

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Twenty-Fourth (24th) Annual General Meeting of ENRA Group Berhad (“Company”) will be held at Function Room 1 & Room 2, Kuala Lumpur Golf & Country Club, No. 10 Jalan 1/70D, Off Jalan Bukit Kiara, 60000 Kuala Lumpur on Thursday, 11 August 2016 at 10:00 a.m for the following purposes:

AGENDA

- To receive the Audited Financial Statements of the Company for the financial year ended 31 March 2016 together with the Reports of the Directors and Auditors thereon.
(Please refer to Note 1 of the Explanatory Notes)
- To approve the payment of Directors’ fees amounting to RM327,333 for the financial year ended 31 March 2016 (2015: RM132,000).
(Ordinary Resolution 1)
- To re-elect Dato’ Kamaluddin bin Abdullah who retires in accordance with Article 76 of the Company’s Articles of Association.
(Ordinary Resolution 2)
- To re-elect Mr. Teo Chee Kok who retires in accordance with Article 76 of the Company’s Articles of Association.
(Ordinary Resolution 3)
- To re-elect Mr. Kok Kong Chin who retires in accordance with Article 83 of the Company’s Articles of Association.
(Ordinary Resolution 4)
- To re-appoint Messrs. BDO as Auditors of the Company for the financial year ending 31 March 2017 and to authorise the Directors to fix their remuneration.
(Ordinary Resolution 5)

AS SPECIAL BUSINESS

Ordinary Resolution

- Proposed Renewal of Authority under Section 132D of the Companies Act, 1965 for the Directors to allot and issue shares

“THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised 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 issued and paid-up share capital of the Company (excluding treasury shares) for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issue.”
(Ordinary Resolution 6)

By Order of the Board

TAI YIT CHAN (MAICSA 7009143)
CHOONG LEE WAH (MAICSA 7019418)
Company Secretaries
Kuala Lumpur

19 July 2016

NOTES:

PROXY:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 4 August 2016 (General Meeting Record of Depositors) shall be eligible to attend and vote at this Twenty-Fourth (24th) 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 and the provisions of Section 149 (1) (b) of the Companies Act, 1965 (“the Act”) shall not apply to 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 an authorised nominee 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 at the Registered Office of the Company at D2-U3-10, Block D2, Solaris Dutamas, No. 1 Jalan Dutamas 1, 50480 Kuala Lumpur not less than forty-eight (48) hours before the time set for the meeting or adjourned meeting.

EXPLANATORY NOTES ON SPECIAL BUSINESS:

1. To receive the Audited Financial Statements

Agenda item no. 1 is meant for discussion only as the provision of Section 169(1) of the Act does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is **not put forward for voting.**

2. Ordinary Resolution 6

The Company had, during its Twenty-Third (23rd) Annual General Meeting held on 18 August 2015, obtained its shareholders’ approval for the general mandate for issuance of shares pursuant to Section 132D of the Act. As at the date of this notice, the Company has not issued any shares pursuant to this mandate obtained.

The Ordinary Resolution 6 proposed under item 7 of the Agenda is a renewal of the general mandate for issuance of shares by the Company under Section 132D of the Act. 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 10% of the issued and paid-up share capital 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.

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 warranty.