

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 24th Annual General Meeting ("AGM") of ENCORP BERHAD will be conducted as a virtual AGM at the Broadcast Venue at Board Room, Third Floor, Encorp Berhad, No 46-3, Jalan PUJ 5/22, Pusat Perdagangan Kota Damansara, Kota Damansara PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan, on Wednesday, 26 June 2024 at 3.00 p.m. for the following purposes:

AGENDA

As Ordinary Business

1.

To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon.

(Please refer to Explanatory Note 1)
2.

To approve the Directors' fees of up to RM750,000 from the conclusion of 24th AGM until the next AGM of the Company, to be payable on a quarterly basis in arrears.

(Ordinary Resolution 1)
3.

To approve the payment of Directors' benefits of up to RM170,000 and up to RM85,000 for each Director being the medical benefits, from the conclusion of 24th AGM until the next AGM of the Company.

(Ordinary Resolution 2)
4.

To re-elect Mahadzir Bin Mustafa who retires by rotation in accordance with Clause 99 of the Constitution of the Company and who being eligible offers himself for re-election.

(Ordinary Resolution 3)
5.

To re-elect Mohd Yusmadi Bin Mohd Yusoff who retires in accordance with Clause 106 of the Constitution of the Company and who being eligible offer himself for re-election.

(Ordinary Resolution 4)
6.

To re-appoint Messrs Ernst & Young PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix the Auditors' remuneration.

(Ordinary Resolution 5)

As Special Business

To consider and, if thought fit, to pass the following resolutions:

7.

Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature as specified in Section 2.3 of the Circular to Shareholders dated 30 April 2024.

"THAT, subject always to the Listing Requirements of Bursa Securities, approval be and is hereby given to the Company and its subsidiaries ("Encorp Group") to enter into and give effect to specified recurrent related party transactions of a revenue or trading nature of the Encorp Group with specified classes of related parties (as defined in the Listing Requirements of Bursa Securities and as specified in Section 2.3 of the Circular to Shareholders dated 30 April 2024) which are necessary for the day-to-day operations in the ordinary course of business and are carried out at arms' length basis on normal commercial terms of the Encorp Group, on terms not more favourable to the related parties than those generally available to the public and are not detrimental to minority shareholders of the Company and such approval shall continue to be in force until:

(a)

the conclusion of the next AGM of the Company at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;

(b)

the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016, (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or

(c)

revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is earlier.

THAT authority be and is hereby given to the Directors of the Company to complete and do all such acts and things as they may consider necessary or expedient in the best interest of the Company (including executing all such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

(Ordinary Resolution 6)
8.

Continuation in office as Independent Non-Executive Director

"That approval be and is hereby given to Datuk Haji Jaafar Bin Abu Bakar who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than (9) years, to continue to act as Independent Non-Executive Director of the Company until the conclusion of the next AGM, in accordance with the Malaysian Code on Corporate Governance."

(Ordinary Resolution 7)
9.

To transact any other ordinary business of which due notice has been given in accordance with the Companies Act, 2016.

By Order of the Board

Lee Lay Hong
LS 0008444
SSM PC No. 201908002088
Company Secretary

Selangor Darul Ehsan
30 April 2024

Notes:

1.

The 24th AGM of the Company will be conducted on a virtual basis by way of live streaming and online remote voting via Remote Participation and Voting ("RPV") facilities available on Securities Services e-Portal of SS E Solutions Sdn. Bhd. at <https://sshsb.net.my/>. Please follow the procedures in the Administrative Guide in order to participate remotely via RPV.
2.

The broadcast venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. **NO MEMBERS/PROXIES** from the public shall be physically present at the broadcast venue on the day of the 24th AGM.
3.

In respect of deposited securities, only members whose names appear in the Record of Depositors on 19 June 2024 (General Meeting Record of Depositors) shall be entitled to attend, speak, and vote at this 24th AGM.
4.

A proxy may, but need not be, a member of the Company.
5.

If the appointer is a corporation, the form of proxy must be given under its common seal or under the hand of an officer or attorney of the corporation duly authorised.
6.

A member shall be entitled to appoint more than one (1) proxy subject always to a maximum of two (2) proxies to attend and vote at the same meeting provided that the provision of Section 294(2) of the Companies Act 2016 is complied with.
7.

Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
8.

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.
9.

The appointment of proxy may be made in a hardcopy form or by electronic means as follows and must be deposited with the Company's Share Registrar, Securities Services (Holdings) Sdn. Bhd. not less than forty-eight (48) hours before the time for holding this meeting or any adjournment thereof. Otherwise the instrument of proxy should not be treated as valid.

