

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 adviser immediately.

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

Under Practice Note 18 of the Main Market Listing Requirements, Bursa Malaysia Securities Berhad has not perused the Proposed Amendments to Articles of Association of the Company before issuance as they fall under the category of Exempt Circulars.

EVERSENDI

EVERSENDI CORPORATION BERHAD

(Company No. 614060-A)

(Incorporated in Malaysia under the Companies Act, 1965)

CIRCULAR TO SHAREHOLDERS in relation to

1. PROPOSED SHAREHOLDERS' RATIFICATION AND MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE
2. PROPOSED APPROVAL AND ADOPTION OF THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

(hereinafter referred to as the "Proposals").

The above Proposals will be tabled as Special Business at the Company's Ninth Annual General Meeting ("9th AGM") to be held on Tuesday, 19 June 2012. The Notice of 9th AGM together with the Proxy Form, are set out in the Company's Annual Report for the financial year ended 31 December 2011 ("Annual Report 2011"). The Proxy Form must be completed and deposited at the office of the Company's Share Registrar, Symphony Share Registrars Sdn Bhd (378993-D) at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time fixed for the 9th AGM or at any adjournment thereof. The lodging of the Proxy Form will not preclude you from attending and voting in person at the 9th AGM should you subsequently decide to do so.

Last date and time for lodging the Proxy Form
Date and time of 9th AGM
Venue of 9th AGM

Sunday, 17 June 2012 at 10.00 a.m.
Tuesday, 19 June 2012 at 10.00 a.m.
Mahkota III Ballroom,
Hotel Istana Kuala Lumpur City Centre,
73 Jalan Raja Chulan,
50200 Kuala Lumpur.

This Circular is dated 25 May 2012

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:

“Act”	:	Companies Act, 1965, as amended from time to time and any re-enactment thereof
“AGM”	:	Annual General Meeting
“Board”	:	Board of Directors of ECB
“Bursa Securities” or “Exchange”	:	Bursa Malaysia Securities Berhad
“CMSA”	:	Capital Markets and Services Act 2007, as amended from time to time and any re-enactment thereof
“DAKN”	:	Dato’ Nathan a/l Elumalay
“Director”	:	Shall have the meaning given in Section 4 of the Act and Section 2(1) of the CMSA. For purposes of the RRPT Mandate, includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a Director or Chief Executive of ECB, its subsidiary or holding company
“ECB” or “Company”	:	Eversendai Corporation Berhad
“ECB Group” or “Group”	:	ECB and its subsidiaries
“EV Abu Dhabi”	:	Eversendai Engineering LLC incorporated in Abu Dhabi, UAE
“EV Dubai”	:	Eversendai Engineering LLC incorporated in Dubai, UAE
“EV India”	:	Eversendai Construction Private Limited incorporated in India
“EV Qatar”	:	Eversendai Engineering Qatar WLL incorporated in Qatar
“EV Saudi”	:	Eversendai Engineering Saudi LLC incorporated in Saudi Arabia
“EV Sharjah”	:	Eversendai Engineering FZE incorporated in Sharjah UAE
“EV Singapore”	:	Eversendai Construction (S) Pte Ltd incorporated in Singapore
“EVSC”	:	EVS Construction LLC incorporated in Dubai, UAE
“Interested Related Parties”	:	Related Parties who are deemed to be interested in the Recurrent RPTs
“Listing Requirements” or “MMLR”	:	Bursa Securities Main Market Listing Requirements, as amended or modified from time to time

“Major Shareholder”	: A person (which includes a person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon) 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 :- (a) 10% or more of the aggregate of the nominal amounts of all the voting Shares in the Company; or (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. "Interest in shares" shall have the meaning given in Section 6A of the Act
“Proposals”	: The Proposed Shareholders’ Ratification and Mandate for RRPT and the Proposed Approval and Adoption of the Amendments to the Articles of Association of the Company
“QIG”	: Qatari Investors Group Industrial Special Purpose Company
“Related Parties”	: Director(s), Major Shareholder(s) or person(s) connected with such Director(s) or Major Shareholder(s)
“Related Party Transactions” or “RPTs”	: Transactions with Related Parties
“RRPTs”	: RPTs which are recurrent, of a revenue or trading nature and which are necessary for day-to-day operations of ECB Group
“RRPT Mandate”	: Shareholders’ Ratification and Mandate for Recurrent RPTs of ECB Group
“SEVM”	: Shineversendai Engineering (M) Sdn. Bhd. incorporated in Malaysia

