



EVERSAFE RUBBER BERHAD
[201501008542 (1133877-V)]

NOTICE OF ELEVENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eleventh Annual General Meeting of **EVERSAFE RUBBER BERHAD** will be held at Conference 2, Level 2, WEIL Hotel, Jalan Sultan Idris Shah, 30000 Ipoh, Perak Darul Ridzuan on Tuesday, 19 May 2026 at 11.00 a.m. to transact the following business:-

AGENDA

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2025 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:-
 - Ms. Ong Beow Chieh
 - Tan Sri Dato' Dr. Sak Cheng Lum
- To approve the Directors' fees of RM300,000.00 for the financial year ending 31 December 2026.
- To approve the Directors' benefits of up to RM1,500,000.00 for the period from 1 July 2026 to 30 June 2027.
- To re-appoint BDO PLT as Auditors of the Company and authorise the Directors to fix their remuneration.

Please refer to
Explanatory Note 1

Resolution 1
Resolution 2
Resolution 3
Resolution 4
Resolution 5

SPECIAL BUSINESS

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

6. Authority to Issue and Allot Shares of the Company Pursuant to Sections 75 and 76 of the Companies Act 2016

Resolution 6

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 (the "Act"), ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and the approval of the relevant regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer ("New Shares") from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed 10% of the total number of issued shares (excluding any treasury shares) of the Company for the time being ("Proposed General Mandate").

- the conclusion of the next Annual General Meeting of the Company held after the approval was given;
- the expiration of the period within which the next Annual General Meeting of the Company is required to be held after the approval was given; or
- revoked or varied by resolution passed by the shareholders of the Company in general meeting, whichever is the earlier.

THAT the Directors of the Company be and are hereby also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such New Shares on the ACE Market of Bursa Securities.

THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

AND FURTHER THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate."

7. 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 20 April 2026 (the "Circular"), subject further to the following:-

- 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;
- the shareholders' mandate is subject to annual renewal and this shareholders' mandate shall only continue to be in full force until:
 - 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;
 - 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
 - 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. Authority for Tan Sri Dato' Dr. Sak Cheng Lum to continue in office as an Independent Non-Executive Director

Resolution 8

"THAT authority be and is hereby given to Tan Sri Dato' Dr. Sak Cheng Lum who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to serve as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting."

9. Authority for Mr. Ng Meng Kwai to continue in office as a Senior Independent Non-Executive Director

Resolution 9

"THAT authority be and is hereby given to Mr. Ng Meng Kwai who has served as a Senior Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to serve as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting."

10. Authority for Haji Mohd Isa Bin Haji Talib to continue in office as an Independent Non-Executive Director

Resolution 10

"THAT authority be and is hereby given to Haji Mohd Isa Bin Haji Talib who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to serve as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting."

11. Authority for Ms. Ong Beow Chieh to continue in office as an Independent Non-Executive Director

Resolution 11

"THAT authority be and is hereby given to Ms. Ong Beow Chieh who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to serve as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting."

12. 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

KHAW TEIK THYE (SSM PC NO. 202208000728) (MIA 11616)

CHONG LAY KIM (SSM PC NO. 202008001920) (LS 0008373)

Company Secretaries

Selangor
20 April 2026

Notes:

- 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.
- 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/she specifies the proportions of his/her holdings to be represented by each proxy.
- The instruments appointing a proxy shall be in writing (in common or usual form) under the hand of the appointor or 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.
- 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 by electronic lodgement via Vistra Share Registry and IPO (MY) portal ("The Portal") at <https://srmv.vistra.com> 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 Eleventh 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 2026. Only 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 Item no. 1 – Audited Financial Statements for the financial year ended 31 December 2025**
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.
- Proposed Resolutions 1 and 2 – Re-election of Directors**
Ms. Ong Beow Chieh and Tan Sri Dato' Dr. Sak Cheng Lum who are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the Eleventh Annual General Meeting.
The Board of Directors (the "Board") has through the Nominating Committee ("NC"), considered the performance and contribution of each of the retiring 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 skill, expertise, experience, professionalism, commitment, integrity, character, competence and the time to effectively discharge their role as Directors.
The Board has endorsed the NC's recommendation to seek shareholders' approval for the re-election of retiring Directors.
The details and profiles of Directors seeking re-election are set out in the Profile of Directors section of the Company's Annual Report 2025 at pages 5 and 8.
- Proposed Resolution 3 – Payment of Directors' Fees**
The proposed Directors' Fees for the financial year ending 31 December 2026 are based on the current Board size and are in accordance with the Company's policy and guidelines.
- Proposed Resolution 4 – Payment of Directors' Benefits**
This ordinary resolution is to facilitate the payment of Directors' benefits for Directors' and Officers' insurance for the period from 1 July 2026 to 30 June 2027. If the proposed Directors' benefits are insufficient (e.g., due to an enlarged Board size, etc.), approval will be sought for the shortfall at the next Annual General Meeting of the Company in 2027.
- Proposed Resolution 5 – Re-appointment of Auditors**
The Board, through the Audit Committee, has considered the experience and effectiveness, the suitability and independence of the auditors and recommended the re-appointment of BDO PLT as Auditors of the Company.

