

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

Bursa Malaysia Securities Berhad (“**Bursa Securities**”) has not perused the contents of this Circular prior to its issuance as it is an Exempt Circular pursuant to the provisions of Practice Note 18 of the Main Market Listing Requirements of Bursa Securities.

Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.

# **EVERSENDAI**

## **EVERSENDAI CORPORATION BERHAD**

(Reg. No. 200301011640 (614060-A))

(Incorporated in Malaysia)

### **CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

The ordinary resolution in respect of the above Proposal will be tabled as Special Business at the Twenty-Third Annual General Meeting (“**23rd AGM**”) of Eversendai Corporation Berhad (“**ECB**” or “**Company**”) to be held fully physical at Function Room 2, 1st Floor, Main Lobby, Kuala Lumpur Golf & Country Club (KLGCC), No. 10, Jalan 1/70D, Off Jalan Bukit Kiara, 60000 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur on Monday, 8 June 2026, at 2.30 p.m. The Notice of 23rd AGM together with the Proxy Form are set out in the Company’s 2025 Annual Report and this Circular are available on the Company’s website at <https://www.eversendai.com>

A member entitled to attend and vote at the 23rd AGM is entitled to appoint a proxy or proxies to attend and vote on his/her behalf by executing the Proxy Form in accordance with the instructions printed thereon. The Proxy Form must be completed and deposited at DVOTE SERVICES SDN. BHD. Lot 9-7, Menara Sentral Vista, No. 150, Jalan Sultan Abdul Samad, Brickfields, 50470 Kuala Lumpur, or electronically lodged by email via Dvote Online Website at <http://www.dvote.com.my>, not less than forty-eight (48) hours before the time appointed for holding the 23rd AGM or any adjournment thereof. The lodging of the Proxy Form will not preclude you from attending and voting in person at the 23rd AGM should you subsequently wish to do so.

The venue, date and date of the 23rd AGM are as indicated below: -

Last date and time for lodging the Proxy Form	:	<b>Saturday, 6 June 2026 at 2.30 p.m.</b>
Date and time of the 23rd AGM	:	<b>Monday, 8 June 2026 at 2.30 p.m.</b>
Venue of the 23rd AGM	:	<b>Function Room 2, 1st Floor, Main Lobby, Kuala Lumpur Golf &amp; Country Club (KLGCC) No. 10, Jalan 1/70D, Off Jalan Bukit Kiara, 60000 Kuala Lumpur</b>

This Circular is dated 30 April 2026

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## DEFINITIONS

For the purpose of this Circular and the accompanying appendix, except where the context otherwise requires, or where otherwise defined herein, the following words and abbreviations shall apply throughout this Circular and shall have the following meanings:

Act	:	Companies Act 2016, and as amended from time to time and any re-enactment thereof
AGM	:	Annual General Meeting
Board	:	The Board of Directors of ECB
Bursa Securities or the Exchange	:	Bursa Malaysia Securities Berhad
Circular	:	This circular to shareholders dated 30 April 2026
Director(s)	:	Shall have the same meaning as given in Section 2(1) of the Capital Markets and Services Act 2007; and for the purpose of the Proposed Renewal of Existing Shareholders' Mandate includes any person who is or was within the preceding six (6) months of the date on which the terms of the transactions were agreed upon, a director of the Company, and any other company which is its subsidiary or holding company or a chief executive of ECB, its subsidiary or holding company
ECB or Company	:	Eversendai Corporation Berhad [Registration No. 200301011640 (614060-A)]
ECB Group or the Group	:	ECB and its subsidiary companies, collectively
EVORF	:	Eversendai Offshore RMC FZE, a subsidiary incorporated in Ras Al-Khaimah, United Arab Emirates.
EVS Dubai	:	Eversendai Engineering LLC, a subsidiary incorporated in Dubai, United Arab Emirates.
Interested Related Party	:	Related party who is interested or deemed to be interested in a RRPT.
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities, including any amendments, modifications and additions that may be made from time to time
Major Shareholder	:	<p>A person who has an interest or interests in one or more voting shares in ECB and the nominal amount of that share, or the aggregate of the nominal amounts of those shares, is:</p> <ul style="list-style-type: none"> <li>a) 10% or more of the aggregate of the nominal amounts of all the voting shares in the Company; or</li> <li>b) 5% or more of the aggregate of the nominal amounts of all the voting shares in the Company where such person is the largest shareholder of the Company;</li> </ul> <p>and includes any person who is or was within the preceding six months of the date on which the terms of the related party transaction were agreed upon, such major shareholder of ECB, its subsidiaries or its holding company.</p> <p>For the purpose of this definition, "interest in shares" shall have the meaning given in Section 8(4) of the Act.</p>

