

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty-First Annual General Meeting ("AGM") of Evergreen Fibreboard Berhad will be held on:

Day and Date : **Monday, 30th May 2022**
Time : **9.00 a.m.**
Broadcast Venue : **Virtual Annual General Meeting ("AGM")**
Event Link : **Online Meeting Platform via Boardroom Share Registrars Sdn. Bhd. at https://meeting.boardroomlimited.my (Domain Registration No. with MYNIC - D6A357657)**

A G E N D A

ON ORDINARY BUSINESS

1. **On Audited Financial Statements for the Financial Year Ended 31 December 2021**
To receive the Audited Financial Statements for the financial year ended 31 December 2021 and the Reports of the Directors and Auditors thereon.
2. **ORDINARY RESOLUTION 1 – On Payment of Final Dividend**
To approve the payment of a final single tier dividend of 1.5 sen per ordinary share for the financial year ended 31 December 2021.
3. **ORDINARY RESOLUTION 2- On Re-Appointment of External Auditor**
To re-appoint Messrs. Baker Tilly Monteiro Heng PLT who retire as Auditors of the Company and authorise the Directors to fix their Remuneration.
4. **On Re-Election of Retiring Directors**
To re-elect the following Directors who retire during the year in accordance with Regulation 109 of the Company's Constitution:-
ORDINARY RESOLUTION 3
a. Re-election of Mr. Kuo Jen Chang
ORDINARY RESOLUTION 4
b. Re-election of Mr. Jonathan Law Ngee Song
ORDINARY RESOLUTION 5
c. Re-election of Dr. Henry S Kuo
5. **On Approval of Non-Executive Directors' Fees and Allowance**
To approve the payment of Non-Executive Directors' Fees and Allowances totaling RM365,000 for the financial year ending 31 December 2022 in the following manner:-
ORDINARY RESOLUTION 6
a. To approve the payment of RM130,000 to Mr. Jonathan Law Ngee Song.
ORDINARY RESOLUTION 7
b. To approve the payment of RM85,000 to Mr. Kuan Kai Song.
ORDINARY RESOLUTION 8
c. To approve the payment of RM65,000 to Dr. Henry S Kuo.
ORDINARY RESOLUTION 9
d. To approve the payment of RM85,000 to Ms. Nirmala A/P Doraisamy.

ON SPECIAL BUSINESS

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

6. ORDINARY RESOLUTION 10

ON AUTHORITY TO ALLOT SHARES - SECTION 75(1) & 76(1)

"THAT pursuant to Section 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% or 10% of the total number of issued shares of the Company (excluding treasury shares), whichever is applicable, 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,

and that the Directors are exempted from the obligation to offer such New Shares first to existing shareholders pursuant to Section 85 of the Companies Act, 2016 in respect of the issuances of the New Shares pursuant to this mandate;

THAT the New Shares to be issued shall, upon allotment and issuance, rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such New Shares."

7. ORDINARY RESOLUTION 11

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")

"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 manners 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."

8. ORDINARY RESOLUTION 12

DESIGNATION AS INDEPENDENT DIRECTOR

"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 the Malaysian Code on Corporate Governance."

9. 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.

NOTICE OF DIVIDEND ENTITLEMENT

FINAL SINGLE TIER DIVIDEND OF 1.5 SEN PER ORDINARY SHARE

NOTICE IS HEREBY GIVEN THAT subject to the approval of the shareholders at the Thirty-First Annual General Meeting, the final single tier dividend of 1.5 sen per ordinary share in respect of the financial year ended 31 December 2021 will be payable on 18 August 2022 to Depositors registered in the Record of Depositors at the close of business on 1 August 2022.

A Depositor shall qualify for entitlement only in respect of:

- a) Securities transferred into the Depositor's Securities Account before 4.00 p.m. on 1 August 2022 in respect of transfer; and
- b) Securities bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

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
28 April 2022

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 the 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 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 appointor or his attorney duly authorised in writing or if such appointor 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 Darul Ehsan, Malaysia 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 the financial year ended 31 December 2021

1. The audited financial statements for the financial year ended 31 December 2021 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.

Final Single Tier Dividend

2. Ordinary Resolution 1, with reference to Section 131 of the CA 2016, a company may only make a distribution to the shareholders out of profits of the company available if the company is solvent. On 31 March 2022, the Board had considered the amount of dividend and decided to recommend the same for the shareholders' approval. The Directors of the Company are satisfied that the Company will be solvent as it will be able to pay its debts as and when the debts become due within twelve (12) months immediately after the distribution is made on 18 August 2022 in accordance with the requirements under Section 132(2) and (3) of the CA 2016.

