NOTICE OF NINTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Ninth Annual General Meeting ("**9th AGM**") of Cyberjaya Education Group Berhad ("**the Company**") will be held at Grand Hall, Level 4, Academic Block, University of Cyberjaya Campus, Persiaran Bestari, Cyber 11, 63000 Cyberjaya, Selangor Darul Ehsan on **Thursday, 3 December 2026** at **3.00 p.m.** for the following purposes:

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 30 June 2026 together with the Reports of the Directors and Auditors thereon. [Please refer to Explanatory Note 1]

2. To approve the payment of Directors' fees and meeting allowances payable to the Independent Non-Executive Directors for the period from 4 December 2026 until the conclusion of the next Annual General Meeting of the Company. **Ordinary Resolution 1** [Please refer to Explanatory Note 2]

3. To re-elect the following Directors, who retire by rotation in accordance with Clause 103 of the Company's Constitution, and being eligible, have offered themselves for re-election:-

   (i) General Tan Sri Dato' Seri Dr. Mohd Shahrom Bin Dato' Hj. Nordin (Rtd.) **Ordinary Resolution 2**

   (ii) Tan Sri Dato' Dr. Palaniappan A/L Ramanathan Chettiar **Ordinary Resolution 3** [Please refer to Explanatory Note 3]

4. To re-appoint Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **Ordinary Resolution 4** [Please refer to Explanatory Note 4]

NOTICE OF NINTH ANNUAL GENERAL MEETING

(Continued)

AS SPECIAL BUSINESS

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

5. **AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

Ordinary Resolution 5
[Please refer to Explanatory Note 5]

"**THAT** pursuant to Sections 75 and 76 of the Companies Act 2016 ("**the Act**") and subject always to the Constitution of the Company, the Main Market Listing Requirements ("**MMLR**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and the approvals of the relevant governmental and/or regulatory authorities, if applicable, the Directors be and are hereby given full authority to allot and issue shares in the Company, at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares, if any) of the Company for the time being **AND THAT** the Directors be and are hereby given full authority to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Securities **AND THAT** such authority shall continue to be in force until the conclusion of the next Annual General Meeting ("**AGM**") of the Company or at the expiry of the period within which the next AGM is required to be held in accordance with the provisions of the Act, whichever is the earlier.

THAT pursuant to Section 85(1) of the Act read together with Clause 64 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights conferred upon the existing shareholders of the Company to be offered new shares of the Company which rank equally to the existing shares of the Company **AND THAT** the Board of Directors is exempted from the obligation to offer such new shares first to the existing shareholders of the Company in respect of the allotment and issuance of new shares pursuant to Section 75 and Section 76 of the Act."

NOTICE OF NINTH ANNUAL GENERAL MEETING

(Continued)

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")**

Ordinary Resolution 6
[Please refer to Explanatory Note 6]

"**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."

NOTICE OF NINTH ANNUAL GENERAL MEETING

(Continued)

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

Ordinary Resolution 7
[Please refer to Explanatory Note 7]

"**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.

NOTICE OF NINTH ANNUAL GENERAL MEETING

(Continued)

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."

8. **PROPOSED RETENTION OF GENERAL TAN SRI DATO' SERI DR. MOHD SHAHROM BIN DATO' HJ. NORDIN (RTD.) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

Ordinary Resolution 8
[Please refer to Explanatory Note 8]

"**THAT** subject to the passing of Ordinary Resolution 2, approval be and is hereby given for General Tan Sri Dato' Seri Dr. Mohd Shahrom Bin Dato' Hj. Nordin (Rtd.), who will attain a cumulative term of nine (9) years as an Independent Non-Executive Director of the Company on 8 January 2027, to continue to serve as an Independent Non-Executive Director of the Company until the conclusion of the next AGM of the Company."

NOTICE OF NINTH ANNUAL GENERAL MEETING

(Continued)

9. **PROPOSED RETENTION OF TAN SRI DATUK (DR.) RAFIAH BINTI SALIM AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

Ordinary Resolution 9 [Please refer to Explanatory Note 8]

"**THAT** approval be and is hereby given for Tan Sri Datuk (Dr.) Rafiah Binti Salim, who will attain a cumulative term of nine (9) years as an Independent Non-Executive Director of the Company on 8 January 2027, to continue to serve as an Independent Non-Executive Director of the Company until the conclusion of the next AGM of the Company."

