

**NOTICE OF THIRTY-SECOND ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Thirty-Second (32<sup>nd</sup>) 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 : Tuesday, 24 September 2024  
 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](mailto:ir@enra.my) by 10:00 a.m. on 22 September 2024 (48 hours before the commencement of the 32<sup>nd</sup> AGM) and the Board of Directors ("Board") will endeavour to respond to the questions submitted during the 32<sup>nd</sup> AGM.

**AS ORDINARY BUSINESS**

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 March 2024 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note A)
2. To re-elect the following directors who retire by rotation pursuant to Article 18.3 of the Constitution of the Company:
  - (i) Mr. Kok Kong Chin (Ordinary Resolution 1)
  - (ii) Mr. Loh Chen Yook (Ordinary Resolution 2)
3. To approve the Directors' fees and benefits payable to the Non-Executive Directors of up to RM550,000 with effect from 25 September 2024 until the next AGM of the Company. (Ordinary Resolution 3)
4. 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: (Ordinary Resolution 5)

**5. ORDINARY RESOLUTION AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016 ("THE ACT")**

"THAT subject always 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 capital of 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 (excluding the treasury shares) of the Company for the time being;

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." (Ordinary Resolution 6)

**6. ORDINARY RESOLUTION 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 the Circular to Shareholders dated 26 July 2024 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:-

- (a) 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
- (b) 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
- (c) 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." (Ordinary Resolution 7)

**7. ORDINARY RESOLUTION RETENTION OF DATUK ALI BIN ABDUL KADIR AS INDEPENDENT NON-EXECUTIVE DIRECTOR**

"THAT Datuk Ali bin Abdul Kadir who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be and is hereby retained as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2021." (Ordinary Resolution 8)

**8. ORDINARY RESOLUTION RETENTION OF TAN SRI DATO' SERI SHAMSUL AZHAR BIN ABBAS AS SENIOR INDEPENDENT NON-EXECUTIVE DIRECTOR**

"THAT Tan Sri Dato' Seri Shamsul Azhar bin Abbas who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be and is hereby retained as the Senior Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2021." (Ordinary Resolution 9)

**9. ORDINARY RESOLUTION RETENTION OF MR. LOH CHEN YOOK AS INDEPENDENT NON-EXECUTIVE DIRECTOR**

"THAT subject to the passing of the Ordinary Resolution No. 2, Mr. Loh Chen Yook who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be and is hereby retained as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2021." (Ordinary Resolution 9)

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

By Order of the Board  
 CHIN SOO CHING  
 MAICSA 7042285  
 SSM Practising Certificate No. 202008002101  
 Chartered Secretary

Kuala Lumpur  
 26 July 2024

- NOTES:**
1. The 32<sup>nd</sup> 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.
  2. 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/proxy(ies)/corporate representatives will not be allowed to be physically present at the Broadcast Venue.**
  3. In respect of deposited securities, only members whose names appear in the Record of Depositors on 12 September 2024 (General Meeting Record of Depositors) shall be eligible to attend and vote at this 32<sup>nd</sup> AGM or appoint a proxy to attend and vote on his behalf. A proxy may but need not be a member of the Company.
  4. 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 ("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 proportion of his shareholdings to be represented by each proxy.
  6. 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.
  7. The instrument appointing a proxy may be made via 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 32<sup>nd</sup> AGM or at any adjournment thereof:
    - (i) **In 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.
    - (ii) **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](mailto:eservices@sshsb.com.my). Please refer to the Administrative Guide for the procedures on electronic lodgement of Form of Proxy.

**EXPLANATORY NOTE A**

This Agenda item is meant for discussion only pursuant to Section 340(1)(a) of the Companies Act 2016 and will not be put forward for voting.

**EXPLANATORY NOTES TO ORDINARY AND SPECIAL BUSINESS:**

**1. Re-election of Directors who retire pursuant to Article 18.3 of the Company's Constitution**  
 Mr. Kok Kong Chin and Mr. Loh Chen Yook, who retire by rotation in accordance with Article 18.3 of the Company's Constitution, are eligible for re-election and hence, they have offered themselves for re-election at the 32<sup>nd</sup> AGM.  
 For the purpose of determining the eligibility of the Directors to stand for re-election at this 32<sup>nd</sup> AGM, and in line with Practice 5.1 of the Malaysian Code on Corporate Governance 2021, the Board Nomination and Remuneration Committee ("BNRC") had assessed and reviewed each of the retiring Directors from the annual assessment and evaluation of the Board, Board Committees, Independent Directors and individual Directors for the financial year ended 31 March 2024.  
 Each of the Directors standing for re-election had undergone a performance evaluation and had provided his declaration on his fitness and propriety to continue acting as Directors of the Company in accordance with the Directors' Fit and Proper Policy of the Company.  
 The BNRC had recommended that, the re-election of the retiring Directors to be based on the following:-  
 (i) satisfactory performance and have met Board's expectation in discharging their duties and responsibilities;  
 (ii) met the fit and proper criteria in discharging their roles as directors of the Company;  
 (iii) level of independence demonstrated by the independent director; and  
 (iv) their ability to act in the best interest of the Company in decision-making.  
 Based on the above, the Board endorsed the BNRC's recommendation on the re-election of the retiring Directors. The retiring Directors had abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant BNRC and Board meetings, where applicable.

