

# HeveaBoard Berhad

INCORPORATED IN MALAYSIA (275512-A)

## Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Twentieth (20th) Annual General Meeting (“AGM”) of **HeveaBoard Berhad** will be held at Tawau Room, Ground Floor, Menara Hap Seng, No. 1 & 3 Jalan P. Ramlee, 50250 Kuala Lumpur, Wilayah Persekutuan on Wednesday, 18 June 2014 at 10.00 a.m., for the purpose of considering the following businesses:-

### AGENDA

#### Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2013 together with the Reports of the Directors and Auditors thereon. **[Please refer to Explanatory Note 1]**

2. To approve a single-tier first and final dividend of 2 sen per ordinary share in respect of the financial year ended 31 December 2013.

#### Ordinary Resolution 1

3. To approve the payment of Directors’ fees of RM575,500.00 for the financial year ended 31 December 2013.

#### Ordinary Resolution 2

4. To re-elect Dato’ Loo Swee Chew, the Director who is retiring pursuant to Article 123 of the Company’s Articles of Association, and being eligible, offered himself for re-election.

#### Ordinary Resolution 3

5. To re-elect Mr Yoong Hau Chun, the Director who is retiring pursuant to Article 123 of the Company’s Articles of Association, and being eligible, offered himself for re-election.

#### Ordinary Resolution 4

6. To re-appoint Tan Sri Dato’ Chan Choong Tack @ Chan Choong Tak, the Director who is over the age of seventy (70) years, and is retiring pursuant to Section 129 (6) of the Companies Act, 1965, and being eligible, offered himself for re-appointment.

#### Ordinary Resolution 5

7. To re-appoint Messrs Baker Tilly Monteiro Heng as Auditors of the Company and to authorise the Directors to fix their remuneration.

#### Ordinary Resolution 6

#### Special Business

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

#### 8. Authority to Issue Shares

#### Ordinary Resolution 7

“THAT subject always to the Companies Act, 1965, Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Section 132D of the Companies Act, 1965 to issue and allot not more than ten per centum (10%) of the issued capital of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company and that the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof.”

#### 9. Proposed Renewal of Authority for Purchase of Own Shares by the Company (“Proposed Renewal of Authority”)

#### Ordinary Resolution 8

“THAT subject to the Companies Act, 1965 (the “Act”), rules, regulations and orders made pursuant to the Act, provisions of the Company’s Memorandum and Articles of Association and the requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and any other relevant authorities, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares of RM1.00 each in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:-

(i) the aggregate number of shares purchased does not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company as quoted on Bursa Securities as at the point of purchase;

(ii) the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall be backed by an equivalent amount of retained profits and share premium; and

(iii) the Directors of the Company may decide either to retain the shares purchased as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder or to resell the shares or distribute the shares as dividends.

AND THAT the authority conferred by this resolution will commence after the passing of this ordinary resolution and will continue to be in force until:-

(i) the conclusion of the next Annual General Meeting (“AGM”) at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or

(ii) the expiration of the period within which the next AGM after that date is required by law to be held; or

(iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement or to effect the purchase(s) of the shares with full power to assent to any condition, modification, variation and/or amendment as may be imposed by the relevant authorities and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect in relation thereto.”

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

### NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS HEREBY GIVEN that subject to the approval of the shareholders at the Twentieth (20th) AGM, a single-tier first and final dividend of 2 sen per ordinary share for the financial year ended 31 December 2013 will be payable on 1 August 2014 to holders of ordinary shares registered in the Record of Depositors at the close of business on 4 July 2014.

A depositor shall qualify for entitlement only in respect of:-

a. Shares transferred into the Depositor’s Securities Account on or before 4.00 p.m. on 4 July 2014 in respect of ordinary transfers; and

b. Shares bought on Bursa Securities on a cum entitlement basis according to the Rules of Bursa Securities.

BY ORDER OF THE BOARD

WONG YOUN KIM (MAICSA 7018778)  
Company Secretary

Kuala Lumpur  
27 May 2014

### Notes:

1. A member of the Company entitled to attend and vote at a meeting of the Company, or at a meeting of any class of members of the Company, shall be entitled to appoint any person as his/her proxy to attend and vote instead of the member at the meeting. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.

2. The instrument appointing a proxy shall be in writing executed by or on behalf of the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation’s seal or under the hand of an officer or attorney duly authorised.

3. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“omnibus account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.

4. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, Wilayah Persekutuan at least forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.

#### 5. GENERAL MEETING RECORD OF DEPOSITORS

For the purposes of determining a member who shall be entitled to attend this Twentieth (20th) AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 74 of the Company’s Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at

11 June 2014. Only a depositor whose name appears on such Record of Depositors shall be entitled to attend this meeting or appoint proxies to attend and/or vote on his/her behalf.

#### 6. EXPLANATORY NOTES ON ORDINARY/ SPECIAL BUSINESS

(i) Item 1 of the Agenda

This Agenda item is meant for discussion only, as the provision of Section 169(1) of the Act does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

(ii) Ordinary Resolution 5 – Re-appointment of Director pursuant to Section 129(6) of the Companies Act 1965

The re-appointment of Tan Sri Dato’ Chan Choong Tack @ Chan Choong Tak, being over the age of seventy (70) years as Director of the Company to hold office until the conclusion of the next AGM of the Company shall take effect if the Resolution 5 has been passed by a majority of not less than three-fourth (3/4) of such members as being entitled to vote in person or, where proxies are allowed, by proxy, at the 20th AGM of which not less than twenty one (21) days’ notice has been duly given.

(iii) Ordinary Resolution 7 - Authority to Issue Shares

The proposed Ordinary Resolution 7, if passed, will give flexibility to the Directors of the Company to issue shares up to a maximum of ten per centum (10%) of the issued share capital of the Company at the time of such issuance of shares and for such purposes as they consider would be in the best interest of the Company without having to convene separate general meetings. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

This is the renewal of the mandate obtained from the shareholders at the last AGM held on 18 June 2013 (“the previous mandate”). The purpose of this general mandate sought will provide flexibility to the Company for any possible fund raising activities but not limited for further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions.

As at the latest practicable date of this Notice, private placements of total 1,000,000 ordinary shares of RM1.00 each were issued pursuant to the previous mandate granted to the Directors at the last AGM held on 18 June 2013 and the previous mandate will lapse at the conclusion of this Twentieth (20th) AGM. The total proceeds raised from the first and second tranches of the private placement was amounted to RM1,245,000.00. Upon the completion of the private placement, the estimated proceeds will be RM11,662,000.00 which will be utilised as follows:-

Details of utilisation	RM’000
Capital expenditures	3,500
Repayment of bank borrowings	4,000
Working capital	3,862
Estimated expenses in relation to the private placement	300
<b>Total</b>	<b>11,662</b>

(iv) Ordinary Resolution 8 - Proposed Renewal of Authority for Purchase of Own Shares by the Company

The proposed Ordinary Resolution 8, if passed, will empower the Company to purchase and/or hold up to ten per centum (10%) of the issued and paid-up share capital of the Company. This authority unless revoked or varied by the Company at a general meeting will expire at the next AGM. Please refer to the Circular to Shareholders dated 27 May 2014 for further information.