## DEFINITIONS (CONT'D)

Person(s) Connected	:	Person(s) connected as defined in paragraph 1.01 of the Listing Requirements
Proposed Renewal of Shareholders' Mandate	:	A proposal to seek for renewal of the existing shareholders' mandate pursuant to Chapter 10, paragraph 10.09 of the Listing Requirements in relation to RRPTs.
Related Party	:	A Director, Major Shareholder or a person connected with such Director or Major Shareholder.
Related Party Transaction or RRPT	:	Transaction entered into by a listed issuer or its subsidiaries which involves the interest, direct or indirect, of a related party.
RM and sen	:	Ringgit Malaysia and sen respectively
2025 Annual Report	:	The Annual Report of ECB for the financial year ended 31 December 2025
UAE	:	United Arab Emirates

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include corporations, unless otherwise specified.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Circular shall be a reference to Malaysia time, unless otherwise stated.

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# EVERSENDAI

## EVERSENDAI CORPORATION BERHAD

(Reg. No. 200301011640 (614060-A))

(Incorporated in Malaysia)

(the "Company")

### Registered Office:

Lot 19956, Jalan Industri 3/6  
Rawang Integrated Industrial Park  
48000 Rawang  
Selangor Darul Ehsan

30 April 2026

### DIRECTORS:

Tan Sri Dato' Nathan A/L Elumalay (*Executive Chairman/Group Managing Director*)

Narishnath A/L Nathan (*Executive Director/Deputy Group Managing Director*)

Nazariah Binti Ibrahim (*Independent Non-Executive Director*)

Dato' Gan Nyap Liou @ Gan Nyap Liow (*Independent Non-Executive Director*)

Dato' Azlan Bin Abu Rais @ A Rais Al Noah (*Independent Non-Executive Director*)

Narla Srinivasa Rao (*Executive Director*)

To: The Shareholders of the Company

Dear Sir/Madam,

### PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE

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#### 1 INTRODUCTION

At the Twenty-Second AGM of ECB held on 10 June 2025, the Company has obtained a mandate from its shareholders for ECB and ECB Group to enter into RRPTs with Related Parties in the ordinary course of business based on commercial terms that are not more favourable to the Related Parties than those generally available to the public and which are necessary for ECB Group's day-to-day operations. The authority conferred by the existing shareholders' mandate shall, in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming Twenty-Third AGM ("23rd AGM") unless authority for its renewal is obtained from the shareholders at the said AGM.

The Board had on 24 April 2026 announced the Company's intention to seek approval from its shareholders for the ordinary resolution in respect of the Proposed Renewal of Existing Shareholders' Mandate at the forthcoming 23rd AGM.

The purpose of this Circular is to provide you with details of the Proposed Renewal of Existing Shareholders' Mandate and to seek your approval for the ordinary resolution pertaining to the Proposed Renewal of Existing Shareholders' Mandate to be tabled at the forthcoming 23rd AGM.

