

**EVERGREEN FIBREBOARD BERHAD**  
**(Registration No. 199101006810 (217120-W))**  
(Incorporated in Malaysia)

**MINUTES OF THE 31<sup>st</sup> ANNUAL GENERAL MEETING (“31<sup>st</sup> AGM”) OF THE COMPANY FULLY VIRTUAL HELD USING ONLINE MEETING PLATFORM VIA BOARDROOM SHARE REGISTRARS SDN BHD WEBSITE AT [HTTPS://MEETING.BOARDROOMLIMITED.MY](https://meeting.boardroomlimited.my) (DOMAIN REGISTRATION NO. WITH MYNIC - D6A357657) ON MONDAY, 30 MAY 2022 AT 9.00 A.M.**

**PRESENT**

Mr Jonathan Law Ngee Song	(Independent Non-Executive Chairman)
Mr Kuo Jen Chang	(Group Chief Executive Officer)
Mr Kuo Jen Chiu	(Group Chief Operating Officer)
Ms Mary Henerietta Lim Kim Neo	(Executive Director)
Mr Kuan Kai Seng	(Independent Non-Executive Director)
Ms Nirmala A/P Doraisamy	(Senior Independent Non-Executive Director)
Mr Henry S Kuo	(Non-Independent Non-Executive Director)

**CHAIRMAN**

The Chairman of the Company, Mr Jonathan Law Ngee Song welcomed members attending the Meeting.

He informed the members that this virtual 31<sup>st</sup> AGM is held in accordance with the Securities Commission’s Guidance Note on the Conduct of General Meetings for Listed Issuers revised on 5 March 2021 (“the Revised Guidance Note and FAQ”), to require all meeting participants of a fully virtual general meeting including the Chairperson of the meeting, board members, senior management and shareholders to participate in the meeting online.

In view of the Coronavirus (COVID-19) endemic and for the safety of the Company’s shareholders, employees and directors being the primary concern, the Board of Directors (Board) and Management have considered all available options and decided that the 31<sup>st</sup> AGM shall be conducted fully virtual basis via Remote Participation and Electronic Voting (“RPEV”) facilities. He then introduced the shareholders the Directors and Management who are participating in this meeting remotely via video conference. He also mentioned that, in the event he faced some disruption throughout today’s meeting, Mr. Kuan Kai Seng will represent him to chair and continue the proceedings.

He reminded all present that the Meeting is restricted to shareholders and authorised representatives of corporate shareholders who have proxies registered to join the meeting remotely.

As discussion that transpires in this Meeting is deemed confidential and only for the knowledge of such relevant parties, any visual or audio recording while this Meeting is conducted, is strictly prohibited unless the Board’s prior written consent has been obtained.

The Board will strive to ensure smooth live streaming but, the quality of the connectivity to the virtual meeting portal for live webcast, as well as for remote online voting, is

highly dependent on the bandwidth and stability of the internet connection available at the location of the remote users.

## **QUORUM**

The requisite quorum being present in accordance with Regulation 76 of the Company's Constitution, the Chairman of the Meeting declared the Meeting duly convened.

## **CORPORATE REPRESENTATIVE/PROXIES**

The Chairman requested the Secretary to read out the proxies received by the Company within the prescribed period.

The Secretary informed all present that the Company had received 93 copies of forms of proxy holding 373,672,478 ordinary shares representing 44.22% in the capital of the Company within the prescribed period.

Out of those, 58 shareholders had appointed the Chairman of the Meeting as proxy to vote on their behalf and the shares so represented were 372,452,206 ordinary shares representing 44% of the issued share capital of the Company.

## **NOTICE**

It was unanimously agreed that the notice convening the meeting be taken as read.

## **POLLING AND ADMINISTRATIVE MATTER**

The Chairman subsequently informed shareholders the polling and administrative matters in conducting this virtual 31<sup>st</sup> AGM.

In accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia, all the resolutions set out in the notice of today's meeting will be voted on by poll. The Company is also required to appoint at least one scrutineer to validate the votes cast at the general meeting.

