

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Fifth Annual General Meeting of Evergreen Fibreboard Berhad will be held at Horizon Hills Golf & Country Club, No. 1, Jalan Eka, Horizon Hills, 79100 Nusajaya, Johor Darul Takzim, Malaysia on Friday, 20th May 2016 at 9.00 a.m. for the following purposes: -

AGENDA

ORDINARY BUSINESS

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| 1. | To receive the Audited Financial Statements for the financial year ended 31 December 2015 together with the Directors' and Auditors' Report thereon. | REFER TO
EXPLANATORY NOTE (a) |
| 2. | To re-appoint Messrs Baker Tilly Monteiro Heng who retire as Auditors of the Company and authorise the Directors to fix their remuneration. | RESOLUTION 1 |
| 3. | To re-elect the following Directors who retire during the year in accordance with Article 101 of the Company's Articles of Association: | |
| | i) Mr. Jonathan Law Ngee Song | RESOLUTION 2 |
| | ii) Mr. Kuo Jen Chiu | RESOLUTION 3 |
| 4. | To re-elect Mr. Henry S Kuo who retires during the year in accordance with Article 106 of the Company's Articles of Association. | RESOLUTION 4 |
| 5. | To consider, and if thought fit, to pass the following resolution:-

"THAT pursuant to Section 129(6) of the Companies Act, 1965, Mr. Kuo Wen Chi be and is hereby re-appointed as Director of the Company to hold office until the conclusion of the next Annual General Meeting." | RESOLUTION 5 |
| 6. | To approve the payment of Directors' Fees of RM245,000 for the financial year ended 31 December 2015. | RESOLUTION 6 |

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions: -

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| 7. | ORDINARY RESOLUTION 1
AUTHORITY TO ALLOT SHARES - SECTION 132D | RESOLUTION 7 |
| | "THAT pursuant to Section 132D of the Companies Act, 1965 and subject to the approval of the relevant authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and also empowered to obtain approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company." | |
| 8. | ORDINARY RESOLUTION 2
PROPOSED RENEWAL OF AUTHORISATION FOR THE COMPANY TO PURCHASE ITS OWN SHARES OF UP TO TEN PERCENT (10%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY
("Proposed Renewal Of Share Buy-Back Authority") | RESOLUTION 8 |
| | "THAT subject to the provisions of the Companies Act, 1965 ("the Act"), the Articles of Association of the Company, Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and other relevant authorities, the Company be and is hereby authorised to purchase such number of ordinary shares of RM0.25 each in the Company ("Proposed Share Buy-Back Authority") 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: - | |

NOTICE OF ANNUAL GENERAL MEETING (Cont'd)

- (i) the maximum aggregate number of ordinary shares purchased and/or held by the Company as treasury shares shall not exceed ten percent (10%) of the issued and paid-up ordinary share capital of the Company at any point in time;
- (ii) the funds allocated by the Company for the purpose of purchasing its shares shall not exceed the total retained profits and/or share premium account of the Company. The audited retained profits and share premium account of the Company stood at RM285,415,516 and RM203,676,712 respectively as at 31 December 2015.
- (iii) the authority conferred by this resolution shall continue to be in force until: -
 - (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the forthcoming AGM, at which time the said authority will lapse, unless the authority is renewed at that meeting, either unconditionally or subject to conditions; or
 - (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Act (but must not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
 - (c) revoked or varied by resolution passed by the shareholders in a general meeting; or

whichever occurs first.

THAT the Directors of the Company be and are hereby authorised to deal with the shares purchased at their absolute discretion, either partially or fully, in the following manner:

- (i) cancel all the shares so purchased;
- (ii) retain the shares so purchased as treasury shares;
- (iii) distribute the treasury shares as share dividends to shareholders;
- (iv) resell the treasury shares on Bursa Securities in accordance to the Main Market Listing Requirements of Bursa Securities; and
- (v) any combination of (i), (ii), (iii) and (iv) above.

AND THAT the Directors of the Company be and are hereby authorised to give effect to the Proposed Share Buy-Back Authority with full power to assent for any modifications and/or amendments as may be required by the relevant authorities."

9. **ORDINARY RESOLUTION 3
CONTINUATION OF TERMS OF OFFICE AS INDEPENDENT DIRECTOR**

RESOLUTION 9

"**THAT** authority be and is hereby given to Mr. Jonathan Law Ngee Song to continue to serve as an Independent Director of the Company in accordance with the Malaysian Code on Corporate Governance 2012".

10. To transact any other business appropriate to an Annual General Meeting, due notice of which have been previously given in accordance with the Companies Act, 1965 and the Company's Articles of Association.

BY ORDER OF THE BOARD

LEONG SIEW FOONG
MAICSA NO. 7007572
Company Secretary

Johor Bahru
28 April 2016

NOTICE OF ANNUAL GENERAL MEETING (Cont'd)

NOTES: -

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote in his/her stead. The proxy need not be a member of the Company and Section 149(1)(b) of the Companies Act, 1965 shall not apply. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of a Company shall have the same rights as the member to speak at the Meeting.
2. A member shall be entitled to appoint more than one proxy (subject always to a maximum of two (2) proxies at each meeting) to attend and vote at the same meeting.
3. Where a member appoints more than one (1) proxy (subject always to a maximum of two (2) proxies at each meeting) the appointment shall be invalid unless he specifies the proportions of his/her holdings to be represented by each proxy.
4. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") 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 accounts it holds. Where a member is an authorised nominee as defined under SICDA, it may appoint 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.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if such appointer is a corporation under its common seal or the hand of its attorney.
6. The instrument appointing a proxy must be deposited at Level 6, Symphony House, Pusat Dagangan Dana, 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof.