**SHAREHOLDERS ARE ADVISED TO READ THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX HEREIN CAREFULLY BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE TO BE TABLED AT THE FORTHCOMING 23RD AGM.**

## 2 DETAILS OF THE PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE

### 2.1 Paragraph 10.09 of Chapter 10 and Paragraph 3.1.4 of Practice Note 12 of the Listing Requirements in relation to the RRPTs

Pursuant to Paragraph 10.09(2) of the Listing Requirements, the Company may seek shareholders' mandate in respect of RRPTs which are necessary for the day-to-day operations of the Group subject to the following:

- a) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Parties than those generally available to the public;
- b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the following threshold in relation to a listed issuer with a share capital of RM60.0 million and above:
  - i) the consideration, value of the assets, capital outlay or cost of the RRPTs is RM1.0 million or more; or
  - ii) the percentage ratio of such RRPTs is 1% or more,whichever is higher;
- c) issuance of a circular to shareholders for the shareholders' mandate by the Company, which includes the information as may be prescribed in the Listing Requirements, together with a checklist showing compliance with such information when submitting to the Exchange;
- d) in a meeting to obtain the shareholders' mandate, where it involves the interest of the Interested Directors, Interested Major Shareholders or Persons Connected with them, such Director or Major Shareholder must not vote on the resolution approving the transactions. The interested Director and/or interested Major Shareholder must ensure that Persons Connected with them will also abstain from voting on the resolution approving the transactions; and
- e) the Company must immediately announce to Bursa Securities when the actual value of a RRPT entered into by the Company exceeds the estimated value of the RRPT disclosed in the previous circular to shareholders by 10% or more, and must include the information as may be prescribed by the Exchange in its announcement.

In the ordinary course of our business, our Group has entered and is anticipated to enter into RRPTs with certain Related Parties. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

In compliance with Paragraph 10.09 of Chapter 10 of the Listing Requirements, the Company now proposes to seek the approval of its shareholders for the Proposed Renewal of Existing Shareholders' Mandate which will apply to the RRPTs as set out in Section 2.4. Such RRPTs will be subject to the review procedures as set out in Section 2.7.

### 2.2 Principal activities of the Group

The Company is principally engaged in the business of investment holding. As at LPD, the principal activities of the subsidiary companies are as follows:

Name	Country of incorporation	Principal activities
ECB Properties Sdn. Bhd. ("ECBPSB")	Malaysia	Real property and development.

Eversendai Construction (M) Sdn. Bhd. ("ECMSB")	Malaysia	Civil engineering and general contracting services.
Eversendai Construction Pvt Ltd	India	Engineering, design, detailing, steel fabrication, development of residential buildings and commercial complexes.
Eversendai Construction (S) Pte Ltd	Singapore	Building construction including major upgrading works.
Eversendai Engineering FZE	Sharjah, UAE	Steel fabrication and painting.
Eversendai Engineering (Pvt) Limited	Sri Lanka	Construction.
Eversendai Engineering Pte Ltd	Singapore	Mechanical, electrical, civil and general engineers and engineering consultants.
Eversendai Engineering LLC	Abu Dhabi, UAE	Building, steel structures and general contracting.
Eversendai Engineering LLC	Azerbaijan	Engineering, procurement, fabrication and construction services.
Eversendai Engineering (L.L.C.)	Dubai, UAE	Fabrication and erection of steel structures.
Eversendai Engineering Saudi LLC	Kingdom of Saudi Arabia	Steel construction contracts for buildings, steel construction works related to oil and gas fields. Industrial establishment building contracting, fireproofing and civil works.
Eversendai Engineering Qatar WLL	State of Qatar	Engineering, blasting, painting, fabrication, design and erection of mechanical and structural steel works.
Eversendai Engineering Sdn. Bhd. ("EESB")	Malaysia	Engineering, fabrication, design and erection of mechanical and structural steel works.
Eversendai Offshore RMC FZE	Ras Al Khaimah, UAE	Manufacturing and construction of oil and gas field equipment, oil and gas facility, sea platforms and rigs, structural steel, pressure vessels and other related activities.
Eversendai Offshore Sdn Bhd	Malaysia	Engineering, procurement, fabrication and construction services for the oil and gas industry.
EVS Construction LLC	Dubai, UAE	Engineering and contracting services.
Eversendai Construction WLL Kuwait	Kuwait	Engineering, procurement, fabrication, and construction services.
Eversendai Resources Sdn Bhd	Malaysia	General contracting services, housing and property development, building products and materials.
Vahana Construction. M (SARL)	Kingdom of Morocco	Construction, steel structure, infrastructure and oil and gas industry works.
Eversendai Mega Structure FZ-LLC	Ras Al Khaimah, UAE	Construction, metal structure installation, structural steel manufacturing
Eversendai Construction Limited	Kingdom of Saudi Arabia	Construction of buildings, utility projects, construction related to civil engineering projects, completion and finishing buildings, other specialised construction activities

