Bin Dato' Hj Nordin (Rtd.)	100,000	0.06	-	-
Tan Sri Datuk (Dr.) Rafiah Binti Salim	172,800	0.10	-	-
Tan Sri Datuk Wira Dr. Hj. Mohd Shukor Bin Hj. Mahfar	100,000	0.06	-	-
Dato' Tan Choon Hwa @ Esther Tan Choon Hwa	190,000	0.11	-	-
Dato' Roslina Binti Zainal	-	-	-	-

Notes:-

*[*1] Based on total issued Shares of 174,189,851.*

*[*2] Deemed interested by virtue of his shareholdings in Special Flagship Holdings Sdn Bhd pursuant to Section 8 of the Companies Act 2016.*

*[*3] Based on total issued Shares of 194,033,328 and assuming all remaining Shares available for issuance under the SGS are issued.*

*[*4] Based on total issued Shares of 174,629,996 and assuming the Proposed Renewal of Share Buy-Back Authority is implemented in full with buy-back of up to 10% of the total number of Shares of the Company.*

6. HISTORICAL SHARE PRICES

The monthly highest and lowest market prices of Cyber Shares transacted on Bursa Securities for the past 12 months preceding the date of this Statement are as follows:-

	High RM	Low RM
2025		
October	0.894	0.685
November	0.993	0.795
December	0.988	0.880
2026		
January	1.100	0.875
February	1.300	1.000
March	1.500	1.130
April	1.480	1.420
May	1.530	1.420
June	1.450	1.300
July	1.550	1.250
August	1.530	1.480
September	1.510	1.450
Last transacted market price as at the LPD		1.490

(Source: Bloomberg)

7. PURCHASES, RESALES OR CANCELLATION MADE IN THE PRECEDING 12 MONTHS

The shareholders of the Company had approved the existing share buy-back authority at the Extraordinary General Meeting held on 30 September 2026.

During the period from 30 September 2026 up to the Latest Practicable Date ("LPD"), the Company did not purchase any of its own Shares pursuant to the existing share buy-back authority.

Accordingly, there were no resales, transfers or cancellations of treasury shares during the said period.

As at the LPD, the Company does not hold any treasury shares.

8. APPROVAL REQUIRED

The Proposed Renewal of Share Buy-Back Authority is subject to the approval of the shareholders of Cyberjaya Education Group Berhad at the forthcoming 9th AGM.

The Proposed Renewal of Share Buy-Back Authority is not conditional upon any other corporate proposal undertaken or to be undertaken by the Company.

9. INTERESTS OF DIRECTORS, SUBSTANTIAL SHAREHOLDERS AND/ OR PERSONS CONNECTED WITH THEM

None of the Directors and/or major shareholders of the Company and/or persons connected with them has any interest, direct or indirect, in the Proposed Renewal of Share Buy-Back Authority or the resale, transfer and/or cancellation of treasury shares, if any.

10. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board, having considered all aspects of the Proposed Renewal of Share Buy-Back Authority, is of the opinion that the Proposed Renewal of Share Buy-Back Authority is fair, reasonable and in the best interests of the Company and its shareholders.

Accordingly, the Board recommends that shareholders vote in favour of the ordinary resolution pertaining to the Proposed Renewal of Share Buy-Back Authority to be tabled at the forthcoming AGM.

11. AGM

The 9th AGM (an extract of the Notice of AGM which is enclosed in this Circular) will be held physically at Grand Hall, Level 4, Academic Block, University of Cyberjaya Campus, Persiaran Bestari, Cyber 11, 63000 Cyberjaya, Selangor Darul Ehsan on Thursday, 3 December 2026 at 3.00 p.m. for the purpose of considering, and if thought fit, passing the resolution to give effect to the Proposed Renewal of Share Buy-Back Authority.

If you are unable to attend and vote in person at the 9th AGM, you may complete and return the Form of Proxy in accordance with the instructions therein as soon as possible and in any event so as to arrive at the Registered Office of the Company at Level 7, Mercu 3, No. 3, Jalan Bangsar, KL Eco City, 59200 Kuala Lumpur at least forty-eight (48) hours before the time set for the 9th AGM. The lodging of a Form of Proxy does not preclude you from attending and voting in person at the AGM should you subsequently wish to do so. Please refer to the Notice of the 9th AGM for further information on the meeting.

12. FURTHER INFORMATION

Shareholders of the Company are advised to refer to **Appendix I** for further information.

Yours faithfully,
For and on behalf of the Board
CYBERJAYA EDUCATION GROUP BERHAD

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

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular/Statement 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 false or misleading statements or other facts, the omission of which would make any statement in this Circular/Statement misleading.

