

NOTICE OF THE SEVENTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Seventeenth Annual General Meeting ("AGM") of the Company will be held at The Function Room 2, Level 2, Holiday Inn Melaka, Jalan Syed Abdul Aziz, 75000 Melaka on Friday, 24 May 2019 at 10:30 a.m. for the following purposes:-

AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Reports of the Directors and the Auditors thereon.
(Please refer to Note 6)
 - To approve the declaration and payment of a Single-Tier Final Dividend of 2.5 sen per ordinary share for the financial year ended 31 December 2018. (Resolution 1)
 - To approve the payment of Directors' fees amounting to RM360,000.00 from 25 May 2019 until the next AGM of the Company in year 2020. (Resolution 2)
 - To approve the payment of Directors' benefits payable up to an amount of RM25,000.00, from 25 May 2019 until the next AGM of the Company in year 2020. (Resolution 3)
 - To re-elect the following Directors who are retiring in accordance to Article 92 of the Company's Articles of Association and being eligible, have offered themselves for re-election:-
 - Datuk Adillah binti Ahmad Nordin (Resolution 4)
 - Sai Chin Hock (Resolution 5)
 - To appoint Messrs. Crowe Malaysia PLT (formerly known as Crowe Horwath) as Auditors of the Company in place of the retiring Auditors, Messrs. Ernst & Young for the ensuing year and to authorise the Directors to fix their remuneration.
Notice of Nomination (a copy of which is annexed and marked as "Appendix I") has been received by the Company for the nomination of Messrs. Crowe Malaysia PLT (formerly known as Crowe Horwath), subject to their consent to act, for appointment as Auditors in place of the retiring Auditors, Messrs. Ernst & Young and of the intention to propose the following ordinary resolution:-
"That subject to their consent to act, Messrs. Crowe Malaysia PLT (formerly known as Crowe Horwath) be and are hereby appointed as the Auditors of the Company in place of the retiring Auditors, Messrs. Ernst & Young to hold office until the conclusion of the next Annual General Meeting at a remuneration to be agreed between the Directors and the Auditors." (Resolution 6)
- As Special Business**
To consider and if thought fit, with or without any modification, to pass the following ORDINARY AND SPECIAL RESOLUTIONS:
- Ordinary Resolution I**
Authority to Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016
THAT subject always to the Companies Act 2016 ("the Act"), the Articles of Association/Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Act, to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit provided always that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being;
AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities; AND FURTHER THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next AGM of the Company. (Resolution 7)
 - Ordinary Resolution II**
Retention of Independent Non-Executive Director
THAT subject to the passing of Resolution 4, approval be and is hereby given to Datuk Adillah binti Ahmad Nordin, who has served as an Independent Non-Executive Director for a cumulative term of more than 16 years, to continue to act as an Independent Non-Executive Director of the Company. (Resolution 8)
 - Ordinary Resolution III**
Retention of Independent Non-Executive Director
THAT approval be and is hereby given to Siow Kee Yen, who has served as an Independent Non-Executive Director for a cumulative term of more than 16 years, to continue to act as an Independent Non-Executive Director of the Company. (Resolution 9)
 - Ordinary Resolution IV**
Proposed Renewal of Shareholders' Mandate for Existing Recurrent Related Party Transactions of a Revenue or Trading Nature
THAT subject to the provisions of the Bursa Securities Main Market Listing Requirements, approval be and is hereby given for the Proposed Renewal of Shareholders' Mandate for Existing Recurrent Related Party Transactions of a Revenue or Trading Nature for the Company and/or its subsidiaries to enter into and give effect to the category of the recurrent related party transactions of a revenue or trading nature from time to time with the Related Party as specified in Section 1.4 of the Circular/Statement to Shareholders dated 25 April 2019 provided that such transactions are:-
 - recurrent transactions of a revenue or trading nature;
 - necessary for the Company's day-to-day operations;
 - carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
 - not to the detriment of minority shareholders ("Proposed Renewal of Shareholders' Mandate").THAT the authority for the Proposed Shareholders' Mandate shall continue to be in force until the earlier of:-
 - the conclusion of the next AGM of the Company at which time it will lapse unless the authority is renewed by a resolution passed at the next AGM;
 - the expiration of the period within which the next AGM is to be held pursuant to Section 340(2) of the Act but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or

