

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Ninth Annual General Meeting of Evergreen Fibreboard Berhad will be held on:

Day and Date : Tuesday, 28th July 2020
Time : 9.00 a.m.
Broadcast Venue : Forest City Phoenix International Golf Hotel, Jalan Persiaran Golf 5, Forest City Golf Resort, 81550 Gelang Patah, Johor Darul Takzim, Malaysia

A G E N D A

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2019 and the Reports of the Directors and Auditors thereon.
2. To re-appoint Messrs Baker Tilly Monterio Heng PLT who retire as Auditors of the Company and authorise the Directors to fix their Remuneration. **ORDINARY RESOLUTION 1**
3. To re-elect the following Directors who retire during the year in accordance with Regulation 109 of the Company's Constitution
 - a. Ms. Mary Henerietta Lim Kim Neo – Executive Director **ORDINARY RESOLUTION 2**
 - b. Mr. Kuan Kai Seng – Independent Director **ORDINARY RESOLUTION 3**
4. To approve the payment of Non-Executive Directors' Fees and Allowances up to an amount of RM450,000 for the financial year ending 31 December 2020. **ORDINARY RESOLUTION 4**

SPECIAL BUSINESS

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

5. **AUTHORITY TO ALLOT SHARES - SECTIONS 75(1) & 76(1)** **ORDINARY RESOLUTION 5**

“**THAT** pursuant to Sections 75(1) and 76(1) of the Companies Act, 2016 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 ordinary resolution does not exceed 20% of the total number of issued shares of the Company (excluding treasury shares) 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 conferred by this ordinary resolution shall commence upon passing this ordinary resolution until:

 - (a) the conclusion of the annual general meeting held next after the approval was given; or
 - (b) the expiry of the period within which the next annual general meeting is required to be held after the approval was given,

whichever occurs first.”

NOTICE OF ANNUAL GENERAL MEETING (Cont'd)

6. PROPOSED RENEWAL OF AUTHORISATION FOR THE COMPANY TO PURCHASE ITS OWN SHARES OF UP TO TEN PERCENT (10%) OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY ("Proposed Renewal of Share Buy-Back Authority") ORDINARY RESOLUTION 6

"**THAT** subject to the provisions of the Companies Act, 2016 ("the Act"), the Constitution 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 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: -

- (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 total number of issued shares 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 of the Company; and
 - (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 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
 - (c) revoked or varied by resolution passed by the shareholders in a general meeting,
- 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 all the shares so purchased as treasury shares;
- (iii) retain part of the shares so purchased as treasury shares and cancel the remainder of the shares; or
- (iv) deal with the treasury shares in the manner as allowed by the Act from time to time.

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, variations and/or amendments (if any) as may be required by the relevant authorities."

7. DESIGNATE AS INDEPENDENT DIRECTOR

**ORDINARY
RESOLUTION 7**

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

- 8. To transact any other business appropriate to an Annual General Meeting, due notice of which shall have been previously given in accordance with the Companies Act, 2016 and the Company's Constitution.

BY ORDER OF THE BOARD

LEONG SIEW FOONG, MAICSA No. 7007572 (CCM PC No.: 202008001117)
SANTHI A/P SAMINATHAN, MAICSA No. 7069709 (CCM PC No.: 201908002933)
 Company Secretaries

Johor Bahru
 29 June 2020

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 stead. The proxy need not be a Member of the Company. 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 a 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 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 Boardroom Share Registrars Sdn. Bhd., 11th Floor, Menara Symphony, No.5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof.

ORDINARY BUSINESS: -

Audited Financial Statements for financial year ended 31 December 2019

1. The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act, 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.

Appointment of Auditors

2. Ordinary Resolution 1, pursuant to Section 273(b) of the Act, the term of office of the present Auditors, Messrs Baker Tilly Monterio Heng PLT, shall lapse at the conclusion of this AGM unless they are re-appointed by the shareholders to continue in office.

Messrs Baker Tilly Monterio Heng PLT. have indicated their willingness to continue their service until the conclusion of the 30th AGM. The re-appointment of Messrs Baker Tilly Monterio Heng PLT. as Auditors has been considered against the relevant criteria prescribed by Paragraph 15.21 of the MMLR. This proposed Ordinary Resolution 1, if passed, will also give the Directors of the Company, the authority to determine the remuneration of the Auditors.

Re-election of Directors who retire in accordance with Regulation 109 of the Company's Constitution ("Constitution")

3. Ordinary Resolutions 2 & 3, Regulation 109 of the Company's Constitution provides that one-third (1/3) of the Directors of the Company for the time being shall retire by rotation at an AGM of the Company. With the current Board size of seven (7), two (2) Directors are to retire in accordance with Regulation 109 of the Constitution.

