

THIS STATEMENT 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 adviser immediately.

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富佳木業有限公司

FOCUS LUMBER BERHAD

Registration No. 198901011405 (188710-V)

(Incorporated in Malaysia)

STATEMENT TO SHAREHOLDERS

IN RELATION TO THE

**PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR THE
AUTHORITY TO THE COMPANY TO PURCHASE ITS OWN SHARES UP TO TEN
PER CENTUM (10%) OF THE TOTAL NUMBER OF ISSUED SHARES
 (“PROPOSED RENEWAL OF SHARE BUY-BACK MANDATE”)**

The resolution in respect of the above proposal will be tabled as Special Business at the 30th Annual General Meeting (“30th AGM”) of Focus Lumber Berhad (“Focus Lumber” or “Company”) to be held at Zara’s Boutique Hotel, Harbour City, Jalan Pantai Baru, Sembulan, 88100 Kota Kinabalu, Sabah on Monday, 21 September 2020 at 11.00 a.m. or any adjournment thereof. This Statement is available at <<http://focuslumber.com.my/investors-relations/annual-report/>> together with the Notice of the 30th AGM, Proxy Form and the Administrative Guide to the 30th AGM of Focus Lumber.

You are entitled to attend and vote at the 30th AGM of the Company or to appoint a proxy or proxies to attend and vote on your behalf. The Proxy Form must be completed and deposited at the Company’s Share Registrar’s office at Tricor Investor & Issuing House Services Sdn Bhd [Registration No. 197101000970 (11324-H)] of Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Services Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, not less than 48 hours before the time appointed for holding the 30th AGM or any adjournment thereof.

You can also have the option to lodge the proxy appointment electronically via TIIH Online at <https://tiih.online> (for individual shareholders only) before the proxy form lodgement cut-off time as mentioned below. For further information on the electronic lodgement of proxy form, kindly refer to the Administrative Guide to the 30th AGM. The lodging of the Proxy Form will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

Last date and time for lodging the Proxy Form: Saturday, 19 September 2020, 11.00 a.m.

Date and time of the 30th AGM : Monday, 21 September 2020, 11.00 a.m.

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Statement:-

| | |
|--|---|
| Act | : Companies Act 2016, as amended from time to time and any re-enactment thereof (including the corresponding previous written law) |
| AGM | : Annual General Meeting |
| Board | : Board of Directors of Focus Lumber |
| Bursa Securities | : Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)] |
| Code | : Malaysian Code on Take-Overs and Mergers 2016, including any amendments that may be made from time to time |
| CMSA | : Capital Markets and Services Act 2007 including any amendments that may be made from time to time |
| Directors | : Has the meaning given in Section 2(1) of the CMSA. |
| EPS | : Earnings per share |
| ESOS | : Employees' Share Option Scheme |
| Focus Lumber or the Company | : Focus Lumber Berhad [198901011405 (188710-V)] |
| Focus Lumber Group or Group | : Focus Lumber Berhad [Registration No. 198901011405 (188710-V)] and its subsidiaries, Untung Ria Sdn Bhd and Focus Layo Flooring collectively |
| Listing Requirements | : Main Market Listing Requirements of Bursa Securities and any amendments that may be made from time to time |
| LPD | : 12 August 2020, being the latest practicable date prior to the printing of this Statement |
| Market Day | : A day on which the stock market of Bursa Securities is open for trading in securities |
| NA | : Net assets |
| Proposal Share Buy-Back | : Proposed purchase of up to ten per centum (10%) of Focus Lumber's total number of issued shares |
| Proposed Renewal of Share Buy-Back Mandate or Proposal | : Proposed renewal of shareholders' mandate for the authority to the Company to purchase its own shares up to ten per centum (10%) of its total number of issued shares |
| Purchased Shares | : Focus Lumber Shares to be purchased by the Company pursuant to the Proposed Renewal of Share Buy-Back Mandate |
| RM and sen | : Ringgit Malaysia and sen, respectively |

SC : Securities Commission Malaysia

Focus Lumber Shares or Shares : Ordinary share(s) in Focus Lumber

All references to “you” in this statement are referred to Focus Lumber’s shareholders.

Words denoting the singular shall, where applicable, include the plural and vice versa. Words denoting the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Any reference to persons shall include corporations, unless otherwise specified.

