

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of ENRA Group Berhad ("ENRA" or "Company") will be held at Dewan Perdana, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Friday, 9 February 2018 at 10.00 am, or any adjournment thereof, for the purpose of considering and if thought fit, passing, with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT AND IMPLEMENTATION OF AN EMPLOYEES' SHARE SCHEME OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES IN THE CAPITAL OF ENRA (EXCLUDING TREASURY SHARES) AT ANY ONE TIME DURING THE DURATION OF THE SCHEME FOR THE ELIGIBLE EMPLOYEES AND DIRECTORS OF ENRA GROUP BERHAD AND ITS NON-DORMANT SUBSIDIARY COMPANIES

"THAT, subject to the passing of the Special Resolution and the approval of all the relevant authorities or parties being obtained (if required) and to the extent permitted by law and the Constitution/Memorandum and Articles of Association of the Company, approval be and is hereby given for the Company to establish and implement an employees' share scheme ("Scheme") of up to 15% of the total number of issued shares in the capital of the Company (excluding treasury shares) at any one time during the duration of the Scheme ("Proposed ESS"), which comprises the proposed employees' share option scheme and the proposed employees' share grant plan for the benefit of the employees and Directors of ENRA and its non-dormant subsidiary companies who fulfil the criteria for eligibility for participation in the Scheme ("Eligible Persons"), and the Board be and is hereby authorised to:

- implement and administer the Proposed ESS, which involves the granting of options to subscribe for ("ESOS Options") and/or the award ("ESGP Awards") of ordinary shares in ENRA ("ENRA Shares") to such Eligible Persons in accordance with the draft By-Laws which is set out in Appendix A of the Circular to Shareholders dated 18 January 2018 ("By-Laws");
- amend and/or modify all or part of the provisions of the By-Laws from time to time as may be required/permitted by the authorities or deemed necessary by the authorities or the Board or any committee of the Scheme established or appointed by it ("ESS Committee"), provided that such modifications and/or amendments are effected and permitted in accordance with the provisions of the By-Laws relating to modifications and/or amendments and to do all acts, deeds and things as may be deemed fit, necessary, expedient and/or appropriate and to enter into all such transactions, arrangements and agreements as may be necessary, expedient and/or appropriate in order to give effect to such modifications and/or amendments;
- make the necessary applications and do all the things necessary at the appropriate time or times to Bursa Securities for the listing and quotation for the new ENRA Shares which may from time to time be allotted and issued pursuant to the Proposed ESS;
- allot and issue and/or transfer from time to time such number of ENRA Shares as may be required to be issued to the Eligible Persons who have accepted the offer of ESOS Options ("ESOS Offer") and/or award of ESGP Awards (collectively, the "ESS Awards") pursuant to their exercise of the vested ESOS Options and/or vesting of any ESGP Awards under the Scheme, provided always that the aggregate maximum number of ENRA Shares which may be made available under the Scheme shall not in aggregate exceed 15% of the total number of issued ENRA Shares in the capital of the Company (excluding treasury shares) at any point in time during the duration of the Scheme and that such new ENRA Shares shall, upon allotment and issuance, rank equally in all respects with the then existing ENRA Shares, save and except that they will not be entitled to any dividends, rights, allotments and/or other distributions in respect of which the entitlement date is prior to the date of allotment and issuance of the new ENRA Shares and will be subject to all the provisions of the Constitution/Memorandum and Articles of Association and the By-Laws of the Company relating to the transfer, transmission and otherwise of the ENRA Shares;
- establish a trust to be administered by a trustee to be appointed ("Trustee") (if required to be appointed under the provisions of the By-Laws), to facilitate the implementation and administration of the Proposed ESS and authorise the Trustee to, among other things, subscribe for ENRA Shares for the purpose of the Proposed ESS and to pay expenses in relation to the administration of the trust to the extent permitted by the law;
- provide funding or other assistance (financial or otherwise), and/or to authorise and/or procure any one or more of the subsidiaries of the Company and/or third parties, to provide funding or other assistance (financial or otherwise) from time to time if required to enable the Trustee to subscribe for such number of ENRA Shares pursuant to the Proposed ESS from time to time as may be required for the purpose of the Proposed ESS;
- do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds or undertakings (including but not limited to the trust deed with the Trustee) and to make such rules or regulations, or impose such terms and conditions or delegate part of its power as may be deemed necessary, expedient and/or appropriate in order to give full effect to the Scheme and the terms of the By-Laws; and
- extend the Proposed ESS for a further period of up to 5 years or such longer duration as may from time to time be permitted by the relevant authorities without having to obtain further approvals of the shareholders of the Company in a general meeting (unless otherwise required by law or the relevant authorities) or the relevant regulatory authorities and to consent to and to adopt, if the Board so deems fit and expedient, such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in respect of the Proposed ESS;