CONTENTS

LETTER TO SHAREHOLDERS		PAGE
A	INTRODUCTION	1
1	RRPT RATIFICATION AND MANDATE	
1.1	MMLR	2
1.2	DETAILS OF RRPT MANDATE	2
1.3	RATIONALE FOR RRPT MANDATE	6
1.4	FINANCIAL EFFECTS OF RRPT MANDATE	6
1.5	APPROVAL REQUIRED	6
2	PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY	7
2.1	DETAILS OF PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION	7
2.2	RATIONALE FOR THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION	8
B	INTERESTS OF INTERESTED RELATED PARTIES	9
C	DIRECTORS' RECOMMENDATION	9
D	FURTHER INFORMATION	9

APPENDICES

APPENDIX I	EXTRACT OF RESOLUTION Proposed Shareholders' Ratification and Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature	10
APPENDIX II	EXTRACT OF RESOLUTION Proposed Amendments to the Articles of Association of the Company	11
APPENDIX III	FURTHER INFORMATION	12

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

DIRECTORS:

Dato' Nathan a/l Elumalay (Executive Chairman and Group Managing Director)
Mohammad Nizar Bin Idris (Senior Independent Non-Executive Director)
Tan Sri Rastam Bin Mohd Isa (Independent Non-Executive Director)
Datuk Ng Seing Liong JP (Independent Non-Executive Director)
Nadarajan Rohan Raj (Executive Director)
Narla Srinivasa Rao (Executive Director)
S Sunthara Moorthy a/l S Subramaniam (Executive Director)
Narishnath a/l Nathan (Executive Director)

To: The Shareholders of the Company

Dear Sir/Madam,

- 1. RRPT MANDATE**
 - 2. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**
-

A INTRODUCTION

On 24 May 2012, the Board announced the Company's intention to seek for the following:

1. the RRPT mandate; and
2. the shareholders' approval and adoption of the Articles of Association of the Company

(hereinafter referred to as the "Proposals").

In respect of the RRPT Mandate, Bursa Securities had vide its letter dated 1 July 2011 granted the Company an extension of time from 1 July 2011 (the date of listing of the Company's shares in the Main Market of Bursa Securities) to the forthcoming AGM to obtain its shareholders' ratification for RRPTs entered or to be entered into by ECB Group.

The Company had disclosed the RRPTs in the Prospectus dated 15 June 2011.

The purpose of this Circular is to provide you with relevant information of the Proposals and to seek your approval for the resolutions pertaining to the Proposals to be tabled at the forthcoming AGM. The Notice of AGM is set out in the Annual Report 2011. The extract of the resolution of each of the Proposals are enclosed together with this Circular.

1 RRPT RATIFICATION AND MANDATE

1.1 MMLR

Paragraph 10.09 of the MMLR and Practice Note No. 12 ('PN12') allow a listed issuer to seek ratification and mandate from shareholders for recurrent related party transactions of a revenue or trading nature subject to the following:

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party 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 threshold below in relation to a listed issuer with an issued and paid-up capital of RM60 million and above:
 - (i) the consideration, value of the assets, capital outlay or cost of the aggregated transactions is RM1 million or more; or
 - (ii) the percentage ratio of such aggregated transactions is 1% or more,whichever is higher;
- (c) the listed issuer to issue circular to shareholders for the shareholders' mandate;
- (d) in a meeting to obtain the shareholders' mandate, the interested director, interested major shareholder or interested person connected with a director or major shareholder; and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder, must not vote on the resolution to approve the transactions. An interested director or interested major shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions; and
- (e) an immediate announcement is made to Bursa Securities when the actual value of a recurrent related party transaction entered into by the listed issuer, exceeds the estimated value of the recurrent related party transaction disclosed in the circular by 10% or more and the announcement must include the information as may be prescribed by Bursa Securities.