10. **PROPOSED RETENTION OF TAN SRI DATUK WIRA DR. HJ. MOHD SHUKOR BIN HJ. MAHFAR AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

Ordinary Resolution 10 [Please refer to Explanatory Note 8]

"**THAT** approval be and is hereby given for Tan Sri Datuk Wira Dr. Hj. Mohd Shukor Bin Hj. Mahfar, who will attain a cumulative term of nine (9) years as an Independent Non-Executive Director of the Company on 8 January 2027, to continue to serve as an Independent Non-Executive Director of the Company until the conclusion of the next AGM of the Company."

11. **PROPOSED RETENTION OF DATO' TAN CHOON HWA @ ESTHER TAN CHOON HWA AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

Ordinary Resolution 11 [Please refer to Explanatory Note 8]

"**THAT** approval be and is hereby given for Dato' Tan Choon Hwa @ Esther Tan Choon Hwa, who will attain a cumulative term of nine (9) years as an Independent Non-Executive Director of the Company on 8 January 2027, to continue to serve as an Independent Non-Executive Director of the Company until the conclusion of the next AGM of the Company."

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

By Order of the Board

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

Kuala Lumpur
30 October 2026

NOTES:

1. In respect of deposited securities, only members whose names appear on the Record of Depositors on **25 November 2026** (General Meeting Record of Depositors) shall be eligible to attend, participate, speak and vote at the 9th AGM or appoint proxy(ies) to attend, participate, speak and vote on his/her behalf.

NOTICE OF NINTH ANNUAL GENERAL MEETING

(Continued)

2. A member of the Company who is entitled to attend and vote at the 9th AGM may appoint up to two (2) proxies to attend, participate, speak and vote at the same meeting. A proxy may but need not be a member of the Company and there shall be no restriction as to the qualification of the proxy.

3. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.

4. The instrument appointing a proxy in the case of an individual shall be signed by the appointer or his/her attorney or in the case of a corporation executed under its common seal or signed on behalf of the corporation by its attorney or by an officer duly authorised.

5. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("**omnibus account**"), as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.

6. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or executed 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 for holding the meeting or any adjournment thereof.

7. Pursuant to Paragraph 8.29A(1) of the MMLR of Bursa Securities, all resolutions set out in this Notice of the 9th AGM will be put to vote by way of poll.

EXPLANATORY NOTES:

1. Item 1 of the Agenda
Audited Financial Statements for the financial year ended 30 June 2026

This Agenda item is tabled for discussion only in accordance with Section 340(1)(a) of the Companies Act 2016, which does not require the formal approval of members/shareholders of the Company for the Audited Financial Statements for the financial year ended 30 June 2026. Hence, this Agenda item is not put forward for voting.

2. Ordinary Resolution 1
Payment of Directors' fees and meeting allowances

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

The Nomination and Remuneration Committee ("**NRC**") has undertaken a review of the remuneration payable to the Independent Non-Executive Directors ("**INEDs**"), comprising Directors' fees and meeting allowances, taking into consideration, amongst others, the scope of responsibilities of the Board and its Committees, the increasing complexity of regulatory and corporate governance requirements, the time commitment required for meeting preparation and attendance, the Group's operational developments, and prevailing market practices of comparable listed companies.

NOTICE OF NINTH ANNUAL GENERAL MEETING

(Continued)

Following its review, the NRC recommended that the annual Directors' fees payable to the INEDs remain unchanged. The NRC further recommended a revision to the meeting allowances payable for attendance at meetings of the Board and its Committees to better reflect the commitment and involvement required of the INEDs in discharging their fiduciary duties and oversight responsibilities.

The Board notes that the proposed revision relates solely to meeting allowances and does not involve any increase in the annual Directors' fees. As meeting allowances are attendance-based, the proposed revision ensures that remuneration remains linked to the actual participation and contribution of the INEDs at meetings of the Board and its Committees.

In arriving at its recommendation, the NRC also considered benchmarking information of selected listed companies of comparable size and business profile. The review indicated that whilst the Company's annual Directors' fees remain competitive and appropriate, the meeting allowances are comparatively lower than prevailing market practices. Accordingly, the NRC recommended a revision to the meeting allowances to ensure that the overall remuneration framework remains fair, competitive and commensurate with the demands and responsibilities of the Board and its Committees, whilst maintaining a direct linkage between remuneration and the actual attendance and participation of the INEDs through a meeting-based allowance structure rather than an increase in fixed annual Directors' fees.