**2. Non-Executive Directors' ("NEDs") Remuneration**  
 (a) At the 31<sup>st</sup> AGM of the Company held on 7 September 2023, the shareholders approved the payment of Directors' fees and benefits (meeting allowances) to the NEDs up to RM550,000 for the period from the conclusion of the 31<sup>st</sup> AGM until the conclusion of the 32<sup>nd</sup> AGM.  
 (b) 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 33<sup>rd</sup> 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 32<sup>nd</sup> AGM.  
 Details of the Directors' fees and benefits paid to the NEDs for the financial year ended 31 March 2024 are published in the Corporate Governance Report which is available on the Company's corporate website at [www.enra.my](http://www.enra.my).

**3. Re-appointment of Auditors**  
 Mr. Loh Chen Yook 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 its meeting held on 20 June 2024 agreed with the recommendation from the ARMSC for shareholders' approval to be sought at the 32<sup>nd</sup> AGM on the re-appointment of Messrs BDO PLT as external auditors of the Company for the financial year ending 31 March 2025.

**4. Authority to Issue Shares pursuant to the Act**  
 The proposed 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 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). The General Mandate aims to empower the Company to issue new securities without convening separate general meetings to obtain its shareholders' approval, thus minimising additional costs and time expenditures.  
 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.  
 As at the date of this Notice of 32<sup>nd</sup> AGM, the mandate that was obtained at the 31<sup>st</sup> AGM in 2023, granting the Board the authority to allot up to 10% of the total number of issued shares of the Company, has been utilised. The Company issued 13,491,800 new ordinary shares at the issue price of RM0.65 per placement share pursuant to a Private Placement exercise.  
 Details of the total proceeds raised from the Private Placement and their utilisation are disclosed in the Annual Report 2024. If there is a decision to issue new shares after the General Mandate is sought, the Company will announce the purpose and utilisation of proceeds arising from such issuance of shares.

**5. 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 6, 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 26 July 2024.

**6. Retention of Independent Non-Executive Directors**  
 Datuk Ali bin Abdul Kadir was appointed as an Independent Non-Executive Chairman of the Company on 1 June 2015, Tan Sri Dato' Seri Shamsul Azhar bin Abbas was appointed as an Independent Non-Executive Director of the Company on 15 June 2015, Mr. Loh Chen Yook was appointed as a Non-Independent Non-Executive Director of the Company on 1 June 2015 and was redesignated as an Independent Non-Executive Director on 29 November 2018. Therefore, Datuk Ali bin Abdul Kadir, Tan Sri Dato' Seri Shamsul Azhar bin Abbas and Mr. Loh Chen Yook have served the Board for a cumulative term of more than nine (9) years.  
 In accordance with the Malaysian Code on Corporate Governance 2021, prior approval should be obtained from the shareholders at the 32<sup>nd</sup> AGM, to enable Datuk Ali bin Abdul Kadir, Tan Sri Dato' Seri Shamsul Azhar bin Abbas and Mr. Loh Chen Yook to continue to act as Independent Non-Executive Directors.  
 The Board, through the BNRC, recommends that approval of the shareholders be sought through a two-tier voting process as described in the Guidance to Practice 5.3 of the Malaysian Code on Corporate Governance 2021 to retain Datuk Ali bin Abdul Kadir, Tan Sri Dato' Seri Shamsul Azhar bin Abbas and Mr. Loh Chen Yook as Independent Non-Executive Directors, based on the following justifications:  
 • They have fulfilled the criteria under the definition of Independent Director pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;  
 • They are able to exercise independent judgement and act in the best interests of the Company;  
 • They have consistently demonstrated their independence and professionalism and effectively contributed and added value to the Company through the Board; and  
 • There are significant advantages to be gained from a long-serving Independent Director who has many years of experience with incumbent knowledge of the Company and the Group's activities and corporate history, they are able to provide invaluable contributions with independence in their role as Independent Non-Executive Director.

**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 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, 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.