The Nomination Committee has assessed the performance of these Directors seeking for re-election based on salient criteria of their contribution to the Board's decision making and their individual performance in their roles and responsibilities to the Company/Group.

The satisfactory outcome of the assessment was reported to the Board of Directors and the Board recommends these Directors to be re-elected according to the resolutions put forth in the forthcoming AGM.

These Directors had abstained from deliberation and participation of their own agenda in both the Nomination Committee meeting as well as the Board of Directors' meeting.

NOTICE OF ANNUAL GENERAL MEETING (Cont'd)

Directors' Fees and Allowance

4. Ordinary Resolution 4, pursuant to Section 230(1) of the Companies Act, 2016, the fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries shall have prior approval at a general meeting.

The Directors' Benefits payable to the Non-Executive Directors up to an amount of RM450,000 is for the period of 1 January 2020 to 31 December 2020. The Directors' Benefits which are estimated not to exceed RM450,000 is basically the fees and meeting allowances for Board and Board Committee meetings to be held during the financial year 2020.

The Board will seek shareholders' approval at the next AGM in the event the remuneration amount is insufficient due to an increase in Board/Board Committee meetings and/or increase in board size. Details of the Directors' fees and benefits paid are disclosed on page 31 in this Annual Report 2019.

SPECIAL BUSINESS: -

Authority to Allot Shares - Sections 75(1) & 76(1)

5. Ordinary Resolution 5, 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 did not utilise the mandate granted in the preceding year's Annual General Meeting.

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 limiting to further placing of shares, for the purpose of funding future investment(s), acquisition(s) and/or working capital.

Bursa Malaysia Securities Berhad ("Bursa Securities") has issued letters to listed issuers on 17, 24 and 26 March 2020 on their assistance and support in these trying and challenging times due to Covid-19 pandemic.

Amongst the relief measures introduced by Bursa Securities, Bursa Securities reckoned listed issuers' need to raise funds quickly to ensure the long-term sustainability and the interest of the listed issuers and shareholders. Hence, Bursa Securities, as an interim measure, allow listed issuers to seek higher mandate of 20% (twenty percent) of the total number of issued shares (excluding treasury shares) for issue of new securities until 31 December 2021.

Hence, the Company is renewing this mandate for 20% (twenty percent) of the total number of issued shares (excluding treasury shares) at the forthcoming AGM.

Proposed Renewal of Share Buy-Back Authority

6. Ordinary Resolution 6, if passed, will empower the Directors to purchase the Company's shares of up to 10% (ten percent) of the total number of issued shares of the Company at any point of time, by utilising the funds allocated which shall not exceed the total retained profits of the Company.

The audited retained profits of the Company stood at RM339,107,393 million as at 31 December 2019. 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 Statement of Share Buy-Back dated 29 June 2020.

Designation as Independent Director

7. Ordinary Resolution 7, if passed, will allow Mr Jonathan Law Ngee Song to remain as an Independent Director in the Company. Mr. Jonathan Law Ngee Song is an Independent Director of the Company who has served the Company for more than nine years. In line with the Malaysian Code on Corporate Governance, the Nomination Committee has assessed his independence as defined in Bursa Securities Listing Requirements. Mr Jonathan Law has exercised his judgment in an independent and unfettered manner, discharge his duty with reasonable care, skill and diligent whilst; bringing independent thought and experience to the Board's deliberations and decision-making process all these while. In that respect, the Board recommends Mr. Jonathan Law Ngee Song to continue to be designated as an Independent Director according to the resolution put forth in the forthcoming Annual General Meeting and to be voted via the 2 tier voting system.

NOTICE OF ANNUAL GENERAL MEETING (Cont'd)

Personal Data Protection Measures

Please refer to the Company's Compliance with the Personal Data Protection Act 2010 statement as found on Page 50 of the Annual Report 2019.

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company:

- (i) consents to the processing of the member's personal data by the Company (or its agents) for the AGM and matters related thereto, including but not limited to:
 - (a) for processing and administration of proxies and representatives appointed for the AGM;
 - (b) for preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (which includes any adjournments thereto); and
 - (c) for the Company's (or its agents') compliance with any applicable laws, listing rules, regulations, codes and/or guidelines (collectively, the "Purposes").
- (ii) undertakes and warrants that he or she has obtained such proxy(ies)' and/or representative(s)' prior consent for the Company's (or its agents') processing of such proxy(ies)' and/or representative(s)' personal data for the purposes, and
- (iii) agrees that he or she will fully indemnify the Company for any penalties, liabilities, legal suits, claims, demands, losses and damages as a result of the member's failure to provide accurate and correct information of the personal data or breach of the member's undertaking and/or warranty as set out herein.

NOTE: the term "processing" and "personal data" shall have the same meaning as defined in the Personal Data Protection Act 2010.