



## NOTICE OF ANNUAL STOCKHOLDERS' MEETING

### TO ALL STOCKHOLDERS:

Please be informed that the Annual Stockholders' Meeting ("ASM") of **STI EDUCATION SERVICES GROUP, INC.** ("STI ESG") will be held and conducted virtually via remote communication through Microsoft Teams on **Wednesday, 18 December 2024, at 11:00 a.m.**, for the following purposes:

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of the Minutes of the 21 December 2023 Annual Stockholders' Meeting
4. Management Report
5. Approval of Parent and Consolidated Audited Financial Statements of the Company as at and for the fiscal year ending 30 June 2024
6. Ratification of all legal acts, resolutions and proceedings of the Board of Directors and of Management, done in the ordinary course of business from 21 December 2023 up to 18 December 2024
7. Election of Directors
8. Amendment of Article II of Articles of Incorporation to Offer Maritime Courses
9. Appointment of External Auditors
10. Adjournment

The record date for stockholders entitled to notice and vote at the Annual Stockholders' Meeting is set on 25 November 2024 ("Stockholders of Record").

The 2024 Annual Stockholders' Meeting of STI ESG will be conducted virtually. Stockholders of Record may attend/participate via proxy, remote communication or vote in absentia. For the detailed registration and voting procedures, please visit <https://www.sti.edu/asm2024> and refer to the "**Guidelines for Participation via Remote Communication and Voting in Absentia and through Proxy**".

Stockholders who wish to participate in the meeting via remote communication and to vote in absentia should notify the Office of the Corporate Secretary through a Letter of Intent to be sent via e-mail to [corsec@sti.edu](mailto:corsec@sti.edu) OR by clicking the following link for the online registration at <https://forms.office.com/r/tPCJzSi9ms> on or before 11 December 2024.

Validated stockholders will be provided access to the live streaming of the meeting and can cast their votes in absentia by submitting accomplished voting forms via email to [corsec@sti.edu](mailto:corsec@sti.edu) on or before 13 December 2024 through the Company's secure online voting facility. All votes cast shall be subject to validation. LOIs and voting forms may be downloaded at <https://www.sti.edu/asm2024>.

The Company is not soliciting for proxies. Stockholders who are unable to join the meeting but wish to vote on items in the agenda by proxy must submit their duly accomplished proxy forms via email to [corsec@sti.edu](mailto:corsec@sti.edu), not later than on 13 December 2024.

Stockholders of record may send their queries and comments to the Management Report and other items in the Agenda to [corsec@sti.edu](mailto:corsec@sti.edu) on or before 13 December 2024.

The Annual Stockholders' Meeting scheduled on the first Thursday of November of each calendar year as provided in the Company's By-Laws, was postponed due to: (a) finalization of the Audited Financial Statements of the Company for the period ending 30 June 2024; and (b) lack of material time to complete reports and updates on the Company's operations and prepare the documents required to be filed with the regulatory agencies for the holding of stockholders' meeting.

The Definitive Information Statement containing the attendance/voting (via remote communication) and election procedures, along with the Notice, Agenda, Proxy/Ballot, Management Report, SEC Form 17-A, and other information related to the Annual Stockholders' Meeting can be accessed at <https://www.sti.edu/asm2024>.

Very truly yours,



**ARSENIO C. CABRERA, JR.**  
*Corporate Secretary*