1.2 DETAILS OF RRPT MANDATE

ECB is an investment holding company and the principal activities of its subsidiaries are as follows:

Name	Date of Incorporation	Equity/Profit Sharing Interest	Principal Activities
		%	
EV Abu Dhabi	5 July 2009	49.00/ 100.00	Contractor for buildings, industrial establishments and steel structure
EV Dubai	19 May 1996	49.00/ 100.00	Metal parts fixtures contracting, steel fabrication and welding workshop and steel structure contracting
EV India	14 August 2009	100.00/ 100.00	Business of builders, contractors and engineers etc.

1.2 DETAILS OF RRPT MANDATE (CONT'D.)

Name	Date of Incorporation	Equity/Profit Sharing Interest	Principal Activities
		%	
EV Qatar	22 June 2005	49.00/ 70.00	Engineering, blasting, painting, fabrication, design and erection of mechanical and structure steelwork
EV Saudi	4 April 2011	100.00/ 100.00	Steel construction for all kinds of buildings, steel construction works related to oil and gas fields, industrial establishments building contracting, fire proofing applications and civil works
EV Sharjah	5 July 2005	100.00/ 100.00	Steel fabrication and painting
EV Singapore	14 January 2010	100.00/ 100.00	General contractors and general building engineering services
EVSC	10 May 2006	49.00/ 100.00	Engineering and contracting services
SEVM	21 August 1993	99.99/ 99.99	Engineering, fabrication, design and erection of mechanical structural works

It is envisaged that in the normal course of the Group's businesses, RRPTs between ECB Group and the Related Parties are likely to occur, and which are necessary for its day-to-day operations.

In this respect, the Directors are seeking approval from shareholders to ratify the past RRPT's between ECB Group and the Related Parties (as described in Section 1.2.1) from 1 July 2011, i.e. the date of listing of ECB on the Main Market of Bursa Securities to the forthcoming AGM provided such transactions are made at arms' length, on ECB Group's normal commercial terms and 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 of ECB.

The RRPT Mandate is subject to annual renewal. In this respect, authority conferred by the RRPT Mandate shall take effect on 19 June 2012 being the date of the 9th AGM and shall continue in force (unless revoked or varied by the Company in general meeting) until the conclusion of the next AGM of the Company; or the date by which the next AGM is required by law to be held, whichever is earlier.

1.2 DETAILS OF RRPT MANDATE (CONT'D.)

1.2.1 Nature of RRPTs, Classes of Related Parties and Estimated Aggregate Value

No.	Related Parties	Nature of RRPTs with ECB Group	Interested Directors/Major Shareholders and/or Persons connected to them	Actual Value from 1 July 2011 (date of Listing) to 30 April 2012 (latest practicable date)	Estimated Value from 1 July 2011 (date of Listing) to the date of forthcoming AGM	For the period between the date of the forthcoming AGM and the date of next AGM *
1.	DAKN	Personal Guarantee provided by DAKN for credit facilities given to the Group	DAKN	RM 1,452,365,000	RM 1,500,000,000	RM 2,000,000,000
2.	Narishnath Nathan and Kaliyappan Saravanan (directors of EV India)	Personal Guarantee provided by Narishnath Nathan and Kaliyappan Saravanan for credit facilities given to EV India	Narishnath Nathan and Kaliyappan Saravanan	RM 5,678,430	RM 6,000,000	RM 30,000,000
3.	QIG	Lease of labour quarters located at Industrial Area Zone 57 by EV Qatar from QIG payable on monthly basis **	QIG (Substantial shareholder of EV Qatar)	RM 1,134,875	RM 1,350,000	RM 2,000,000
4.	Govindan Subramanian and Deivanai Subramanian	Rental of office at #620, 14 th Cross, 8 th 'A' Main, ISRO Layout, Bangalore, India by EV India payable on monthly basis ***	Kaliyappan Saravanan (director of EV India)	RM 15,389	RM 20,000	RM 30,000
5.	DAKN	Rental of properties by DAKN to EV Dubai payable on annually@/monthly@/basis **	DAKN	RM 136,601@ -	RM 160,000@ -	RM 250,000@ RM 1,350,000@@

* The values are estimates for the period from the forthcoming AGM to the next AGM, expected to be held in the month of June 2013 and may vary.

