EVERSAFE RUBBER BERHAD [201501008542 (1133877-V)]
(Incorporated in Malaysia)

NOTICE OF EIGHTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighth Annual General Meeting of **EVERSAFE RUBBER BERHAD** will be held at **Conference 2, Level 2, WEIL Hotel, 292, Jalan Sultan Idris Shah, 30000 Ipoh, Perak Darul Ridzuan** on **Tuesday, 23 May 2023** at **11.00 a.m.** to transact the following business:-

AGENDA

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2022 and the Reports of the Directors and Auditors thereon. **[Please refer to Explanatory Note 1**

2. To re-elect the following Directors who retire by rotation pursuant to Clause 127 of the Company's Constitution:-

   i) Dato' Seri Cheah Eu Kiat **(Resolution 1)**
   ii) Mr. Ng Meng Kwai **(Resolution 2)**
   iii) Ms. Ong Beow Chieh **(Resolution 3)**

3. To approve the Directors' fees of RM300,000.00 for the financial year ending 31 December 2023. **(Resolution 4)**

4. To approve the Directors' benefits of up to RM1,500,000.00 for the period from 1 July 2023 to 30 June 2024. **(Resolution 5)**

5. To re-appoint BDO PLT as Auditors of the Company and authorise the Directors to fix their remuneration. **(Resolution 6)**

SPECIAL BUSINESS

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

6. **PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE** **(Resolution 7)**

   "THAT subject to the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiary(ies) to enter into recurrent related party transactions of revenue or trading nature with the related parties ("Recurrent Related Party Transactions") as set out in Section 2.2 of the Circular to Shareholders dated 21 April 2023 (the "Circular"), subject further to the following:-

   (i) the Recurrent Related Party Transactions are entered into in the ordinary course of business on transaction prices and terms not more favourable to the related parties than those generally available to the public, and the Recurrent Related Party Transactions are undertaken on arms' length basis and are not to the detriment of the minority shareholders of the Company;

   (ii) the shareholders' mandate is subject to annual renewal and this shareholders' mandate shall only continue to be in full force until:

      (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which this shareholders' mandate was passed, at which time it will lapse, unless by a resolution passed at the said AGM, such authority 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 (the "Act") (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or

      (c) revoked or varied by resolution passed by the shareholders in general meeting;

      whichever is the earlier;

   AND THAT the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary (including executing such documents as may be required) to give effect to the Recurrent Related Party Transactions contemplated and/or authorised by this Ordinary Resolution."

8. 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 (SSM PC NO. 202008001920) (LS 0008373)
WONG YEE LENG (SSM PC NO. 202108000545) (LS 0010568)
Company Secretaries

Date: 21 April 2023
Ipoh

NOTES:-

1. A member of a company shall be entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote at a meeting of members of the Company.
2. 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.
3. 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.
4. 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/she specifies the proportions of his/her holdings to be represented by each proxy.
5. The instrument appointing a proxy shall be in writing (in common or usual form) under the hand of the appointor or of his/her attorney duly authorised in writing or if the appointor is a corporation, either under Seal or under the hand of an officer or attorney duly authorised.
6. 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 or by electronic lodgement via TIIH Online website at https://tiih.online 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 .
7. For the purpose of determining a member who shall be entitled to attend the Eighth Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd to issue a General Meeting Record of Depositors ("ROD") as at 15 May 2023. 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.
8. Shareholders are advised to check the Company's website at www.eversafe.com.my and announcements from time to time for any changes to the administration of the Eighth Annual General Meeting that may be necessitated by changes to the directives, safety and precautionary requirements and guidelines prescribed by the Government of Malaysia, the Ministry of Health, the Malaysian National Security Council, Securities Commission Malaysia and/or other relevant authorities.

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 Resolutions 1, 2 and 3**

   Dato' Seri Cheah Eu Kiat, Mr. Ng Meng Kwai and Ms. Ong Beow Chieh are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the Eighth Annual General Meeting.

   The Board of Directors (the "Board") has through the Nominating Committee ("NC"), 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 ("Listing Requirements) on character, experience, integrity, competence and time to effectively discharge their role as Directors.

   The Board has also through the NC considered the assessment on the independence of Dato' Seri Cheah Eu Kiat, Mr. Ng Meng Kwai and Ms. Ong Beow Chieh and is satisfied that they have met the criteria of independence as prescribed in the Listing Requirements.

   The profiles of Directors seeking re-election are set out in the Directors' Profiles section of the Company's Annual Report 2022 at pages 6, 8 and 9.

3. **Proposed Resolution 4**

   The Directors' Fees proposed for the financial year ending 31 December 2023 are calculated based on the current Board size and in accordance to the Company's policy and guidelines.

4. **Proposed Resolution 5**

   This ordinary resolution is to facilitate payment of Directors' benefits on Directors' and Officers' insurance for the period from 1 July 2023 until 30 June 2024. In the event the Directors' benefits proposed are insufficient (e.g. due to enlarged Board size etc.), approval will be sought for the shortfall at the next Annual General Meeting of the Company to be held in 2024.

5. **Proposed Resolution 6**

   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 Eighth Annual General Meeting are disclosed in the Corporate Governance Overview Statement of the Annual Report 2022.

6. **Proposed Resolution 7**

   The proposed Ordinary Resolution 7 if passed, will enable the Company and/or its subsidiary company(ies) to enter into recurrent transactions involving the interest of Related Parties, which are necessary for the Group's day-to-day operations and undertaken at arm's length, subject to the transactions being carried out in the ordinary course of business and on transaction prices and terms not to the detriment of the minority shareholders of the Company.

   For further information, please refer to the Circular to Shareholders dated 21 April 2023 accompanying the Company's Annual Report for the financial year ended 31 December 2022.