

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

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CYBERJAYA EDUCATION GROUP BERHAD

(Registration No. 201601039044 (1209985-V))

(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

**PROPOSED NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY
TRANSACTIONS OF A REVENUE OR TRADING NATURE**

The Proposed New Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature will be tabled at the Seventh Annual General Meeting (“7th AGM” or “Meeting”) of Cyberjaya Education Group Berhad 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 Tuesday, 10 December 2024 at 11:00 a.m., or at any adjournment thereof.

The Notice of the 7th AGM together with the Form of Proxy and this Circular are available on the Company’s website at <https://cyberjaya.education/shareholders/7th-annual-general-meeting/>

If you are unable to attend and vote in the 7th AGM and wish to appoint proxy(ies) instead, the Form of Proxy must be deposited at the Registered Office of the Company at Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur, not less than twenty-four (24) hours before the time for holding the Meeting or adjourned meeting as the case may be.

The last day, date and time for lodging the Form of Proxy : Monday, 9 December 2024 at 11:00 a.m.
Day, date and time of the 7th AGM : Tuesday, 10 December 2024 at 11:00 a.m.

This Circular is dated 30 October 2024

DEFINITIONS

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

“Act”	: Companies Act 2016
“AGM”	: Annual general meeting
“Board”	: Board of Directors of our Company
“Bursa Depository”	: Bursa Malaysia Depository Sdn Bhd
“Bursa Securities”	: Bursa Malaysia Securities Berhad
“Circular”	: This circular to the shareholders of our Company dated 30 October 2024 in relation to the Proposed New Shareholders’ Mandate
“Cyber” or “the Company”	: Cyberjaya Education Group Berhad
“Cyber Group” or “the Group”	: Collectively, Cyber and its subsidiaries
“Cyber Share(s)” or “Share(s)”	: Ordinary shares in our Company
“Director(s)”	: A person defined in Section 2(1) of the Capital Markets and Services Act 2007 and for purposes of the Proposed New Shareholders’ Mandate 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 director or a chief executive of our Company, our subsidiary or holding company
“FYE”	: Financial year ended or ending, as the case may be
“FPE”	: Financial period 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”	: 1 October 2024, being the latest practical date prior to the printing and dispatch of this Circular
“Major Shareholder(s)”	: A person who has an interest or interests in one or more voting shares in our Company and the number or aggregate number of those shares is 10% or more of the total number of voting shares in our Company or 5% or more of the total number of voting shares in the corporation where such person is the largest shareholder of our Company, as defined under Paragraph 1.01 of the Listing Requirements, and for purposes of the Proposed New Shareholders’ Mandate 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 our Company (as defined under Paragraph 1.01 of the Listing Requirements) or any other corporation which is our subsidiary or holding company, as the case may be
“NTS”	: N’osairis Technology Solution Sdn Bhd

DEFINITIONS (Cont'd)

- "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 or 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 New Shareholders' Mandate" : Proposed new shareholders' mandate for the RRPTs as detailed in Section 2.5 of this Circular to be entered into by our Group from the date of the forthcoming AGM until the conclusion of the next AGM of our 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 a Director or Major Shareholder
- "SMRT" : SMRT Holdings Berhad
- "UOC" : UOC Sdn Bhd
- CURRENCY**
- RM and sen : Ringgit Malaysia and sen

DEFINITIONS (Cont'd)

All references to “**we**”, “**us**”, “**our**” and “**ourselves**” in this Circular, 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 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 shall be a reference to Malaysian time and date, unless otherwise stated.

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

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

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CYBERJAYA EDUCATION GROUP BERHAD

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

Registered Office

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

30 October 2024

Board of Directors

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

To: The shareholders of our Company

Dear Sir/ Madam,

PROPOSED NEW SHAREHOLDERS' MANDATE

1. INTRODUCTION

On 22 October 2024, our Board announced its intention to seek shareholders' approval on the Proposed New Shareholders' Mandate at the forthcoming AGM.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION ON THE PROPOSED NEW SHAREHOLDERS' MANDATE AND TO SET OUT THE VIEWS AND RECOMMENDATION OF OUR BOARD ON THE PROPOSED NEW SHAREHOLDERS' MANDATE AS WELL AS TO SEEK YOUR APPROVAL FOR THE RESOLUTION PERTAINING TO THE PROPOSED NEW SHAREHOLDERS' MANDATE TO BE TABLED AT THE FORTHCOMING AGM. THE NOTICE OF AGM AND THE PROXY FORM ARE ENCLOSED IN THE ANNUAL REPORT.