** The lease is renewable on an annual basis.

*** The lease is renewable on a 11-month basis.

1.2 DETAILS OF RRPT MANDATE (CONT'D.)

1.2.2 Review and Disclosure Procedures

ECB Group has established methods and 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 to the detriment of the minority shareholders.

There is no specific threshold for approval of Recurrent Related Party Transactions within the Group. All the RRPTs are reviewed and recommended by senior management staff to the Audit Committee ("AC") for approval before it is put forward to shareholders.

The Related Parties and Interested Directors will be notified of the methods and/or procedures of the ECB Group.

List of Related Parties and records of RRPTs will be retained and compiled by the Chief Financial Officer for submission to the Independent Auditors and AC. The AC will review the RRPTs at the quarterly AC meeting. If a member of the Board and/or AC has an interest (direct or indirect), as the case may be, the Director concerned shall abstain from deliberation and voting in respect of the RRPTs.

The AC will also review the mechanism and procedure in obtaining the price comparison at least once in a year to ensure that RRPT is not detrimental to the minority and in the best interest of the Group.

Wherever practicable and/or feasible, at least 2 other contemporaneous transactions from unrelated third parties for similar products and/or services and/or quantities will be used as comparison for determining whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by unrelated third parties. In the event that quotations or comparative pricing from unrelated parties cannot be obtained, the transaction price will be determined by the Management based on that offered by/to other unrelated parties for the similar type of transaction to ensure that the RRPTs are not detrimental to the Group.

The annual internal audit plan incorporates a review of ECB Group's reporting system and procedures on RRPTs to ascertain that the establishment guidelines and procedures to monitor RRPTs have been complied.

1.2.3 Audit Committee Statement

The AC is of the opinion that the procedures mentioned in Section 1.2.2 are sufficient:

- (a) to monitor, track and identify RRPTs on a timely and orderly manner; and
- (b) to ensure that RRPTs 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.

The AC would review the procedures mentioned in Section 1.2.2 on a quarterly basis.

1.2 DETAILS OF RRPT MANDATE (CONT'D.)

1.2.4 Disclosure

The Company has disclosed the details of RRPTs conducted during the financial year ended 31 December 2011 in its Annual Report 2011 in accordance with Section 3.1.5 of PN12.

Disclosure of the same will be made in the annual report of the Company for the next financial year during which the RRPT Mandate is in force, providing among others, the following information:

- (a) type of RRPTs; and
- (b) names of Related Parties involved in each type of RRPTs and their relationships with the Company.

1.2.5 Due and Owing by Related Party

There are no outstanding amounts due and owing by any Related Party in respect of RRPTs which exceeded the credit term as at the financial year ended 31 December 2011.

1.3 RATIONALE FOR RRPT MANDATE

The RRPTs are carried out in the ordinary course of business and intended to meet the business needs of the Group on the best possible terms. They are recurring transactions of a revenue or a trading nature which are likely to occur with some degree of frequency. These RRPTs may be time sensitive by nature, making it impractical to seek shareholders' approval on a case by case basis before entering into such RPTs. As such, the Board is seeking the RRPT Mandate under Paragraph 10.09 of the MMLR for these Recurrent RPTs so as to facilitate the efficiency with which these transactions are carried out.

By obtaining the RRPT Mandate and renewal of the same on an annual basis, the necessity to announce and/or convene separate general meetings to seek shareholders' approval as and when such RRPTs occur would not arise. This would substantially reduce administrative time and expenses associated with the convening of general meetings on an ad hoc basis, without compromising the corporate objectives of the Group or adversely affecting the business opportunities available therein.

The RRPTs to be entered into by the Group as detailed in Section 1.2.1 are anticipated to continue to derive income and/or to meet the Group's business needs on good terms and in the long term interests of the Group.

1.4 FINANCIAL EFFECTS OF RRPT MANDATE

The RRPT Mandate is not expected to have any effect on the issued and paid-up share capital, net tangible assets, earnings and shareholding structure of the Company.