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

Any discrepancy in the tables between the amounts listed and the totals in this Statement are due to rounding.

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富佳木業有限公司
FOCUS LUMBER BERHAD

Registration No. 198901011405 (188710-V)

(Incorporated in Malaysia)

Registered Office:

12A, Jalan Teluk Likas,
88450 Kota Kinabalu,
Sabah.

21 August 2020

Board of Directors:

Datuk Aznam Bin Mansor (Chairman/ Independent Non-Executive Director)
Lin Hao Wen (Managing Director)
Lin Fong Ming (Executive Director)
Lin Hao Yu (Executive Director)
Wong Yoke Nyen (Independent Non-Executive Director)
Ng Tian Meng (Independent Non-Executive Director)

To: The Shareholders of Focus Lumber

Dear Sir/ Madam,

PROPOSED RENEWAL OF SHARE BUY-BACK MANDATE

1. INTRODUCTION

At the Twenty-Ninth (29th) AGM of the Company held on 27 May 2019, the Company had obtained the shareholders' mandate for the Proposed Share Buy-Back by Focus Lumber of up to 10% of its total number of issued shares of the Company at any point of time through Bursa Securities. The said mandate shall lapse at the conclusion of the forthcoming Thirtieth (30th) AGM unless the approval for its renewal is obtained from the shareholders at the forthcoming 30th AGM.

On 12 August 2020, the Board announced that the Company proposes to seek shareholders' approval for the Proposed Renewal of Share Buy-Back Mandate at the forthcoming 30th AGM.

The purpose of this Statement is to provide you with information on the Proposal and to seek your approval on the Ordinary Resolution pertaining to the Proposed Renewal of Share Buy-Back Mandate to be tabled at the forthcoming 30th AGM of the Company, to be held on 21 September 2020. This Statement is available at <<http://focuslumber.com.my/investors-relations/annual-report/>> together with the Notice of the 30th AGM, Proxy Form and the Administrative Guide to the 30th AGM of Focus Lumber.

SHAREHOLDERS ARE ADVISED TO READ THE CONTENTS OF THIS STATEMENT CAREFULLY BEFORE VOTING ON THE RESOLUTION TO GIVE EFFECT TO THE PROPOSAL.

2. DETAILS OF THE PROPOSED SHARE BUY-BACK

The Company had at its 29th AGM held on 27 May 2019 obtained an approval from its shareholders to purchase up to ten per centum (10%) of the total number of issued shares and the said approval will be expiring at the conclusion of the forthcoming 30th AGM of the Company unless the approval is renewed.

The Company proposes to seek the approval from the shareholders of the Company at the forthcoming 30th AGM for the Proposed Renewal of Share Buy-Back Mandate.

The approval from the shareholders would be effective immediately upon the passing of the ordinary resolution for the Proposed Renewal of Share Buy-Back Mandate at the forthcoming 30th AGM and shall continue to be in force until:-

- (a) the conclusion of the next AGM of the Company following the general meeting at which such resolution is passed, at which time it will lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (b) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (c) revoked or varied by ordinary resolution passed by the shareholders in general meeting;

whichever occurs first.

3. MAXIMUM NUMBER OF PERCENTAGE OF SHARES TO BE ACQUIRED

The maximum number of Focus Lumber Shares which may be purchased by the Company shall not exceed ten percent (10%) of the total number of issued shares of the Company in compliance with Paragraph 12.09 of the Listing Requirements.

As at the LPD, the maximum number of Focus Lumber Shares that can be purchased and/or held by the Company will be as follows:-

| | <u>No. of Shares</u> |
|---|----------------------|
| Total number of issued shares of Focus Lumber | 106,884,000 |
| 10% of the total number of issued shares | 10,688,400 |
| Total number of treasury shares held by Focus Lumber | (7,570,600) |
| Maximum number of shares which may be purchased in respect of the Proposed Share Buy-Back | <u>3,117,800</u> |

The actual number of Focus Lumber Shares to be purchased by the Company pursuant to the Proposed Renewal of Share Buy-Back Mandate, the total amount of funds involved for each purchase and the timing of the purchase(s) will depend on inter-alia, the market conditions and sentiments, the availability of financial resources and the retained profits of the Company at the time of the purchase(s).