### 2.3 Classes and details of the related parties

The Proposal will apply on the following classes of Related Parties:

- Interested Directors;
- Major Shareholders; and
- Persons Connected to Directors or Major Shareholders.

Details of the related parties are as follows:

- i) Vahana Holdings Sdn Bhd ("VHSB"), the major shareholder of ECB with total direct equity interest of 70.43%. Tan Sri Dato' Nathan A/L Elumalay ("TSDNE") is the major shareholder of VHSB;

- ii) TSDNE, the Executive Chairman and Group Managing Director of ECB, is deemed as a Major Shareholder of ECB with total indirect equity interest of 70.43% via VHSB;
- iii) Vahana Offshore (M) Sdn Bhd (“VOSB”) is an investment holding in property and shares, and also a wholly owned subsidiary of VHSB; and
- iv) Narishnath A/L Nathan, is a Director of ECB and VHSB, and the son of TSDNE.

#### 2.4 Nature of RRPT contemplated under the Proposal

	Related parties	Nature of RRPT with ECB Group	Interested Directors / Major Shareholders / Person Connected to them	Actual value from 10 June 2025 (date of last AGM) to 24 April 2026 (latest practicable date)	Estimated value from 10 June 2025 (date of last AGM) to the date of forthcoming 23rd AGM	Estimated value from forthcoming 23rd AGM and the date of next AGM
<b>A. Proposed Renewal of Existing Shareholders' Mandate</b>						
1.	TSDNE	Rental of one property to EVS Dubai for office	TSDNE	RM1,303,012@	RM1,487,400@	RM1,750,000@
2.	TSDNE	Rental of one property to EVORF for office	TSDNE	RM1,326,869@	RM1,514,633@	RM1,750,000@
3	VOSB	EVORF provides services for engineering, procurement and fabrication of oil & gas equipment and platform to VOSB	TSDNE, Narishnath A/L Nathan	RM31,864,677	RM37,592,376	RM250million
4	TSDNE	Rental of properties to EVS Sharjah for staff accommodation	TSDNE	RM203,037#	RM231,769#	RM250,000#

@ The lease is renewable 5-yearly and payable on a quarterly basis

# The lease is renewable annually and payable on an annually basis

#### 2.5 Validity Period

The Proposed Renewal of Existing Shareholders' Mandate will, if approved by the shareholders at the forthcoming 23rd AGM, be subject to annual renewal and shall only continue to be in force until:

- a) the conclusion of the next AGM of the Company following the forthcoming 23rd AGM at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the next AGM, the authority is renewed;

- b) the expiration of the period within which the next AGM after the forthcoming 23rd AGM is required to be held pursuant to Section 340(2) of the Act (but which shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- c) it is revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is earlier.

## **2.6 Outstanding Amount Due under the RRPT**

There is no outstanding amount due and owing to the Group by its Related Parties under the RRPT which has exceeded the credit term as at LPD. As such, the disclosures required under Paragraphs 16A and 16B in Annexure PN12-A of the Listing Requirements are not applicable.

