

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.**

Bursa Malaysia Securities Berhad ("**Bursa Securities**") has not perused the contents of this Circular prior to its issuance as it is in an Exempt Circular pursuant to Practice Note 18 of the Main Market Listing Requirements of Bursa Securities and Bursa Securities takes no responsibility for its contents, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or due to your reliance upon the whole or any part of this Circular.



(Company No. 217120-W)  
(Incorporated in Malaysia under the Companies Act, 1965)

### **CIRCULAR TO SHAREHOLDERS IN RELATION TO**

**PROPOSED BONUS ISSUE OF UP TO 282,134,000 NEW ORDINARY SHARES OF RM0.25 EACH IN EVERGREEN FIBREBOARD BERHAD ("EFB") ("EFB SHARES") ("BONUS SHARES") TO BE CREDITED AS FULLY PAID-UP ON THE BASIS OF 1 BONUS SHARE FOR EVERY 2 EFB SHARES HELD BY THE SHAREHOLDERS OF EFB ON AN ENTITLEMENT DATE TO BE DETERMINED**

**AND**

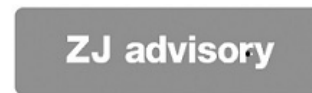
### **NOTICE OF EXTRAORDINARY GENERAL MEETING ("EGM")**

*Principal Adviser*



**CIMB Investment Bank Berhad (18417-M)**  
(A Participating Organisation of Bursa Malaysia Securities Berhad)

*Financial Adviser*



**ZJ Advisory Sdn. Bhd. (645449-V)**

The Notice of EGM and the Form of Proxy are set out in this Circular. If you are unable to attend and vote in person at the EGM, you may complete the Form of Proxy in accordance with the instructions thereon and deposit it at Level 6, Symphony House, Pusat Dagangan Dana, 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor not later than forty-eight (48) hours before the time of the EGM or any adjournment thereof.

The EGM will be held as follows:

Date and Time of the EGM	:	Thursday, 7 January 2016 at 9.00 a.m. or at any adjournment thereof
Venue of the EGM	:	Springs 2, Nilai Springs Resort Hotel, Nilai Springs, 71800 Putra Nilai, Negeri Sembilan
Last date and time for lodging the Form of Proxy	:	Tuesday, 5 January 2016 at 9.00 a.m.

This Circular is dated 22 December 2015

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## DEFINITIONS

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The following definitions shall apply throughout this Circular unless where the context requires otherwise:

Act	:	Companies Act, 1965
Board	:	Board of Directors of EFB
Bonus Shares	:	New EFB Shares to be issued under the Proposed Bonus Issue
Bursa Securities	:	Bursa Malaysia Securities Berhad
CIMB	:	CIMB Investment Bank Berhad (Company No.: 18417-M)
Director	:	A natural person being a director of EFB within the meaning set out in Section 4 of the Act
EFB or Company	:	Evergreen Fibreboard Berhad (Company No.: 217120-W)
EFB Shares	:	Ordinary shares of RM0.25 each in EFB
EGM	:	Extraordinary General Meeting
Entitlement Date	:	5.00 p.m. on a date to be determined by the Board and announced later on which the shareholders must be registered in EFB's Record of Depositors in order to be entitled to the Proposed Bonus Issue
EPS	:	Earnings per share
Group	:	EFB and its subsidiaries
Issue Price	:	The issue price of RM2.05 for each Placement Share issued
Listing Requirements	:	The Main Market Listing Requirements of Bursa Securities
LPD	:	25 November 2015, being the latest practicable date before the printing of this Circular
NA	:	Net Assets
Placement Shares	:	The 51,290,000 new ordinary EFB Shares of RM0.25 each issued pursuant to the Private Placement
Private Placement	:	The placement of the Placement Shares to identified third party investors, as completed on 1 December 2015
Proposals	:	Collectively, the Private Placement and the Proposed Bonus Issue
Proposed Bonus Issue	:	The proposed issuance of up to 282,134,000 Bonus Shares to be credited as fully paid-up, on the basis of 1 Bonus Share for every 2 EFB Shares held by the shareholders of EFB on the Entitlement Date

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**DEFINITIONS** *(cont'd)*

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Record of Depositors	:	A record consisting of the names of the shareholders of EFB provided by Bursa Malaysia Depository Sdn. Bhd.
RM and Sen	:	Ringgit Malaysia and Sen, respectively
ZJ	:	ZJ Advisory Sdn. Bhd. (Company No.: 645449-V)

All references to “**Company**” and “**EFB**” in this Circular are to Evergreen Fibreboard Berhad (Company No.: 217120-W) and references to “**Group**” are to EFB and its subsidiaries. References to “**we**”, “**us**”, “**our**” and “**ourselves**” are to EFB and, where the context requires otherwise, our subsidiaries.