4. MAXIMUM AMOUNT OF FUNDS TO BE ALLOCATED AND THE SOURCE OF FUNDS

The funding for the Proposed Share Buy-Back will be from internally generated funds or external borrowings or a combination of both and the maximum fund to be allocated for such transactions shall not exceed the aggregate balance standing in the retained profits of the Company.

The retained profits of the Company based on the Audited Consolidated Financial Statements for the financial year ended 31 December 2019 was RM106,239,084.

In the event the Company purchases and holds its own Shares using external borrowings, the Board will ensure that the Company has sufficient funds to repay the external borrowings and the repayment is not expected to have a material effect on the cash flow of the Company.

5. TREATMENT OF SHARES PURCHASED

In accordance with Section 127 of the Act, the Directors may, at its discretion, deal with the Purchased Shares until all the Purchased Shares have been dealt with in the following manner:-

- (a) To cancel all or part of the Purchased Shares; or
- (b) To retain all or part of the Purchased Shares as treasury shares as defined in Section 127 of the Act.

Based on Section 127(7) of the Act, where such Purchased Shares are held as treasury shares, our Directors may at their discretion:

- (a) distribute all or part of the treasury shares as dividends to our shareholders, such dividends to be known as "shares dividends";
- (b) resell all or part of the treasury shares in accordance with the Listing Requirements;
- (c) transfer all or part of the treasury shares for the purposes of or under an employees' share scheme established by the Company and/or its' subsidiaries;
- (d) transfer all or part of the treasury shares as purchase consideration;
- (e) cancel all or part of the treasury shares;
- (f) sell, transfer or otherwise use the shares for such other purposes as the Minister charged with the responsibility for companies may by order prescribe and/or
- (g) deal with the treasury shares in the manners as allowed by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities from the time being in force.

While the Purchased Shares are held as the treasury shares, the treasury shares shall not be taken into account in calculating the number or percentage of shares, or of a class of shares in our Company for any purpose including, without limiting the generality of the provision of Section 127 of the Act, the provision of any law or the requirements of the Company's Constitution or the Listing Requirements on substantial shareholdings, take-overs, notices, requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting. An immediate announcement will be made to Bursa Securities in respect of the intention of the Board on the treatments of the Purchased Shares, i.e. notification of purchase, resale or transfer or cancellation of the Purchased Shares as per the Listing Requirements.

As at the date of this Statement, the Board has yet to make any decision with regards to the treatment of the Shares so purchased in the future.

Where the Directors resolve to cancel the Shares so purchased or cancel any treasury shares, the number of the Company's issued shares shall be diminished by the cancellation of the Shares so cancelled. It is pertinent to note that the cancellation of Shares made pursuant to Section 127(15) of the Act shall not be deemed to be a reduction in share capital.

6. RATIONALE FOR THE PROPOSED SHARE BUY-BACK

The Proposed Share Buy-Back will enable the Company to utilise its surplus financial resources to purchase its own Shares from Bursa Securities. It may also assist in stabilising the supply and demand as well as the market price of its Shares traded on Bursa Securities.

The Purchased Shares, whether to be held as treasury shares or subsequently cancelled, will effectively reduce the number of Shares carrying voting and participation rights. Therefore, the shareholders of the Company may enjoy an increase in the value of their investment in Focus Lumber due to improvement to the consolidated EPS, as a result of the decreased share capital base used for the computation of the EPS.

The Purchased Shares can be held as treasury shares and resold on the stock market of Bursa Securities at a higher price with the intention of realising capital gain without affecting the total number of issued shares of the Company. Should any treasury shares be distributed as share dividends, this would serve to reward the shareholders of the Company.

7. POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED SHARE BUY-BACK

The potential advantages of the Proposed Share Buy-Back to the Company and its shareholders are as follows:-

- (i) the Proposed Share Buy-Back, if implemented will allow the Company to utilise its financial resources where there is no immediate use, to purchase the Focus Lumber Shares. If the Focus Lumber Shares purchased are held as treasury shares or cancelled immediately, this may strengthen the consolidated EPS of the Group;
- (ii) the Proposed Share Buy-Back may also stabilise the supply and demand of Focus Lumber Shares traded on the market of Bursa Securities and reduce the volatility of Focus Lumber Share prices. The stability of Focus Lumber Share prices is important to maintain investors' confidence in order to facilitate future fund-raising exercises of the Company via the equity market;
- (iii) the Proposed Share Buy-Back will provide the Company opportunities for potential capital gains if the purchased Focus Lumber Shares which are retained as treasury shares are resold at prices higher than the purchase prices and such proceeds may be subsequently used for investment opportunities arising in the future, working capital and/or to be distributed as dividends to shareholders; and
- (iv) in the event the treasury shares are distributed as share dividends, it may serve to reward the shareholders of Focus Lumber.

The potential disadvantages of the Proposed Share Buy-Back to the Company and its shareholders are as follows:-

- (i) the Proposed Share Buy-Back, if implemented, will reduce the amount of financial resources available for distribution to the shareholders of the Company;
- (ii) if the Company decides to utilise bank borrowings to finance the Proposed Share Buy-Back, the cash flow of the Company may be affected to the extent of the interest costs associated with such borrowings;
- (iii) the funds allocated for the Proposed Share Buy-Back could be used for other better investment opportunities which may emerge in the future; and
- (iv) as the funds to be allocated for the Proposed Share Buy-Back must be made wholly out of the Company's retained profits, the amount of retained profits available for distribution of dividends to the shareholders of the Company may decrease accordingly.

The Proposed Share Buy-Back, however, is not expected to have any potential material disadvantages to the Company and its shareholders, as it will be implemented only after in-depth consideration of the financial resources of Focus Lumber which need to be balanced against investment opportunities and other proposals that can enhance the value to its shareholders. The Board is mindful of the interests of the Company and its shareholders with respect to the above exercise.

8. FINANCIAL EFFECTS TO THE PROPOSED SHARE BUY-BACK

The financial effects of the Proposed Share Buy-Back on the share capital, earnings, working capital, NA, dividends and shareholdings of Directors and Substantial Shareholders of the Company or Group are set out below:-

8.1 Share Capital

The effect of the Proposed Share Buy-Back on the issued share capital of the Company will depend on whether the Purchased Shares are cancelled or retained as treasury shares. The Proposed Share Buy-Back will result in a reduction of the issued shares capital of the Company if the Purchased Shares are cancelled.

For illustration purposes only, the following scenarios are taken into consideration:

(a) Minimum Scenario

Assuming that the shares and/or options granted under the ESOS are not vested and/or exercised prior to Focus Lumber's purchase of its own Shares pursuant to the Proposed Share Buy-Back.

(b) Maximum Scenario

Assuming that the shares and/or options granted under the ESOS are fully vested and/or exercised into new Focus Lumber Shares, prior to Focus Lumber's purchase of its own Shares pursuant to the Proposed Share Buy-Back.

In the event the Proposed Share Buy-Back is carried out in full and all the Purchased Shares are cancelled, the present issued share capital of the Company will be reduced by the number of Shares so cancelled as follows:-

| | After the Proposed Share Buy-Back | | |
|---|--|---|---|
| | As at LPD No. of Shares | Minimum Scenario No. of Shares | Maximum Scenario No. of Shares |
| Existing share capital as at LPD (inclusive of 7,570,600 treasury shares) | 106,884,000 | 106,884,000 | 106,884,000 |
| Assuming full exercise of options under ESOS | - | - | 14,897,010 ⁽¹⁾ |
| Enlarged total number of issued Shares | 106,884,000 | 106,884,000 | 121,781,010 |
| Assuming all the Purchased Shares pursuant to the Proposed Share Buy-Back are cancelled | (10,688,400) | (10,688,400) | (12,178,101) |
| Resultant ordinary issued share capital | 96,195,600 | 96,195,600 | 109,602,909 |

Note:

(1) Based on 15% of the total number of issued shares (excluding treasury shares) of the Company as at the LPD.

If the Purchased Shares are retained as treasury shares, the Proposed Share Buy-Back will not have any effect on the issued share capital of Focus Lumber. Nevertheless, certain rights attached to the Purchased Shares are suspended while they are held as treasury shares.

