



ENEST GROUP BERHAD
Registration No. 201801013622 (1275638-T)
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN THAT the Third Annual General Meeting of the Company will be conducted fully virtual at the Broadcast Venue, Meeting Room, Level 10, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur on Thursday, 24 June 2021 at 3.00 p.m., for the following purposes: -

AGENDA

ORDINARY BUSINESS

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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2020 with the Directors' and Audit Reports thereon. | Please refer to Explanatory Note 1 |
| 2. To approve the payment of Directors' Fees to the Independent Non-Executive Director amounting to RM36,000 for the financial year ended 31 December 2020. | Ordinary Resolution 1 |
| 3. To approve the payment of Directors' Fees to the Independent Non-Executive Director of up to RM54,000 from 1 January 2021 until the conclusion of the next Annual General Meeting. | Ordinary Resolution 2 |
| 4. To re-elect, the following Directors who retires by rotation pursuant to Clause 18.3 of the Company's Constitution and being eligible, offers themselves for re-election:
i) Mr. Tan Teh Sheng
ii) Datuk Ng Seing Liong | Ordinary Resolution 3
Ordinary Resolution 4 |
| 5. To re-appoint Messrs. Grant Thornton Malaysia PLT as the Company's Auditors for the ensuing year and to authorise the Directors to fix their remuneration. | Ordinary Resolution 5 |

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Ordinary Resolution:-

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| 6. Authority to Issue and Allot Shares Pursuant to Section 75 and Section 76 of the Companies Act 2016 | Ordinary Resolution 6 |
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"THAT subject always to the Companies Act 2016, Constitution of the Company and the approvals of the relevant authorities, the Directors be and are hereby authorised pursuant to Section 75 and Section 76 of the Companies Act 2016, to issue and allot shares in the Company at any time	Please refer to Explanatory Note 2
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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 to be issued pursuant to this resolution does not exceed 100% of the total number of issued shares of the Company at the time of issue, of which the aggregate number of shares and convertible securities issued other than on a pro rata basis to existing shareholders must be not more than 50% of the total number of issued shares **AND THAT** such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

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| 7. To transact any other business of the Company of which due notice shall be given in accordance with the Company's Constitution and the Companies Act 2016. | |
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By Order of the Board
ENEST GROUP BERHAD

WONG YOUN KIM
Company Secretary

Kuala Lumpur

Dated this 31st day of May, 2021

NOTES:

- A member of the Company entitled to be present and vote at the meeting is entitled to appoint a proxy/proxies, to attend and vote instead of him. A proxy may but need not be a member of the Company and need not be an advocate, an approved company auditor or a person appointed by the Registrar of Companies.
- A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- If the appointer is a corporation, the Form of Proxy must be executed under its Common Seal or under the hand of its attorney.
- Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), as defined under the Securities Industry (Central Depositories) Act, 1991 there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- A proxy appointed to attend and vote in a meeting of the Company shall have the same rights as the member to speak at the meeting.
- The duly completed Form of Proxy must be deposited at the registered office of the Company at HMC Corporate Services Sdn Bhd, Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur not less than twenty-four (24) hours before the time for holding the meeting or any adjournment thereof.

EXPLANATORY NOTES

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| 1. Item 1 of the Agenda - Audited Financial Statements for the Financial Year Ended 31 December 2020 |
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The Audited Financial Statements are for discussion only as the approval of the shareholders is not required pursuant to the provisions of Section 340(1)(a) of the Companies Act 2016. Hence, this Agenda is not put forward for voting by the shareholders of the Company.

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| 2. Ordinary Resolution 6 - Authority to Issue and Allot Shares pursuant to Section 75 and Section 76 of the Companies Act 2016 |
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The proposed Resolution 6 under item 6 above, if passed, will empower the Directors of the Company, from the date of the above Annual General Meeting, with the authority to issue and allot shares in the Company up to an amount not exceeding 100% of the total number of issued shares of the Company, of which the aggregate number of shares and convertible securities issued other than on a pro rata basis to existing shareholders must be not more than 50% of the total number of issued shares for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting.

The purpose of this general mandate is for fund raising exercises including but not limited to further placement of shares for the purpose of funding current and/or future investment projects, working capital and/ or acquisitions.



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ADMINISTRATIVE GUIDE

**IN RESPECT OF THE THIRD ANNUAL GENERAL MEETING (“3RD AGM”)
TO BE HELD VIA AN ONLINE PLATFORM**

DATE:	TIME:	BROADCAST VENUE:
Thursday, 24 th June 2021	3.00 p.m.	Meeting Room, Level 10, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur

General Meeting Record of Depositors

1. In respect of deposited securities, only members whose names appear on the Record of Depositors on 18th June 2021 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at the or appoint proxy(ies) to attend and/or vote on his(her) behalf.