## **2.7 Guidelines and Review Procedures for RRPT(s)**

ECB Group has established the following review procedures to ensure that the RRPTs are conducted at arm's length and on normal commercial terms consistent with the Group's usual business practices and policies, are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the interests of the minority shareholders:

- a) The terms of any transaction proposed to be entered into between the Company or any of its subsidiaries involving the interest of a Related Party will be submitted to the Senior Management and Group Managing Director of the Company for review, if the transaction is involving the Group Managing Director, the said transaction will be forwarded to the Audit Committee for review;
- b) Wherever practicable and/or feasible, at least two (2) other contemporaneous transactions with unrelated third party for similar products/services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the Related Party are fair and reasonable and comparable to those offered to/by other unrelated third party for the same or substantially similar type of products/services and/or quantities;
- c) In the event that quotation or comparative pricing from unrelated third party cannot be obtained (for instance, if there are no unrelated third party vendors/customers of similar products or services, or if the product/service is a proprietary item), the transaction price will be determined by those offered by/or other unrelated party for substantially similar type of transactions and approved by the Board to ensure that the RRPT are not detrimental to ECB Group;
- d) Information on Related Party of the Group, and guidelines and review procedures for RRPT are available to all the companies in the Group. Any update of information and/or revision in guidelines and procedures will continue to be disseminated from time to time, for their reference. This is to ensure that all transactions with Related Party are undertaken in arm's length basis and on normal commercial terms which are not or will not be more favourable to the Related Party than those generally available to the public;
- e) The Senior Management will determine whether the transaction is recurrent in nature. If it is concluded that a related party transaction is recurrent and is undertaken on an arm's length basis and is in line with ECB Group's normal commercial terms and on terms not more favourable to the Related Party than those generally available to the public, the Senior Management will forward their recommendation to the Group Managing Director;
- f) With the concurrence of the Group Managing Director, the recommendation will be submitted to the Audit Committee;

- g) The Audit Committee will review the recommendation and report the same to the Board for its decision;
- h) A register will be maintained by the Company to record all RRPT;
- i) The Audit Committee shall review the internal audit reports to ascertain that the guidelines and procedures established to monitor RRPT have been complied with and the review may be done together with the review of the quarterly results;
- j) The Board and the Audit Committee shall review the adequacy and appropriateness of the procedures as and when required, with the authority to sub-delegate to individuals or committees within the Company as they deem appropriate; and
- k) If a member of the Board or the Audit Committee has an interest in a RRPT to be reviewed by the Board and/or the Audit Committee, he or she will abstain from any decision making by the Board or the Audit Committee as the case may be, in respect of such transaction and continue to abstain from shareholders' voting on the resolution, if they are also shareholders of the Company.

## **2.8 Disclosure in Annual Report 2025**

In accordance with Section 3.1.5 of Practice Note No. 12 of the Listing Requirements, disclosures will be made in the Company's annual report of the actual breakdown of the aggregate value of RRPTs conducted pursuant to the shareholders' mandate for RRPT during the financial year, amongst others, based on the following information:-

- a) the type of RRPT; and
- b) the names of the Related Parties involved in each type of the transactions made and their relationship with the Company.

Disclosure will also be made in the Company's annual reports for subsequent financial years during which the mandate remains in force.

## **2.9 Thresholds for Approval of RRPTs**

There are no specific thresholds for approval of RRPTs within ECB Group. All RRPTs are subject to review and approval by Senior Management and/or the Group Managing Director, provided that such approving authority has no interest (direct or indirect) in the transaction. The transactions are subsequently approved by the Board in accordance with the shareholders' mandate obtained at a general meeting.

Where any Director has an interest (direct or indirect) in a transaction, the said Director shall abstain from deliberation and voting on the particular resolution approving the transaction.

If it is determined that the guidelines and review procedures stated in Section 2.7 of this Circular are inadequate to ensure that:

- a) the RRPT are conducted at 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
- b) such transactions are not detrimental to the interests of the minority shareholders of the Company or prejudicial to the interests of the shareholders,

the Company will seek for a fresh mandate from its shareholders.