AND THAT the Board be and is hereby authorised and empowered to give effect to the Proposed ESS with full power to negotiate, approve, agree and/or assent to any conditions, modifications, variations and/or amendments in any manner as may be required, at their discretion and/or imposed or required by the relevant regulatory authorities;

AND FURTHER THAT the proposed By-Laws of the Scheme, as set out in Appendix A of the Circular to Shareholders dated 18 January 2018, be and is hereby approved and adopted."

ORDINARY RESOLUTION 2

PROPOSED ALLOCATION OF ESS AWARDS TO DATUK ALI BIN ABDUL KADIR

"THAT, subject to the passing of Ordinary Resolution 1, the Special Resolution and the approval of all the relevant authorities or parties being obtained (if required), approval be and is hereby given to the Board to authorise the ESS Committee to award, from time to time throughout the duration of the Proposed ESS, ESS Awards to Datuk Ali Bin Abdul Kadir, the Chairman / Independent Non-Executive Director of ENRA, subject always to the following provisions:

- he must not participate in the deliberation or discussion of his own allocation of new ENRA Shares to be issued under the Scheme; and
- not more than 10% of the new ENRA Shares available under the Scheme shall be allocated to him, if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued ENRA Shares in the capital of the Company (excluding treasury shares);

and provided always that it is in accordance with any prevailing guidelines, the Main Market Listing Requirements of Bursa Securities, or any other authorities as amended from time to time and subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws of the Scheme."

ORDINARY RESOLUTION 3

PROPOSED ALLOCATION OF ESS AWARDS TO TAN SRI DATO' KAMALUDDIN BIN ABDULLAH

"THAT, subject to the passing of Ordinary Resolution 1, the Special Resolution and the approval of all the relevant authorities or parties being obtained (if required), approval be and is hereby given to the Board to authorise the ESS Committee to award, from time to time throughout the duration of the Proposed ESS, ESS Awards to Tan Sri Dato' Kamaluddin bin Abdullah, the Executive Deputy Chairman of ENRA, subject always to the following provisions:

- he must not participate in the deliberation or discussion of his own allocation of new ENRA Shares to be issued under the Scheme; and
- not more than 10% of the new ENRA Shares available under the Scheme shall be allocated to him, if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued ENRA Shares in the capital of the Company (excluding treasury shares);

and provided always that it is in accordance with any prevailing guidelines, the Main Market Listing Requirements of Bursa Securities, or any other authorities as amended from time to time and subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws of the Scheme."

ORDINARY RESOLUTION 4

PROPOSED ALLOCATION OF ESS AWARDS TO DATO' MAZLIN BIN MD JUNID

"THAT, subject to the passing of Ordinary Resolution 1, the Special Resolution and the approval of all the relevant authorities or parties being obtained (if required), approval be and is hereby given to the Board to authorise the ESS Committee to award, from time to time throughout the duration of the Proposed ESS, ESS Awards to Dato' Mazlin bin Md Junid, the President & Group Chief Executive Officer of ENRA, subject always to the following provisions:

- he must not participate in the deliberation or discussion of his own allocation of new ENRA Shares to be issued under the Scheme; and
- not more than 10% of the new ENRA Shares available under the Scheme shall be allocated to him, if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued ENRA Shares in the capital of the Company (excluding treasury shares);

and provided always that it is in accordance with any prevailing guidelines, the Main Market Listing Requirements of Bursa Securities, or any other authorities as amended from time to time and subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws of the Scheme."