EXPLANATORY NOTE ON ORDINARY BUSINESS

- a) This Agenda item is meant for discussion only as the provision of Section 169 (1) of the Companies Act, 1965 does not require a formal approval of the shareholders and hence, is not put forward for voting.

EXPLANATORY NOTES ON SPECIAL BUSINESS: -

(i) Ordinary Resolution 1

The Ordinary Resolution 1, if passed, is primarily to give flexibility to the Board of Directors to issue and allot shares at any time in their absolute discretion without convening a general meeting. This is a renewal of a general mandate. The Company had on 30 November 2015 completed a Private Placement of 51,290,000 new ordinary shares of RM0.25 each in Evergreen Fibreboard Berhad for an issue price of RM2.05 per share, representing approximately 10% of the total and paid-up capital of the Company at the time.

This authority, unless revoked or varied by the Company in a General Meeting, will expire at the next Annual General Meeting.

The authority will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment(s), acquisition(s) and/or working capital.

(ii) Ordinary Resolution 2

The Ordinary Resolution 2, if passed, will empower the Directors to purchase the Company's shares of up to 10% of the issued and paid-up capital of the Company at any point in time, by utilising the funds allocated which shall not exceed the total retained profits and share premium of the Company. This authority, unless revoked or varied by the Company at a General Meeting, will expire at the conclusion of the next Annual General Meeting.

Please refer to the Statement of Share Buy-Back dated 28 April 2016.

(iii) Ordinary Resolution 3

Mr. Jonathan Law Ngee Song is an Independent Director of the Company who has served the Company for more than nine (9) years.

In line with the Malaysian Code on Corporate Governance 2012, the Nomination Committee has assessed Mr. Jonathan Law Ngee Song's independence as defined in Bursa Securities Listing Requirements, and determined that it has not been compromised in any manner. In fact, he has exercised his judgment in an independent and unfettered manner at all times. He has also discharged his duties diligently, with reasonable care and skill including bringing independent legal advice and experience to Board's deliberations and decision making processes, which are of value to the Company and the Group. As such, the Board recommends that Mr. Jonathan Law Ngee Song to continue to serve as an Independent Director according to the resolution put forth in the forthcoming Annual General Meeting.

NOTICE OF ANNUAL GENERAL MEETING (Cont'd)

STATEMENTS ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

Pursuant to Paragraph 8.27 (2) of the Bursa Malaysia Securities Berhad Main Market Listing Requirements, appended hereunder are details of individual who is standing for re-election as director :

HENRY S KUO

Age 32, American

Non-Independent Non-Executive Director

Qualification & Memberships

Bachelor of Science in Economics and Mathematics (Wheaton College - IL, USA), Master of Arts in Economics (Illinois – Chicago, USA) and a Master of Philosophy (Princeton – Princeton, USA)

Working Experience & Occupation

Currently a doctoral candidate in philosophy at the University of California in Berkeley, he focuses his research and studies on business ethics, political philosophy and philosophy of economics.

Date Appointed to the Board

He was appointed to the Board on 4 March 2016.

Directorship in other Public Listed Companies

None.

Interest In Securities of the Company and its Subsidiaries

Please refer to page 137 of this Annual Report.

Family Relationship with any Directors / Major Shareholders

He is the grandson of Kuo Wen Chi and Hsu Mei Lan, nephew of Kuo Jen Chiu, Kuo Jen Chang, and Kuo Huei Chen and brother to Justin and Jeffrey Kuo.

Conflict of Interest with the Group

He has no conflict of interest with the Company / Group.

List of Conviction for Offences within the past 10 years other than traffic offences

None.

Number of Board Meeting attended in the Financial year

None.

Pursuant to Paragraph 6.03 (3) of the Bursa Malaysia Securities Berhad Listing Requirements, appended hereunder is:

ORDINARY RESOLUTION 1

AUTHORITY TO ALLOT SHARES - SECTION 132D

The Ordinary Resolution 1, if passed, is primarily to give flexibility to the Board of Directors to issue and allot shares for any possible fund raising activities, including but not limited to further placement of shares, for the purpose of funding future investment(s), acquisition(s) and / or working capital at any time in their absolute discretion without convening a General Meeting. This is a renewal of a general mandate. The Company had on 30 November 2015 completed a Private Placement of 51,290,000 new ordinary shares of RM0.25 each in Evergreen Fibreboard Berhad at an issue price of RM2.05 per share, totalling RM105.1 million representing approximately 10% of the total issued and paid-up share capital of the Company. The proceeds raised from previous mandate, the details, status of the utilisation of proceeds raised and the purpose are disclosed on Page 45 of this Annual Report, under subtitle (f) Utilisation of Proceeds.

The authority will, unless revoked or varied by the Company in a General Meeting, will expire at the next Annual General Meeting