### **3 STATEMENTS BY THE AUDIT COMMITTEE**

The Audit Committee having seen and reviewed the procedures as mentioned in Section 2.7, is of the view that the said procedures are sufficient to ensure that the RRPTs shall be transacted on terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of ECB. None of the members of the Audit Committee is interested in any RRPT.

The Audit Committee is also of the view that ECB Group has in place adequate procedures and processes to monitor, track and identify the RRPTs in a timely and orderly manner. The Audit Committee performed quarterly reviews of the existing procedures and processes to ascertain that they have been complied with.

### **3 RATIONALES**

The RRPTs entered into and/or to be entered into by the Group are recurrent transactions of a revenue and/or trading nature conducted in the ordinary course of business and which are likely to occur with some degree of frequency and arise at any time and from time to time.

These transactions may be constrained by their time-sensitive nature and confidentiality, and it may be impractical to seek shareholders' approval on a case-by-case basis before entering into such RRPTs. As such, the Board is seeking shareholders' mandate to allow the Group to enter into such RRPTs made on an arm's length basis and on normal commercial terms, and which are, in the Board's opinion, not prejudicial to the interests of the shareholders and are on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders.

By obtaining the shareholders' approval for the RRPTs and the renewal of the same on an annual basis, the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such RRPTs occur would not arise. This would in turn reduce substantial administrative time, inconvenience and expenses associated therewith and allow manpower resources and time to be channelled towards attaining other corporate objectives without compromising the corporate objectives of the Group or adversely affecting the business opportunities available to the Group.

The RRPTs will also enhance the Group's ability to pursue additional business opportunities, which may be time-sensitive in nature.

### **4 EFFECTS**

The Proposed Renewal of Existing Shareholders' Mandate will not have impact on the share capital and shareholding structure of the Company, dividend, gearing, consolidated net assets or earning per share and the shareholdings of the Directors and Major Shareholders.

### **5 APPROVALS REQUIRED**

The Proposed Renewal of Existing Shareholders' Mandate is subject to the approval of the shareholders of ECB at the forthcoming 23rd AGM to be convened or at any adjournment thereof. Save for the approval of the shareholders of ECB, there are no other approvals required.

### **6 INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM**

Save as disclosed below, none of the other Directors and/or Major Shareholders of the Company and/or Persons Connected to such other Directors and/or Major Shareholders has any interest, whether direct or indirect, in the Proposed Renewal of Existing Shareholders' Mandate.

As at LPD, the direct and indirect interests of all interested Directors and interested Major Shareholders and Persons Connected to such other Directors and/or Major Shareholders in respect of the Proposed Renewal of Existing Shareholders' Mandate are as follows:

Interested Parties	No. of ordinary shares as at LPD			
	Direct	%	Indirect	%
<b>Interested Director:</b> Tan Sri Dato' Nathan A/L Elumalay Narishnath A/L Nathan	- -	- -	550,409,760 <sup>(1)</sup> -	70.43 -
<b>Interested Major Shareholder:</b> Vahana Holdings Sdn. Bhd.	550,409,760	70.43		
<b>Interested Persons Connected to Directors and/or Major Shareholders:</b>	-	-	-	-

Notes:

<sup>(1)</sup> Deemed interest by virtue of his interest in Vahana Holdings Sdn. Bhd. pursuant to Section 8 of the Companies Act 2016.

Tan Sri Dato' Nathan A/L Elumalay and Vahana Holdings Sdn. Bhd., being the Interested Director and Interested Major Shareholder of the Company respectively, and Narishnath A/L Nathan, being a Director of the Company and the son of Tan Sri Dato' Nathan A/L Elumalay, are deemed to be interested in the Proposed Renewal of Existing Shareholders' Mandate by virtue of their directorships and/or shareholdings in the Company and/or the relevant transacting Related Parties.