All references to “**you**” in this Circular are to the shareholders of EFB.

Words denoting the singular shall, where applicable, include the plural and vice versa, and words denoting the masculine gender shall, where applicable, include the feminine and/or neuter gender, and vice versa. References to persons shall include corporations, unless otherwise specified.

Any discrepancies in the tables included in this Circular between the amounts listed, actual figures and the totals thereof are due to rounding.

Any reference in this Circular to any enactment or guidelines is a reference to that enactment or guidelines as for the time being amended or re-enacted. Any reference to a time of day and date in this Circular shall be a reference to Malaysian time and date, unless otherwise stated.

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**NOTICE OF EXTRAORDINARY GENERAL MEETING****ENCLOSED****FORM OF PROXY****ENCLOSED**



(Company No. 217120-W)  
(Incorporated in Malaysia under the Companies Act, 1965)

**Registered Office:**

Suite 6.1A, Level 6  
Menara Pelangi  
Jalan Kuning, Taman Pelangi  
80400 Johor Bahru, Johor

22 December 2015

**Board of Directors:**

Law Ngee Song (*Group Non-Executive Chairman*)  
Kuo Wen Chi (*Group Executive Vice Chairman*)  
Kuo Jen Chang (*Group Chief Executive Officer / President*)  
Kuo Jen Chiu (*Group Chief Operating Officer / Vice President*)  
Mary Henerietta Lim Kim Neo (*Group Executive Director*)  
Kuan Kai Seng (*Independent Non-Executive Director*)  
Yap Peng Leong (*Independent Non-Executive Director*)

**To: Our Shareholders**

Dear Sir/Madam

**PROPOSED BONUS ISSUE**

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**1. INTRODUCTION**

On 20 November 2015, CIMB, on behalf of our Board, announced that EFB proposes to undertake the Proposals, which include the Proposed Bonus Issue.

The Private Placement is undertaken in accordance with the general mandate pursuant to Section 132D of the Act obtained from the shareholders of the Company in the Annual General Meeting convened on 22 May 2015. On 1 December 2015, CIMB, on behalf of our Board, announced that the Private Placement had been completed.

On 17 December 2015, CIMB had, on behalf of our Board, announced that Bursa Securities had, via its letter dated 15 December 2015, approved the listing of and quotation for up to 282,134,000 Bonus Shares to be issued pursuant to the Proposed Bonus Issue, subject to the conditions as set out in Section 5 of this Circular.

The purpose of this Circular is to provide you with details of the Proposed Bonus Issue and to seek your approval for the resolution pertaining to the Proposed Bonus Issue which will be tabled at our forthcoming EGM. The Notice of the EGM and the Form of Proxy are enclosed in this Circular.

We advise you to read and consider carefully the contents of this Circular before voting on the resolution pertaining to the Proposed Bonus Issue.

## 2. DETAILS OF THE PROPOSED BONUS ISSUE

### 2.1 Basis and quantum

The Proposed Bonus Issue will involve the issuance of up to 282,134,000 Bonus Shares to be credited as fully paid-up, on the basis of 1 Bonus Share for every 2 EFB Shares held by shareholders of EFB on the Entitlement Date.

The Entitlement Date will be determined and announced at a later date after receipt of all relevant approvals for the Proposed Bonus Issue. The Proposed Bonus Issue will be implemented in a single issuance.

Any fractional entitlements under the Proposed Bonus Issue shall be disregarded and shall be dealt with in such manner as the Board shall in its absolute discretion deem fit and in the best interest of EFB.

Please refer to Section 4.1 below for an illustration of the Bonus Shares to be issued under the Proposed Bonus Issue.

