

EVERSENDI

EVERSENDI CORPORATION BERHAD

(Registration No. 200301011640 (614060-A))

(Incorporated in Malaysia)

NOTICE OF SEVENTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Seventeenth (17th) Annual General Meeting of Eversendai Corporation Berhad (the "Company") will be held at Function Room 2, 1st Floor, Main Lobby, TPC Kuala Lumpur, 10 Jalan 1/70D, Off Jalan Bukit Kiara, 60000 Kuala Lumpur, Malaysia on Thursday, 10 September 2020 at 2.00 p.m. to transact the following businesses:

AS ORDINARY BUSINESS

- 1 To receive the Audited Financial Statements of the Company for the year ended 31 December 2019 and the Reports of the Directors and Auditors thereon. **Note 7**
- 2 To approve payment of Directors' fees. **Ordinary Resolution 1
Note 8**
- 3 To approve the payment of Directors' benefits to the Non-Executive Directors up to an amount of RM50,000 for the period from 11 September 2020 until the next Annual General Meeting of the Company. **Ordinary Resolution 2
Note 9**
- 4 To re-elect the following Directors who retire by rotation in accordance with Article 98 of the Company's Constitution and being eligible, offers themselves for re-election: **Note 10**

Tan Sri Dato' Nathan A/L Elumalay **Ordinary Resolution 3**

Narishnath A/L Nathan **Ordinary Resolution 4**
- 5 To re-elect Nazariah Binti Ibrahim, who retires in accordance with Article 104 of the Company's Constitution and being eligible, offers herself for re-election. **Ordinary Resolution 5
Note 11**
- 6 To re-appoint Baker Tilly Monteiro Heng PLT as the Company's Auditors and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**

AS SPECIAL BUSINESS

- 7 **Proposed Continuance in Office of Mohammad Nizar Bin Idris as Independent Non-Executive Director** **Ordinary Resolution 7
Note 12**

"THAT, approval be and is hereby given to Mohammad Nizar Bin Idris who has reached a cumulative term of nine (9) years as a Independent Non-Executive Director of the Company in June 2019, to continue in office until the conclusion of the next Annual General Meeting ("AGM") of the Company in accordance with the Malaysian Code of Corporate Governance."

NOTICE OF SEVENTEENTH ANNUAL GENERAL MEETING (CONT'D)

8 **Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016**

**Ordinary Resolution 8
Note 13**

"THAT, subject always to the Constitution of the Company and the approvals of the relevant Regulatory Authorities, pursuant to Sections 75 and 76 of the Companies Act 2016, the Directors of the Company be and are hereby authorised to issue and allot shares in the Company at any time and upon such terms and conditions and for such purposes and to such person(s) as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares issued and allotted pursuant to this resolution does not exceed 20% of the total number of issued 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 Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting ("AGM") of the Company after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier, unless such approval is revoked or varied by the Company at a general meeting."

9 **Proposed Renewal of Shareholders' Mandate for Existing Recurrent Related Party Transactions of a Revenue or Trading Nature**

**Ordinary Resolution 9
Note 14**

"THAT, subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to Eversendai Corporation Berhad ("ECB") and its subsidiaries ("ECB Group") to enter into recurrent related party transactions of a revenue or trading nature with the related parties as set out in Part A, Section 2.4 of the Circular to Shareholders dated 18 August 2020, provided such transactions are necessary for the day-to-day operations of ECB Group and are carried out in the ordinary course of business of ECB Group, made on an arm's length and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company.

THAT such approval shall continue to be in force until:

- a) the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time the said authority shall lapse, unless renewed by a resolution passed at the AGM; or
- b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to section 340(2) of the Companies Act 2016 (but must not extend to such extensions as may be allowed pursuant to section 340(4) of the Companies Act 2016); or
- c) revoked or varied by a resolution passed by the shareholders in a general meeting of the Company;

whichever is the earlier;

AND FURTHER THAT authority be and is hereby given to the Directors of ECB Group to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give full effect to the transactions contemplated and/or authorised by this resolution."