1.5 APPROVAL REQUIRED

The RRPT Mandate is subject to the approval of shareholders at the forthcoming AGM.

2. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

2.1 DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The existing Articles in the Company's Articles of Association to be amended as follows:-

Article	Existing Article	Proposed article	Listing Requirements
2	No provision	'Exempt Authorised Nominee': An authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of Subsection 25A(1) of SICDA.	Paragraph 7.21
2	No provision	'Share Issuance Scheme': A scheme involving a new issuance of shares to the employees.	Paragraph 7.03
16(2)	No Director shall participate in a share scheme for employees unless the Members in general meeting have approved the specific allotment to such Director;	No Director shall participate in a Share Issuance Scheme unless the Members in general meeting have approved the specific allotment to such Director;	Paragraph 7.03
81	In every notice calling a general meeting, there shall appear with reasonable prominence a statement that a Member is entitled to appoint up to two (2) proxies to attend and vote in his place, that a proxy may but need not be a Member and the provisions of Section 149(1)(b) of the Act shall not apply to the Company and that if a Member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.	In every notice calling a general meeting, there shall appear with reasonable prominence a statement that a Member entitled to attend and vote at a meeting of a company, or at a meeting of any class of members of the company, shall be entitled to appoint any person as his proxy to attend and vote in place of the member at a meeting. There shall be no restriction as to the qualification of the proxy. A proxy may but need not be a Member and the provisions of Section 149(1)(b) of the Act shall not apply to the Company and that if a Member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.	Paragraph 7.21(A)

2. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

2.1 DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (CONT'D.)

Article	Existing Article	Proposed article	Listing Requirements
101(1)	A Member may appoint up to two (2) proxies to attend on the same occasion. A proxy may but need not be a Member of the Company. If the proxy is not a Member, the proxy need not be an advocate, an approved company auditor or a person approved by the Commission. If a Member appoints up to two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his holding to be represented by each proxy.	A Member entitled to attend and vote at a meeting of a company, or at a meeting of any class of members of the company, shall be entitled to appoint any person as his proxy to attend and vote instead of the Member at a meeting. There shall be no restriction as to the qualification of the proxy. If the proxy is not a Member, the proxy need not be an advocate, an approved company auditor or a person approved by the Commission. If a Member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his holding to be represented by each proxy. A proxy appointed to attend and vote at a meeting shall have the same rights as the member to speak at the meeting.	Paragraph 7.21(A)
101(2)	Where a Member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.	Where a Member 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.	Paragraph 7.21

2.2 RATIONALE FOR THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Proposed Amendments to the Articles of Association are to comply with the amendments made to Chapter 7 of the Listing Requirements in relation to the following:-

- (a) Appointment of multiple proxies by an exempt authorised nominee;
- (b) Qualification of proxy; and
- (c) Rights of proxy to speak.

B INTERESTS OF INTERESTED RELATED PARTIES

Details of the direct and indirect shareholdings of our interested Directors, interested Major Shareholders and interested persons connected to them are set out in the table below.

Save as disclosed below, there are no other Directors, Major Shareholders and persons connected to them who have any interests, direct or indirect, in the Proposals.

Our interested Directors have abstained and will continue to abstain from deliberating and voting in respect of the relevant RRPTs under the Proposals involving their interests and/or interests of persons connected to them, at our relevant Board meetings. In addition, our interested Directors will abstain from voting in respect of their direct and indirect shareholdings in our Company at our forthcoming AGM on the relevant resolutions to approve RRPTs involving their interests and/or interests of persons connected to them.

Further, our interested Directors and interested Major Shareholders have undertaken to ensure that persons connected to them will abstain from voting on the relevant resolutions in respect of the Proposals at our forthcoming AGM, in which they and/or persons connected to them have interests.

INTERESTED RELATED PARTIES	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
DAKN	541,809,920	70.00	-	-
Narishnath Nathan	1,640,020	0.21	-	-
Kaliyappan Saravanan	150,000	0.02	-	-

C DIRECTORS' RECOMMENDATION

The Directors (save for Interested Directors), having considered all aspects of the RRPT Mandate, are of the opinion that the RRPT Mandate is in the best interest of ECB and accordingly, the Board (save for Interested Directors who has abstained from making any recommendations) recommend that you vote in favour of the ordinary resolution pertaining to the RRPT Mandate to be tabled at the forthcoming AGM.

