



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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“**EGM**”) of Enest Group Berhad (“**Enest**” or the “**Company**”) will be conducted on a virtual basis through live streaming and remote voting from the broadcast venue at PT 39461, Tingkat 1, Seksyen 7, Bandar Kajang,, 43000 Kajang, Selangor via online meeting platform at <https://shorturl.at/KI3ow> on Wednesday, 19 February 2025 at 10:00 a.m. or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modification, the following resolutions:

SPECIAL RESOLUTION 1

PROPOSED VOLUNTARY WITHDRAWAL OF LISTING OF THE COMPANY FROM THE LEAP MARKET OF BURSA MALAYSIA SECURITIES BERHAD (“BURSA SECURITIES”) PURSUANT TO RULES 8.05 AND 8.06 OF THE LEAP MARKET LISTING REQUIREMENTS OF BURSA SECURITIES (“PROPOSED WITHDRAWAL OF LEAP LISTING”)

“**THAT** subject to the passing of Ordinary Resolution 1 and the approvals being obtained from the relevant authority and/or persons for the withdrawal of the listing of Enest from the LEAP Market of Bursa Securities, approval be and is hereby given for the Company to withdraw its listing status from the LEAP Market of Bursa Securities pursuant to the Proposed Withdrawal of LEAP Listing;

AND THAT the Board of Directors of Company (“**Board**”) be and is authorised to take all steps and to do all acts, deeds and things and execute, deliver and cause to be delivered on behalf of the Company, all documents and/or applications with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or permitted by any relevant authorities or otherwise deemed by the Board to be in the best interest of the Company, to carry out, implement, complete and give effect to the Proposed Withdrawal of LEAP Listing.”

SPECIAL RESOLUTION 2

PROPOSED ADOPTION OF A NEW CONSTITUTION OF THE COMPANY (“PROPOSED ADOPTION”)

“**THAT** subject to the passing of Special Resolution 1 and Ordinary Resolution 1, approval be and is hereby given for the Company to amend the whole of the existing Constitution of the Company by the replacement and adoption thereof with a new Constitution of the Company as set out in Appendix II of the Circular to shareholders of Enest dated 28 January 2025;

AND THAT the Board be and is authorised to take all steps and to do all acts, deeds and things and execute, deliver and cause to be delivered on behalf of the Company, all documents and/or applications with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or permitted by any relevant authorities or otherwise deemed by the Board to be in the best interest of the Company, to carry out, implement, complete and give effect to the Proposed Adoption.”

ORDINARY RESOLUTION 1

PROPOSED LISTING OF AND QUOTATION FOR THE ENTIRE ENLARGED ISSUED SHARE CAPITAL OF ENEST ON THE ACE MARKET OF BURSA SECURITIES PURSUANT TO RULES 3A.02(1) AND 3A.02(2) OF THE ACE MARKET LISTING REQUIREMENTS OF BURSA SECURITIES ("PROPOSED ACE LISTING")

"THAT subject to the passing of Special Resolution 1 and the approvals being obtained from the relevant authorities and/or persons for the listing of and quotation for the entire enlarged issued share capital of the Company on the ACE Market of Bursa Securities, approval be and is hereby given for the Company to undertake the listing of the entire enlarged issued share capital of the Company on the ACE Market of Bursa Securities pursuant to the Proposed ACE Listing which involves the issuance of new ordinary shares in Enest ("**Enest Shares**") to be implemented in conjunction with the Proposed ACE Listing;

THAT, the new Enest Shares will upon issuance and allotment, rank equally in all respects with the existing Enest Shares, including voting rights and will be entitled to all dividends, rights, allotments and/or any other forms of distributions, that may be declared, made or paid subsequent to the date of allotment of the new Enest Shares;

AND THAT the Board be and is authorised to take all steps and to do all acts, deeds and things and execute, deliver and cause to be delivered on behalf of the Company, all documents and/or applications with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or permitted by any relevant authorities or parties or otherwise deemed by the Board to be in the best interest of the Company, to carry out, implement, complete and give effect to the Proposed ACE Listing."