8.2 Earnings

The effects of the Proposed Share Buy-Back on the EPS of Focus Lumber Group is dependent on the number and the purchase prices of the Purchase Shares, the effective cost of funding and/or the interest income foregone in connection with funding such Purchased Shares.

If Purchased Shares are retained as treasury shares or cancelled subsequently, the number of shares applied in the computation of the EPS will be reduced and this may improve the consolidated EPS of the Group.

8.3 NA

The effect of the Proposed Share Buy-Back on NA of Focus Lumber Group is dependent on the number of Purchased Shares, the purchase price of Focus Lumber Shares, the effective cost of funding and the treatment of the shares purchased.

The Proposed Share Buy-Back will reduce the NA per Share if the purchase price is more than the NA per Share at the time of purchase. On the contrary, the NA per Share will increase if the purchase price is less than the NA per Share at the time of purchase.

8.4 Working Capital

The Proposed Share Buy-Back, as and when implemented, will result in an outflow of cash and thereby reduce the working capital and cash flow of Focus Lumber Group. The quantum of reduction in working capital is dependent on the purchase price and number of Focus Lumber Shares purchased.

However, for Focus Lumber Shares so purchased and kept as treasury shares, upon their resale at a higher selling price than the initial purchase price, the working capital and the cash flow of Focus Lumber Group will increase. The quantum of the increase in the working capital and cash flow will depend on the actual selling price(s) of the treasury shares and the number of treasury shares resold.

8.5 Dividends

The Proposed Share Buy-Back is not expected to have any impact on the dividend payment as the Board will take into consideration the Company's profit, cash flow and the capital commitments before proposing any dividend payment.

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8.6 Directors' and Substantial Shareholders' Shareholdings

Based on the Register of Directors' Shareholding and Register of Substantial Shareholders of Focus Lumber as at LPD and assuming that the Proposed Share Buy-Back is implemented up to the maximum of 10% of the total number of issued shares of the Company and that the Purchased Shares are from the shareholders other than the Directors and Substantial Shareholders of Focus Lumber, the effect of the Proposed Share Buy-Back on the shareholdings of the Directors and Substantial Shareholders of Focus Lumber are set out below:-

Minimum Scenario

| | Number of Shares held as at LPD* | | | | After Proposed Share Buy-Back^ | | | |
|---------------------------------|----------------------------------|-------|----------|---|--------------------------------|-------|----------|---|
| | Direct | % | Indirect | % | Direct | % | Indirect | % |
| Directors | | | | | | | | |
| Datuk Aznam Bin Mansor | - | - | - | - | - | - | - | - |
| Lin Hao Wen | 9,179,360 | 9.243 | - | - | 9,179,360 | 9.542 | - | - |
| Wong Yoke Nyen | 220,000 | 0.222 | - | - | 220,000 | 0.229 | - | - |
| Ng Tian Meng | 300,000 | 0.302 | - | - | 300,000 | 0.312 | - | - |
| Lin Hao Yu | 8,376,760 | 8.435 | - | - | 8,376,760 | 8.708 | - | - |
| Lin Fong Ming | 9,169,360 | 9.233 | - | - | 9,169,360 | 9.532 | - | - |
| Substantial Shareholders | | | | | | | | |
| Lin Hao Wen | 9,179,360 | 9.243 | - | - | 9,179,360 | 9.542 | - | - |
| Lin Fong Ming | 9,169,360 | 9.233 | - | - | 9,169,360 | 9.532 | - | - |
| Lin Hao Yu | 8,376,760 | 8.435 | - | - | 8,376,760 | 8.708 | - | - |

Notes:-

* Based on 99,313,400 total number of issued shares of the Company (excluding 7,570,600 treasury shares as at LPD)

^ Assuming the Proposed Share Buy-Back is implemented in full, i.e. up to 10% of total number of issued shares of the Company, the Purchased Shares are held as treasury shares and that the Directors and the substantial shareholders' shareholdings in Focus Lumber remain unchanged.