ORDINARY RESOLUTION 5

PROPOSED ALLOCATION OF ESS AWARDS TO KOK KONG CHIN

"THAT, subject to the passing of Ordinary Resolution 1, the Special Resolution and the approval of all the relevant authorities or parties being obtained (if required), approval be and is hereby given to the Board to authorise the ESS Committee to award, from time to time throughout the duration of the Proposed ESS, ESS Awards to Kok Kong Chin, the Executive Director of ENRA, subject always to the following provisions:

- he must not participate in the deliberation or discussion of his own allocation of new ENRA Shares to be issued under the Scheme; and
- not more than 10% of the new ENRA Shares available under the Scheme shall be allocated to him, if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued ENRA Shares in the capital of the Company (excluding treasury shares);

and provided always that it is in accordance with any prevailing guidelines, the Main Market Listing Requirements of Bursa Securities, or any other authorities as amended from time to time and subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws of the Scheme."

ORDINARY RESOLUTION 6

PROPOSED ALLOCATION OF ESS AWARDS TO TAN SRI DATO' SERI SHAMSUL AZHAR BIN ABBAS

"THAT, subject to the passing of Ordinary Resolution 1, the Special Resolution and the approval of all the relevant authorities or parties being obtained (if required), approval be and is hereby given to the Board to authorise the ESS Committee to award, from time to time throughout the duration of the Proposed ESS, ESS Awards to Tan Sri Dato' Seri Shamsul Azhar bin Abbas, the Senior Independent Non-Executive Director of ENRA, subject always to the following provisions:

- he must not participate in the deliberation or discussion of his own allocation of new ENRA Shares to be issued under the Scheme; and
- not more than 10% of the new ENRA Shares available under the Scheme shall be allocated to him, if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued ENRA Shares in the capital of the Company (excluding treasury shares);

and provided always that it is in accordance with any prevailing guidelines, the Main Market Listing Requirements of Bursa Securities, or any other authorities as amended from time to time and subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws of the Scheme."

ORDINARY RESOLUTION 7

PROPOSED ALLOCATION OF ESS AWARDS TO DATUK ANUAR BIN AHMAD

"THAT, subject to the passing of Ordinary Resolution 1, the Special Resolution and the approval of all the relevant authorities or parties being obtained (if required), approval be and is hereby given to the Board to authorise the ESS Committee to award, from time to time throughout the duration of the Proposed ESS, ESS Awards to Datuk Anuar bin Ahmad, the Independent Non-Executive Director of ENRA, subject always to the following provisions:

- he must not participate in the deliberation or discussion of his own allocation of new ENRA Shares to be issued under the Scheme; and
- not more than 10% of the new ENRA Shares available under the Scheme shall be allocated to him, if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued ENRA Shares in the capital of the Company (excluding treasury shares);

and provided always that it is in accordance with any prevailing guidelines, the Main Market Listing Requirements of Bursa Securities, or any other authorities as amended from time to time and subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws of the Scheme."

