



**Emerald Plantation Holdings Limited**

*(incorporated in the Cayman Islands with limited liability)*

**Notice of the 2014 Annual General Meeting of Shareholders to be held by telephone conference on 23 June 2014**

The first Annual General Meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of Emerald Plantation Holdings Limited (the “**Company**”) will be held at 9:00 a.m. (New York time) / 9:00 p.m. (Hong Kong time) on Monday, 23 June 2014 at the offices of Hogan Lovells, 11th Floor, One Pacific Place, 88 Queensway, Hong Kong. The record date to determine which Shareholders are entitled to receive notice of and vote at the Meeting is 23 May 2014.

Holders (“**Noteholders**”) of the 6.00% Guaranteed Senior Notes due 2020 (CUSIP No. 29101W AA4) issued by the Company pursuant to an indenture dated 30 January 2013 between the Company, Computershare Trust Company, N.A., as Trustee and Security Trustee, and the Initial Subsidiary Guarantors listed therein, who are not Shareholders, may observe the Meeting but may not vote at the Meeting.

Shareholders and Noteholders should contact our Information Agent, Alliance Advisors, on or before 20 June 2014 to obtain the dial-in details for the telephone conference. Should any Shareholders and Noteholders wish to attend the Meeting in person they will also need to contact Alliance Advisors to register their attendance. You can contact Alliance Advisors at the toll free number and email address set out in this notice. You will be required to provide basic verification information as to your status as a Shareholder or a Noteholder to the satisfaction of Alliance Advisors before you are provided with the dial-in details for the conference call or are confirmed for attendance in person.

## BUSINESS OF THE MEETING

The preliminary agenda of the Meeting is:

1. Notice and quorum;
2. Appointment of the chairman of the Meeting;
3. Approval of the Audited Consolidated Financial Statements for the Year from 14 December 2012 to 31 December 2013 (released on 30 March 2014) (the “**Financial Statements**”);
4. Transaction of any other business as may properly come before the Meeting; and
5. Close of the Meeting.

At the meeting, Shareholders will be asked to vote on approving the Financial Statements. The Company released the Financial Statements through the DTC Legal Notice System (LENS) under document number LG20140402 – 057 (referenced to CUSIP nos. 29101WAA4 and G30337102). Shareholders can obtain a copy of the Financial Statements through either LENS or the Company at [info@emerald-plantation.com](mailto:info@emerald-plantation.com).

## REGISTERING FOR THE MEETING

Shareholders and Noteholders are encouraged to attend the Meeting by way of telephone conference instead of in person. To participate in the Meeting, please contact our Information Agent, Alliance Advisors, before 8 p.m. (New York time) on 20 June 2014 / 8 a.m. (Hong Kong time) on 21 June 2014 to obtain the dial-in details for the telephone conference or to register to attend in person. You can contact Alliance Advisors at their toll free number (855-976-3327) or at their email address ([emeraldplantation@allianceadvisorsllc.com](mailto:emeraldplantation@allianceadvisorsllc.com)). You will be asked to provide basic verification information as to your status as a Shareholder or Noteholder to the satisfaction of Alliance Advisors before you are provided with the dial-in details for the conference call or are registered for attendance in person. You are encouraged to submit in writing to Alliance Advisors any questions that you have with respect to the Meeting when you obtain your dial-in details or are approved to attend in person.

These questions will then be addressed at the Meeting to the extent appropriate.

**IMPORTANT: ANY SHAREHOLDER OR NOTEHOLDER SEEKING TO OBTAIN ACCESS TO THE TELEPHONE CONFERENCE OR TO ATTEND THE MEETING IN PERSON MUST CONTACT ALLIANCE ADVISORS IN ACCORDANCE WITH THE PROCEDURES SET FORTH IN THE ABOVE PARAGRAPH. THE COMPANY’S TRANSFER AGENT, COMPUTERSHARE INVESTOR SERVICES INC. (“COMPUTERSHARE”), WILL NOT PROVIDE DIAL-IN DETAILS FOR THE TELEPHONE CONFERENCE, AND SHAREHOLDERS WILL NOT RECEIVE THIS INFORMATION DURING THE ONLINE VOTING PROCESS.**

## RECORD DATE AND OUTSTANDING SHARES

The record date for determining persons entitled to receive notice of and vote at the Meeting is 23 May 2014. Only persons who were Shareholders as of the close of business on 23 May 2014 are entitled to vote at the Meeting, or any adjournment or postponement thereof, in the manner and subject to the procedures described in this notice. A quorum for the Meeting is two or more persons present in person or telephonically and representing in person, telephonically or by proxy in excess of 33 1/3% of the issued and outstanding shares entitled to vote at a general meeting throughout the Meeting.