The proposed remuneration structure is set out below:

Board / Committee	**Position**	**Directors' Fees (per Director) (Unchanged)**	**Current Meeting Allowance (per Meeting)**	**Proposed Meeting Allowance (per Meeting)**
Board of Directors	Chairman	RM75,000 per annum	RM1,500	RM2,000
	Member	RM60,000 per annum	RM1,200	RM1,700
Audit and Risk Management Committee	Chairman	-	RM1,500	RM2,000
	Member	-	RM1,200	RM1,700
Nomination and Remuneration Committee	Chairman	-	RM1,500	RM2,000
	Member	-	RM1,200	RM1,700

The proposed payment of Directors' fees and meeting allowances, if approved, shall be payable from the conclusion of the Ninth Annual General Meeting until the conclusion of the next Annual General Meeting of the Company.

The Board (save for the Directors concerned) considers the proposed payment of Directors' fees and meeting allowances to be fair and reasonable, taking into consideration the responsibilities, expertise, experience, time commitment and contribution of the Independent Non-Executive Directors, and is in the best interests of the Company.

NOTICE OF NINTH ANNUAL GENERAL MEETING

(Continued)

3. Ordinary Resolutions 2 and 3
Re-election of Directors

The profile of the Directors who are standing for re-election under Item 3 of the Agenda is set out in the Directors' Profile of the Annual Report 2026.

The NRC has considered the performance and contribution of each of the retiring Directors seeking re-election. The NRC carried out the necessary assessment on the aforesaid Directors and concluded that they possess the required character, experience, integrity, competence and time commitment to effectively and diligently discharge their duties and responsibilities as Directors.

Based on the recommendation of the NRC, the Board is satisfied with the performance and contributions of the following Directors and supports their re-election based on the justifications as stated below:

Ordinary Resolution 2
Re-election of General Tan Sri Dato' Seri Dr. Mohd Shahrom Bin Dato' Hj. Nordin (Rtd.) as Independent Non-Executive Chairman

General Tan Sri Dato' Seri Dr. Mohd Shahrom Bin Dato' Hj. Nordin (Rtd.) fulfils the independence requirements set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the prescribed criteria under the Malaysian Code on Corporate Governance. He has consistently demonstrated independence, objectivity and sound judgement in Board deliberations and decision-making. As Independent Non-Executive Chairman, he provides effective leadership to the Board, fosters constructive engagement amongst Directors and ensures that matters brought before the Board are subject to robust discussion and evaluation. Throughout his tenure, he has demonstrated a high level of commitment and professionalism, dedicating sufficient time and attention to the affairs of the Company. He has also exercised due care, skill and diligence in discharging his duties and responsibilities as Chairman of the Board and continues to contribute valuable insights and guidance drawn from his extensive leadership and management experience.

Ordinary Resolution 3
Re-election of Tan Sri Dato' Dr. Palaniappan A/L Ramanathan Chettiar as Non-Independent Non-Executive Director

Tan Sri Dato' Dr. Palaniappan A/L Ramanathan Chettiar has continued to provide valuable contributions to the Board through his extensive experience and expertise in education, leadership development, human capital and corporate management. He actively participates in Board deliberations and provides strategic insights on matters relating to the Group's business, growth initiatives and long-term objectives. Throughout his tenure, he has demonstrated strong commitment and dedication in discharging his responsibilities as a Director and has consistently exercised due care, skill and diligence in the performance of his duties. His in-depth knowledge of the education sector, entrepreneurial experience and understanding of the Group's operations continue to contribute positively to the deliberations and effectiveness of the Board.

NOTICE OF NINTH ANNUAL GENERAL MEETING

(Continued)

4. Ordinary Resolution 4
Re-appointment of Auditors

Based on the outcome of the assessment conducted by the Audit and Risk Management Committee ("**ARMC**") on the suitability, effectiveness and independence of the external auditors, Messrs Baker Tilly Monteiro Heng PLT ("**Baker Tilly**"), the ARMC is satisfied that Baker Tilly has the necessary competence, capabilities and resources to continue to perform its duties as the external auditors of the Company.

The ARMC is also satisfied with the independence and performance of Baker Tilly during the financial year under review. Accordingly, the Board has endorsed the recommendation of the ARMC to seek shareholders' approval for the re-appointment of Baker Tilly as Auditors of the Company and to authorise the Directors to fix their remuneration.