The Directors, having considered all aspects of the Proposed Amendments to the Articles of Association of the Company, are of the opinion that the Proposed Amendments to the Article of Association is to comply with the Bursa Malaysia Securities Berhad Main Market Listing Requirements. Accordingly, the Directors recommend that the shareholders of the Company to vote in favour of the resolution pertaining to the Proposed Amendments to the Articles of Association to be tabled at the forthcoming AGM.

D FURTHER INFORMATION

Shareholders are advised to refer to the attached Appendices for further information.

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

DATUK NG SEING LIONG JP
INDEPENDENT NON-EXECUTIVE DIRECTOR

APPENDIX I

EXTRACT OF RESOLUTION

Proposed Shareholders' Ratification and Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

"THAT all the recurrent related party transactions of a revenue or trading nature entered into by the Company and its subsidiaries ("the Group") with the related parties, as detailed in Section 1.2 of the Circular to Shareholders dated 25 May 2012 which is necessary for its day-to-day operations and/or in the ordinary course of business of the Company and its subsidiaries on terms not more favourable to the related parties than those generally available to the public and not detrimental to the minority shareholders of the Company, from 1 July 2011 (the date of listing of the Company's shares on the Main Market of Bursa Malaysia Securities Berhad) to the date of the Company's Annual General Meeting ("AGM") be and is hereby approved and ratified;

AND FURTHER THAT, subject to the provisions of Bursa Malaysia Securities Berhad's Main Market Listing Requirements, approval be and is hereby given for the Group, to enter into recurrent related party transactions of a revenue or trading nature with the related parties ("Proposed RRPT Mandate") as specified in Section 1.2 of the Circular to shareholders dated 25 May 2012 which is necessary for its day-to-day operations and/or in the ordinary course of business of the Company and its subsidiaries on terms not more favourable to the related parties than those generally available to the public and not detrimental to the minority shareholders of the Company and that such mandate shall continue to be in force until:

- (a) the conclusion of the next AGM of the Company following the AGM at which the ordinary resolution for the Proposed RRPT Mandate will be passed, at which time it will lapse, unless by a resolution passed at a general meeting, the authority is renewed;
- (b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- (c) revoked or varied by resolution passed by the shareholders at a general meeting;

whichever is the earlier;

AND FURTHER THAT authority be and is hereby given to the Directors of the Company and its subsidiaries to complete and do all such acts and things (including executing such documents as may be required) to give effect to such transactions as authorised by the Ordinary Resolution."

APPENDIX II

EXTRACT OF RESOLUTION

Proposed Amendments to the Articles of Association of the Company

“THAT the amendments to the Articles of Association of the Company as set out in Section 2.1 of the Circular to Shareholders dated 25 May 2012 be and are hereby approved and adopted;

AND THAT the directors of the Company be and are hereby authorised to do such acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed Amendments with full powers to assent to any conditions, and/or amendments as may be required by the relevant authorities.”

APPENDIX III

FURTHER INFORMATION

1 RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board of ECB and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no material facts, the omission of which would make any statement herein misleading.

2 MATERIAL CONTRACT

There are no material contracts (not being contracts entered into the ordinary course of business), which have been entered into by ECB Group during the two (2) years immediately preceding the date of this Circular.

3 MATERIAL LITIGATION, CLAIMS OR ARBITRATION

ECB Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant as at the date of this Circular, and ECB Group is not aware of any proceedings, pending or threatened against ECB Group or of any fact likely to give rise to any proceedings which might materially and adversely affect the financial position or business of ECB Group.

4 DOCUMENTS FOR INSPECTION

The following documents are available for inspection during normal business hours at the Registered Office of ECB from the date of this Circular up to and including the date of the 9th AGM:

- (a) Memorandum and Articles of Association of ECB;
- (b) Audited financial statements of ECB for the past two (2) financial years ended 31 December 2010 and 31 December 2011; and
- (c) Unaudited Consolidated Quarterly Report made up to 31 March 2012.