Maximum Scenario

| | Number of Shares held as at LPD @ | | | | After ESOS # | | | | After ESOS and Proposed Share Buy-Back ^ | | | |
|---------------------------------|-----------------------------------|-------|----------|---|--------------|-------|----------|---|--|-------|----------|---|
| | Direct | % | Indirect | % | Direct | % | Indirect | % | Direct | % | Indirect | % |
| Directors | | | | | | | | | | | | |
| Datuk Aznam Bin Mansor | - | - | - | - | 1,500,000 | 1.232 | - | - | 1,500,000 | 1.369 | - | - |
| Lin Hao Wen | 9,179,360 | 9.243 | - | - | 9,779,360 | 8.030 | - | - | 9,779,360 | 8.923 | - | - |
| Wong Yoke Nyen | 220,000 | 0.222 | - | - | 1,420,000 | 1.166 | - | - | 1,420,000 | 1.296 | - | - |
| Ng Tian Meng | 300,000 | 0.302 | - | - | 1,500,000 | 1.232 | - | - | 1,500,000 | 1.369 | - | - |
| Lin Hao Yu | 8,376,760 | 8.435 | - | - | 8,936,760 | 7.338 | - | - | 8,936,760 | 8.154 | - | - |
| Lin Fong Ming | 9,169,360 | 9.233 | - | - | 9,729,360 | 7.989 | - | - | 9,729,360 | 8.877 | - | - |
| Substantial Shareholders | | | | | | | | | | | | |
| Lin Hao Wen | 9,179,360 | 9.243 | - | - | 9,779,360 | 8.030 | - | - | 9,779,360 | 8.923 | - | - |
| Lin Fong Ming | 9,169,360 | 9.233 | - | - | 9,729,360 | 7.989 | - | - | 9,729,360 | 8.877 | - | - |
| Lin Hao Yu | 8,376,760 | 8.435 | - | - | 8,936,760 | 7.338 | - | - | 8,936,760 | 8.154 | - | - |

Notes:-

@ Based on 99,313,400 total number of issued shares of the Company (excluding 7,570,600 treasury shares as at LPD)

Assuming full exercise of Options under ESOS

^ Assuming full exercise of Options under ESOS and the Proposed Share Buy-Back is implemented in full, i.e. up to 10% of total number of issued shares of the Company, the Purchased Shares are held as treasury shares

9. PUBLIC SHAREHOLDING SPREAD

As at LPD, the public shareholding spread of the Company was 67.501%. The Proposed Renewal of Share Buy-Back Mandate will be carried out in accordance with the prevailing laws at the time of the purchase including compliance with 25% public shareholding spread as required under Paragraph 8.02(1) of the Listing Requirements.

The Board will endeavour to ensure that the Company complies with the public shareholding spread requirements and shall not buy back the Company's Shares if the purchase would result in the public shareholding spread requirements not being met.

10. IMPLICATION OF THE CODE

If any one of the Directors, Substantial Shareholders and/or their respective parties acting in concert with them, as a result of the Proposed Share Buy-Back:

- (a) obtains control in the Company (which is the holding of, or entitlement to exercise or control the exercise of, more than 33% of the voting shares or voting rights of the Company); or
- (b) increases his/their existing shareholdings of the Company (which is more than 33% but not more than 50% of the voting shares or voting rights of the Company) by more than 2% in any six (6) months period,

the affected Director, Substantial Shareholder and/or parties acting in concert with them ("Affected Person(s)") would be obliged to undertake a mandatory offer for the remainder Focus Lumber Shares not already owned by them pursuant to the Code. However, a waiver to undertake a mandatory offer may be granted by the SC under the Code upon application by the Affected Person(s) before triggering the mandatory offer and subject to the affected Director, Substantial Shareholder and/or parties acting in concert with them complying with certain conditions.

The Board is aware of the implications of the Code and will be mindful of such implications when making any purchase of Focus Lumber Shares pursuant to the Proposed Renewal of Share Buy-Back Mandate.

However, in the event an obligation to undertake a mandatory offer is expected to arise with respect to any party or parties resulting from the Proposed Renewal of Share Buy-Back Mandate, which is an action outside its direct participation, the relevant parties will make necessary application to the SC for an exemption from undertaking a mandatory offer pursuant to the Code prior to any buy-back of the Shares.

11. INTERESTS OF DIRECTORS, SUBSTANTIAL SHAREHOLDERS AND PERSONS CONNECTED TO THEM

None of the Directors and/or Substantial Shareholders and/or persons connected to them, has any interest, direct or indirect, in the Proposed Renewal of Share Buy-Back Mandate or the subsequent resale of the treasury shares (if any).