Accordingly, the Interested Directors have abstained and will continue to abstain from deliberating and voting at the relevant Board and/or Board Committee meetings of the Company in relation to the Proposed Renewal of Existing Shareholders' Mandate. The Interested Directors and Interested Shareholder will also abstain from voting in respect of their direct and/or indirect shareholdings, if any, at the forthcoming general meeting of the Company on the resolutions pertaining to the Proposed Renewal of Existing Shareholders' Mandate.

The Interested Directors and/or Interested Major Shareholders have also undertaken to ensure that persons connected to them will abstain from voting on the relevant resolutions in respect of the Proposed Renewal of Existing Shareholders' Mandate.

## 7 DIRECTORS' RECOMMENDATION

The Board (save and except for the Interested Directors who have abstained and will continue to abstain from making any opinion and/or recommendation in respect of the Proposed Renewal of Existing Shareholders' Mandate) having considered all aspects of the Proposed Renewal of Existing Shareholders' Mandate, is of the opinion that the Proposed Renewal of Existing Shareholders' Mandate is in the best interest of ECB Group and accordingly, recommend that you vote in favour of the ordinary resolution pertaining to the Proposed Renewal of Existing Shareholders' Mandate to be tabled at the forthcoming 23rd AGM.

## 8 23RD AGM

The ordinary resolution pertaining to the Proposed Renewal of Existing Shareholders' Mandate is set out as special business in the notice of AGM contained in the 2025 Annual Report of the Company, which is available on the Company's website at <https://www.eversendai.com>

The 23rd AGM will be held fully physical at Function Room 2, 1st Floor, Main Lobby, Kuala Lumpur Golf & Country Club (KLGCC), No. 10, Jalan 1/70D, Off Jalan Bukit Kiara, 60000 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur on Monday, 8 June 2026 at 2.30 p.m.

If you are unable to attend and vote in person at the 23rd AGM, you may appoint a proxy to attend and vote on your behalf by completing, signing and returning the enclosed Proxy Form in accordance with the instructions contained therein as soon as possible, so as to arrive at DVOTE SERVICES SDN. BHD. Lot 9-7, Menara Sentral Vista, No. 150, Jalan Sultan Abdul Samad, Brickfields, 50470 Kuala Lumpur, or electronically lodged by email to [dvoteservice@gmail.com](mailto:dvoteservice@gmail.com), not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof.

The completion and lodgement of the Proxy Form will not preclude you from attending and voting in person at the 23rd AGM should you subsequently wish to do so.

## **9 FURTHER INFORMATION**

Shareholders are advised to refer to the enclosed Appendix I for further information.

Yours faithfully  
For and on behalf of the Board of  
**EVERSENDAI CORPORATION BERHAD**

**NAZARIAH BINTI IBRAHIM**  
Independent Non-Executive Director

## APPENDIX I

### FURTHER INFORMATION

#### 1 DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board of ECB who collectively and individually accept full responsibility for the accuracy of the information contained in this Circular and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements or other facts, the omission of which would make any statement misleading in this Circular.

#### 2 MATERIAL CONTRACT

Neither ECB nor its subsidiaries have entered into any contracts which are or may be material during the last two (2) years preceding the date of this Circular, other than the contracts entered into in the ordinary course of business.

#### 3 MATERIAL LITIGATION, CLAIMS OR ARBITRATION

As at the date of this Circular, neither ECB nor any of its subsidiaries is engaged in any material litigation, claims and/or arbitration, either as plaintiff or defendant, and the Board of ECB have no knowledge of any proceedings, pending or threatened against ECB Group, or of any fact likely to give rise to any proceedings, which may materially and adversely affect the financial position or business of ECB Group.

#### 4 DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available for inspection at the registered office of the Company at Lot 19956, Jalan Industri 3/6, Rawang Integrated Industrial Park, 48000 Rawang, Selangor Darul Ehsan during normal business hours from Monday to Friday (except public holiday) from the date of this Circular up to and including the date of the 23rd AGM:

- a) Constitution of ECB; and
- b) Audited financial statements of ECB for the past two (2) financial years ended 31 December 2024 and 31 December 2025.

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