### 2.2 Capitalisation of Reserves

The Proposed Bonus Issue shall be capitalised wholly from the share premium of EFB. Based on EFB's latest audited consolidated financial statements for the financial year ended 31 December 2014, the share premium of EFB at company level is approximately RM113.13 million which is sufficient for capitalisation for the Proposed Bonus Issue. Subsequent to the completion of the Private Placement, the share premium of EFB increased to approximately RM205.45 million, which is in excess of the amount required for capitalisation for the Proposed Bonus Issue.

For illustration purpose, the proforma effects on the share premium account after the Private Placement and Proposed Bonus Issue based on EFB latest audited consolidated financial results as at 31 December 2014 and unaudited consolidated financial results for the financial period ended 30 September 2015 are as follows:

<b>Company Level</b>	<b>Audited as at 31 December 2014 RM million</b>	<b>Unaudited as at 30 September 2015 RM million</b>
Share Premium	113.13	113.13
Add: Share premium arising from the Private Placement	92.32	92.32
	<hr/>	<hr/>
	205.45	205.45
Less: Amount to be capitalised for the Proposed Bonus Issue	(70.54)	(70.54)
	<hr/>	<hr/>
<b>Balance after the Proposals</b>	<b>134.91</b>	<b>134.91</b>

Our Board confirms that based on EFB's latest audited consolidated financial statements for the financial year ended 31 December 2014, EFB will have adequate share premium to cover the capitalisation required for the Proposed Bonus Issue. Our Board also confirms that EFB's reserves are unimpaired by losses on a consolidated basis in accordance with Paragraph 6.30(1) of the Listing Requirements.

## 2.3 Ranking of the Bonus Shares

The Bonus Shares to be issued pursuant to the Proposed Bonus Issue shall, upon issuance and allotment, rank *pari passu* in all respects with the existing issued and fully paid-up EFB Shares, save and except that the Bonus Shares shall not be entitled to any dividends, rights, allotments and/or other forms of distributions for which the relevant entitlement date precedes the date of issuance and allotment of the Bonus Shares.

## 2.4 Listing of and quotation for the Bonus Shares

The Bonus Shares will be listed on the Main Market of Bursa Securities on the next market day after the Entitlement Date.

## 3. RATIONALE OF THE PROPOSED BONUS ISSUE

The Proposed Bonus Issue is undertaken for the following purposes:

- (i) to reward our existing shareholders for their continued support and loyalty by enabling them to hold larger amount of EFB Shares;
- (ii) to enhance the marketability and trading liquidity of EFB Shares on Bursa Securities by way of a larger share base; and
- (iii) to increase EFB's share capital base to better facilitate fund raising exercise in the future.

## 4. FINANCIAL EFFECTS OF THE PROPOSALS

### 4.1 Issued and paid up share capital

The effects of the Proposals on the issued and paid-up share capital of EFB as at the LPD are set out as follows:

	<b>No. of EFB Shares Million</b>	<b>Amount RM million</b>
Issued and paid-up share capital (excluding treasury shares) as at the LPD	512.98	128.25
Issued pursuant to the Private Placement	51.29	12.82
Issued and paid-up share capital after the Private Placement	564.27	141.07
To be issued pursuant to the Proposed Bonus Issue	282.13	70.53
<b>Enlarged issued and paid-up share capital (excluding treasury shares) after the Proposals</b>	<b>846.40</b>	<b>211.60</b>

## 4.2 NA, NA per share and gearing

Based on EFB's audited consolidated financial statements for the financial year ended 31 December 2014, the proforma effects of the Proposals on EFB's consolidated NA, NA per share and gearing are as set out below:

	<b>Audited as at 31 December 2014 RM million</b>	<b>(I) After the Private Placement RM million</b>	<b>(II) After (I) and the Proposed Bonus Issue RM million</b>
Share capital	128.25	141.07	211.61
Share premium	113.13	205.45	134.91
Treasury shares	(0.01)	(0.01)	(0.01)
Retained earnings <sup>(1)</sup>	543.79	543.79	543.79
Reserves <sup>(2)</sup>	16.50	16.50	16.50
<b>Equity attributable to owners of the parent / NA</b>	<b>801.66</b>	<b>906.80</b>	<b>906.80</b>
Number of EFB Shares in issue (excluding treasury shares) (million)	512.98	564.27	846.40
Total borrowings (RM million)	287.99	287.99	287.99
NA per share (RM) <sup>(3)</sup>	1.56	1.61	1.07
Gearing (times) <sup>(4)</sup>	0.36	0.32	0.32