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

2. DETAILS OF THE PROPOSED NEW SHAREHOLDERS' MANDATE

2.1 Provisions under the Listing Requirements

Pursuant to Paragraph 10.09(2) of the Listing Requirements, our Company may seek shareholders' mandate in respect of RRPTs 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 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. The draft circular must be submitted to Bursa Securities together with a checklist showing compliance with such information;
- (d) in a meeting to obtain the shareholders' mandate, relevant related party must comply with the following requirements:
 - (i) a Related Party with any interest, direct or indirect ("**Interested Related Party**"), must not vote on the resolution in respect of the related party transaction;
 - (ii) an Interested Related Party who is a Director or Major Shareholder, must ensure that Persons Connected with them abstain from voting on the resolution in respect of the related party transaction; and
 - (iii) where the Interested Related Party is a person connected with a Director or Major Shareholder, such Director or Major Shareholder must not vote on the resolution in respect of the related party transaction; and
- (e) our Company immediately announces to Bursa Securities when the actual value of a RRPTs entered into by our Group exceeds the estimated value of the RRPTs disclosed in this Circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

2.2 Validity period of the Proposed New Shareholders' Mandate

The Proposed New Shareholders' Mandate is subject to renewal and if approved by the shareholders of our Company at the forthcoming AGM, the Proposed New Shareholders' Mandate take effect from the date of passing of the ordinary resolution at the forthcoming AGM and will only continue to be in force until:

- (a) the conclusion of the next AGM of our Company following the forthcoming AGM, at which time it will lapse, unless the authority is renewed by an ordinary resolution passed at the next AGM; or

- (b) the expiration of the period within which the next AGM of our Company is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by an ordinary resolution passed by the shareholders of our Company in a general meeting,

whichever is the earlier.

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

2.3 Classes of Related Parties

The Proposed New 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	<p>Special Flagship Holdings Sdn Bhd is the major shareholders of Cyber and SMRT.</p> <p>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.</p> <p>Maha Ramanathan Palan, the Group Managing Director of Cyber and SMRT, is the son of Tan Sri Dato' Dr. Palaniappan A/L Ramanathan Chettiar.</p> <p>Malayandi Subu Palan, the Director of NTS, is the son of Tan Sri Dato' Dr. Palaniappan A/L Ramanathan Chettiar and the brother of Maha Ramanathan Palan.</p>

2.4 Principal business activities of our Group

Our Company is principally engaged in investment holding. The principal activities of our 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%	Dormant
Cyberjaya College Central Sdn. Bhd.	100%	Provision of education services
Cyberjaya College Kota Kinabalu Sdn. Bhd.	100%	Provision of education services
Cyberjaya College Kuching Sdn. Bhd.	100%	Provision of education services
CUCMS Education Sdn. Bhd. (" CESB ")	100%	Provision of education services

Name of company	Effective equity interest	Principal activities
UOC Sdn. Bhd.	100%	Operation of education institutions and provision of education services
SMR HR Group Sdn. Bhd.	100%	Provision of Human Resource Development ("HRD") solutions covering training, consulting, outsourcing, events, learning resources and advisory support services
IIT Education Sdn. Bhd.	60%	Provision of education services
Held through AEGSB		
ASIAMET (M) Sdn. Bhd.	100%	Provision of education services
Held through CESB		
Minda Global Language Centre Sdn. Bhd.	100%	Provision of education services

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2.5 Nature and aggregate value of the RRPT under the Proposed New Shareholders' Mandate

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

Transacting party within our Group	Transacting Related Party	Nature of transaction	Actual value transacted from 6 December 2023 ⁽²⁾ to the LPD (RM)	Estimated value of transactions from the LPD to the date of the forthcoming AGM ⁽³⁾ (RM)	Estimated value of transactions from the date of the forthcoming AGM to next AGM ⁽³⁾ (RM)
UOC	NTS ⁽¹⁾	Provision of wide-area network infrastructure within the campus and networking uptime by NTS to UOC.	101,700	230,000	200,000
		Provision of general IT and networking solutions at students' studies centers by NTS to UOC	62,100	10,000	50,000
		Provision of server upgrade project at the campus by NTS to UOC			600,000
		Provision of local area network upgrade and remediation at the campus by NTS to UOC			2,000,000
		Provision of centralized managed services for UOC by NTS			1,300,000
Cyber Group	NTS ⁽¹⁾	Provision of IT solutions and managed connectivity services to Cyber Group by NTS			2,000,000

Notes:

- (1) NTS is a wholly owned subsidiary of SMRT, a company listed on the ACE Market of Bursa Securities.
- (2) Being the business day immediately after the 6th AGM held on 5 December 2023.
- (3) 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.

Our Board will ensure that the percentage ratio of the aggregate value of the RRPT transacted with NTS from 6 December 2023 up to the date of the forthcoming AGM is less than 5% pursuant to the Listing Requirements.

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

As at the LPD, there was no amounts due or owing to our Group by its Related Parties, which exceeded the credit terms given arising from the RRPTs.

2.7 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 interest 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 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. Our management 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 the 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 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 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 New Shareholders' Mandate.

2.8 Statement by our Audit and Risk Management Committee

The Audit and Risk Management Committee of our Company has seen and reviewed the procedures mentioned in Section 2.7 above and is satisfied that the procedures established are sufficient to ensure that the RRPTs are conducted at arm 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 our Company.

Our Audit and Risk Management Committee is also of the view that our 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 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 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 substantially avoid incurring substantial expenses associated with the convening of general meetings on an ad hoc basis, thereby improving administrative efficiency.

The RRPT are carried out on arm's length basis and based on normal commercial terms which are not more favourable to NTS than those generally available to the public or third parties. The RRPTs are not detrimental to the interest of the minority shareholders of our Company.