ORDINARY RESOLUTION 2

PROPOSED ALLOCATION OF NEW ENEST SHARES TO DATUK NG SEING LIONG ("PROPOSED ALLOCATION TO DATUK NG SEING LIONG")

"THAT subject to the passing of Special Resolution 1 and Ordinary Resolution 1, and the approvals being obtained from the relevant authorities and/or persons for the Proposed ACE Listing, approval be and is hereby given for the Company to allocate up to 150,000 new Enest Shares to Datuk Ng Seing Liong, the Independent Non-Executive Chairman of the Company;

AND THAT the Board be and is authorised to take all steps and to do all acts, deeds and things and execute, deliver and cause to be delivered on behalf of the Company, all documents and/or applications with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or permitted by any relevant authorities or parties or otherwise deemed by the Board to carry out, implement, complete and give effect to the Proposed Allocation to Datuk Ng Seing Liong."

**BY ORDER OF THE BOARD OF
ENEST GROUP BERHAD**

TAN KOK AUN (MACS 01564) (SSM Practicing Certificate No. 201908003805)
Company Secretary

Kuala Lumpur
28 January 2025

Notes:

1. For the purpose of determining a member who shall be entitled to attend the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 13 February 2025. Only a Depositor whose name appears on such Record of Depositors shall be entitled to attend the EGM or appoint proxies to attend and/or speak and/or vote on his/her behalf.
2. A member entitled to attend and vote at the EGM is entitled to appoint a proxy/proxies to attend, speak and vote instead of him. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak and vote at the meeting.
3. A member may, subject to Notes (4) and (5) below, appoint more than 1 proxy to attend and vote at the EGM, to the extent permitted by the Companies Act 2016, Securities Industry (Central Depositories) Act, 1991 ("**SICDA**"), ACE Market Listing Requirements of Bursa Malaysia Securities Berhad and the Rules of Bursa Malaysia Depository Sdn Bhd. Where a member appoints 2 proxies to attend and vote at the EGM, such appointment shall be invalid unless the member specifies the proportions of his/her shareholdings to be represented by each proxy.
4. Where a member of the Company is an authorised nominee as defined under SICDA, it may appoint at least 1 but not more than 2 proxies in respect of each securities account it holds to which shares in the Company standing to the credit of the said account.
5. Where a member of the Company is an exempt authorised nominee which holds shares in the Company for multiple beneficial owners in 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.
6. The proxy form shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, in the event the appointer is a corporation, the instrument appointing a proxy must be either under the appointer's Common Seal or under the hand of an officer or attorney duly authorised.
7. The proxy form and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority shall be deposited at the Company's Registered Office at No. 3A, Mezzanine Floor, Jalan Ipoh Kecil, 50350 Kuala Lumpur, Wilayah Persekutuan, not less than 24 hours before the time appointed for holding the meeting or any adjournment thereof.



Registration No. 201801013622 (1275638-T)

Total number of ordinary shares held	
CDS Account No.	
Email address	
Contact number	

PROXY FORM

I/We.....
(full name as per NRIC/Passport/Certificate of Incorporation in capital letters)

Passport/NRIC/Registration No.....

of
(full address)

being a member of ENEST GROUP BERHAD, hereby appoint
(full name as per NRIC/Passport in capital letters)

NRIC/Passport No.....

of
(full address)

and/or failing *him/her, ...
(full name as per NRIC/Passport in capital letters)

NRIC/Passport No.....

of
(full address)

or failing him/her, *the Chairman of the Meeting as *my/our proxy to vote for *me/us on *my/our behalf at the Extraordinary General Meeting of ENEST GROUP BERHAD to be conducted on a virtual basis through live streaming and remote voting from the broadcast venue at PT 39461, Tingkat 1, Seksyen 7, Bandar Kajang, 43000 Kajang, Selangor via online meeting platform at <https://shorturl.at/KI3ow> on Wednesday, 19 February 2025 at 10:00 a.m. or any adjournment thereof.

