

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Sixth (26th) Annual General Meeting of ENRA Group Berhad ("Company") will be held at Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Thursday, 13 September 2018 at 10:00 a.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 March 2018 together with the Reports of the Directors and Auditors thereon. *(Please refer to Note 1 of the Explanatory Notes)*
- To re-elect Datuk Ali bin Abdul Kadir who retires in accordance with Article 76 of the Constitution (Articles of Association) of the Company. *(Ordinary Resolution 1)*
- To re-elect Loh Chen Yook who retires in accordance with Article 76 of the Constitution (Articles of Association) of the Company. *(Ordinary Resolution 2)*
- To re-elect Kok Kong Chin who retires in accordance with Article 76 of the Constitution (Articles of Association) of the Company. *(Ordinary Resolution 3)*
- To approve an amount of up to RM440,000 as fees and an amount of up to RM200,000 as benefits payable to the Non-Executive Directors for the period commencing from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting in the year 2019. *(Ordinary Resolution 4)*
- To re-appoint Messrs. BDO as Auditors of the Company for the financial year ending 31 March 2019 and to authorise the Directors to fix their remuneration. *(Ordinary Resolution 5)*

AS SPECIAL BUSINESS

To consider and if thought fit, pass the following as Ordinary Resolutions:

- Proposed renewal of authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016**
"THAT subject always to the Companies Act 2016, the Constitution (Articles of Association) 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." *(Ordinary Resolution 6)*
- Proposed renewal of authority for the purchase by the Company of its own shares ("Proposed Share Buy-Back Authority")**
"THAT subject always to the Companies Act 2016, the provisions of the Constitution (Memorandum and Articles of Association) 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." *(Ordinary Resolution 7)*

- 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

30 July 2018

NOTES:**PROXY:**

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 4 September 2018 (General Meeting Record of Depositors) shall be eligible to attend and vote at this Twenty-Sixth (26th) Annual General Meeting ("AGM") 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 set 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. Remuneration of Non-Executive Directors ("NEDs")

(a) At the 25th AGM of the Company held on 13 September 2017, the shareholders had approved the following payment of fees and benefits to the NEDs:

- Directors' fees of up to RM620,000 for the period from 1 April 2017 until the conclusion of the AGM in 2018; and
- benefits of up to RM180,000 for the period from 31 January 2017 until the conclusion of the AGM in 2018.

Total amount utilised in respect of the NEDs' fees as at 31 March 2018 was RM427,000. An amount of about RM179,000 is expected to be utilised for the remaining period from 1 April 2018 until the AGM in September 2018, resulting in a total estimated utilisation of about 98% of the approved amount.

As for the benefits which comprise only the meeting allowances for attendance of Board and Board Committee meetings, total amount utilised at 31 March 2018 was RM80,000. Based on the meetings scheduled for the remaining period from 1 April 2018 until the conclusion of this 26th AGM, about RM60,000 is expected to be utilised, resulting in an estimated total utilisation of 98% of the approved amount.

(b) Ordinary Resolution No. 4 is to seek shareholders' approval for the fees and benefits payable to the NEDs for the period commencing from the conclusion of this AGM until the conclusion of the next AGM in the calendar year 2019.

The amounts proposed are computed based on the approved remuneration policy for NEDs, anticipated number of meetings and assumption that all NEDs will remain in office until the 27th AGM with full attendance at the relevant meetings. The amounts also include contingency sum to cater for the appointment of additional Director and/or additional unscheduled meetings. The fees and meeting allowances will be paid to the Directors upon completion of service by the NEDs on a quarterly basis. Please refer to the Corporate Governance Overview Statement for details of the approved remuneration policy for NEDs.

Any NEDs who are shareholders will abstain from voting on Ordinary Resolution No. 4 at the 26th AGM.

3. Re-appointment of Auditors

The Audit and Risk Management Committee ("ARMC") was satisfied that, based on the annual assessment conducted, Messrs BDO met the criteria as prescribed under Paragraph 15.21 of the Main Market Listing Requirements. The Board at its meeting held on 27 June 2018 agreed with the recommendation from the ARMC for shareholders' approval to be sought at the 26th AGM on the re-appointment of Messrs BDO as external auditors of the Company for the financial year ending 31 March 2019.

4. Authority to allot shares

The Company had, at its 25th AGM held on 13 September 2017, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Sections 75 and 76 of the Companies Act 2016. As 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 AGM 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 number 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 per centum (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 27th AGM of the Company or the expiration of the period within which the 27th 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 Share Buy-Back Statement dated 30 July 2018 which is despatched together with the Annual Report of the Company for the financial year ended 31 March 2018.

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.