4. EFFECTS OF THE PROPOSED NEW SHAREHOLDERS' MANDATE

The Proposed 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 our Group.

5. APPROVAL REQUIRED

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

The Proposed New Shareholders' Mandate is not conditional upon any other corporate exercise/scheme undertaken or to be undertaken by our 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 New Shareholders' Mandate:

	Direct Shareholding		Indirect Shareholding	
	No of Shares	%	No of Shares	%
Interested Directors				
Tan Sri Dato' Dr. Palaniappan A/L Ramanathan Chettiar	-	-	103,358,772	61.56 ⁽¹⁾
Maha Ramanathan Palan	-	-	-	-
Interested Major Shareholder				
Special Flagship Holdings Sdn Bhd	103,358,772	61.56	-	-

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 on the RRPT and the Proposed New Shareholders' Mandate at the relevant Board meetings pertaining to the Proposed 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 New Shareholders' Mandate to be tabled at the forthcoming AGM.

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

7. DIRECTORS' STATEMENT AND RECOMMENDATION

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

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

8. AGM

The 7th 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 Tuesday, 10 December 2024 at 11.00 a.m., for the purpose of considering, and if thought fit, passing the resolution to give effect to the Proposed New Shareholders' Mandate.

If you are unable to attend and vote in person at the 7th 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 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur at least twenty-four (24) hours before the time set for the 7th 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 7th 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' Dr. Seri Mohd Shahrom Bin Dato' Hj. Nordin (Rtd.)
Independent Non-Executive Chairman

ADDITIONAL INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

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

2. MATERIAL CONTRACTS

Save as disclosed below, as at the LPD, our Board confirmed that there are no material contracts (not being contracts entered in the ordinary course of business) which have been entered into by our Group within the 2 years immediately preceding the date of this Circular:

- (i) On 10 June 2022, UOC Sdn Bhd, a wholly-owned subsidiary of the Company (purchaser), Persada Mewah Sdn Bhd ("**Vendor**") and the Company (issuer of the consideration Shares) had entered into a conditional sale and purchase agreement with the Vendor for the acquisition of the land held under Geran 340365, Lot 120232, Bandar Cyberjaya, District of Sepang, Selangor Darul Ehsan and the buildings erected thereon for a total purchase consideration of RM180.0 million. The said acquisition was completed on 10 May 2023.
- (ii) On 21 July 2023, Asiamet (M) Sdn Bhd ("**AMSB**"), a wholly-owned subsidiary of Asiamet Education Group Sdn Bhd, which in turn is a wholly-owned subsidiary of the Company has on 21 July 2023 entered into a Sale and Purchase of Business Agreement ("**Agreement**") with Austin Legacy Education Sdn Bhd (formerly known as Austin Legacy Sdn Bhd) for the disposal of : (a) the AMSB's business; and (b) all the property, assets and rights of the AMSB's business for a total cash consideration of RM15.0 million ("**Proposed Disposal**"). The Proposed Disposal relates to the sale of the provision of higher education courses duly approved by Ministry of Higher Education of Malaysia ("**MoHE**") by university known as Asia Metropolitan University ("**AMU**") operated and carried by AMSB at Johor campus and AMU's branch campus at Cyberjaya Selangor which is duly registered under the Private Higher Educational Institutions ("**PHEI**") Act 1996 pursuant to the PHEI license issued by MoHE to AMSB to establish and operate the PHEI in Malaysia.

On 22 April 2024, AMSB notified Austin Legacy Education Sdn Bhd (formerly known as Austin Legacy Sdn Bhd) that Clause 5.3 of the Agreement was not fulfilled. Consequently, pursuant to Clause 9.2(i) of the Agreement, the Agreement was terminated.

3. MATERIAL LITIGATION

As at the LPD, our Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and our Board is not aware of any proceedings, pending or threatened against our Company and/or any of its subsidiaries, or of any facts likely to give rise to any proceedings which may materially and adversely affect the business or financial position of our Group.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be made available for inspection at the registered office of our Company at Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur, during normal business hours on Mondays to Fridays (except public holidays) from the date of this Circular up to and including the date of the forthcoming AGM:

- (i) the Constitution of our Company;
- (ii) the audited consolidated financial statements of our Company for the FPE 30 June 2023 and FYE 30 June 2024; and
- (iii) the material contracts referred to in Section 2 of this Appendix I.

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EXTRACT OF THE NOTICE OF THE 7th ANNUAL GENERAL MEETING

ORDINARY RESOLUTION 7**PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED NEW SHAREHOLDERS' MANDATE")**

"**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 the recurrent related party transactions of a revenue or trading nature as set out in the Circular to Shareholders of the Company dated 30 October 2024, which are necessary for the Group's day-to-day operations in the ordinary course of business on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company.

THAT such approval shall continue to be in force until:-

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

whichever is the earlier.

AND THAT the Directors be and are hereby authorised to do all such acts and things (including executing any relevant documents) in the interest of the Company, as they may consider expedient or necessary with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted under relevant authorities to complete and give effect to the aforesaid mandate."