

NOTICE OF THIRTY-FIRST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-First (31st) Annual General Meeting ("AGM") of ENRA Group Berhad ("Company") **will be held virtually 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 : Securities Services e-Portal ("SS e-Portal") at <https://sshsb.net.my/>
Day and Date : Thursday, 7 September 2023
Time : 10.00 a.m.
Broadcast Venue : Meeting Room of Securities Services (Holdings) Sdn Bhd, Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Malaysia
Mode of Communication : 1) Typed texts through a text box within SS e-Portal before the start or during the live streaming.
2) Alternatively, you may submit your questions to ir@enra.my by 10.00 a.m. on 5 September 2023 (48 hours before the commencement of the 31st AGM) and the Board of Directors ("Board") will endeavour to respond to the questions submitted during the 31st AGM.

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements of the Company for the financial year ended 31 March 2023 together with the Reports of the Directors and Auditors thereon. (Please refer to Note 1 of the Explanatory Notes)
- To re-elect Tan Sri Dato' Kamaluddin bin Abdullah who retires in accordance with Article 18.3 of the Constitution of the Company. (Ordinary Resolution 1)
- To re-elect Tan Sri Dato' Seri Shamsul Azhar bin Abbas who retires in accordance with Article 18.3 of the Constitution of the Company. (Ordinary Resolution 2)
- To approve the Directors' fees and benefits payable to the Non-Executive Directors of up to RM550,000 with effect from 8 September 2023 until the next AGM of the Company. (Ordinary Resolution 3)
- To re-appoint Messrs BDO PLT as Auditors of the Company to hold office until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. (Ordinary Resolution 4)

AS SPECIAL BUSINESS

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

- Authority to Issue Shares pursuant to the Companies Act, 2016 ("the Act")**
"THAT subject to the Act, the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any relevant governmental/regulatory authorities, the Directors of the Company be and are hereby empowered, pursuant to the Act, to issue and allot shares in the Company, at any time to such persons 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 ten per centum (10%) of the total number of issued shares of the Company for the time being; (Ordinary Resolution 5)

AND THAT pursuant to Section 85 of the Act to be read together with Article 4.3 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Sections 75 and 76 of the Act AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares to be issued on Bursa Securities AND FURTHER THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company.

- Proposed Renewal of Share Buy-Back Authority** (Ordinary Resolution 6)

"THAT subject to the Companies Act, 2016 ("the Act"), Bursa Malaysia Securities Berhad ("Bursa Securities"), Main Market Listing Requirements ("MMLR"), the Constitution of the Company and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to purchase such amount of ordinary shares in the Company ("Proposed Share Buy-Back") as may be determined by the Board of Directors ("Board") from time to time through Bursa Securities upon such terms and conditions as the Board may deem fit and expedient in the best interest of the Company provided that the aggregate number of shares purchased pursuant to this resolution shall not exceed ten per centum (10%) of the total number of issued shares of the Company;

THAT the maximum funds to be allocated by the Company for the purpose of the Proposed Share Buy-Back shall not exceed the aggregate retained profits of the Company based on its latest audited financial statements and/or the latest management accounts of the Company (where applicable) available at the time of the purchase(s);

THAT at the discretion of the Board, the shares of the Company to be purchased are proposed to be cancelled and/or retained as treasury shares and/or distributed as dividends and/or resold on Bursa Securities and/or transferred the shares for the purposes of or under an employees' share scheme in the manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and Bursa Securities MMLR and any other relevant authorities for the time being in force;

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

- the conclusion of the next Annual General Meeting of the Company following this general meeting at which such resolution was passed at which time it will lapse unless by ordinary resolution passed at that Meeting, the authority is renewed, either unconditionally or subject to conditions;
- the expiration of the period within which the next Annual General Meeting of the Company after that date is required by law to be held; or
- the authority is revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting, whichever occurs first.

AND THAT the Board be and is hereby authorised to take such steps to give full effect to the Proposed Share Buy-Back with full power to assent to any condition, modification, variation and/or amendment as may be imposed by the relevant authorities and/or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company.⁶ (Ordinary Resolution 7)

- Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

"THAT approval be and is hereby given to the Company and its subsidiaries to enter into recurrent related party transactions from time to time, which are necessary for the day-to-day operations as set out in Section 2.3 of Part B of the Circular to Shareholders dated 27 July 2023 which are of a revenue or trading nature and carried out in the ordinary course of business and are 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, subject to the compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, Companies Act, 2016 ("the Act"), the Company's Constitution and all other applicable laws, guidelines, rules and regulations.

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

- the conclusion of the next Annual General Meeting ("AGM") of the Company at which time the mandate will lapse, unless by a resolution passed at the next AGM, the mandate is renewed; or
- 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
- revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier.

THAT authority be and is hereby given to the Directors of the Company to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.⁷

- To transact any other ordinary business for which due notice shall have been given.

By Order of the Board

CHIN SOO CHING
MAICSA 7042265
SSM Practising Certificate No. 202008002101
Chartered Secretary
Kuala Lumpur
27 July 2023

NOTES:

- The 31st AGM will be conducted virtually through live streaming and online remote voting using the remote participation and voting ("RPV") facilities hosted on the Securities Services e-Portal at <https://sshsb.net.my/> to be provided by SS E Solutions Sdn Bhd. Kindly refer to the Administrative Guide for the AGM in order to register, participate and vote remotely via the RPV facilities.
- The Broadcast venue is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016 and Article 16.3 of the Company's Constitution which requires the Chairman of Meeting to be present at the main venue of the Meeting. **Shareholders/proxies/corporate representatives will not be allowed to be physically present at the Broadcast Venue.**
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 29 August 2023 (General Meeting Record of Depositors) shall be eligible to attend and vote at this 31st AGM or appoint a proxy to attend and vote on his behalf. A proxy may but need not be a member of the Company.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("Omniibus Account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omniibus Account it holds.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- The instrument appointing a proxy or representative and the duly registered power of attorney or other authority, if any, shall be in writing under the hand of the appointor or his attorney duly appointed under a Power of Attorney, if such appointor is a corporation, either under its seal or under the hand of an officer or attorney duly appointed under a Power of Attorney.
- The instrument appointing a proxy may be made by hardcopy or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the 31st AGM or at any adjournment thereof:
 - By hardcopy form**
The proxy form must be completed, signed and deposited with the Poll Administrator, SS E Solutions Sdn Bhd at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Malaysia.
 - By electronic means**
The proxy form shall be electronically submitted at <https://sshsb.net.my/> or by fax to +603 2094 9940 or by email to eservices@sshsb.com.my. Please refer to the Administrative Guide for the procedures on electronic lodgement of Form of Proxy.

EXPLANATORY NOTES ON ORDINARY BUSINESS:

- 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.
- Re-election of Directors who retire pursuant to Article 18.3 of the Company's Constitution**
Article 18.3 provides that at least one-third (1/3) of the Directors for the time being, shall retire from office and be eligible for re-election. Tan Sri Dato' Seri Shamsul Azhar bin Abbas and Tan Sri Dato' Kamaluddin bin Abdullah being eligible, have offered themselves for re-election at this AGM.
The Board Nomination and Remuneration Committee ("BNRC") has assessed the performance and contribution of the retiring Directors, as well as the independence of the Independent Director seeking for re-election at the 31st AGM inclusive of their skills, experience, character, integrity, competency, commitment and contribution. Based on the findings of the BNRC and Board Governance Evaluation for the financial year ended 31 March 2023, the performance and contribution of the retiring Directors were found to be satisfactory and they are competent and able to discharge their fiduciary duties as Directors of the Company. BNRC is also satisfied that the retiring Directors meet the fit and proper criteria as set out in the Directors' Fit and Proper Policy. The retiring Senior Independent Non-Executive Director, Tan Sri Dato' Seri Shamsul Azhar bin Abbas also complied and satisfied the independence criteria as required by the MMLR of Bursa Securities.
Based on the above, the Board endorsed the recommendation of the BNRC to seek the shareholders' approval for the re-election of the retiring Directors. All Directors standing for re-election have abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant BNRC and Board Meetings.
The profiles of the Directors seeking re-election at the 31st AGM are detailed in the Profile of the Board of Directors in the Company's Annual Report 2023.
- Non-Executive Directors' ("NEDs") Remuneration**
 - At the 30th AGM of the Company held on 27 September 2022, the shareholders 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 30th AGM until the conclusion of the 31st AGM.
 - Ordinary Resolution No. 3 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 proposed amount of RM550,000.00 is computed based on the approved remuneration policy for NEDs, the anticipated number of meetings, the assumption that an additional director may be appointed and all NEDs will remain in office until the 32nd AGM, with full attendance at all 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. 3 at the 31st AGM. Details of the Directors' fees and benefits paid to the NEDs for the financial year ended 31 March 2023 are published in the Corporate Governance Report which is available on the Company's corporate website at www.enra.my.
- Re-appointment of Auditors**
The Audit, Risk Management and Sustainability Committee ("ARMSC") 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 a meeting held on 21 June 2023 agreed with the recommendation from the ARMSC for shareholders' approval to be sought at the 31st AGM on the re-appointment of Messrs BDO PLT as external auditors of the Company for the financial year ending 31 March 2024.

EXPLANATORY NOTES ON SPECIAL BUSINESS:

- Authority to Issue Shares pursuant to the Act**
The proposed adoption of Ordinary Resolution No. 5 is for the purpose of waiving the statutory pre-emptive rights of shareholders of the Company ("Waiver of Pre-Emptive Rights") and granting a renewed general mandate ("General Mandate") and empowering the Directors of the Company, pursuant to the Act, to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being. The General Mandate, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next AGM of the Company.
The Waiver of Pre-Emptive Rights will allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer the new shares to all existing shareholders of the Company prior to issuance of new shares in the Company under the General Mandate.
The General Mandate will provide flexibility to the Company for allotment of shares for any possible fundraising activities, including but not limited to placement of shares for the purpose of funding future investment project(s), working capital and/or acquisition(s). As at the date of this Notice, there were no new shares issued pursuant to the mandate granted to the Directors of the Company at the 30th AGM held on 27 September 2022 and which will lapse at the conclusion of the 31st AGM.
- Proposed Share Buy-Back Authority**
The proposed adoption of Ordinary Resolution No. 6 is for the purpose of renewing the authority granted by the shareholders of the Company at the 30th AGM held on 27 September 2022. The aforesaid proposed renewal will allow the Board to exercise the power of the Company to purchase not more than ten per centum (10%) of the total number of issued shares of the Company at any time within the time period stipulated in Bursa Securities MMLR. Further information on the Proposed Share Buy-Back Authority is set out in the Circular to Shareholders dated 27 July 2023.
- Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Renewal of Shareholders' Mandate")**
The proposed Ordinary Resolution 7, if passed, will enable the Company and/or its subsidiary companies to enter into recurrent transactions involving the interests of the related parties, which are of a revenue or trading nature and necessary for the Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business on terms not favourable than those generally available to the public and are not detrimental to the minority shareholders of the Company. Details on the Proposed Renewal of Shareholders' Mandate is set out in the Circular to Shareholders dated 27 July 2023.

PERSONAL DATA POLICY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, speak (in the form of real-time submission of typed texts) and vote at the Annual General Meeting 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 Annual General Meeting (including any adjournment thereof) and the preparation and completion 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.