### Notes:

- (1) *The proforma does not take into consideration the estimated expenses in relation to the Proposals of approximately RM2.00 million.*
- (2) *Reserves comprising of equity transaction reserve, foreign exchange reserve and fair value reserve.*
- (3) *Calculated as NA divided by the number of EFB Shares in issue, excluding treasury shares.*
- (4) *Calculated as total borrowings divided by NA.*

## 4.3 Earnings and EPS

The Proposed Bonus Issue is not expected to have any material effect on the consolidated earnings of EFB for the financial year ending 31 December 2015.

However, the consolidated EPS of EFB is expected to reduce proportionately as a result of the additional EFB Shares issued pursuant to the Proposed Bonus Issue.



#### 4.4 Substantial shareholders' shareholding

The effects of the Proposals on the shareholdings of the substantial shareholders of EFB as at the LPD are as follows:

Name	As at the LPD				(I) After the Private Placement				(II) After I and the Proposed Bonus Issue			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of EFB Shares Million	%	No. of EFB Shares Million	%	No. of EFB Shares Million	%	No. of EFB Shares Million	%	No. of EFB Shares Million	%	No. of EFB Shares Million	%
Kuo Wen Chi	0.00	0.00	235.19 <sup>(1)</sup>	45.85	0.00	0.00	235.19 <sup>(1)</sup>	41.68	0.00	0.00	352.79 <sup>(1)</sup>	41.68
Kuo Jen Chang	94.90	18.50	140.29 <sup>(2)</sup>	27.35	94.90	16.82	140.29 <sup>(2)</sup>	24.86	142.35	16.82	210.44 <sup>(2)</sup>	24.86
Kuo Jen Chiu	82.75	16.13	152.44 <sup>(2)</sup>	29.72	82.75	14.66	152.44 <sup>(2)</sup>	27.02	124.13	14.66	228.66 <sup>(2)</sup>	27.02
Kuo Huei Chen	23.37	4.56	211.82 <sup>(2)</sup>	41.29	23.37	4.14	211.82 <sup>(2)</sup>	37.54	35.06	4.14	317.73 <sup>(2)</sup>	37.54
Hsu Mei Lan	0.00	0.00	235.19 <sup>(2)</sup>	45.85	0.00	0.00	235.19 <sup>(2)</sup>	41.68	0.00	0.00	352.79 <sup>(2)</sup>	41.68
Kuo-Ting Yer Ping	9.03	1.76	226.16 <sup>(2)</sup>	44.09	9.03	1.60	226.16 <sup>(2)</sup>	40.08	13.55	1.60	339.24 <sup>(2)</sup>	40.08

**Notes:**

(1) Deemed interested by virtue of his indirect shareholdings in HSBC Bank Malaysia Berhad and pursuant to Section 6(A) of the Act.

(2) Deemed interested pursuant to Section 6(A) of the Act.

#### **4.5 Convertible securities**

EFB does not have any convertible securities as at the LPD.

#### **5. APPROVALS REQUIRED**

The Proposed Bonus Issue is subject to the following:

- (i) approval of Bursa Securities for the listing of and quotation for the Bonus Shares on the Main Market of Bursa Securities pursuant to the Proposed Bonus Issue which was obtained via its letter dated 15 December 2015. The approval of Bursa Securities is subject to the following conditions:
  - (a) EFB and CIMB must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Proposed Bonus Issue;
  - (b) EFB and CIMB to inform Bursa Securities upon the completion of the Proposed Bonus Issue;
  - (c) EFB to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Proposed Bonus Issue is completed; and
  - (d) EFB and CIMB are required to make the relevant announcements pursuant to Paragraphs 6.35(2)(a) and (b) and 6.35(4) of the Listing Requirements; and
- (ii) approval of our shareholders in relation to the Proposed Bonus Issue at our forthcoming EGM to be convened.

The Proposed Bonus Issue is conditional upon the completion of the Private Placement but not vice versa. For clarity, the Private Placement was completed on 1 December 2015.

Save as stated above, the Proposed Bonus Issue is not conditional upon any other corporate exercise of EFB.