At the close of business on 23 May 2014, 299,999,851 shares of the Company were issued and outstanding. Each Shareholder is entitled to one vote per share of the Company held on all matters to come before the Meeting. Shares of the Company are the only securities of the Company which will have voting rights at the Meeting.

## VOTING

### Registered Shareholders

If you are a registered Shareholder, you may wish to vote by proxy. If you wish to submit a proxy, you must:

- (a) complete, date and sign the proxy enclosed herein, and then return it to Computershare, by fax at (312) 604-2312, or by mail (via postage paid return envelope) at Proxy Services C/O Computershare Investor Services Inc., PO Box 43101 Providence, RI 02940-5067;
- (b) use a touch-tone phone to transmit voting choices to a toll free number 1-800-652-VOTE (8683). Registered Shareholders must follow instructions of the voice response system and refer to the enclosed proxy form for the toll free number, the Shareholder's account number and the proxy access number; or
- (c) use the internet through the website of the Company's transfer agent at [www.investorvote.com/EMEXF](http://www.investorvote.com/EMEXF). Registered Shareholders must follow the instructions that appear on the screen and refer to the enclosed proxy form for the Shareholder's account number and the proxy access number, before 9 a.m., New York time, on Monday, 23 June 2014, or, if the Meeting is adjourned, the day that is two business days before any reconvening thereof at which the proxy is to be used. The chairman of the Meeting may waive the proxy cut-off without notice.

### Beneficial Shareholders

The following information is of significant importance to Shareholders who do not hold shares of the Company in their own names. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by registered Shareholders and only registered Shareholders attending in person will be able to exercise their proxy at the Meeting.

If shares of the Company are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those shares of the Company will not be registered in the Shareholder's name on the records of the Company. Such shares of the Company will more likely be registered under the names of the Shareholder's broker or an agent of that broker. In the United States, the vast majority of such shares of the Company are registered under the name of Cede & Co., as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks).

Intermediaries are required to seek voting instructions from beneficial Shareholders in advance of shareholders' meetings. Every intermediary has its own mailing procedures and provides its own return instructions to clients. The form of proxy supplied to beneficial Shareholders by their brokers will be similar to the proxies provided to registered Shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote your shares on your behalf.

## **Revocation of proxies**

In addition to revocation in any other manner permitted by law, a registered Shareholder who has given a proxy may revoke it (a) by executing a proxy bearing a later date or (b) by executing a valid notice of revocation (where a new proxy is not also filed). A later-dated proxy or notice of revocation must be executed by the registered Shareholder or the registered Shareholder's authorized attorney-in-fact in writing, or, if the registered Shareholder is a corporation, by an authorized representative of the Company or a director, officer or attorney-in-fact duly authorized, and delivered to Computershare, by fax at (312) 604-2312, or by mail (via postage paid return envelope) at Proxy Services C/O Computershare Investor Services Inc., PO Box 43101 Providence, RI 02940-5067.

A later dated proxy must be received before 9 a.m., New York time, on Monday 23 June 2014, or, if the Meeting is adjourned, the day that is two business days before any reconvening thereof at which the proxy is to be used.

A notice of revocation must be received before 9 a.m. New York time, on Monday 23 June 2014, or, if the Meeting is adjourned, the last business day before any reconvening thereof at which the proxy is to be used.

Only registered Shareholders have the right to revoke a proxy. Beneficial Shareholders who wish to change their vote must, in sufficient time in advance of the Meeting, arrange for their intermediaries to change the vote and, if necessary, revoke their proxy.

## **Cumulative voting**

Shareholders entitled to more than one vote need not use all their votes or cast all the votes they use in the same way. Registered Shareholders voting by proxy who wish to apportion their votes amongst different choices or use less than all their votes must use the proxy enclosed herein. Beneficial Shareholders voting by proxy who wish to apportion their votes amongst different choices or use less than all their votes are requested to follow the mailing procedures and return instructions of their intermediaries.

Board of Directors

Emerald Plantation Holdings Limited

29 May 2014