

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Eighth (28th) Annual General Meeting of ENRA Group Berhad ("Company") will be conducted **fully virtual only and live-streamed** for the purpose of considering and if thought fit, passing with or without modifications the resolutions setting out in this notice.

Meeting Platform : <https://web.lumiagm.com/>
Day and Date : Friday, 25 September 2020
Time : 10.00 a.m.
Broadcast Venue : 12th Floor, Menara Symphony
No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13
46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia

Mode of Communication : 1) Typed text in the Meeting Platform
2) Alternatively, you may submit your questions to ir@enra.my by 10.00 a.m. on 23 September 2020 (48 hours before the commencement of the 28th AGM) and the Board will endeavour to respond to the questions submitted during the 28th AGM.

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 March 2020 together with the Reports of the Directors and Auditors thereon.

(Please refer to Note 1 of the Explanatory Notes)
2. To re-elect Datuk Ali bin Abdul Kadir who retires in accordance with Clause 18.3 of the Constitution of the Company.

(Ordinary Resolution 1)
3. To re-elect Tan Sri Dato' Seri Shamsul Azhar bin Abbas who retires in accordance with Clause 18.3 of the Constitution of the Company.

(Ordinary Resolution 2)
4. To re-elect Dato' Mazlin bin Md Junid who retires in accordance with Clause 18.3 of the Constitution of the Company.

(Ordinary Resolution 3)
5. To approve the Directors' fees and benefits payable to the Non-Executive Directors of up to RM500,000 with effect from 26 September 2020 until the next Annual General Meeting of the Company.

(Ordinary Resolution 4)
6. To re-appoint Messrs. BDO PLT as Auditors of the Company for the financial year ending 31 March 2021 and to authorise the Directors to fix their remuneration.

(Ordinary Resolution 5)

AS SPECIAL BUSINESS

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

7. **Proposed renewal of authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016**

(Ordinary Resolution 6)

THAT subject always to the Companies Act, 2016, the Constitution of the Company and approval of governmental and/or regulatory authorities (if any), the Directors of the Company be and are hereby empowered pursuant to Sections 75 and 76 of the Companies Act, 2016 to issue and allot shares in the Company at any time 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 to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being.

AND THAT the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing and quotation for the additional shares to be issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.

8. **Proposed renewal of authority for the purchase by the Company of its own shares**

(Ordinary Resolution 7)

THAT subject always to the Companies Act, 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Constitution of the Company and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised 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 in their discretion deem fit and expedient in the best interest of the Company, provided that:-

- a. the aggregate number of shares purchased does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of the purchase(s) and if the Company ceases to hold all or part of such shares purchased as a result of, amongst others, cancellation, re-sale and/or distribution of the shares purchased, the Company may further purchase such additional shares provided that the total number of additional shares purchased together with such shares still held/retained as treasury shares (if any) does not, in aggregate, exceed ten per centum (10%) of the total number of issued shares of the Company at the time of the purchase(s); and
- b. the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the total retained profits of the Company based on the latest audited financial statements and/or the latest management accounts of the Company (where applicable) available at the time of the purchase(s).

THAT the Directors of the Company be and are hereby authorised, at their absolute discretion, to deal with the shares so purchased by retaining the shares purchased as treasury shares or cancelling the shares or retaining part of the shares so purchased as treasury shares and cancelling the remainder or such other manner as allowed under the Companies Act 2016.

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

- a. the conclusion of the next Annual General Meeting ("AGM") at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;

b. the expiration of the period within which the next AGM after that date is required by law to be held; or

c. revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first.

AND THAT authority be and is hereby given to the Directors of the Company to do all acts and things as are necessary to give full effect to the purchase by the Company of its own shares with full powers to assent to any conditions, modifications, variations and/or amendments as the Directors may deem fit and expedient in the interests of the Company or as may be imposed by the relevant authorities."

9. **Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

(Ordinary Resolution 8)

THAT subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the Constitution of the Company, approval be and is hereby given to ENRA Group Berhad and its subsidiary companies to enter into the Recurrent Related Party Transactions as described in the Circular to Shareholders dated 27 August 2020 with the related parties mentioned therein PROVIDED THAT:

- a. the Recurrent Related Party Transactions are in the ordinary course of business which are necessary for day-to-day operations and are on terms not more favourable than those generally available to the public; and

b. disclosure is made in the annual report breakdown of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year;

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

- a. the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting, at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;

b. the expiration of the period within which the next AGM of the Company after that date it 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. revoked or varied by resolution passed by the shareholders of the Company in general meeting;

whichever is the earlier;

AND THAT the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this resolution."