Explanatory Notes: (Cont'd)

- Proposed Resolution 6 – Authority to issue and allot shares of the Company pursuant to Sections 75 and 76 of the Companies Act 2016**
The proposed ordinary resolution, if passed, will empower the Directors of the Company to issue and allot ordinary shares of the Company from time to time, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement, option, or offer, provided that the aggregate number of shares allotted pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company at the time (the "Proposed General Mandate").
The authority for the Proposed General Mandate will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next Annual General Meeting ("AGM") or at the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.
This proposed resolution is a renewal of the previous year's mandate. The mandate is intended to provide flexibility to the Company to issue new securities without the need to convene a separate general meeting to obtain shareholders' approval, thereby avoiding additional costs and time.
The purpose of the Proposed General Mandate, if passed, is to enable the Directors to take swift action in the event of a need to issue and allot new shares in the Company for fundraising purposes, including but not limited to the further placement of shares for funding current and/or future investment projects, working capital, acquisitions, and/or for the issuance of shares as settlement of purchase consideration. It also covers other circumstances that may arise, such as the grant of rights to subscribe for shares, conversion of any securities into shares, or allotment of shares under an agreement, option, or offer, or any other applications the Directors may deem fit in the best interest of the Company.
As at the date of this notice, the Company did not implement its proposal for new allotment of shares under the general mandate pursuant to Sections 75 and 76 of the Companies Act 2016 which was approved by the shareholders at the Tenth AGM held on 15 May 2025 and will lapse at the conclusion of the Eleventh AGM to be held on 19 May 2026. As at the date of this notice, there is no decision to issue new shares. Should there be a decision to issue new shares after the general mandate is sought, the Company will make an announcement of the actual purpose and utilisation of proceeds arising from such issuance of shares.
- Proposed Resolution 7 – Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of A Revenue or Trading Nature**
The proposed Ordinary Resolution 7, if passed, will enable the Company and/or its subsidiary(ies) to enter into recurrent transactions involving the interests of Related Parties, which are necessary for the Group's day-to-day operations and will be undertaken at arm's length, subject to the transactions being carried out in the ordinary course of business and on terms and prices that are not to the detriment of the minority shareholders of the Company.
For further information, please refer to the Circular to Shareholders dated 20 April 2026, accompanying the Company's Annual Report for the financial year ended 31 December 2025.
- Proposed Resolutions 8, 9, 10 and 11 – Authority to continue in office as an Independent Non-Executive Director**
The Board, through its Nominating Committee, has conducted an annual assessment of Tan Sri Dato' Dr. Sak Cheng Lum, Mr. Ng Meng Kwai, Haji Mohd Isa Bin Haji Talib and Ms. Ong Beow Chieh, who have served as Independent Non-Executive Directors for a cumulative term of more than nine years.
The Board is satisfied that they have maintained their independence and recommends their continued service as an Independence Non-Executive Directors of the Company respectively, based on the following justifications:
 - they meet the criteria set out under the definition of "Independent Director" in the Listing Requirements and are able to provide independent and objective judgement to the Board;
 - they possess vast experience in their respective industries, providing the Board with a diverse range of experience, expertise and independent judgement;
 - they have an in-depth understanding of the Company and its subsidiaries' business operations;
 - they have devoted sufficient time and attention to their responsibilities as Independent Directors of the Company; and
 - they have exercised due care during their tenure as Independent Non-Executive Directors and carried out their duties in the best interest of the Company and its shareholders.In accordance with Practice 5.3 of the Malaysian Code on Corporate Governance, the Company will adopt a two-tier voting process when seeking shareholders' approval for the proposed Resolutions 8, 9, 10 and 11.