

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of ENRA Group Berhad (“ENRA” or “Company”) will be conducted on a fully virtual basis at the broadcast venue of 12th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Friday, 25 September 2020 at 11.30 a.m., or immediately after the conclusion of the Annual General Meeting of ENRA which will be held at 10.00 a.m. on the same day at the same venue, whichever is later, or at any adjournment thereof, for the purpose of considering and if thought fit, passing the following ordinary resolution, with or without modifications:

ORDINARY RESOLUTION

PROPOSED ISSUANCE OF UP TO 45,402,647 FREE WARRANTS IN THE COMPANY (“WARRANT(S)”) ON THE BASIS OF 1 WARRANT FOR EVERY 3 EXISTING ORDINARY SHARES IN THE COMPANY HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER

“**THAT** subject to the approvals of all relevant authorities and/or parties (where required) being obtained, approval be and is hereby given to the Board of Directors of the Company (“**Board**”) to issue up to 45,402,647 free warrants in the Company (“**Warrant(s)**”) on the basis of 1 Warrant for every 3 existing ordinary shares in the Company (“**ENRA Share(s)**”) held by the entitled shareholders of the Company on an entitlement date to be determined and announced later (“**Entitlement Date**”) in accordance with the provisions of the deed poll constituting the Warrants to be executed by the Company (“**Deed Poll**”) (“**Proposed Issuance of Free Warrants**”).

THAT approval be and is hereby given to the Board to create and issue the Warrants and such additional Warrants as may be required or permitted to be issued as a consequence of the adjustments based on the salient terms of the Warrants as set out in the circular to the shareholders of the Company dated 10 September 2020 and the terms and conditions of the Deed Poll.

THAT any fractional entitlement that may arise from the Proposed Issuance of Free Warrants shall be disregarded and dealt with in such manner as the Board in its absolute discretion deem fit and expedient, and in the best interest of the Company.

THAT approval be and is hereby given to the Board to allot and issue such number of ENRA Shares credited as fully paid-up arising from the exercise of the Warrants during the exercise period of the Warrants in accordance with the terms of the Deed Poll.

THAT such new ENRA Shares arising from the exercise of the Warrants will, upon allotment and issuance, rank equally in all respects with the existing issued ENRA Shares, save and except that the new ENRA Shares will not be entitled to any dividends, rights, allotment and/or other forms of distribution that may be declared, made or paid where the entitlement date is before the allotment date and issuance of the new ENRA Shares arising from the exercise of the Warrants.

THAT approval be and is hereby given to the Board to use the proceeds to be raised from the exercise of the Warrants for such purpose and in such manner as set out in Section 3 of the circular to shareholders dated 10 September 2020, and the Board be authorised with full powers to vary the manner and/or purpose of the use of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, subject to the approval of the relevant authorities (where required) and in the best interest of the Company.

THAT the Board be and is hereby authorised to execute the Deed Poll and to do all acts, deeds and things as they may deem fit or expedient in order to implement, finalise and give effect to the aforesaid Deed Poll.

AND THAT the Board be and is hereby authorised to sign and execute all documents and to do all acts and things as they may consider necessary or expedient in the best interest of the Company and its shareholders with full powers to assent to any condition, modification, variation and/or amendment as may be required or imposed by the relevant authorities and/or as the Board may deem fit in the best interest of the Company, and to take all steps and to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or persons and to carry out any other matters as may be required to implement, finalise and give full effect to the Proposed Issuance of Free Warrants.”

By Order of the Board

Chin Soo Ching
(SSM PC No. 202008002101)
(MAICSA 7042265)

Tai Yit Chan
(SSM PC No. 202008001023)
(MAICSA 7009143)

Tan Lai Hong
(SSM PC No. 202008002309)
(MAICSA 7057707)

Company Secretaries

Kuala Lumpur
10 September 2020

Notes:

1. The EGM 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 EGM 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/proxy(ies) 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 EGM 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.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate, 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.