



EVERSAFE RUBBER BERHAD

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

NOTICE OF 4RD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fourth Annual General Meeting of **EVERSAFE RUBBER BERHAD** will be held at Lavender Hall, Kinta Riverfront Hotel & Suites, Jalan Lim Bo Seng, 30000 Ipoh, Perak Darul Ridzuan on **Wednesday, 15 May 2019 at 11.00 a.m.** for the following purposes:

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2018 and the Reports of the Directors and Auditors thereon.
- To re-elect the following Directors who retire by rotation pursuant to Clause 127 of the Company's Constitution:-
 - Mr Cheah Siang Tee
 - Mr Eu Ah Seng
 - Tuan Haji Mohd Isa bin Talib
- To approve the payment Directors' fees of RM246,000.00 for the financial year ended 31 December 2018.
- To approve the Directors' fees of RM246,000 for the financial year ending 31 December 2019.
- To approve the Directors' benefits of up to RM1,500,000.00 for the period from 1 July 2019 to 30 June 2020.
- To re-appoint BDO PLT as Auditors of the Company and authorise the Directors to fix their remuneration.

(Please refer to Explanatory Note 1)

(Ordinary Resolution 1)
(Ordinary Resolution 2)
(Ordinary Resolution 3)
(Ordinary Resolution 4)
(Ordinary Resolution 5)
(Ordinary Resolution 6)
(Ordinary Resolution 7)

AS SPECIAL BUSINESS

To consider and if thought fit, to pass with or without any modifications the following Ordinary Resolutions:-

7. AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

"THAT, pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to the constitution of the Company and the approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any relevant governmental/regulatory authorities (if any), the Directors of the Company be and are hereby authorised to issue and allot shares in the Company from time to time, at such price, upon such terms and conditions, for such purposes and to such persons whomsoever as the Directors may in their absolute discretion deem fit, provided that the aggregate number of shares issued during the preceding 12 months does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being; AND THAT the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued from Bursa Securities; AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company after the approval was given or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever is earlier unless revoked or varied by an ordinary resolution of the Company at a general meeting."

(Ordinary Resolution 8)

8. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

"THAT, approval be and is hereby given for the Company and/or its subsidiaries to enter into and give effect to 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 15 April 2019 ("the Circular"), with the related parties falling within the classes of persons as set out in Section 2.2 of the Circular, provided that such transactions are necessary for the Company and/or its subsidiaries' day-to-day operations and which are carried out in the ordinary course of business at arm's length basis and on terms and transaction prices which are not more favourable 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 ordinary resolution and continue to be in force until:

- the conclusion of the next Annual General Meeting of the Company, at which this shareholders' mandate will lapse, unless by an ordinary resolution passed at the next Annual General Meeting, the mandate is renewed;
- the expiration of the period within which the next Annual General Meeting 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
- revoked or varied by ordinary 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."

(Ordinary Resolution 9)

- 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

CHONG LAY KIM (LS 0008373)
YONG SHEI MEI (MAICSA 7059759)
Company Secretaries

Dated this 15 April 2019
Ipoh

NOTES:-

- 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 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 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 appointed for holding the meeting or adjourned meeting, as the case may be, at which the person named as proxy in such instrument proposed to vote, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- For the purpose of determining a member who shall be entitled to attend the Fourth Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd to issue a General Meeting Record of Depositors ("ROD") as at 8 May 2019. 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:

1. Agenda item no. 1

This item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is **not put forward for voting**

2. Proposed Ordinary Resolutions 1, 2 and 3

Mr Cheah Siang Tee, Mr Eu Ah Seng and Tuan Haji Mohd Isa bin Talib are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the Fourth Annual General Meeting.

The Board of Directors ("the Board") has through the Nomination Committee, considered the assessment of the Directors and collectively agreed that they meet the criteria prescribed by Rule 2.20A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad on character, experience, integrity, competence and time to effectively discharge their role as Directors.

3. Proposed Ordinary Resolution 4

The Directors' Fees proposed for the financial year ended 31 December 2018 are calculated based on the Board size and in accordance to the Company's policy and guidelines.

4. Proposed Ordinary Resolution 5

The Directors' Fees proposed for the financial year ending 31 December 2019 are calculated based on the Board size and in accordance to the Company's policy and guidelines.

5. Proposed Ordinary Resolution 6

This Ordinary Resolution is to facilitate payment of Directors' benefits on Directors' and Officers' insurance for the period from 1 July 2019 until 30 June 2020. In the event the Directors' benefits proposed are insufficient (e.g. due to more meetings or enlarged Board size etc.), approval will be sought for the shortfall at the next Annual General Meeting of the Company to be held in 2020.

6. Proposed Ordinary Resolution 7

The Board has through the Audit Committee, considered the re-appointment of BDO PLT as Auditors of the Company. The factors considered by the Audit Committee in making the recommendation to the Board to table their re-appointment at the Fourth Annual General Meeting are disclosed in the Corporate Governance Overview Statement of the Annual Report 2018.

On 2 January 2019, BDO PLT had converted its legal entity status from conventional partnership pursuant to Partnership Act 1961 to limited liability partnership pursuant to Section 29 of the Limited Liability Partnerships Act 2012 ("LLP Act") ("Conversion"). Accordingly, BDO had been registered in the name of BDO PLT. PLT is an abbreviation of "Perkongasian Liability Terhad", which means limited liability partnership. Following the Conversion, the Partners of BDO serving the Company and its subsidiaries ("Group") remain unchanged.

Pursuant to Section 36 of the LLP Act, the agreements already made by the Group with BDO shall continue to be in force as if BDO PLT were a party to the agreements. Hence, all engagement letters signed between the Group and BDO before the Conversion shall remain in force until they are superseded or amended.

7. Proposed Ordinary Resolution 8

This proposed Ordinary Resolution is proposed pursuant to Sections 75 and 76 of the Companies Act 2016, and if passed, will give the Directors of the Company, from the date of the Fourth Annual General Meeting, authority to allot shares in the Company up to and not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for such purposes as the Directors deem fit and in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

The renewal of the 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 activities, 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 or for such other application as the Directors may deem fit and in the best interest of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the Third Annual General Meeting held on 18 May 2018 and the mandate will lapse at the conclusion of the Fourth Annual General Meeting.

8. Proposed Ordinary Resolution 9

The proposed Ordinary Resolution 9 is to seek Shareholders' Mandate to allow the Company and/or its subsidiaries to renew its existing mandate to enter into recurrent related party transactions, which are of a revenue or trading nature and necessary for the Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business and on terms and transaction prices which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders. The mandate will take effect from the date of the passing of the Ordinary Resolution until the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting 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), unless it is revoke or varied by ordinary resolution passed by the shareholders in a general meeting, whichever is the earlier.

For further information, please refer to the Circular to Shareholders dated 15 April 2019 accompanying the Company's Annual Report for the financial year ended 31 December 2018.