My/our proxy(ies) *is/are to vote as indicated below:

	Agenda	Resolution	For	Against
1.	Proposed Withdrawal of LEAP Listing	Special Resolution 1		
2.	Proposed Adoption	Special Resolution 2		
3.	Proposed ACE Listing	Ordinary Resolution 1		
4.	Proposed Allocation to Datuk Ng Seing Liong	Ordinary Resolution 2		

(Please indicate with an "X" in the space provided on how you wish to cast your vote. If you do not do so, the proxy will vote or abstain from voting at his discretion.)

Dated.....day of 2025

For appointment of 2 proxies, percentage of shareholdings to be represented by the proxies:

	No. of shares	Percentage
Proxy 1		
Proxy 2		
Signature/Common Seal of shareholder		
Contact No:.....	Total	100%

* Delete if not applicable

Notes:

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2. A member entitled to attend and vote at the EGM is entitled to appoint a proxy/proxies to attend, speak and vote instead of him. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak and vote at the meeting.
3. A member may, subject to Notes (4) and (5) below, appoint more than 1 proxy to attend and vote at the EGM, to the extent permitted by the Companies Act 2016, Securities Industry (Central Depositories) Act, 1991 ("**SICDA**"), ACE Market Listing Requirements of Bursa Malaysia Securities Berhad and the Rules of Bursa Malaysia Depository Sdn Bhd. Where a member appoints 2 proxies to attend and vote at the EGM, such appointment shall be invalid unless the member specifies the proportions of his/her shareholdings to be represented by each proxy.
4. Where a member of the Company is an authorised nominee as defined under SICDA, it may appoint at least 1 but not more than 2 proxies in respect of each securities account it holds to which shares in the Company standing to the credit of the said account.
5. Where a member of the Company is an exempt authorised nominee which holds shares in the Company for multiple beneficial owners in 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.
6. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, in the event the appointer is a corporation, the instrument appointing a proxy must be either under the appointer's Common Seal or under the hand of an officer or attorney duly authorised.
7. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority shall be deposited at the Company's Registered Office at No. 3A, Mezzanine Floor, Jalan Ipoh Kecil, 50350 Kuala Lumpur, Wilayah Persekutuan, not less than 24 hours before the time appointed for holding the meeting or any adjournment thereof.

FOLD THIS FLAP FOR SEALING

THEN FOLD HERE

Affix
stamp

REGISTERED OFFICE:
(REGISTRATION NO. 201801013622 (1275638-T))
NO. 3A, MEZZANINE FLOOR
JALAN IPOH KECIL
50350 KUALA LUMPUR
WILAYAH PERSEKUTUAN

1ST FOLD HERE



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

ADMINISTRATIVE GUIDE

**IN RESPECT OF THE EXTRAORDINARY GENERAL MEETING (“EGM”)
TO BE HELD VIA AN ONLINE PLATFORM**

DATE: Wednesday, 19 February 2025	TIME: 10.00 a.m.	BROADCAST VENUE: PT 39461, Tingkat 1, Seksyen 7, Bandar Kajang, 43000 Kajang, Selangor
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General Meeting Record of Depositors

1. In respect of deposited securities, only members whose names appear on the Record of Depositors on 13 February 2025 (General Meeting Record of Depositors) shall be eligible to participate and vote at the meeting or appoint proxy(ies) to participate and/or vote on his(her) behalf.

Proxy

2. A member entitled to participate and vote remotely at the EGM using the Virtual Meeting Facilities is entitled to appoint proxy/proxies, to participate and vote instead of him. If you are unable to participate in the meeting and wish to appoint a proxy to vote on your behalf, please submit your Form of Proxy in accordance with the notes and instructions set out hereunder.
3. Alternatively, if a shareholder is unable to participate the EGM via Virtual Meeting Facilities on 19 February 2025, he/she can appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Form of Proxy.
4. The instrument appointing a proxy must be deposited at the Registered Office of the Company at No. 3A, Mezzanine Floor, Jalan Ipoh Kecil, 50350 Kuala Lumpur, Wilayah Persekutuan not less than twenty-four (24) hours before the time appointed for the taking of poll at the meeting or adjourned meeting, not later than **Tuesday, 18 February 2025 at 10.00 a.m.. The appointed proxy(ies) must register themselves via the Registration Link in Item 11 below.**