(iii) is revoked or varied by resolution passed by the shareholders in a general meeting before the next AGM;

AND THAT the Directors of the Company be authorised to complete and do such acts and things (including executing all such documents as may be required), as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate. (Resolution 10)

11. Ordinary Resolution V

Proposed Renewal of Authority for Share Buy-Back

THAT, subject to the Act, the Articles of Association/Constitution of the Company, Main Market Listing Requirements of Bursa Securities and all other applicable laws, rules and regulations and guidelines for the time being in force and the approvals of all relevant governmental and/or regulatory authority, approval be and is hereby given to the Company, to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors may deem and expedient in the interest of the Company, provided that:

(i) the aggregate number of ordinary shares to be purchased and/or held by the Company pursuant to this resolution shall not exceed ten percent (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase; and

(ii) the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest unaudited financial statements (where applicable) available at the time of the purchase.

THAT upon completion of the purchase by the Company of its own shares, the Directors of the Company be authorised to deal with the shares purchased in their absolute discretion in the following manner:

(i) cancel all the shares so purchased; and/or

(ii) retain the shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of Bursa Securities; and/or

(iii) retain part thereof as treasury shares and cancel the remainder; or in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authority for the time being in force.

THAT such authority conferred by this resolution shall commence upon the passing of this resolution and shall continue to be in force until:-

(a) the conclusion of the next AGM of the Company following this AGM at which such resolution was passed, at which time it will lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or

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

(c) revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting;

whichever occurs first.

AND THAT the Directors of the Company be authorised to do all acts, deeds and things as they may consider expedient or necessary in the best interest of the Company to give full effect to the Proposed Renewal of Authority for Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and to take all such steps, and do all such acts and things as the Board may deem fit and expedient in the best interest of the Company. (Resolution 11)

12. Special Resolution

Proposed Adoption of a New Constitution of the Company ("Proposed Adoption")

THAT approval be and is hereby given to revoke the existing Memorandum and Articles of Association of the Company in its entirety and in place thereof, a new constitution as set out in Appendix II of the Circular/Statement to Shareholders dated 25 April 2019 be and is hereby adopted as the Constitution of the Company with immediate effect;

AND THAT the Directors of the Company be and are hereby authorised to do all such acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed Adoption with the full power to assent to any conditions, modification, and/or amendments as may be required by any relevant authorities to give effect to the Proposed Adoption. (Resolution 12)

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

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT a Single-Tier Final Dividend of 2.5 sen per ordinary share in respect of the financial year ended 31 December 2018 will be payable on 16 July 2019 to depositors who are registered in the Record of Depositors at the close of business on 2 July 2019, if approved by shareholders at the forthcoming Seventeenth AGM on Friday, 24 May 2019.

A Depositor shall qualify for entitlement to the dividend only in respect of:-

- Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 2 July 2019 in respect of ordinary transfers; and
- Shares bought on Bursa Securities on a cum entitlement basis according to the Rules of the Bursa Securities.

By Order of the Board

CHUA SIEW CHUAN (MAICSA 0777689)

TAY SEOK YIN (MAICSA 7063410)

Company Secretaries
Melaka
Dated: 25 April 2019

Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 16 May 2019 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at the Meeting.
- A member entitled to attend and vote at the Meeting is entitled to appoint more than one (1) proxy to attend and vote in his stead. A proxy may but does not need to be a member of the Company. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting. Notwithstanding this, a member entitled to attend and vote at the Meeting is entitled to appoint any person as his proxy to attend and vote instead of the member at the Meeting. There shall be no restriction as to the qualifications of the proxy.
- In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.
- 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 account it holds. Where a shareholder is an authorised nominee as defined under SICDA, 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.
- The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a duly notarised certified copy of that power or authority, shall be deposited at the Registered Office of the Company at No. 60-1, Jalan Lagenda 5, Taman 1 Lagenda, 75400 Melaka not less than 48 hours before the time for holding the Meeting or at any adjournment thereof. All resolutions set out in the Notice of the Meeting are to be voted by poll.
- This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) 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.

Explanatory Notes to Special Business:-

(i) Authority to Issue Shares

The proposed Resolution 7 is intended to renew the authority granted to the Directors of the Company at the 16th AGM of the Company held on 25 May 2018 to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 10% of the total number of issued shares of the Company for the time being (hereinafter referred to as the "General Mandate").