12. PURCHASE, RESALE, TRANSFER AND/OR CANCELLATION OF FOCUS LUMBER SHARES IN THE PRECEDING TWELVE (12) MONTHS

As at LPD, the Company had purchased a total of 7,570,600 of its own Shares and retained as treasury shares in accordance to the provision of Section 127 of the Act.

As at the date of this Statement, the Company had not resold or transferred any treasury shares on Bursa Securities. No cancellation of Purchased Shares was made in the preceding 12 months from August 2019 to July 2020.

The details of Shares purchased by the Company in the preceding twelve (12) months from August 2019 to July 2020 are as follows:-

| Date | No. of Shares | Price per Share | | | Total Consideration (RM) |
|--------------|------------------|-----------------|-------------|--------------|--------------------------|
| | | Highest (RM) | Lowest (RM) | Average (RM) | |
| 13.03.2020 | 158,400 | 0.820 | 0.810 | 0.819 | 129,804.00 |
| 16.03.2020 | 92,400 | 0.800 | 0.780 | 0.786 | 72,648.00 |
| 17.03.2020 | 33,700 | 0.705 | 0.700 | 0.701 | 23,640.00 |
| 18.03.2020 | 417,000 | 0.710 | 0.700 | 0.704 | 293,570.00 |
| 19.03.2020 | 819,700 | 0.700 | 0.650 | 0.696 | 570,375.50 |
| 17.06.2020 | 367,500 | 0.750 | 0.715 | 0.733 | 269,335.00 |
| 14.07.2020 | 157,100 | 0.750 | 0.730 | 0.745 | 117,000.00 |
| 20.07.2020 | 282,500 | 0.800 | 0.725 | 0.781 | 220,561.00 |
| 21.07.2020 | 290,000 | 0.800 | 0.770 | 0.797 | 231,269.00 |
| 27.07.2020 | 90,000 | 0.805 | 0.795 | 0.801 | 72,126.50 |
| Total | 2,708,300 | - | - | - | 2,000,329.00 |

13. MARKET PRICE OF THE COMPANY'S SHARES

The following table sets out the monthly highest and lowest prices of Focus Lumber Shares traded on Bursa Securities for the preceding twelve (12) months from August 2019 up to July 2020:-

| | <u>Highest (RM)</u> | <u>Lowest (RM)</u> |
|--------------|---------------------|--------------------|
| 2019: | | |
| August | 1.22 | 1.01 |
| September | 1.10 | 1.00 |
| October | 1.22 | 1.07 |
| November | 1.14 | 1.01 |
| December | 1.09 | 1.01 |
| | | |
| 2020: | | |
| January | 1.08 | 0.990 |
| February | 1.07 | 0.955 |
| March | 0.960 | 0.610 |
| April | 0.740 | 0.670 |
| May | 0.820 | 0.695 |
| June | 0.750 | 0.685 |
| July | 0.805 | 0.700 |

(Source: Bridge Transaction Exchange)

The last transacted market price of Focus Lumber Shares on 12 August 2020 (being the LPD) before printing this Statement was RM0.93.

14. APPROVAL REQUIRED

The Proposed Renewal of Share Buy-Back Mandate is solely subject to the approval of the shareholders of Focus Lumber at the forthcoming 30th AGM to be convened.

15. DIRECTORS' STATEMENT AND RECOMMENDATION

After having taken into consideration the Proposed Renewal of Share Buy-Back Mandate stated above, the Directors are of the opinion that the Proposed Renewal of Share Buy-Back Mandate is in the best interest of the Company. Accordingly, the Directors recommend that the shareholders vote in favour of the ordinary resolution pertaining to the Proposed Renewal of Share Buy-Back Mandate to be tabled at the Company's forthcoming 30th AGM.

16. 30th AGM

The Ordinary Resolution in respect of the Proposed Renewal of Share Buy-Back Mandate as set out in the Notice of 30th AGM will be tabled at the forthcoming 30th AGM of Focus Lumber. The Statement is available at <<http://focuslumber.com.my/investors-relations/annual-report/>> together with the Notice of 30th AGM, Proxy Form and the Administrative Guide of the Company.