Hence, the Company has appointed Boardroom Share Registrars Sdn. Bhd., the Company's Share Registrar as the Poll Administrator to conduct the electronic polling process and SKY Corporate Services Sdn. Bhd. as the Scrutineer to verify the poll results. Pursuant to the Company's Constitution, the poll on all resolutions will be conducted after the meeting has deliberated on all items on the agenda.

Shareholders could participate and ask questions in this meeting in real-time by clicking on the messaging chat box icon at any time from now until the announcement on the closure of Q&A session. The Board would endeavor to respond all the questions submitted by shareholders via the messaging chat box, which are related to the resolutions to be tabled at today's Meeting, once the Board has dealt with them. Questions that are similar or repetitive will not be repeatedly answered, to allow opportunity for others to

raise questions. Polling can be done at the start and during the meeting until the Poll is announced closed. Poll Administrator is invited to explain the mechanism of conducting the electronic/remote poll voting.

## **ORDINARY BUSINESS**

### **THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021 TOGETHER WITH THE REPORTS OF DIRECTORS' AND AUDITORS' REPORT THEREON.**

The Audited Financial Statements for the year ended 31 December 2021 together with the Reports were tabled for discussion. Mr. Martin Leong, the Group's Head of Investor Relation was invited to present the Group's financial position as at FYE 2021. A copy of his presentation is uploaded onto the Company's website and attached herewith.

Upon conclusion of the presentation, the Chairman invited shareholders to raise their questions on the financial statements tabled by typing in the chat box to be answered during question-and-answer session to be held later. The Chairman then proceeded to the agenda proper.

He subsequently put on record that the Audited Financial Statements of the Company for the financial year ended 31 December 2021 had been duly received by shareholders and proxy holders. The Chairman then proceeded to the agenda proper.

#### **2. RESOLUTION 1**

##### **FINAL SINGLE TIER DIVIDEND OF 1.5 SEN PER ORDINARY SHARE FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021.**

Chairman moved on to the next item of the agenda i.e. "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."

The Chairman invited shareholders to raise their questions on this Resolution by typing in the chat box to be answered during question-and-answer session to be held later. The Chairman then moved to the next motion.

#### **3. RESOLUTION 2**

##### **RE-APPOINTMENT OF MESSRS BAKER TILLY MONTEIRO HENG PLT WHO RETIRES AS AUDITORS OF THE COMPANY AND AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION.**

The Chairman then informed the Members present that the retiring auditors, Messrs. Baker Tilly Monteiro Heng PLT have indicated their willingness to continue in office.

The Chairman invited shareholders to raise their questions on this Resolution by typing in the chat box to be answered during question-and-answer session to be held later. The Chairman then moved to the next motion.

**4. RESOLUTIONS 3, 4 & 5**

**RE-ELECTION OF DIRECTORS WHO RETIRES DURING THE YEAR IN ACCORDANCE WITH REGULATION 109 OF THE COMPANY'S CONSTITUTION**

The Chairman, Mr. Jonathan Law Ngee Song proceeded to the next item of the agenda, that is, the re-election of Directors.

In accordance with the Regulation 109 of the Company's Constitution, Mr. Kuo Jen Chang, Mr. Law Ngee Song and Dr. Henry S Kuo, shall retire from the Board at this Meeting and being eligible, have offered themselves for re-election to the Board.

He subsequently invited shareholders to raise their questions on these Resolutions by typing in the chat box to be answered during question-and-answer session to be held later. The Chairman then moved to the next motion.

**5. RESOLUTION 6, 7, 8 & 9**

**DIRECTOR'S FEES AND ALLOWANCE**

The Chairman, Mr. Jonathan Law Ngee Song proceeded to the next item of the agenda, that is, approve the payment of Non-Executive Director's fees and allowance to Non-Executive Directors totaling RM365,000 for the financial year ending 31 December 2022.

Guidance 7.2 of Malaysian Code on Corporate Governance requires each and every non-executive director's fee and benefit to be table individually in the forthcoming AGM. Resolutions 6, 7, 8 & 9 are individual resolutions for individual Non-Executive Directors with regards to their individual's fees and allowance for the financial year ending 31 December 2022.

Before he proceeded to the next motion, the Chairman then invited shareholders to raise their questions on Resolution 6, 7, 8 & 9 by typing in the chat box to be answered during question-and-answer session to be held later.