(a)

By Hardcopy Form
The instrument appointing a proxy or the Power of Attorney or other authority, if any, must be deposited at the office of the Company's Shares Registrar, Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Malaysia.

(b)

By Online system
The instrument appointing a proxy can be electronically submitted to the Share Registrar via Securities Services e-Portal at <https://sshsb.net.my/> (Kindly refer to the Administrative Guide for further information).

Explanatory Notes:

1.

Audited Financial Statements

The Audited Financial Statements are laid in accordance with Section 340(1) (a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.
2.

The payment of Directors' fees of up to RM750,000 from the conclusion of the 24th AGM until the next AGM of the Company, to be payable on a quarterly basis in arrears. (Ordinary Resolution 1)

The payment of Directors' benefits of up to RM170,000 and up to RM85,000 for each Director being the medical benefits, from the conclusion of 24th AGM until the next AGM of the Company (Ordinary Resolution 2)

Section 230(1) of the Companies Act 2016 provides amongst others, that the fees of the Directors, and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting.

In this respect, the Board wishes to seek shareholders' approval for the payments to the Directors of the Company as below:

(a)

In determining the Directors' fees of RM750,000 the Board has taken into consideration the increasing fiduciary duties and time commitment of the Board towards the Company.

(b)

The details of the estimated total benefits payable to Non-Executive Chairman and Non-Executive Directors from the conclusion of the 24th AGM until the next AGM are as follows :

(i)

The estimated amount of Directors' benefits of up to RM170,000 is calculated based on the number of scheduled Board and Board Committee Meetings and other claimable benefits.

(ii)

The estimated amount of medical benefits is up to RM85,000 for each Director.

This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company.
3.

Retirement by rotation in accordance with Clauses 99 and 106 of the Company's Constitution

Clause 99 of the Company's Constitution states that at each AGM one-third (1/3) of the Directors for the time being, or if their number is not a multiple of three, the number nearest to one-third (1/3) with a minimum of one shall retire from office. In addition, each Director shall retire at least once in every three years but shall be eligible for re-election. Mahadzir Bin Mustafa, who retires in accordance with Clause 99 and being eligible, has offered himself for re-election.

Clause 106 of the Company's Constitution stipulates that a Director appointed by the Board shall hold office until the conclusion of the Company's next AGM and be eligible for re-election. Mohd Yusmadi Bin Mohd Yusoff who retires in accordance with Clause 106 of the Constitution and being eligible, has offered himself for re-election.

For the purpose of determining the eligibility of the Directors to stand for re-election at this 24th AGM and in line with Practice 5.1 of the Malaysian Code on Corporate Governance, the Nominating and Remuneration Committee ("NRC") has reviewed and assessed each of the retiring Directors from the annual assessment and evaluation of the Board for the FY2023, save for Mohd Yusmadi Bin Mohd Yusoff who was newly appointed to the Board on 29 September 2023. The retiring Directors have also satisfied all the requirements as set out in the Fit and Proper Policy for Directors of the Company. The Board endorsed the recommendation of the NRC on the re-election of the retiring Directors.
4.

Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed Ordinary Resolution 6, if approved, will allow the Company and its subsidiaries to enter into recurrent related party transactions of a revenue and trading nature relating to sale of properties by the Encorp Group to related parties. The details of the proposal are set out in the Circular to Shareholders dated 30 April 2024.
5.

Continuation in office as Independent Non-Executive Director

The proposed Resolution 7, if passed, will approve and authorise Datuk Haji Jaafar Bin Abu Bakar who will be serving the Board for nine (9) years full term on 23 July 2024, to continue to act as an Independent Non-Executive Director of the Company, until the conclusion of the next AGM, in accordance with the Malaysian Code on Corporate Governance.

Pursuant to Practice 5.3 of the Malaysian Code on Corporate Governance 2021, if the board intends to retain an independent director beyond nine years, it shall provide justification and seek annual shareholders' approval through a two-tier voting process.

The Board has through the NRC assessed Datuk Haji Jaafar Bin Abu Bakar and recommended that he continue to act as Independent Director based on the following justifications:

a)

He has fulfilled the criteria as Independence Director as stipulated in the Listing Requirements;

b)

He actively participated in deliberations at meetings by providing unbiased and independent views, expressing disagreements, and standing up for his independent points of view for the best interest of the Company and shareholders as a whole;

c)

He has devoted sufficient time and commitment to discharge his duties as Independent Non-Executive Director; and

d)

His experience, expertise, and networking has significant contributions to the operation and performance of the Company.