The General Mandate granted by the shareholders at the 16th AGM of the Company had not been utilised and hence no proceed was raised therefrom.

The new General Mandate will enable the Directors to take swift action 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 project(s), working capital and/or acquisition(s) and to avoid delay and cost in convening general meetings to approve such issue of shares.

(ii) Retention as Independent Non-Executive Directors

Resolutions 8 and 9 - Datuk Adillah binti Ahmad Nordin and Siow Kee Yen were appointed as Independent Non-Executive Directors of the Company on 2 December 2002, and have served on the Board of Directors ("the Board") for a cumulative term of more than 16 years. In accordance with the new Malaysian Code on Corporate Governance, the Board, after having assessed the independence of Datuk Adillah binti Ahmad Nordin and Siow Kee Yen, regarded them to be independent based amongst others, the following justifications and recommends that Datuk Adillah binti Ahmad Nordin and Siow Kee Yen be retained as Independent Non-Executive Directors of the Company:

- They have met the independence guidelines as set out in Chapter 1 of Bursa Securities Main Market Listing Requirements;
- They do not have any conflict of interest with the Company and has not been entering/are not expected to enter into contract(s) especially material contract(s) with the Company and/or its subsidiary companies; and
- The Board is of the opinion that Datuk Adillah binti Ahmad Nordin and Siow Kee Yen are important Independent Non-Executive Directors of the Board in view of their many years on the Board with incumbent knowledge of the Company and the Group's activities and corporate history and have provided invaluable contributions to the Board in their role as Independent Non-Executive Directors.

(iii) Proposed Renewal of Shareholders' Mandate

The proposed Resolution 10 is intended to enable the Company and its affiliated companies to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the Company's day-to-day operations to facilitate transactions in the normal course of business of the Company with the specified classes of related parties, provided that they are carried out on arms' length basis and on normal commercial terms and are not prejudicial to the shareholders on terms not more favorable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

Please refer to the Circular/Statement to Shareholders dated 25 April 2019 for detailed information.

(iv) Proposed Renewal of Authority for the Company to Purchase its Own Shares

The proposed Resolution 11 is intended to allow the Company to purchase its own shares up to 10% of the total number of issued ordinary shares of the Company at any time within the time period stipulated in the Bursa Securities Main Market Listing Requirements.

(v) Proposed Adoption of a New Constitution of the Company

The proposed Resolution 12 is undertaken primarily to streamline the existing Memorandum and Articles of Association ("M&A") of the Company with the Companies Act 2016, which was effective from 31 January 2017. The Proposed Adoption is also to align the existing M&A with the Main Market Listing Requirements issued by Bursa Securities on 29 November 2017, and to provide clarity to certain provision thereof and to render consistency throughout in order to facilitate and further enhance administrative efficiency.

Please refer to the Circular/Statement to Shareholders dated 25 April 2019 for further information.

SUPERIOR RAINBOW SDN. BHD.

(Registration No : 918084-A)

NO 12-1, JALAN PANDAN INDAH 1, TAMAN PANDAN INDAH 75250 MELAKA

Dated: 16 April 2019

The Board of Directors
Ornapaper Berhad
No. 60-1, Jalan Lagenda 5
Taman 1 Lagenda
75400 Melaka

Dear Sirs,

Ornapaper Berhad ("ORNA" or "the Company")
Notice of Nomination of Auditors

I/We, the undersigned, being the registered shareholder of 2,558,945 ordinary shares in the Company hereby nominate Messrs. Crowe Malaysia PLT (formerly known as Crowe Horwath) for appointment as new Auditors of the Company in place of the retiring Auditors, Messrs. Ernst & Young at the forthcoming Seventeenth Annual General Meeting.

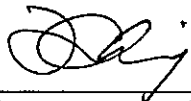
Therefore, I/We propose that the following resolution be considered at the forthcoming Annual General Meeting of the Company:-

"That subject to their consent to act, Messrs Crowe Malaysia PLT (formerly known as Crowe Horwath) be and are hereby appointed as the Auditors of the Company in place of the retiring Auditors, Messrs. Ernst & Young to hold office until the conclusion of the next Annual General Meeting at a remuneration to be agreed between the Directors and the Auditors."

Yours faithfully,



DIRECTOR : YEO SER KEN



DIRECTOR : LAI LEE CHING