NOTICE OF SEVENTEENTH ANNUAL GENERAL MEETING (CONT'D)

10 Proposed Authority to the Company to Purchase its Own Shares

Ordinary Resolution 10
Note 15

"THAT subject to the Companies Act 2016, the Company's Constitutions, the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad and all other prevailing laws, rules, regulations and orders issued and/or amended from time to time by the relevant authorities, the Company be and is hereby authorised to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time on the market of the Bursa Malaysia Securities Berhad upon such terms and conditions as the Directors may deem fit in the interest of the Company PROVIDED THAT:

- (a) the aggregate number of ordinary shares in the Company (the "Company's Shares") which may be purchased and/or held by the Company shall not exceed ten percent (10%) of the total issued and paid-up share capital of the Company at any point of time;
- (b) the maximum funds to be allocated by the Company for the purpose of purchasing the Company's Shares shall not exceed the Company's audited retained profits at any point of time;
- (c) the authority conferred by this resolution of the Company shall commence immediately upon passing of this resolution until:
 - (i) the conclusion of the next Annual General Meeting of the Company following this Annual General Meeting at which such mandate is passed at which time it will lapse, unless by a resolution passed at such general meeting whereby the authority is renewed; or
 - (ii) the expiration of the period within which the next Annual General Meeting of the Company 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
 - (iii) revoked or varied by resolution passed by the shareholders in a general meeting; whichever is the earlier; and

upon completion of the purchase(s) of the Company's Shares by the Company, the Directors of the Company be and are hereby authorised to cancel the Company's Shares so purchased or to retain the Company's Shares so purchased as treasury shares (of which may be distributed as dividends to shareholders and/or resold on the Bursa Malaysia Securities Berhad and/or subsequently cancelled), or to retain part of the Company's Shares so purchased as treasury shares and cancel the remainder and in any other manner as prescribed by the Companies Act, 2016, the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad and any other relevant authorities for the time being in force.

AND THAT the Directors of the Company be and are hereby authorised and empowered to do all acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to implement, finalise or to effect the purchase(s) of the Company's Shares with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities."

NOTICE OF SEVENTEENTH ANNUAL GENERAL MEETING (CONT'D)

11 To transact any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

CHEOK KIM CHEE

MACS 00139

SSM PC No. 201908001023

Company Secretary

Rawang

18 August 2020

Notes:

1. A member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies to attend and vote in his/her stead. A proxy may but need not be a member of the Company. A member may appoint any person to be his/her proxy without limitation. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, under the corporation's common seal or under the hand of an officer or attorney duly authorised.
3. The instrument appointing a proxy must be deposited at the office of the Company's Share Registrar, Board room Share Registrars Sdn Bhd (Registration No. 199601006647 (378993-D)) at 11th Floor, Menara Symphony, No.5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Any alteration to the instrument appointing a proxy must be initialed.
4. Where a member appoints more than one proxy to attend and vote at the same meeting, he/she shall specify the proportion of his/her shareholding to be represented by each proxy. Where a member of the Company is an Exempt Authorised Nominee as defined under the Securities Industry (Central Depositories) Act 1991, 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.
5. Voting at the forthcoming Annual General Meeting (AGM) of the Company will be conducted by poll. Poll Administrator and Independent Scrutineer will be appointed respectively to conduct polling-voting process and to verify the results of the poll. Only members whose names appear on the Record of Depositors on 28 August 2020 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at the AGM or appoint proxy to attend and/or vote on his/her behalf.
6. Registration of members/proxies attending the meeting will start from 12.30 p.m. and shall remain open until 2.00 p.m. on the day of the AGM. At the close thereof, no person will be allowed to register for the AGM nor enter the AGM's venue. Members/proxies are required to produce identification documents for registration.
7. **Item 1 of the Agenda**

This Agenda item is to table the Audited Financial Statements of the Company pursuant to the provision of Section 340(1)(a) of the Companies Act 2016 for discussion only. The Audited Financial Statements do not require a formal approval and/or adoption by the shareholders of the Company and hence, is not put forward for voting.
8. **Ordinary Resolution 1 - To approve payment of Directors' fees**

Proposed Ordinary Resolution 1 is to approve the Directors' fees for the period from this AGM to the next AGM of the Company, to be payable on a quarterly basis. Section 230(1) of the Companies Act 2016 provides that the fees payable to the directors of a public company; or of a listed company and its subsidiaries shall be approved at a general meeting.

NOTICE OF SEVENTEENTH ANNUAL GENERAL MEETING (CONT'D)

9. **Ordinary Resolution 2 - To approve payment of Directors' benefits**

The total estimated amount of Directors' benefits payable is calculated based on the number of scheduled Board and Board Committee Meetings from 11 September 2020, being the day after the Seventeenth AGM until the next AGM.