The 30th AGM of Focus Lumber will be held at Zara's Boutique Hotel, Harbour City, Jalan Pantai Baru, Sembulan, 88100 Kota Kinabalu, Sabah on Monday, 21 September 2020 at 11.00 a.m., or any adjournment thereof.

If you are unable to attend and vote in person at the 30th AGM, you may appoint a proxy(ies) by completing, sign and deposit the Proxy Form in accordance with the instructions therein, to the Company Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not later than forty-eight (48) hours before the date and time set for holding the 30th AGM or any adjournment thereof. You may also have the option to lodge the Proxy Form electronically via TIIH Online at <https://tjih.online> (for individual shareholders only) before the proxy appointment cut-off time as mentioned above. For further information on the electronic lodgement of Proxy Form, kindly refer to the Administrative Guide to the 30th AGM.

The lodging of the Proxy Form will not preclude you from attending and voting in person at the 30th AGM should you subsequently wish to do.

17. FURTHER INFORMATION

Shareholders are advised to refer to the Appendices in this Statement for further information.

Yours faithfully

For and on behalf of the Board of Directors

FOCUS LUMBER BERHAD

DATUK AZNAM BIN MANSOR

Chairman/ Independent Non-Executive Director

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APPENDIX I

FURTHER INFORMATION

1. RESPONSIBILITY STATEMENT

The Directors of Focus Lumber have seen and approved the contents of this Statement and they collectively and individually accept full responsibility for the accuracy of the information given in this Statement and confirm that, after having made all reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in this Statement misleading.

2. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection by members of the Company at the registered office of the Company at 12A, Jalan Teluk Likas, 88450 Kota Kinabalu, Sabah during normal business hours from Mondays to Fridays (excluding Public Holidays) from the date of this Statement up to and including the date of the forthcoming 30th AGM:

- (a) Constitution of Focus Lumber;
- (b) Audited consolidated financial statements of Focus Lumber for the past two (2) financial years ended 31 December 2018 and 31 December 2019, and
- (c) Unaudited 1st Quarter financial results for the period ended 31 March 2020.

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APPENDIX II

ORDINARY RESOLUTION TO BE TABLED AT THE 30th AGM OF FOCUS LUMBER IN RELATION TO THE PROPOSED RENEWAL OF SHARE BUY-BACK MANDATE

Ordinary Resolution

Proposed Renewal of Shareholders' Mandate for the Authority to the Company to Purchase Its Own Shares up to Ten Per Centum (10%) of the Total Number of Issued Shares ("Proposed Renewal of Share Buy-Back Mandate")

THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such number of issued shares in the Company 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 aggregate number of issued shares in the Company ("Shares") purchased ("Purchased Shares") and/or held as treasury shares pursuant to this ordinary resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at point of purchase; and
- ii. the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase,

("Proposed Share Buy-Back").

AND THAT the authority to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this Ordinary Resolution and will continue to be in force until:

- a. the conclusion of the next Annual General Meeting of the Company following at which time the authority shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
- b. the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
- c. revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company of its own Shares before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements and any applicable laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.

AND THAT the Directors of the Company be and are hereby authorised, at their discretion, to deal with the Purchased Shares until all the Purchased Shares have been dealt with by the Directors in the following manner as may be permitted by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force:

- i. To cancel all or part of the Purchased Shares;
- ii. To retain all or part of the Purchased Shares as treasury shares as defined in Section 127 of the Act;
- iii. To distribute all or part of the treasury shares as dividends to the shareholders of the Company;
- iv. To resell all or part of the treasury shares;

- v. To transfer all or part of the treasury shares for the purposes of or under the employees' share scheme established by the Company and/or its subsidiaries;
- vi. To transfer all or part of the treasury shares as purchase consideration;
- vii. To sell, transfer or otherwise use the shares for such other purposes as the Minister charged with responsibility for companies may by order prescribe; and/or
- viii. To deal with the treasury shares in any other manners as allowed by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force.

AND THAT the Directors of the Company be and are authorised to take all such steps as are necessary or expedient [including without limitation, the opening and maintaining of central depository account(s) under Securities Industry (Central Depositories) Act, 1991, and the entering into all other agreements, arrangements and guarantee with any party or parties] to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities.

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