

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting of **HeveaBoard Berhad** ("**HeveaBoard**" or the "**Company**") is scheduled to be held at The Royale Bintang Resort & Spa Seremban, Ampangan Room, Mezzanine Floor, Jalan Dato' A.S. Dawood, 70100 Seremban, Negeri Sembilan, on Friday, 19 June 2015 at 10.30 a.m., or immediately after the conclusion or any adjournment thereof of the Twenty-First (21st) Annual General Meeting of **HeveaBoard** which will be held at 10.00 a.m. at the same venue, on the same day, whichever is later, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION

PROPOSED SHARE SPLIT INVOLVING THE SUBDIVISION OF EVERY ONE (1) EXISTING ORDINARY SHARE OF RM1.00 EACH INTO FOUR (4) ORDINARY SHARES OF RM0.25 EACH IN HEVEABOARD ("SUBDIVIDED SHARE(S)" OR "HEVEABOARD SHARE(S)") HELD BY THE ENTITLED SHAREHOLDERS (AS DEFINED HEREIN) OF THE COMPANY ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("ENTITLEMENT DATE") ("PROPOSED SHARE SPLIT")

"THAT, subject to passing of the Special Resolution and conditional upon the approvals of all relevant regulatory authorities for the listing of and quotation for the Subdivided Shares, the additional warrants of HeveaBoard ("**Additional Warrants**") constituted by the deed poll dated 18 January 2010 ("**Deed Poll**") and expiring on 28 February 2020, being the market day immediately preceding the date falling ten (10) years from the issue date of the warrants ("**Warrants 2010/2020**") and the new HeveaBoard Shares to be issued arising from the exercise of the Additional Warrants, on the Main Market of Bursa Malaysia Securities Berhad ("**Bursa Securities**") being obtained, the Board of Directors of the Company ("**Board**") is hereby authorised to:

- (i) subdivide each of the existing ordinary shares of RM1.00 each into four (4) ordinary shares of RM0.25 each in HeveaBoard held by the shareholders of HeveaBoard whose names appear in the Record of Depositors of the Company as at 5.00 p.m. on the Entitlement Date ("**Entitled Shareholders**"); and
- (ii) allot and issue any such Additional Warrants as may be required or permitted to be issued pursuant to the adjustments made in accordance with the provisions of the memorandum dated 18 January 2010 to the Deed Poll ("**Memorandum**");

THAT the Subdivided Shares will upon allotment and issuance, rank *pari passu* in all respects with each other;

THAT, the Additional Warrants to be issued shall, upon allotment and issue, rank *pari passu* in all respects with the outstanding Warrants 2010/2020;

THAT, the Company shall allot and issue such appropriate number of new HeveaBoard Shares arising from the exercise by the holders of Additional Warrants in accordance with the provisions of the Memorandum;

THAT, the new HeveaBoard Shares to be issued arising from the exercise of the Additional Warrants shall, upon the allotment and issue, rank *pari passu* in all respects with the existing HeveaBoard Shares, save and except that the new HeveaBoard Shares will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid where the entitlement date precedes the date of allotment of the new HeveaBoard Shares;

AND THAT, the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Share Split with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities or deemed necessary by the Board, and to take all steps and to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Share Split."

SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF HEVEABOARD ("PROPOSED AMENDMENTS")

"THAT, subject to the passing of the Ordinary Resolution, the Memorandum and Articles of Association of the Company shall be amended as follows to facilitate the implementation of the Proposed Share Split:

Existing	Proposed amendment	
Clause 5 of Memorandum of Association	The capital of the Company is RM500,000,000.00 divided into 500,000,000 ordinary shares of RM1.00 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.	The capital of the Company is RM500,000,000.00 divided into 2,000,000,000 ordinary shares of RM0.25 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.
Article 11 of Articles of Association	The authorised share capital of the Company at the date of adoption of these Articles is RM500,000,000.00 divided into 500,000,000 ordinary shares of RM1.00 each. The Company may from time to time by ordinary resolution change its authorised share capital.	The authorised share capital of the Company at the date of adoption of these Articles is RM500,000,000.00 divided into 2,000,000,000 ordinary shares of RM0.25 each. The Company may from time to time by ordinary resolution change its authorised share capital.

AND THAT, the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Amendments with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities or deemed necessary by the Board, and to take all steps and to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Amendments."

**BY ORDER OF THE BOARD,
HEVEABOARD BERHAD**

WONG YOUN KIM (MAICSA 7018778)

Company Secretary

Kuala Lumpur

28 May 2015

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.