## 6. HISTORICAL SHARE PRICE

The high and low prices of EFB Shares traded on the Main Market of Bursa Securities for the past 12 months from December 2014 to November 2015, as well as the relevant last transacted share prices are as follows:

	<b>High RM</b>	<b>Low RM</b>
<b>2014</b>		
December 2014	0.62	0.51
<b>2015</b>		
January 2015	0.93	0.59
February 2015	1.07	0.83
March 2015	1.28	0.94
April 2015	1.23	1.05
May 2015	1.20	1.09
June 2015	1.45	1.14
July 2015	2.07	1.35
August 2015	2.03	1.58
September 2015	1.99	1.78
October 2015	2.24	1.87
November 2015	2.38	2.06
Last transacted market price of EFB Shares on 19 November 2015 being the last trading date prior to the announcement of the Proposed Bonus Issue		2.17
Last transacted market price of EFB Shares as at the LPD		2.13

*(Source: Bloomberg)*

## 7. CORPORATE PROPOSALS ANNOUNCED BUT PENDING COMPLETION

Save for the Proposed Bonus Issue, there are no other corporate proposals which have been announced but have yet to be completed as at the date of this Circular.

## 8. ESTIMATED TIMEFRAME FOR COMPLETION

Barring any unforeseen circumstances and subject to relevant approvals being obtained, the Proposed Bonus Issue is expected to be completed within the 1<sup>st</sup> quarter of 2016.

The tentative timeline for the implementation of the Proposed Bonus Issue is set out below:

<b>Key Milestones</b>	<b>Tentative Timeline</b>
EGM	7 January 2016
Announcement of Entitlement Date	Early-January 2016
Entitlement Date	Mid-January 2016
Listing and quotation for the Bonus Shares	End-January 2016

## 9. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

None of the Directors and major shareholders of EFB and/or persons connected to them have any interest, direct or indirect, in the Proposed Bonus Issue, other than their respective entitlements under the Proposed Bonus Issue as shareholders of EFB (where applicable), which is also available to all other shareholders of EFB.

## 10. DIRECTORS' RECOMMENDATION

The Board, having considered the current and prospective financial position of EFB and all aspects of the Proposed Bonus Issue including the rationale and effects of the Proposed Bonus Issue, is of the opinion that the Proposed Bonus Issue is in the best interest of our Company and our shareholders and recommends that you vote in favour of the resolution pertaining to the Proposed Bonus Issue.

## 11. RESOLUTION ON THE PROPOSED BONUS ISSUE AND EGM

The EGM, the Notice of which is enclosed in this Circular, will be held at Springs 2, Nilai Springs Resort Hotel, Nilai Springs, 71800 Putra Nilai, Negeri Sembilan on Thursday, 7 January 2016 at 9.00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing, with or without modifications, the resolution to give effect to the Proposed Bonus Issue.

If you are unable to attend and vote in person at the EGM, you are requested to complete, sign and return the enclosed Form of Proxy in accordance with the instructions printed thereon as soon as possible and in any event so as to reach Level 6, Symphony House, Pusat Dagangan Dana, 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor, not later than forty-eight (48) hours before the time fixed for the holding of the EGM or any adjournment thereof.

The lodging of the Form of Proxy does not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

**12. FURTHER INFORMATION**

Please refer to the attached appendix for further information.

Yours faithfully  
For and on behalf of the Board of Directors of  
**EVERGREEN FIBREBOARD BERHAD**

**Law Ngee Song**  
Group Non-Executive Chairman

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**FURTHER INFORMATION****1. DIRECTORS' RESPONSIBILITY STATEMENT**

This Circular has been seen and approved by the Board and they collectively and individually accept full responsibility for the accuracy of the information contained in this Circular. They confirm, after making all reasonable enquiries that to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement in this Circular misleading.

**2. WRITTEN CONSENT AND CONFLICT OF INTEREST****CIMB**

CIMB has given and has not subsequently withdrawn its written consent to include its name and all references thereto in this Circular in the form and context in which they appear.

CIMB has been appointed as our Principal Adviser for the Proposals and Sole Placement Agent for the Private Placement. CIMB is not aware of any possible conflict of interest which exists or is likely to exist in its capacity as the Principal Adviser to our Company for the Proposed Bonus Issue.