2. MATERIAL CONTRACTS

As at the LPD, neither the Company nor its subsidiaries has entered into any material contracts (not being contracts entered into in the ordinary course of business) within the two (2) years immediately preceding the date of this Statement.

3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

As at the LPD, neither the Company nor any of its subsidiaries is engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and the Board is not aware of any proceedings pending or threatened against the Group or of any facts likely to give rise to any proceedings which may materially and adversely affect the financial position or business of the Group.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Registered Office of the Company at Level 7, Mercu 3, No. 3, Jalan Bangsar, KL Eco City, 59200 Kuala Lumpur during normal business hours from Monday to Friday (except public holidays) from the date of this Circular up to and including the date of the forthcoming AGM:-

i. Constitution of the Company; and

ii. Audited consolidated financial statements of the Company for the FYE 30 June 2025 and FYE 30 June 2026.

EXTRACT OF THE NOTICE OF THE 9th ANNUAL GENERAL MEETING

ORDINARY RESOLUTION 6

PROPOSED RENEWAL OF AND NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RENEWAL OF AND NEW SHAREHOLDERS' MANDATE")

"**THAT** pursuant to Paragraph 10.09 of the MMLR of Bursa Securities, 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 and Section 2.6 of Part A of the Circular/Statement to Shareholders dated 30 October 2026, provided that such transactions are:

(a) necessary for the Group's day-to-day operations;

(b) undertaken in the ordinary course of business on an 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

(c) not detrimental to the interests of the minority shareholders of the Company.

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

(a) the conclusion of the next AGM of the Company, at which time the mandate will lapse, unless the authority is renewed by a resolution passed at the next AGM of the Company; or

(b) the expiration 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 must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or

(c) the mandate is revoked or varied by a resolution passed by the shareholders of the Company in a general meeting before the next AGM of the Company,

whichever is the earlier.

AND THAT authority be and is hereby given to the Directors of the Company to complete and do all such acts, deeds and things as they may consider expedient or necessary in the best interest of the Company (including executing all such documents as may be required) to give effect to the transactions contemplated and/or authorised by this ordinary resolution."

EXTRACT OF THE NOTICE OF THE 9th ANNUAL GENERAL MEETING

ORDINARY RESOLUTION 7

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES ("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY")

"**THAT** subject always to the Act, the MMLR of Bursa Securities, the Constitution of the Company and all other applicable laws, rules, regulations, orders, guidelines and requirements for the time being in force, approval be and is hereby given to the Company to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit, necessary and expedient in the best interests of the Company, provided that:

(a) the aggregate number of ordinary shares purchased and/or held as treasury shares pursuant to this resolution shall not exceed ten percent (10%) of the total number of issued shares of the Company at any point in time; and
(b) the maximum amount of funds to be utilised for the purpose of purchasing the Company's shares shall not exceed the retained profits of the Company based on the latest audited financial statements and/or the latest unaudited financial statements (where applicable) available at the time of the purchase.

THAT the authority conferred by this resolution will commence immediately upon passing of this resolution and shall continue to be in force until:

(a) the conclusion of the next AGM of the Company following this AGM at which this resolution was passed, at which time the authority shall lapse unless renewed by an ordinary resolution passed at that meeting, either unconditionally or subject to conditions;
(b) the expiration of the period within which the next AGM of the Company is required by law to be held; or
(c) the revocation or variation of such authority by an ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first.

THAT upon completion of the purchase by the Company of its own ordinary shares **("Purchased Shares"**), the Directors be and are hereby authorised, at their absolute discretion, to deal with the Purchased Shares in any of the following manner:

(a) to cancel all or part of the Purchased Shares;
(b) to retain all or part of the Purchased Shares as treasury shares as defined in Section 127 of the Act;
(c) to distribute all or part of the treasury shares as dividends to the shareholders of the Company;
(d) to resell all or part of the treasury shares on Bursa Securities in accordance with the MMLR;
(e) to transfer all or part of the treasury shares for the purposes of or under an employees' share scheme established by the Company and/or its subsidiaries (if any);
(f) to transfer all or part of the treasury shares as purchase consideration; and/or
(g) to deal with the treasury shares in any other manner as allowed by the Act, MMLR, and all other applicable laws, rules, regulations, guidelines and requirements for the time being in force.

AND THAT the Directors be and are hereby authorised to take all such steps as may be necessary or expedient (including, without limitation, the opening and maintaining of central depository account(s)) and to do all such acts, deeds and things and execute all such documents as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Renewal of Share Buy-Back Authority with full powers to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and to do all such acts and things as the Directors may deem fit and expedient in the best interests of the Company."