**SPECIAL BUSINESS**

**6. RESOLUTION 10**

**AUTHORITY TO ALLOT SHARES – SECTIONS 75 (1) & 76 (1)**

The Chairman proceeded to the following Resolution 10 in relation to the authority to issue and allot shares pursuant to Sections 75 (1) & 76 (1) of the Companies Act, 2016 for shareholders' approval.

He then invited shareholders to raise their questions on this Resolution by typing in the chat box to be answered during question-and-answer session to be held later. The Chairman subsequently proceeded to the next item of today's agenda.

## **7. RESOLUTION 11**

### **PROPOSED RENEWAL OF AUTHORISATION FOR THE COMPANY TO PURCHASE ITS OWN SHARES OF UP TO TEN PERCENT (10%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY**

The Chairman proceeded with the Resolution 11 in respect of proposed authority for the Company to purchase its own shares of up to ten percent (10%) of the issued and paid-up share capital of the Company (“Proposed Share Buy-Back Authority”).

The Chairman then invited shareholders to raise their questions on this Resolution by typing in the chat box to be answered during question-and-answer session to be held later.

The Chairman then moved to the next motion.

## **8. RESOLUTION 12**

### **CONTINUE TO DESIGNATE MR. JONATHAN LAW NGENG SONG AS AN INDEPENDENT DIRECTOR**

The Chairman, Mr. Jonathan Law Ngee Song moved to the next motion for today’s meeting, which is pertaining to his office as an Independent Director of the Company. Being the interested Director for Resolution 12, he passed the Chair to Mr. Kuan Kai Seng to proceed with the meeting on this resolution.

Mr. Kuan Kai Seng then informed shareholders present that Resolution 12 was tabled in compliance with the Malaysian Code on Corporate Governance as Mr. Jonathan Law Ngee Song has served the Company for twelve years. The Board is of the view that the Director does not cease to be independent by virtue of his long tenure on the board. The Nomination Committee has assessed and concluded that Mr. Jonathan Law has and still continue to exercise his independence as a board member with integrity without any compromise and has always exercised his judgement in an unbiased manner. He still fulfills the requirements of the Listing Requirement as an Independent Director.

Mr. Kuan Kai Seng invited shareholders to raise any question on this motion, which would be answered during question-and-answer session later. He then passed the Chair back to Mr. Jonathan Law Ngee Song to continue the meeting. Mr. Jonathan Law Ngee Song moved to the last item of today’s agenda.

The following questions and answers were dealt with during questions and answers session-

<b>Shareholder / Proxy</b>	<b>Questions</b>	<b>Answers</b>
LAU CHUAN HOOI	May I know, what is the company's future outlook?	MDF export market has seen improvements since 2021 and have continued to the present day. Strong demand from the Middle East region continue to sustain higher average selling

		<p>prices and the stronger USD vs RM and THB have contributed to the Group's financial performance.</p> <p>The uncertainties remain in the world economy mainly due to continuing Russia-Ukraine war and resurgence of Covid19 in China, where the impacts and duration remains unknown. These have disrupted the supply-demand equilibrium as well as putting pressure on the supply chain that has caused an increase in raw material prices and higher logistic costs. Additionally, the shortage of labour in Malaysia caused by freeze in the in-take of foreign labor for the past 2 years has impacted the supply of wood in our country and limited the Group's productivity growth. However, with the reopening of borders and government's willingness to bring in new foreign labor, we are hopeful that the impact on workers shortage can be resolved in the near future.</p> <p>The Group will continue its diversification efforts to penetrate new markets and generate new sources of income while remaining diligent in increasing the automation of productions processes and also embarked on efforts to reduce the Group's carbon footprint and energy cost with the installation of solar panels. With the confluence of expected improvements in various macro factors and the strengthening of internal operations, the Group is optimistic that it will report a better result in year 2022.</p>
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	Will the Board consider giving door gift such e-voucher or e-wallets for those participating in this AGM as a token of appreciation?	Yes, A RM50 meal voucher will be given as a token of appreciation to each shareholder who attended this AGM.
TEH SUE LENG	I would like to request touch & go e-wallet as a token of appreciation for attending today's RPV meeting.	We will consider on the T & G but for this AGM a RM50 meal voucher will be given as token of appreciation to each shareholder who attended this AGM.
PORAVI A/L S P SITHAMBARAM PILLAY	Good morning to all. Our Company is performing well financially. Already crossed RM1 billion in revenue and our cash position is very strong at RM102 million. Thank you to all dedicated and hardworking Directors and staff of Evergreen. I am very confident the upward trajectory will be maintained in the coming years. Thank you to Ms Yvonne Ko, an excellent employee, assisting shareholders with their queries. My full support for all the resolutions.	Thank you for your complements and your continued support to the Company.
CHEAH YEWE BOON	I humbly request BOD to give e-wallet or e-voucher to attendees as a token of appreciation. I believe the token sum is small, manageable & within annual budgeted expenses.	Yes, A RM50 meal voucher will be given as a token of appreciation to each shareholder who attended this AGM.