Re-Appointment of External Auditors

3. Ordinary Resolution 2, pursuant to Section 273(b) of the Act, the term of office of the present Auditors, Messrs. Baker Tilly Monteiro 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 Monteiro Heng PLT, have indicated their willingness to continue their service until the conclusion of the 32nd AGM. The re-appointment of Messrs. Baker Tilly Monteiro Heng PLT as Auditors has been considered against the relevant criteria prescribed by Paragraph 15.21 of the MMLR. This proposed Ordinary Resolution 2, 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")

4. Ordinary Resolutions 3, 4 & 5, 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 the AGM of the Company. With the current Board size of seven (7), three (3) Directors are to retire in accordance with Regulation 109 of the Constitution provided always that all Directors shall retire from office once in every three (3) years. The Company has complied with the minimum requirement of independent directors, i.e., 1/3 of its board composition consists of independent directors. In the event of any vacancy in the board of directors, resulting in non-compliance of minimum independent director requirement, such vacancy must be filled within 3 months. Evaluation on the performance of the retiring Directors seeking for re-election was carried out by Nomination Committee 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. Amongst the criteria assessed was on their contribution, character in dealing with potential conflict of interest situations, on critically challenging matters, on the right questions asked and the confidence to stand up for their point of view in any matter during meetings. Based on the annual evaluation carried out by Nomination Committee, key strengths noted on retiring directors were mainly on their area of expertise where they were able to provide the Board with opinions while the weaknesses were on limited training attended to keep themselves abreast with latest development despite their own hectic work schedule.

Nomination Committee made known to the Board their strength and weakness on lack of trainings and the Board advised Directors to keep themselves updated with the necessary training to address their weaknesses. The satisfactory outcomes of their assessments were reported to the Board of Directors and the Board has recommended for these Directors be re-elected according to the respective resolutions put forth in the forthcoming AGM.

Nomination Committee also carried out assessment on the independence of Mr. Jonathan Law Ngee Song due to the fact that he has exceeded his ninth-year term. Based on the results of the assessment of Mr. Jonathan Law Ngee Song, he has indeed exercised his judgement in an independent and unfettered manner during the term in office and has discharged his duties with reasonable care, skill and diligence at all times.

Therefore, the Nomination Committee as a whole has recommended to the Board for Mr. Jonathan Law Ngee Song to continue his office as an Independent Director and to seek shareholders' approval in the forthcoming Annual General Meeting in compliance to Practice 4.2 of the MCCC. The retiring Director had abstained from all deliberation and participation of his own agenda in both the Nomination Committee meeting as well as the Board of Directors' meeting.

Approval of Non-Executive Directors' Fees and Allowance

5. Ordinary Resolutions 6 to 9, pursuant to Section 230(1) of the Companies Act, 2016, the fees of the non-executive directors and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. Guidance 7.2 of Malaysian Code on Corporate Governance requires each and every non-executive director's fee and benefit to be tabled individually in the forthcoming AGM. The Fees, Allowances and Benefits payable to the respective Non-Executive Directors are for the period of 1 January 2022 to 31 December 2022. The Directors' Fees, Allowance and Benefits which are estimated not to exceed respective threshold is basically the fees and meeting allowances for Board and Board Committee meetings to be held during the financial year 2022.

Payment of benefits to the Directors will be made by the Company as and when incurred, after they have discharged their responsibilities and rendered their services to the Company during the financial year 2022, if the proposed Resolutions 6-9 are passed at the Thirty-First AGM. The Board will seek shareholders' approval at the next AGM in the event the estimate 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 in the Company's CG Report 2021.

ON SPECIAL BUSINESS:-
Authority to Allot Shares – Section 75(1) & 76(1)

6. Ordinary Resolution 10, 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 and 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 given 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. The New Shares will rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such New Shares. 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% of the total number of issued shares (excluding treasury shares) ["20% General Mandate"] for issue of new securities until 31 December 2021.

Bursa Securities subsequently issued letters to listed issuers on 23 December 2021 extending the implementation period of 20% General Mandate up to 31 December 2022.

The Board is of the opinion that the 20% General Mandate is in the best interest of the Company to facilitate any possible fundraising activities in a short period of time for the Company's operation as and when it may be required.

Hence, the Company is renewing the 20% General Mandate at the forthcoming AGM.

Proposed Renewal of Share Buy-Back Authority

7. Ordinary Resolution 11, if passed, will empower the Directors to purchase the Company's shares of up to 10% 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 RM387,083,724 as at 31 December 2021. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next Annual General Meeting. Subsequent to the end of the financial year 2021, the Company had purchased a total of 935,200 shares.

Please refer to Statement of Share Buy-Back dated 22 April 2022.

Designation as Independent Director – Mr. Jonathan Law Ngee Song

8. Ordinary Resolution 12, 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 of which has not been compromised. 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 Board deliberations and decision-making process. In that respect, the Board recommended 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 two-tier voting system.