10. To transact any other business of which due notice shall have been given.

By Order of the Board

CHIN SOO CHING (MAICSA 7042265 / SSM Practicing Certificate No. 202008002101)
TAI YIT CHAN (MAICSA 7009143 / SSM Practicing Certificate No. 202008001023)
TAN LAI HONG (MAICSA 7057707 / SSM Practicing Certificate No. 202008002309)
Company Secretaries

Kuala Lumpur
27 August 2020

NOTES:

PROXY:

1. The 28th AGM will be conducted on a virtual basis through live streaming and online remote voting via Remote Participation and Voting ("RPV") facilities provided by Boardroom Share Registrars Sdn. Bhd. at <http://web.lumiagm.com>. Please follow the procedures as set in the Administrative guide in order to register, participate and vote remotely via RPV facilities.
2. The venue of the 28th AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of Meeting to be present at the main venue. **No shareholders/proxies from the public shall be physically present at nor admitted to the Broadcast Venue.**
3. In respect of deposited securities, only members whose names appear in the Record of Depositors on 18 September 2020 (General Meeting Record of Depositors) shall be eligible to participate and vote at this 28th AGM or appoint a proxy to participate and vote on his behalf. A proxy may but need not be a member of the Company.
4. Where a member is an authorised nominee, it may appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said securities account. A member other than an authorised nominee shall be entitled to appoint not more than two (2) proxies to participate and vote at the same meeting. 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"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
5. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his shareholding to be represented by each proxy.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if the appointor is a corporation either under Common Seal or under the hand of an officer or attorney duly authorised.
7. The Form of Proxy must be completed, signed and deposited with Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time set for the meeting or adjourned meeting. Alternatively, the Form of Proxy can be deposited electronically through Boardroom Smart Investor Portal at <https://www.boardroomlimited.my> before the Form of Proxy lodgement cut-off time as mentioned above.

EXPLANATORY NOTES ON ORDINARY BUSINESS:

1. **Audited Financial Statements**
Agenda item no. 1 is meant for discussion only pursuant to Section 340(1)(a) of the Companies Act, 2016 and will not be put forward for voting.
2. **Non-Executive Directors' ("NEDs") Remuneration**
a. At the 27th AGM of the Company held on 19 September 2019, the shareholders had approved the payment of Directors' fees and benefits (meeting allowance) to the NEDs up to RM500,000 for the period from the conclusion of the 27th AGM until the conclusion of the 28th AGM.

Total amount of the Directors' fees and benefits (meeting allowance) utilised for the said period (12 months) based on the remuneration policy for NEDs was RM452,000, which was about 90% of the approved amount.

b. Ordinary Resolution No. 4 is to seek shareholders' approval for the Directors' fees and benefits payable to the NEDs for the period commencing from the conclusion of this AGM until the next Annual General Meeting of the Company.

The amount proposed is computed based on the approved remuneration policy for NEDs, anticipated number of meetings and assumption that all NEDs will remain in office until the 29th AGM with full attendance at the relevant meetings. The fees and meeting allowances will be paid to the NEDs upon completion of service on a quarterly basis.

Any NEDs who are shareholders of the Company will abstain from voting on Ordinary Resolution No. 4 at the 28th AGM.

Details of the Directors' fees and benefits paid to the NEDs for the financial year ended 31 March 2020 are published in the Corporate Governance Report which is available on the Company's corporate website at www.enra.my.

3. **Re-appointment of Auditors**
The Audit and Risk Management Committee ("ARMC") was satisfied that, based on the annual assessment conducted, Messrs BDO PLT meets the criteria as prescribed under Paragraph 15.21 of the Main Market Listing Requirements. The Board at its meeting held on 27 July 2020 agreed with the recommendation from the ARMC for shareholders' approval to be sought at the 28th AGM on the re-appointment of Messrs BDO PLT as external auditors of the Company for the financial year ending 31 March 2021.

EXPLANATORY NOTES ON SPECIAL BUSINESS:

4. **Authority to allot shares**
The Company had, at the 27th Annual General Meeting held on 19 September 2019, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Sections 75 and 76 of the Companies Act 2016. At the date of this notice, the Company has not issued any shares pursuant to this mandate obtained.

The proposed Ordinary Resolution 6 is a renewal of the general mandate for issuance of shares by the Company under Sections 75 and 76 of the Companies Act, 2016. The mandate, if passed, will empower the Directors of the Company to issue and allot shares in the Company up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares of the Company for such purposes as they consider would be in the interest of the Company, including for repayment of bank borrowings, general working capital and raising funds for investments and/or acquisitions. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

The renewal of the general mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain shareholders' approval so as to avoid incurring additional cost and time.

5. **Proposed Share Buy-Back Authority**
The proposed Ordinary Resolution 7, if passed, would empower the Directors of the Company to purchase such amount of ordinary shares in the Company from time to time on the market of Bursa Malaysia Securities Berhad upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that the aggregate number of shares purchased pursuant to this Resolution does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being.

This authority, unless revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting, will expire at the conclusion of the 29th AGM of the Company or the expiration of the period within which the 29th AGM is required by law to be held, whichever occurs first.

Further information on the Proposed Share Buy-Back Authority is set out in the Circular to Shareholders that will be delivered in due course.

6. **Proposed Shareholders' Mandate**
The proposed adoption of Resolution 8 is to obtain new Shareholders' Mandate for Recurrent Related Party Transactions. The New Shareholders' Mandate will enable the Group to enter into the 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 in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company. Further information on the Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature are set out in the Circular to Shareholders of the Company that will be delivered in due course.

PERSONAL DATA POLICY

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