<p>REEVANASH A/L PORAVI</p>	<p>Good morning. Our Company is performing well.</p> <p>Already touched RM1 billion in revenue. Cash position is very strong at RM102 million. Thank you to all committed and hardworking Directors and staff of Evergreen. I am very confident the upward momentum will be maintained in the coming years. Thank you very much to Ms Yvonne Ko, a good employee who was very helpful.</p> <p>My full support for all the resolutions.</p>	<p>Thank you for your complements and your continued support to the Company.</p>
<p>AZHAR BIN KHAMARUZAMAN</p>	<p>I humbly request BOD to give e-wallet or e-voucher to attendees as a token of appreciation. I believe the token sum is small, manageable and within annual budgeted expenses. Thank you.</p>	<p>Yes, A RM50 meal voucher will be given as a token of appreciation to each shareholder who attended this AGM.</p>
<p>TEH PENG TIN</p>	<p>How much does the company spend on this virtual AGM?</p> <p>Would the BOD kindly consider giving participants with e-voucher as a token of appreciation for attending today's meeting. Thank you</p>	<p>Cost is around RM15k which is below the cost of a physical meeting held. A RM50 meal voucher will be given to attendees of this AGM as a token of appreciation.</p>



<p>REEMARACHNA A/P PORAVI</p>	<p>Good morning to all. Our Company is performing. Already crossed RM1 billion in revenue. Excellent. Despite the pandemic, mind you. Thank you to all the super Directors and staff of Evergreen. I am very confident the upward trajectory will be maintained in the coming years.</p> <p>Thank you to our staff, Ms Yvonne Ko, a real gem.</p> <p>Hope our Company will reward participating loyal shareholders today too as like last year.</p> <p>My full support for all the resolutions. No questions from me.</p>	<p>Thank you for your complements and your continued support to the Company.</p>
<p>LEW TUCK WAI</p>	<p>I submitted the Request Form for the 2021 Annual Report on 29 April 2022 and until today I still have not received the requested copy.</p> <p>Please send asap as the AGM is being held today. Thank you.</p>	<p>Noted your request and our team will look into the matter and response to it immediately.</p>

<p>LEW TUCK WAI</p>	<p>The latest quarterly report for the 1st Quarter ended 31 Mar 2022 reported an increase in PBT. However, there is a notably loss incurred by the Malaysian Segment compared to the Thailand Segment which report &gt;100% in PBT growth.                  What are the reason(s) for the contrasting results between the 2 Segments?</p>	<p>The under-performance in Malaysia is mainly due to insufficient supply of wood material due to the shortage of labor in plantations and prolonged monsoon season. Inflationary pressures around the world have also impacted the market demand in Malaysia.</p>
<p>LEW TUCK WAI</p>	<p>There has been a spike in operating costs and continuing depreciation of RM vs USD. Based on current orders and expected demand, will the Company be able to sustain or improve its good performance in 1st Quarter 2022 results for the remaining quarters in FY2022?</p>	<p>The depreciation of RM against the USD is beneficial to the Group as we are export based. With the confluence of expected improvements in various macro factors and the strengthening of internal operations, the Group is optimistic that it will report better result in year 2022.</p>