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

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

This is a renewal of the mandate obtained from shareholders at the last Annual General Meeting held on 9 December 2025. The mandate is intended to provide flexibility for the Company to undertake fund-raising activities, including but not limited to the issuance of shares for the purpose of funding current and/or future investment projects, working capital requirements, repayment of bank borrowings and/or acquisitions, without having to convene a separate general meeting to obtain shareholders' approval, thereby reducing administrative time and costs.

As at the date of this Notice, no new shares in the Company have been issued pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 9 December 2025 and the said mandate will lapse at the conclusion of the forthcoming Annual General Meeting.

Pursuant to Section 85 of the Companies Act 2016 read together with Clause 64 of the Constitution of the Company, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares of the Company. By approving this Resolution, shareholders will be deemed to have waived their pre-emptive rights in respect of any shares issued pursuant to the mandate granted under Sections 75 and 76 of the Companies Act 2016.

NOTICE OF NINTH ANNUAL GENERAL MEETING

(Continued)

6. Ordinary Resolution 6
Proposed Renewal of and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

This proposed resolution, if passed, will enable the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the Group's day-to-day operations, subject to the transactions being undertaken in the ordinary course of business, on arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the interests of the minority shareholders of the Company.

The proposed shareholders' mandate will take effect from the date of passing of this resolution and will continue to be in force until the conclusion of the next AGM of the Company, unless earlier revoked or varied by the shareholders of the Company in a general meeting.

For further information on Ordinary Resolution 6, please refer to Part A of the Circular/Statement to Shareholders dated 30 October 2026.

7. Ordinary Resolution 7
Proposed Renewal of Share Buy-Back Authority for the Company to Purchase its Own Shares

The proposed Ordinary Resolution 7, if passed, will give the Directors of the Company authority to take all such steps as are necessary or expedient to implement, finalise, complete and/or to effect the purchase(s) of shares of up to ten per cent (10%) of the total number of issued shares of the Company as the Directors may deem fit and expedient in the best interests of the Company. The authority will, unless revoked or varied by the Company in a general meeting, continue to be in force until the conclusion of the next AGM of the Company or the expiry of the period within which the next AGM of the Company is required by law to be held.

For further information on Ordinary Resolution 7, please refer to Part B of the Circular/Statement to Shareholders dated 30 October 2026.

8. Ordinary Resolutions 8 to 11
Proposed Retention of Independent Non-Executive Directors

The NRC has undertaken an annual assessment of the independence, performance, contribution and effectiveness of the Independent Non-Executive Directors who are proposed to be retained. Following the assessment, the NRC and the Board are satisfied that each of the Directors concerned continues to fulfil the independence criteria prescribed under the MMLR of Bursa Securities and has demonstrated independence in character and judgement, free from any business or other relationship which could materially interfere with the exercise of independent judgement or the ability to act in the best interests of the Company.

The NRC and the Board are also satisfied that the Directors concerned have continued to demonstrate professionalism, integrity, objectivity and sound judgement in the discharge of their duties and responsibilities. They have actively participated in Board deliberations and decision-making processes and continue to provide objective views and independent judgement in the discharge of their duties as Independent Non-Executive Directors. Their extensive experience, diverse backgrounds and in-depth knowledge of the Group's business, operations and corporate history enable them to contribute effectively to the Board's deliberations and decision-making process.

NOTICE OF NINTH ANNUAL GENERAL MEETING

(Continued)

The Directors concerned were appointed to the Board on 9 January 2018 and will attain a cumulative term of nine (9) years as Independent Non-Executive Directors of the Company on 8 January 2027.

The details of the Directors proposed to be retained are as follows:

Name	Designation	Date of Appointment	Tenure as an INED as of the 9th AGM
General Tan Sri Dato' Seri Dr. Mohd Shahrom Bin Dato' Hj. Nordin (Rtd.)	Independent Non-Executive Chairman	9 January 2018	8 years and 11 months
Tan Sri Datuk (Dr.) Rafiah Binti Salim	Senior Independent Non-Executive Director	9 January 2018	8 years and 11 months
Tan Sri Datuk Wira Dr. Hj. Mohd Shukor Bin Hj. Mahfar	Independent Non-Executive Director	9 January 2018	8 years and 11 months
Dato' Tan Choon Hwa @ Esther Tan Choon Hwa	Independent Non-Executive Director	9 January 2018	8 years and 11 months

In line with Practice 5.3 of the Malaysian Code on Corporate Governance, the proposed retention of the Independent Non-Executive Directors under Ordinary Resolutions 8 to 11 will be subject to a two-tier voting process at the forthcoming 9th AGM.