Proxy

2. A member entitled to participate and vote remotely at the 3rd AGM using the Virtual Meeting Facilities is entitled to appoint proxy/proxies, to participate and vote instead of him. If you are unable to attend the meeting and wish to appoint a proxy to vote on your behalf, please submit your Proxy Form in accordance with the notes and instructions set out hereunder.
3. Alternatively, if a shareholder is unable to attend the Annual General Meeting via Virtual Meeting Facilities on 24th June 2021, he/she can appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Proxy Form.
4. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, not less than twenty-four (24) hours before the time appointed for the taking of poll at the meeting or adjourned meeting, no later than **Wednesday, 23rd June 2021 at 3.00 p.m.**

Poll Voting

5. The voting at the 3rd AGM will be conducted by poll in accordance with Clause 16.6 of the Company's Constitution. The Company has appointed HMC CORPORATE SERVICES SDN BHD as Poll Administrator to conduct the poll by way of online voting and USearch Management Services as Scrutineers to verify the poll results.
6. Shareholders can proceed to vote on the resolutions and submit your votes at any time from the commencement of the 3rd AGM at 3.00 p.m. and before the end of the voting session which will be announced by the Chairman of the meeting. The QR Code will be displayed upon the commencement of the meeting. Upon completion of the voting session for the 3rd AGM, the Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolutions are duly passed.

VIRTUAL MEETING FACILITIES

7. We would like to invite the Shareholders to participate and vote remotely at the 3rd AGM using the Virtual Meeting Facilities. Please refer to item 10 on the registration link.
8. For Corporate Shareholders, please register yourself via the Registration Link provided below to provide the following documents to HMC Corporate Services Sdn Bhd no later than **Wednesday, 23rd June 2021 at 3.00 p.m.** :
 - (a) Original certificate of appointment of its Corporate Representative under the seal of the corporation; and
 - (b) Corporate Representative's e-mail address and hand-phone number.

Upon receipt of such documents, HMC Corporate Services Sdn Bhd will liaise with yourselves on the participation link.
9. For the beneficiary of the shares under a Nominee Company's CDS account who wishes to use the Virtual Meeting Facility at the 3rd AGM may request its Nominee Company to appoint him/her as proxy to participate and vote remotely at the 3rd AGM via the Virtual Meeting Facilities, please submit the duly executed proxy form to HMC Corporate Services Sdn Bhd no later than **Wednesday, 23rd June 2021 at 3.00 p.m.** and register yourself via the Registration Link below.
10. Please follow the following steps to be taken for participating and voting via the Virtual Meeting facilities:

BEFORE THE AGM		
(a)	REGISTRATION	Please click on the following link to register yourself as Shareholder/Corporate Representative/Beneficiary Owner of an Exempt Nominee for verification of attendance purpose. Registration Link: https://bit.ly/3wDtxn1
(b)	CONFIRMATION ATTENDANCE	Upon verification, the participation link will be sent to your goodself before the commencement of the meeting.
(c)	SUBMISSION OF QUESTIONS	You may submit any questions online by scanning the QR Code below or via https://bit.ly/3undB6w and to submit your questions accordingly: 
ON THE AGM DAY		
(d)	PARTICIPATION	- Click on the participation link which was provided to you via e-mail. - If you have any question to be raised during the meeting, you may submit by using the Q and A box. The Chairman/Board will try to address the questions submitted prior or during the 3rd AGM accordingly.
(e)	ONLINE VOTING	The QR Code for the Online will be displayed in the Chat Box and Q&A Box of the Virtual Meeting Room upon the Commencement of the AGM. Voting shall commence from 3.00 p.m. Thursday, 24 th June 2021 until a time when the Chairman announces the closing of the voting session at the 3 rd AGM venue.
(f)	CLOSURE	The 3 rd AGM will be closed upon the announcement by the Chairman, the Virtual Meeting will end.

ENQUIRY

11. If you have any enquiry or require any assistance before or during the 3rd AGM, please do not hesitate to contact the following officers during office hours from 9.00 a.m. to 5.00 p.m. (Monday to Friday):

HMC CORPORATE SERVICES SDN BHD

Registration No. 198201003810 (83556-P)

Level 2, Tower 1, Avenue 5

Bangsar South City

59200 Kuala Lumpur

Tel : 603-2241 5800

Mobile/WhatsApp: 017 388 3989

Fax : 603-2282 5022

Email : office365support@hmc.my

Contact Person: HMC Virtual Meeting Administrator