<p>MONO KARI A/P SOKKALINGAM</p>	<p>Good morning. Our Company is moving forward well financially. Already crossed RM1 billion in revenue and we are in the black now. All due to the dedicated and hardworking Directors and staff of Evergreen. It is beyond all doubt the upward trajectory will be maintained in the coming years. Do not forget, our Company shined well despite the pandemic. Absolutely marvelous. What can I say further? Evergreen will be forever evergreen.</p> <p>Special thank you to Ms Yvonne Ko, an dedicated employee who assisted me with me the AGM queries.</p> <p>Hopefully our Company will take care of loyal shareholders participating and voting in this RPV today.</p> <p>My full support for all the resolutions.</p>	<p>Thank you for your complements and your continued support to the Company.</p>
<p>LEW TUCK WAI</p>	<p>The Gross Profit Margin of the Group has been declining before the Covid-19 pandemic before improving back to 20.7% in FY2021. Can the Group maintain the Gross Profit Margins above 20% based on current raw material prices, higher operating and logistic costs? How much can the increased cost of products be passed to the end customers?</p>	<p>We are able to pass most of our increase in cost to our customers in particular Thailand and Indonesia operations. There are some shortfall in Malaysia operation due to spillover effect (impact from wood supply due to labor shortage) from the FMCO in 2021. However, with our business strategies to focus and derive the maximum value from each of our manufacturing facilities based on individual plants capabilities of</p>

		effectiveness on cost and thereon increase our added value products to have higher margin and compete in a different market segment for better profit margin.
LEW TUCK WAI	(1) What are the current capacity utilisation at its plants in Malaysia, Thailand & Indonesia? (2) The capex budgeted for FY2021 amounted to RM4.214 million (page 135 of AR). What is the expected Capex for FY2022?	The 3- years average utilization rate is at 75% and the expected capex for FY2022 is around RM25 - 30 million for the Group.
LEW TUCK WAI	A total of RM42.081 million of Inventories were written down or written off in FY2020 but none in FY2021. What are the reason(s) for zero write-down/write-off in FY2021?	The write off in FY2020 was a one- off non cash event as recommended by external auditor during the year end audit in view of uncertainty in the market conditions caused by the pandemic. As the countries move towards endemic and with the increasing economy activities, there is currently no indication of the need for further significant impairments of inventories as seen in FY2020.
JOACHIM ARULRAJ ANTHONY SAMY	Mr. Chairman - Kindly allow us to vote when the meeting starts and not keep us waiting long. Thank you.	As mentioned by the Chairman at the start of the meeting, all participants can choose to vote at the start of the meeting on Resolutions or during the poll.
NG HOON HO	Will the weakening of Ringgit against USD help the Company to compete and hence higher revenue in FY2022?	The weakening of the Ringgit, Thai Bath and Indonesian Rupiah are beneficial to the Group as we are export based and it helps to enhance our revenue as well.

TAN KIM KHUAT	Please send a printed copy to my registered address in Puchong, Selangor. Thank you.	Noted your request and our team will response to your request immediately.
LEW TUCK WAI	<p>In the CFO's Presentation, the Hat Yai manufacturing plant also produces 18MW in biomass energy generation.</p> <p>(1) What are the reason(s) for the Malaysia manufacturing plants not having similar biomass energy generations?</p> <p>(2) Are there any future plans for such biomass energy projects for the Group?</p>	There are a lot of wood waste in Thailand thus suitable for Biomass power plant. However, Malaysia has a lot of Palm waste which may be suitable and we are exploring and in the study phase. At present instead, we have ventured into Solar Panel in one of our plants and exploring plans to extent to other plants in Malaysia.
TAN MERN SONG	Timber from Russia and Belarus is to be categorised as 'conflict timber' , how will it affect Malaysia timber industry? It will benefit Evergreen Fibreboard Berhad or ?	The timber sanctions may cause severe shortages in Europe panel board makers and this may spark the furniture buyers to turn to Asia to source for furniture. This may boost up SEA furniture demand in particular Malaysia furniture makers and therefore it is a positive sign for Evergreen too.
YEW YEE YOUNG	Is the group considering in more aggressive in share buyback as strong cash on hand?	The Group has bought back more shares in recent 5 months than it has prior to FY2022. We will balance the need of having sufficient liquidity to operate efficiently while giving positive assurance to the equity market that the Group has confidence in our potential via more share buybacks.