Accordingly, Ordinary Resolutions 8 to 11 are proposed to seek shareholders' approval for the continued retention of the Directors concerned as Independent Non-Executive Directors of the Company.

Ordinary Resolution 8
Proposed Retention of General Tan Sri Dato' Seri Dr. Mohd Shahrom Bin Dato' Hj. Nordin (Rtd.) as an Independent Non-Executive Director

General Tan Sri Dato' Seri Dr. Mohd Shahrom Bin Dato' Hj. Nordin (Rtd.), who serves as the Independent Non-Executive Chairman of the Company, has consistently demonstrated independence, objectivity and sound judgement in the discharge of his duties. As Chairman, he provides effective leadership to the Board, promotes constructive engagement amongst Directors and ensures that Board deliberations are conducted in a balanced and orderly manner.

The Board continues to benefit significantly from his extensive leadership, governance and management experience. He provides objective oversight, strategic guidance and valuable insights to the Board whilst safeguarding the interests of shareholders and other stakeholders. His familiarity with the Group's business and operations further enables him to facilitate effective Board discussions and decision-making without compromising his independence.

The Board is satisfied that he remains independent in thought and action and continues to discharge his duties and responsibilities effectively and diligently.

As General Tan Sri Dato' Seri Dr. Mohd Shahrom Bin Dato' Hj. Nordin (Rtd.) is also seeking re-election pursuant to Clause 103 of the Company's Constitution under Ordinary Resolution 2, Ordinary Resolution 8 is conditional upon the passing of Ordinary Resolution 2.

NOTICE OF NINTH ANNUAL GENERAL MEETING

(Continued)

Ordinary Resolution 9
Proposed Retention of Tan Sri Datuk (Dr.) Rafiah Binti Salim as an Independent Non-Executive Director

Tan Sri Datuk (Dr.) Rafiah Binti Salim serves as the Senior Independent Non-Executive Director, Chairman of the NRC and a member of the ARMC. She has consistently demonstrated strong independence, professionalism and sound judgement in Board deliberations and decision-making.

The Board has benefited greatly from her distinguished career spanning academia, financial institutions, public service and international organisations. Her extensive experience in leadership, governance, human capital management and organisational development provides valuable perspectives to the Board, particularly in areas relating to Board composition, succession planning, talent development and corporate governance.

The Board is satisfied that she continues to exercise objective and independent judgement and remains effective in discharging her duties and responsibilities as an Independent Non-Executive Director.

Ordinary Resolution 10
Proposed Retention of Tan Sri Datuk Wira Dr. Hj. Mohd Shukor Bin Hj. Mahfar as an Independent Non-Executive Director

Tan Sri Datuk Wira Dr. Hj. Mohd Shukor Bin Hj. Mahfar serves as the Chairman of the ARMC and a member of the NRC. He has consistently demonstrated independence, integrity and objectivity in carrying out his responsibilities as an Independent Non-Executive Director.

The Board derives benefit from his extensive experience in taxation, public administration, governance and regulatory matters, particularly arising from his leadership roles within the Inland Revenue Board of Malaysia and various public institutions. His expertise provides valuable perspectives on matters relating to governance, regulatory compliance and public policy.

The Board is satisfied that he continues to exercise independent judgement and remains effective in the discharge of his duties and responsibilities as an Independent Non-Executive Director.

Ordinary Resolution 11
Proposed Retention of Dato' Tan Choon Hwa @ Esther Tan Choon Hwa as an Independent Non-Executive Director

Dato' Tan Choon Hwa @ Esther Tan Choon Hwa is a member of both the ARMC and the NRC. She is also a Member of the Malaysian Institute of Accountants ("MIA"). She has consistently demonstrated independence, objectivity and professional scepticism in Board deliberations and committee proceedings.

The Board values her extensive experience in auditing, accounting, taxation and corporate advisory services accumulated over many years in professional practice. Her financial expertise, commercial acumen and practical business insights contribute significantly to the Board's deliberations, particularly on matters relating to financial reporting, internal controls, regulatory compliance, taxation and corporate governance.

The Board is satisfied that she continues to provide independent and balanced views, exercises sound judgement and remains effective in carrying out her duties and responsibilities as an Independent Non-Executive Director.

NOTICE OF NINTH ANNUAL GENERAL MEETING

(Continued)

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

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

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

   There are no individuals who are standing for election as Directors at the 9th AGM of the Company.

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

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

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.