ORDINARY RESOLUTION 8

PROPOSED ALLOCATION OF ESS AWARDS TO DATO' WEE YIAW HIN

"THAT, subject to the passing of Ordinary Resolution 1, the Special Resolution and the approval of all the relevant authorities or parties being obtained (if required), approval be and is hereby given to the Board to authorise the ESS Committee to award, from time to time throughout the duration of the Proposed ESS, ESS Awards to Dato' Wee Yaw Hin, the Independent Non-Executive Director of ENRA, subject always to the following provisions:

- he must not participate in the deliberation or discussion of his own allocation of new ENRA Shares to be issued under the Scheme; and
- not more than 10% of the new ENRA Shares available under the Scheme shall be allocated to him, if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued ENRA Shares in the capital of the Company (excluding treasury shares);

and provided always that it is in accordance with any prevailing guidelines, the Main Market Listing Requirements of Bursa Securities, or any other authorities as amended from time to time and subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws of the Scheme."

ORDINARY RESOLUTION 9

PROPOSED ALLOCATION OF ESS AWARDS TO TEO CHEE KOK

"THAT, subject to the passing of Ordinary Resolution 1, the Special Resolution and the approval of all the relevant authorities or parties being obtained (if required), approval be and is hereby given to the Board to authorise the ESS Committee to award, from time to time throughout the duration of the Proposed ESS, ESS Awards to Teo Chee Kok, the Independent Non-Executive Director of ENRA, subject always to the following provisions:

- he must not participate in the deliberation or discussion of his own allocation of new ENRA Shares to be issued under the Scheme; and
- not more than 10% of the new ENRA Shares available under the Scheme shall be allocated to him, if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued ENRA Shares in the capital of the Company (excluding treasury shares);

and provided always that it is in accordance with any prevailing guidelines, the Main Market Listing Requirements of Bursa Securities, or any other authorities as amended from time to time and subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws of the Scheme."

ORDINARY RESOLUTION 10

PROPOSED ALLOCATION OF ESS AWARDS TO LOH CHEN YOOK

"THAT, subject to the passing of Ordinary Resolution 1, the Special Resolution and the approval of all the relevant authorities or parties being obtained (if required), approval be and is hereby given to the Board to authorise the ESS Committee to award, from time to time throughout the duration of the Proposed ESS, ESS Awards to Loh Chen Yook, the Non-Independent Non-Executive Director of ENRA, subject always to the following provisions:

- he must not participate in the deliberation or discussion of his own allocation of new ENRA Shares to be issued under the Scheme; and
- not more than 10% of the new ENRA Shares available under the Scheme shall be allocated to him, if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued ENRA Shares in the capital of the Company (excluding treasury shares);

and provided always that it is in accordance with any prevailing guidelines, the Main Market Listing Requirements of Bursa Securities, or any other authorities as amended from time to time and subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws of the Scheme."

SPECIAL RESOLUTION

PROPOSED AMENDMENT TO THE CONSTITUTION OF THE COMPANY

"THAT the Constitution of the Company be amended by deleting the existing Article 5(e) of the Articles of Association in its entirety and substituting thereof with the following new Article 5(e):

5(e) every issue of shares or options to employees and/or Directors of the Company shall be approved by the members in general meeting and no Director shall participate in such issues of shares or options unless the members in general meeting have approved of the specific allotment to be made to such Director.

AND THAT authority be and is hereby given to the Directors of the Company to do all acts necessary to give full effect to the amendment to the Constitution of the Company with full powers to assent to any conditions, modifications and/or variations as may be imposed by the relevant authorities."

By Order of the Board

Cheong Lisa (MAICSA 7009457)

Company Secretary

Kuala Lumpur

18 January 2018

Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 30 January 2018 shall be eligible to attend and vote at this EGM or appoint proxy/proxies to attend and vote on his behalf. A proxy may but need not be a member of the Company.
- A member who is an authorised nominee 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 attend and vote at the same meeting. A member who is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
- 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.
- 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.
- To be valid, this Form of Proxy must be completed, signed and deposited at the office of the Share Registrar, Bina Management (M) Sdn Bhd at Lot 10, The Highway Centre, Jalan 51/205, 46505 Petaling Jaya, Selangor not less than forty-eight (48) hours before the time set for the EGM or adjourned meeting.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, the resolutions set out in this Notice will be put to vote by poll.

Personal Data Privacy:

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