TAN AILAN	<p>Evergreen Fibreboard was in the positive territory after being in the red previously in year 2020. There is not yet any dividend payout. However, if the company would be so kind at least reward the shareholder with door gift.</p> <p>At least the shareholder who have stayed with the company would feel appreciated. But I believe Management of Evergreen Fibreboard will do the right thing.</p>	<p>The Company stands by its Dividend policy which is 25% of the Group's PAT. For FYE 2021 the BOD is proposing a 1.5 sen dividend for shareholders' approval in this AGM.</p>
LAU ATI @ LAU CHUAN TENG	<p>Please consider giving e-voucher to participating shareholders as token of appreciation for effort and cost of attending and supporting the Company. Thank you.</p>	<p>Yes, A RM50 meal voucher will be given as a token of appreciation to each shareholder who attended this AGM.</p>
TAN SWEE CHUN	<p>May I know any door gift for shareholder who attend this virtual AGM?</p>	<p>Yes, A RM50 meal voucher will be given as a token of appreciation to each shareholder who attended this AGM.</p>
TAN CHAI HENG	<p>Please provide us with an e-wallet or e-voucher as a token of appreciation. Thank you.</p>	<p>We will consider on the T &amp; G but for this AGM a RM50 meal voucher will be given as token of appreciation to each shareholder who attended this AGM.</p>
TAI PHOO SIEW @ THAY PHOO SIEW	<p>Please provide us with an e-wallet or e-voucher as a token of appreciation. Thank you.</p>	<p>We will consider on the T &amp; G but for this AGM a RM50 meal voucher will be given as token of appreciation to each shareholder who attended this AGM.</p>
TAN SIAN HOO	<p>Please provide us with an e-wallet or e-voucher as a</p>	<p>We will consider on the T &amp; G but for this AGM a RM50 meal</p>

	token of appreciation. Thank you.	voucher will be given as token of appreciation to each shareholder who attended this AGM.
SEE HAN CHOW	What kind of RM50 voucher to be given?	Yes, A RM50 meal voucher will be given as a token of appreciation to each shareholder who attended this AGM.
LIM SEONG HON	What type of RM50 meal voucher you provide for loyal shareholder?	Yes, A RM50 meal voucher will be given as a token of appreciation to each shareholder who attended this AGM.

When Mr. Martin Leong had finished answering the questions posed by shareholders, the Chairman made known that Q & A session is closed and any. Questions that are not answered during the Q & A session would receive an email response from the Company soonest possible.

The Chairman subsequently mentioned that poll voting will be starting and went on to re-read each and every Resolution again before inviting all shareholders to cast their votes. After 10 minutes of poll voting session, the Chairman announced the poll voting closed and the meeting would take a 10 minutes break thereafter for validated by scrutineer.

After the break, the meeting resumed where the results of poll were shown on the screen as follows-

Resolution No.	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
1.	403,330,146	99.9962	15,405	0.0038
2.	260,107,388	99.6619	882,298	0.3381
3.	403,245,037	99.9751	100,314	0.0249
4.	247,824,688	94.9558	13,164,798	5.0442
5.	390,940,453	96.9245	12,404,898	3.0755
6.	403,250,630	99.9765	94,721	0.0235
7.	385,928,817	99.9752	95,670	0.0248
8.	403,249,956	99.9764	95,370	0.0236
9.	403,249,880	99.976330	95,471	0.023670
10.	402,563,045	99.806046	782,306	0.193954

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11.	403,329,639	99.996105	15,712	0.003895
12. Tier 1	266,476,006	100	0	0
12. Tier 2	124,634,134	91.0633	12,231,211	8.9367

Mr. Jonathan Law Ngee Song declared that Resolutions 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11 and 12 were carried.

### **TERMINATION**

There was no notice received to transact any other business. The Meeting was closed at 11.30 a.m. with a vote of thanks to the Chairman, Directors and Members present.

Confirmed as correct records



**Approved By Chairman  
Jonathan Law Ngee Song**