Poll Voting

5. The voting at the EGM will be conducted by poll in accordance with Paragraph 8.29A of the Listing Requirements. The Company has appointed PCA Corporate Advisory PLT as Poll Administrator to conduct the poll by way of online voting.
6. Shareholders can proceed to vote on the resolutions and submit your votes at any time from the commencement of the EGM at 10.00 a.m. and before the end of the voting session which will be announced by the Chairman of the meeting. The Online Voting link will be displayed in the Chat Box upon the commencement of the meeting. The QR Code for the Online Voting will also display on the screen upon the commencement of the voting session. Upon completion of the voting session for the EGM, 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 EGM using the Virtual Meeting Facilities. Please refer to item 11 on the registration link.

8. **For the appointed Corporate Representatives representing the Corporate Shareholders, please register yourself via the Registration Link** provided below and to provide the following documents to Registered Office of the Company at No. 3A, Mezzanine Floor, Jalan Ipoh Kecil, 50350 Kuala Lumpur, Wilayah Persekutuan, not later than **Tuesday, 18 February 2025 at 10.00 a.m.**:
- Original certificate of appointment of its Corporate Representative under the seal of the corporation; and
 - Corporate Representative's e-mail address and hand-phone number.
9. For the beneficiary of the shares under a Nominee Company's CDS account who wishes to use the Virtual Meeting Facility at the EGM may request its Nominee Company to appoint him/her as proxy to participate and vote remotely at the EGM via the Virtual Meeting Facilities, please submit the duly executed Form of Proxy to the Registered Office of the Company not later than **Tuesday, 18 February 2025 at 10.00 a.m.** and **register yourself via the Registration Link below.**
10. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Registered Office of the Company at No. 3A, Mezzanine Floor, Jalan Ipoh Kecil, 50350 Kuala Lumpur, Wilayah Persekutuan, not less than 24 hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
11. Please follow the following steps to be taken for participating and voting via the Virtual Meeting facilities:

BEFORE THE EGM		
(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://shorturl.at/KI3ow 
(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://shorturl.at/itKay and to submit your questions accordingly: 
ON THE EGM DAY		
(d)	PARTICIPATION	- To participate in the meeting, click on the participation link which was provided to you via email, at least 15 minutes before the commencement of meeting at 10.00 a.m. on 19 February 2025. - If you have any questions to be raised during the meeting, you may submit it by using the Q&A box. - The Chairman/Board of Directors will address the questions submitted prior or during the meeting accordingly.

(e)	ONLINE VOTING	• Upon the commencement of the meeting, the link to the online voting will be displayed in the Chat Box of the Virtual Meeting Room. • Members or proxies may commence voting from 10.00 a.m. on 19 February 2025 until such time when the Chairman announces the closing of the voting session. • After the counting of votes, the Chairman will announce the poll results.
(f)	CLOSURE	The EGM will be closed upon the announcement by the Chairman, the Virtual Meeting will end.

No Door Gift

12. There will be no distribution of door gifts for the participation of the EGM.

No Recording or Photography

13. Unauthorised recording and photography are strictly prohibited at the EGM.

Enquiry

14. If you have any enquiry or require any assistance before or during the EGM, please contact the following during office hours from 9.00 a.m. to 5.00 p.m. (Mondays to Fridays):-

PCA CORPORATE ADVISORY PLT
Registration No. 201604003414 (LLP0010126-LGN)
 No. 3A, Mezzanine Floor,
 Jalan Ipoh Kecil, 50350 Kuala Lumpur.

Mobile/WhatsApp: 0176229303
 Email : corporate-sec@outlook.com
 Contact Person: PCA Virtual Meeting Administrator