



EVERSAFE RUBBER BERHAD

(Company No.: 1133877-V)
(Incorporated in Malaysia)

NOTICE OF 3RD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Third Annual General Meeting of the Company will be held at **Gopeng Hall, Kinta Riverfront Hotel & Suites, Jalan Lim Bo Seng, 30000 Ipoh, Perak Darul Ridzuan on Friday, 18 May 2018 at 11.00 a.m.** for the following purposes:

AGENDA

- To receive the Audited Financial Statements for the year ended 31 December 2017 and the Reports of the Directors and Auditors thereon. *[Please refer to Explanatory Note (a)]*
- To re-elect the following Directors retiring in accordance with Clause 127 of the Company's Constitution and being eligible, have offered themselves for re-election:-
 - Tan Sri Dato' Dr. Sak Cheng Lum **(Ordinary Resolution 1)**
 - Dato' Seri Cheah Eu Kiat **(Ordinary Resolution 2)**
 - Cheah Eu Lee **(Ordinary Resolution 3)**
- To approve the payment of Directors' fees of RM240,000.00 for the financial year ended 31 December 2017. **(Ordinary Resolution 4)**
- To approve the payment of Directors' benefits of up to RM1,500,000.00 for the financial period from 1 July 2018 to 30 June 2019. *[Please refer to Explanatory Note (b)]* **(Ordinary Resolution 5)**
- To re-appoint Messrs. BDO as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 6)**

SPECIAL BUSINESS

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

- Authority to Allot and Issue Shares Pursuant to Section 75 and Section 76 of the Companies Act 2016** **(Ordinary Resolution 7)**

"**THAT** pursuant to Section 75 and Section 76 of the Companies Act 2016 and subject to approvals from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and other relevant authorities, where approval is necessary, authority be and is hereby given to the Directors to allot and issue shares in the Company at any time upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided always that the aggregate number of shares to be issued shall not exceed 10% of the total number of issued shares of the Company for the time being AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."
[Please refer to Explanatory Note (c)]
- Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature** **(Ordinary Resolution 8)**

"**THAT**, approval be and is hereby given for the Proposed Shareholders' Mandate for the Company and/or its subsidiaries to enter into the categories of recurrent related party transactions of a revenue or trading nature falling within the nature of transactions as set out in Section 2.2 of the Circular to Shareholders dated 19 April 2018 ("the Circular"), with the related parties falling within the classes of persons as set out in Section 2.2 of the Circular, such transactions being necessary for the Company and/or its subsidiaries' day-to-day operations and which are carried out in the ordinary course of business, on terms which are not more favorable to the related parties than those generally available to the public and are not detrimental to the minority shareholders.
THAT the authority conferred by such mandate shall commence upon the passing of this resolution and continue to be in force until:
(a) the conclusion of the next Annual General Meeting ("AGM") of the Company, at which this shareholders' mandate will lapse, unless by a resolution passed at the next AGM, the mandate is renewed;
(b) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but must 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 the earlier;
AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to this Ordinary Resolution." *[Please refer to Explanatory Note (d)]*
- To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Constitution.

BY ORDER OF THE BOARD

Wong Wai Foong (MAICSA No. 7001358)
Lim Hooi Mooi (MAICSA No. 0799764)
Ong Wai Leng (MAICSA No. 7065544)
Company Secretaries

Dated this 19th day of April, 2018
Kuala Lumpur

NOTES:-

- Pursuant to 334 of the Companies Act 2016, a member of a company shall be entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote at a meeting of members of the company. A member may appoint more than one proxy in relation to a meeting, provided that the member specifies the proportion of the member's shareholdings to be represented by each proxy.
- A proxy may but need not be a member of the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- A Member of the Company, including an Authorised Nominee or an Exempt Authorised Nominee, who is entitled to attend and vote at a meeting of the Company, or at a meeting of any class of members of the Company, may appoint one or more proxies to attend and vote instead of the member at the meeting.
- Where a member appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies. The appointment shall not be valid unless he specifies the proportions of his holdings to be represented by each proxy.
- The instrument appointing a proxy shall be in writing (in common or usual form) under the hand of the appointor or of his attorney duly authorized in writing or if the appointor is a corporation, either under Seal or under the hand of an officer or attorney duly authorized.
- 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 that power or authority shall be deposited at the office of the Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- For the purpose of determining a member who shall be entitled to attend the 3rd Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors ("ROD") as at 11 May 2018. Only a depositor whose name appears on the ROD therein shall be entitled to attend the said meeting or appoint a proxy to attend and/or vote on his/her stead.

Explanatory Notes:

- Agenda No. 1**

This item is meant for discussion only. The provisions of Section 340(1)(a) of the Companies Act 2016 require that the audited financial statements and the Reports of the Directors and Auditors thereon be laid before the Company at its Annual General Meeting. As such, this Agenda item is not a business which requires a resolution to be put to vote by shareholders.
- Ordinary Resolution No. 5**

This resolution is to facilitate payment of Directors' benefits for the period from 1 July 2018 until the conclusion of the Company's next Annual General Meeting in 2019. In the event the Directors' benefits proposed are insufficient (e.g. due to more meetings or enlarged Board size etc.), approval will be sought at the next Annual General Meeting for the additional amount to meet the shortfall.
- Ordinary Resolution No. 7**

The proposed Resolution No. 7 seeking a general mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions and/or for issuance of shares as settlement of purchase consideration. Should the mandate be exercised, the Directors will utilize the proceeds raised for working capital or such other applications they may in their absolute discretion deem fit.
- Ordinary Resolution No. 8**

The proposed Resolution No. 8 is to seek of Shareholders' Mandate to allow the Company and/or its subsidiaries to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature and to enable the Company to comply with Paragraph 10.09, Part E of the Listing Requirement for the Ace Market of Bursa Malaysia Securities Berhad. The mandate will take effect from the date of the passing of the Ordinary Resolution until the next Annual General Meeting of the Company. For further information, please refer to the Circular to Shareholders dated 19 April 2018 accompanying the Company's Annual Report for the financial year ended 31 December 2017.