

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Seventh (27th) Annual General Meeting of ENRA Group Berhad ("Company") will be held at Yayasan Budi Penyayang Malaysia, Dewan Penyayang Level 2, Wisma Penyayang, No. 6 Jalan Equine, Taman Equine, Bandar Putra Permai, 43300 Seri Kembangan, Selangor Darul Ehsan on Thursday, 19 September 2019 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements of the Company for the financial year ended 31 March 2019 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 76 of the Articles of Association of the Company. *(Ordinary Resolution 1)*
- To re-elect Dato' Anuar bin Ahmad who retires in accordance with Article 76 of the Articles of Association of the Company. *(Ordinary Resolution 2)*
- To re-elect Dato' Wee Yaw Hin @ Ong Yaw Hin who retires in accordance with Article 76 of the Articles of Association of the Company. *(Ordinary Resolution 3)*
- To approve the Directors' fees and benefits payable to the Non-Executive Directors of up to RM500,000 with effect from 20 September 2019 until the next Annual General Meeting of the Company. *(Ordinary Resolution 4)*
- To re-appoint Messrs BDO PLT as Auditors of the Company for the financial year ending 31 March 2020 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:

- 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 authorised pursuant to Sections 75 and 76 of the Companies Act 2016 to allot and issue shares in the Company at any time and from time to time until the conclusion of the next Annual General Meeting 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."

- Proposed renewal of authority for the purchase by the Company of its own shares ("Proposed Share Buy-Back Authority")** *(Ordinary Resolution 7)*

"THAT subject always to the Companies Act 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") 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:-

- 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
- the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the 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:-

- the conclusion of the next Annual General Meeting at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
- the expiration of the period within which the next Annual General Meeting after that date is required by law to be held; or
- 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."

- Proposed adoption of a new Constitution in place of the existing Memorandum and Articles of Association** *(Special Resolution)*

"THAT a new Constitution as set out in Appendix III of the Circular to Shareholders dated 31 July 2019 be adopted in place of the existing Memorandum and Articles of Association of the Company and that the Directors and the Company Secretary be and are hereby authorised to do such acts, deeds and things as are necessary and/or expedient to give full effect to the foregoing with full powers to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities."

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

By Order of the Board

CHEONG LISA
(MAICSA 7009457)
Company Secretary
Kuala Lumpur
31 July 2019

NOTES:
PROXY:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 11 September 2019 (General Meeting Record of Depositors) shall be eligible to attend and vote at this Twenty-Seventh (27th) Annual General Meeting 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 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 attend 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.
- 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.
- The Form of Proxy must be completed, signed and deposited with the Share Registrar, Bina Management (M) Sdn Bhd at Lot 10, The Highway Centre, Jalan 51/205, 46050 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for the meeting or adjourned meeting.

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

- At the 26th Annual General Meeting ("AGM") of the Company held on 13 September 2018, the shareholders had approved the following amounts of fees and benefits payable to the NEDs in respect of the period from the conclusion of the said 26th AGM until the 27th AGM:
 - Directors' fees of up to RM440,000; and
 - benefits of up to RM200,000.

Total amount of the Directors' fees expected to be utilised for the said period (12 months) based on the remuneration policy for NEDs is RM372,000, which is about 85% of the approved amount.

As for the benefits, a total amount of RM94,000 is expected to be utilised based on the schedule of meetings for the remaining period until the conclusion of the 27th AGM. Hence, the expected total utilisation of the approved amount would be approximately 47%.

- Ordinary Resolution No. 4 is to seek shareholders' approval for the Directors' fees and benefits payable to the NEDs for the period commencing from 20 September 2019 until the next AGM of the Company.

During the review of the NEDs' remuneration in May 2019, the Board Nomination and Remuneration Committee ("BNRC") had taken into consideration, amongst others, the Group's cost savings efforts and was of the view that meeting allowance of RM1,000 per meeting day is fair. Upon the recommendation of the BNRC, the Board approved the revised remuneration policy for NEDs as set out below effective 1 October 2019.

Description	Before Revision	After Revision
Board Chairman	RM80,000 p.a.	RM80,000 p.a.
Senior Independent Non-Executive Director	RM70,000 p.a.	RM70,000 p.a.
Non-Executive Director	RM60,000 p.a.	RM60,000 p.a.
Committee		
ARMC Chairman	RM10,000 p.a.	RM10,000 p.a.
ARMC Member	RM6,000 p.a.	RM6,000 p.a.
BNRC Chairman	RM6,000 p.a.	RM6,000 p.a.
BNRC Member	RM4,000 p.a.	RM4,000 p.a.
Meeting attendance allowance	All Directors RM2,000 per day of meeting(s)	RM1,000 per day of meeting(s)

As disclosed under paragraph 2(a) above, total remuneration (comprising fees and benefits) paid and payable to the NEDs since the last AGM until the 27th AGM is expected to aggregate RM466,000.

The total remuneration amounting RM500,000 proposed for the period from 20 September 2019 to the next AGM of the Company (12 months period) is computed based on the above revised remuneration policy effective 1 October 2019 for NEDs, taking into account the anticipated number of meetings and assumption that all NEDs will remain in office until the conclusion of the 28th AGM with full attendance at the relevant meetings. The proposed amount also include a contingency sum to cater for the appointment of an additional Director. 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 27th AGM.

Details of the Directors' fees and benefits paid to the NEDs for the financial year ended 31 March 2019 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 25 June 2019 agreed with the recommendation from the ARMC for shareholders' approval to be sought at the 27th AGM on the re-appointment of Messrs BDO PLT as external auditors of the Company for the financial year ending 31 March 2020.

EXPLANATORY NOTES ON SPECIAL BUSINESS:
4. Authority to allot shares

The Company had, at the 26th Annual General Meeting held on 13 September 2018, 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 28th AGM of the Company or the expiration of the period within which the 28th 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 dated 31 July 2019 which is despatched together with the Annual Report of the Company for the financial year ended 31 March 2019.

6. Proposed Adoption of a new Constitution in place of the existing Memorandum and Articles of Association

The Special Resolution, if passed, will enable the Company to adopt a new Constitution that aligns with the Companies Act 2016 which came into force on 31 January 2017 and the updated provisions of the Main Market Listing Requirements of Bursa Securities. Please refer to the Circular to Shareholders dated 31 July 2019 despatched together with the Annual Report of the Company for further information.

PERSONAL DATA POLICY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak 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 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 any warranty.