10. **Ordinary Resolution 3 and 4 - To approve for re-election of Tan Sri Dato' Nathan A/L Elumalay and Narishnath A/L Nathan as Directors**

Article 98 of the Company's Constitution provides that at every annual general meeting one-third of the directors shall retire by rotation. A director who retires from office shall be eligible for re-election. The Nominating Committee of the Company has assessed the performance and contribution of Tan Sri Dato' Nathan A/L Elumalay and Narishnath A/L Nathan and recommended for their re-election. The Board has endorsed the Nominating Committee's recommendation that Tan Sri Dato' Nathan A/L Elumalay and Narishnath A/L Nathan be re-elected as Directors of the Company.

11. **Ordinary Resolution 5 – To approve for re-election of Nazariah Binti Ibrahim as Director**

Article 104 of the Company's Constitution provides that the directors may appoint a person who is willing to act as director, either to fill a casual vacancy or as an additional director. A director so appointed shall only hold office until the next AGM and shall be eligible for re-election. Nazariah Binti Ibrahim was appointed as a Director of the Company on 30 December 2019 and shall retire at the forthcoming Seventeenth AGM.

The Nominating Committee of the Company has assessed the performance and contribution of Nazariah Binti Ibrahim and recommended for her re-election. The Board has endorsed the Nominating Committee's recommendation that Nazariah Binti Ibrahim be re-elected as a Director of the Company.

Explanatory notes on Special Business:-

12. **Ordinary Resolution 7 – Re-election of Mohammad Nizar Bin Idris as Independent Non-Executive Director**

The Board of Directors had on 27 February 2020 via the Nominating Committee conducted an annual performance evaluation and assessment of Mohammad Nizar Bin Idris who has reached a cumulative term of nine (9) years as Independent Non-Executive Director in June 2019 and recommended him to continue to act as Independent Non-Executive Director of the Company based on the following justifications:

- (a) He fulfilled the criteria under the definition of Independent Directors as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
- (b) His experience enables him to provide the Board with a diverse set of experience, expertise, skills and competence. His good understanding of the industry and Company's business operations enable him to participate actively and contribute effectively during deliberations and discussions at the Audit Committee, Risk Management Committee, Nominating Committee and Board Meetings without compromising his independence and objective judgement.
- (c) He demonstrated high commitment and devoted sufficient time to his responsibilities as Independent Non-Executive Director of the Company.

13. **Ordinary Resolution 8 - Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016**

The existing general mandate for the authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016 was approved by the shareholders of the Company at the Sixteenth AGM held on 29 May 2019.

The Mandate granted by the shareholders on 29 May 2019 had not been utilised and hence no proceed was raised therefrom.

The proposed Ordinary Resolution 8 is a renewal of the general mandate for the authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016. The proposed Ordinary Resolution 8, if passed, will empower the Directors to issue and allot shares up to an amount not exceeding twenty percent (20%) of the Company's total issued share capital for the time being upon such terms and conditions and for such purposes and to such person(s) as the Directors of the Company in their absolute discretion consider to be in the interest of the Company, without having to convene a general meeting. This authority will expire at the next AGM of the Company or at the expiration of the period within which the next AGM is required by law to be held or revoked or varied by the Company at a general meeting, whichever is earlier.

If there should be a decision to issue new shares after the general mandate is approved by the shareholders at the forthcoming Seventeenth AGM, the Company will make an announcement in respect of the purpose and utilisation of proceeds arising from such issue.

NOTICE OF SEVENTEENTH ANNUAL GENERAL MEETING (CONT'D)

In case of any strategic opportunities involving equity deals, which may require the Company to allot and issue new shares speedily, the Company may capitalise on its advantageous position if the Board considers it to be in the best interest of the Company. Any delay arising from and the cost involved in convening a general meeting to approve such issuance of shares would be eliminated.

14. Ordinary Resolution 9 - Proposed Renewal of Shareholders' Mandate for Existing Recurrent Related Party of a Revenue or Trading Nature

Please refer to Part A of the Circular to Shareholders dated 18 August 2020.

15. Ordinary Resolution 10 - Proposed Authority to the Company to Purchase its Own Shares

Please refer to Part B of the Circular to Shareholders dated 18 August 2020.

Members Entitled to Attend Seventeenth Annual General Meeting

For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn Bhd to make available to the Company a Record of Depositors as at 28 August 2020. Only a member whose name appears on the Record of Depositors as at 28 August 2020 shall be entitled to attend this meeting or appoint a proxy to attend and vote on his/her behalf.