CIMB and its related and associated companies ("**CIMB Group**") form a diversified financial group and are engaged in a wide range of investment and commercial banking, brokerage, securities trading, asset and funds management and credit transaction service businesses. CIMB Group engages in transactions with and performs services for our Group and/or our affiliates in the ordinary course of business, has extended credit facilities and/or has engaged, and in the future may engage in private banking, commercial banking and investment banking and other services in the ordinary course of business with our Group.

In addition, in the ordinary course of business, any member of the CIMB Group may at any time offer or provide its services to or engage in any transactions (on its own account or otherwise) with any member of our Group and/or affiliates, hold long or short positions in securities issued by us and/or our affiliates, make investment recommendations and/or publish or express independent views on such securities and may trade or otherwise effect transactions on its own account or the account of its customers in debt or equity securities of our Group. This is a result of the businesses of CIMB Group generally acting independent of each other, and accordingly there may be situations where parts of CIMB Group and/or its customers now, have or in the future, may have interest or take actions that may conflict with the interest of our Group. As at the LPD, CIMB Group has extended financing facilities ("**Facilities**") to our Group, for which the amount is not material when compared to the audited shareholders' funds and total assets of the CIMB Group based on its financial statements for the financial year ended 31 December 2014. Furthermore, the extension of Facilities arose in the ordinary course of business of CIMB Group in view of CIMB Group's extensive participation in the ASEAN banking industry. CIMB is of the view that the aforementioned services and the extension of the Facilities, entered into in the ordinary course of business with our Group, do not give rise to a conflict of interest situation in its capacity as Principal Adviser for the Proposed Bonus Issue.

**ZJ**

ZJ has given and has not subsequently withdrawn its written consent to include its name and all references thereto in this Circular in the form and context in which they appear.

ZJ has been appointed as our Financial Adviser for the Proposals. ZJ is not aware of any possible conflict of interest which exists or is likely to exist in its capacity as the Financial Adviser to our Company for the Proposed Bonus Issue.

### **3. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES**

#### **3.1 Material commitments**

Save as disclosed below, as at 30 September 2015, our Company and its subsidiaries are not engaged in any material commitments which would have a material impact on financial position of our Group:

	<u>RM 000</u>
Approved and contracted for	105,827
Approved but not contracted for	-

#### **3.2 Contingent liabilities**

As at the LPD, our Board is not aware of any contingent liabilities incurred or known to be incurred, which upon becoming enforceable, may have a substantial impact on the ability of our Group to meet its obligations as and when they fall due.

### **4. MATERIAL LITIGATION OF OUR GROUP**

As at the LPD, our Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and our Board does not have any knowledge of such proceedings, pending or threatened against our Group or of any facts which is likely to give rise to any such proceedings which may materially and adversely affect the financial position or business of our Group.

### **5. DOCUMENTS FOR INSPECTION**

Copies of the following documents are available for inspection at our registered office at Suite 6.1A, Level 6, Menara Pelangi, Jalan Kuning, Taman Pelangi, 80400 Johor Bahru, Johor during normal business hours on Mondays to Fridays (except public holidays) from the date of this Circular up to and including the date of the EGM:

- (i) our Memorandum and Articles of Association;
- (ii) our audited consolidated financial statements for the financial years ended 31 December 2013 and 31 December 2014 and our interim financial statements for the third quarter ended 30 September 2015; and
- (iii) the letters of consent referred to in Section 2 of this Appendix.



(Company No. 217120-W)  
(Incorporated in Malaysia under the Companies Act, 1965)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“**EGM**”) of Evergreen Fibreboard Berhad (“**EFB**” or the “**Company**”) will be held at Springs 2, Nilai Springs Resort Hotel, Nilai Springs, 71800 Putra Nilai, Negeri Sembilan on Thursday, 7 January 2016 at 9.00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolution with or without any modification:

### ORDINARY RESOLUTION

**PROPOSED BONUS ISSUE OF UP TO 282,134,000 NEW ORDINARY SHARES OF RM0.25 EACH IN EVERGREEN FIBREBOARD BERHAD (“EFB”) (“EFB SHARES”) (“BONUS SHARES”) TO BE CREDITED AS FULLY PAID-UP ON THE BASIS OF 1 BONUS SHARE FOR EVERY 2 EFB SHARES HELD BY THE SHAREHOLDERS OF EFB ON AN ENTITLEMENT DATE TO BE DETERMINED (“PROPOSED BONUS ISSUE”)**