Annual Report 2019

The Notice of the Company's Seventeenth Annual General Meeting and Annual Report is available on the Company's website at www.eversendai.com.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the forthcoming Seventeenth Annual General Meeting (AGM) and/or any adjournment thereof, a member of the Company:

1. Consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes");
2. Warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents) the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and
3. Agrees that the member will indemnify the Company and its officers in respect of any penalties, claims, demands, losses and damages as a result of the member's breach of warranty.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(PURSUANT TO PARAGRAPH 8.27(2) AND INFORMATION AS SET OUT IN APPENDIX 8A OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD)

There is no individual seeking for election as a Director at the forthcoming Seventeenth Annual General Meeting of the Company.

(Statement relating to general mandate for issue of shares in accordance to Paragraph 6.03(3) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad).

Details of the general mandate to issue shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016 are set out in the Explanatory Note 13 of the Notice of Seventeenth Annual General Meeting.

PROXY FORM

Seventeenth Annual General Meeting

(Before completing the form, please refer to the notes overleaf)

EVERSENDAI

EVERSENDAI CORPORATION BERHAD

(Registration No. 200301011640 (614060-A))

(Incorporated in Malaysia)

Number of ordinary shares (s) held	CDS Account No													

*I/We _____
(Full Name in Block Letters)

*NRIC/Passport/Company No. _____ of _____
(Full Address)

_____ (Full Address)

being a *member/members of **EVERSENDAI CORPORATION BERHAD**, (the "**Company**") hereby appoint:

_____ *NRIC/Passport No. _____
(Full Name in Block Letters)

of _____
(Full Address)

and/or failing *him/her _____ *NRIC/Passport No. _____
(Full Name in Block Letters)

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 **Seventeenth Annual General Meeting** of the Company, to be held on **Thursday, 10 September 2020** at **2.00 p.m.** and at any adjournment thereof.

Please indicate your vote with an "X" in the respective box of each resolution. If no specific direction as to voting is given, the proxy will vote or abstain from voting on the resolutions at his/her discretion.

No	Resolution	For	Against
1	To approve payment of Director's fees.	1	
2	To approve payment of Director's benefits.	2	
3	To re-elect Tan Sri Dato' Nathan A/L Elumalay as Director.	3	
4	To re-elect Narishnath A/L Nathan as Director.	4	
5	To re-elect Nazariah Binti Ibrahim as Director.	5	
6	To re-appoint Baker Tilly Monteiro Heng PLT as auditors.	6	
7	To re-appoint Mohammad Nizar Bin Idris as Independent Non-Executive Director.	7	
8	Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016.	8	
9	Renewal of Shareholders' Mandate for Existing Recurrent Related Party Transactions of a Revenue or Trading Nature.	9	
10	Proposed Authority to the Company to Purchase its Own Shares.	10	

* Strike out whichever is not applicable

Dated this _____ day of _____, 2020

Signature(s) of Shareholder(s) or Common Seal

Notes:

1. A member of the Company entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote in his/her stead. A proxy may but need not be a member of the Company. A member may appoint any person to be his/her proxy without limitation. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, under the corporation's common seal or under the hand of an officer or attorney duly authorised. Any alteration to the instrument appointing a proxy must be initialled.
3. The instrument appointing a proxy must be deposited at the office of the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. Where a member appoints more than one proxy to attend and vote at the same meeting, he/she shall specify the proportion of his/her shareholding to be represented by each proxy.
5. 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.
6. Voting at the forthcoming Seventeenth AGM of the Company will be conducted by poll. Poll Administrator and Independent Scrutineer will be appointed respectively to conduct the polling-voting process and to verify results of the poll.
7. Only members whose name appears on the Record of Depositors as at 28 August 2020 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at the AGM or appoint a proxy to attend and/or vote on his/her behalf.
8. Registration of members/proxies attending the AGM will start from 12.30 p.m. and shall remain open until 2.00 p.m. on the day of the AGM. At the close thereof, no person will be allowed to register for the AGM nor enter the AGM venue. Members/proxies are required to produce identification documents for registration.

Personal Data Privacy

By submitting an instrument appointing a proxy and/or representative, the member accepts and agrees to the personal data privacy terms set out in the Notice of the Seventeenth Annual General Meeting dated 18 August 2020.

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Affix
Stamp

EVERSENDAI CORPORATION BERHAD
c/o Boardroom Share Registrars Sdn Bhd
11th Floor,
Menara Symphony,
No. 5, Jalan Prof. Khoo Kay Kim,
Seksyen 13,
46200 Petaling Jaya,
Selangor, Malaysia

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