“**THAT**, subject to the requisite consents/approvals of the relevant authorities/parties being obtained for the listing of and quotation for the Bonus Shares on the Main Market of Bursa Malaysia Securities Berhad, the Directors of the Company be and are hereby authorised to issue by way of a bonus issue such number of new EFB Shares by capitalisation of the share premium account of the Company and that the same be applied in making payment in full at par for such number of Bonus Shares in the share capital of the Company;

**THAT** the Bonus Shares be allotted, distributed and credited as fully paid-up to the shareholders of the Company whose names appear in the Record of Depositors of the Company at the close of business on an entitlement date to be determined and announced later by the Directors on the basis of 1 Bonus Share for every 2 EFB Shares held by such shareholders on such entitlement date;

**THAT** any fractional entitlements under the Proposed Bonus Issue shall be disregarded and shall be dealt with in such manner as the Directors in their absolute discretion deem fit in the interest of the Company;

**THAT** the Bonus Shares shall, upon allotment and issuance rank *pari passu* in all respects with the existing issued and fully paid up EFB Shares, save and except that the Bonus Shares shall not be entitled to any dividends, rights, allotments and/or other form of distributions for which the relevant entitlement date precedes the date of allotment and issue of the Bonus Shares;

**AND THAT** the Directors be and are hereby authorised to take all such necessary steps to give effect to the aforesaid Proposed Bonus Issue with full power to consent to and adopt such conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities in respect of the Proposed Bonus Issue and to deal with all matters relating thereto and to take all such steps and do all acts or things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue in the best interest of the Company.”

By Order of the Board

**LEONG SIEW FOONG**  
MAICSA 7007572  
Company Secretary

Johor Bahru  
22 December 2015



**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 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 (1) 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 of 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 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 at any adjournment thereof.*

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(Company No. 217120-W)  
(Incorporated in Malaysia under the Companies Act, 1965)

**FORM OF PROXY**

CDS ACCOUNT NO.	NO. OF SHARES HELD

I/We \_\_\_\_\_

being a member/members of **Evergreen Fibreboard Berhad**, hereby appoint (1) Mr/Ms \_\_\_\_\_

\_\_\_\_\_ (NRIC No. \_\_\_\_\_) of

\_\_\_\_\_ or

failing whom, \_\_\_\_\_ (NRIC No. \_\_\_\_\_) of

\_\_\_\_\_

(the next name and address should be completed where it is desired to appoint two proxies)

\* (2) Mr/Ms \_\_\_\_\_ (NRIC No. \_\_\_\_\_) of

\_\_\_\_\_ or

failing whom, \_\_\_\_\_ (NRIC No. \_\_\_\_\_) of

\_\_\_\_\_

as \*my/our proxy to vote for \*me/us and on \*my/our behalf at the **Extraordinary General Meeting** of the Company to be held at **Springs 2, Nilai Springs Resort Hotel, Nilai Springs, 71800 Putra Nilai, Negeri Sembilan** on Thursday, 7 January 2016 at 9.00 a.m. and at any adjournment thereof \*for/against the resolution to be proposed thereat.

The proportion of \*my/our proxies are as follows:

(This paragraph should be completed only when two proxies are appointed)

First Proxy (1) \_\_\_\_\_ %

First Proxy (2) \_\_\_\_\_ %

\*My/Our proxy is to vote as indicated below: -

Agenda	For*	Against*
Proposed Bonus Issue		

Please indicate with a cross (X) in the space whether you wish your votes to be cast for or against the resolution. In the absence of such specific directions, your proxy will vote or abstain as he thinks fit

\_\_\_\_\_  
Signature of Member(s)

As witness my hand this \_\_\_\_\_ day of \_\_\_\_\_ \*2015/2016

\*Strike out whichever is not applicable.

**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 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.
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Fold this flap for sealing

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Then fold here

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AFFIX  
STAMP

The Company Secretary  
**EVERGREEN FIBREBOARD BERHAD**  
Level 6, Symphony House,  
Pusat Dagangan Dana, 1,  
Jalan PJU 1A/46,  
47301 Petaling Jaya,  
Selangor

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