

**FOCUS LUMBER BERHAD**  
**[Registration No. 198901011405 (188710-V)]**  
(Incorporated in Malaysia)

**MINUTES OF THE THIRTY-THIRD ANNUAL GENERAL MEETING OF FOCUS LUMBER BERHAD HELD ENTIRELY VIRTUAL THROUGH LIVE STREAMING FROM THE BROADCAST VENUE AT LEADERSHIP ROOM, UNIT 32-01, LEVEL 32, TOWER A, VERTICAL BUSINESS SUITE, AVENUE 3, BANGSAR SOUTH, NO. 8, JALAN KERINCHI, 59200 KUALA LUMPUR ON FRIDAY, 19 MAY 2023 AT 2.00 P.M.**

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Present at : Datuk Aznam Bin Mansor – *Independent Non-Executive Chairman*  
Broadcast Venue : Mr Wong Yoke Nyen – *Independent Non-Executive Director*

Attended via Video Conferencing : Mr Lin, Hao-Wen – *Managing Director*  
Mr Lin, Hao-Yu – *Executive Director*  
Ms Lin, Pei-Wen – *Executive Director*  
Mr Teh Yong Khim – *Executive Director*  
Mr Ng Tian Meng – *Independent Non-Executive Director*  
Ms Nar Chin Keow – *Independent Non-Executive Director*  
Mr Chau Man Kit – *Partner of Messrs PKF PLT – External Auditor*

In attendance via Video Conferencing : Ms Yeo Chiou Yean – *Company Secretary*

Attendance of Shareholders

The attendance of members, /corporate representatives and proxies is as per the Summary of Attendance List via the Remote Participation and Voting facilities (“RPV”).

**CHAIRMAN**

On behalf of the Board, Chairman welcomed all members and attendees to the Company’s 33<sup>rd</sup> Annual General Meeting (“33<sup>rd</sup> AGM”). Chairman informed that the 33<sup>rd</sup> AGM was conducted entirely through live streaming from the broadcast venue at Leadership Room, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.

Chairman then introduced the Board members, Company Secretary and External Auditors to the members.

**NOTICE**

The notice convening the meeting, having been circulated earlier to all the members of the Company within the statutory period, was taken as read.

**QUORUM**

Chairman informed the meeting that the Constitution of the Company required the presence of at least two members or proxies or corporate representatives to form a quorum. For a fully virtual general meeting, the quorum shall be determined by the number of members who logged-in at the commencement of the meeting.

Upon confirming the presence of the requisite quorum pursuant to the Company’s Constitution, Chairman called the meeting to order at 2.00 p.m.

## **POLLING AND ADMINISTRATIVE MATTERS**

Chairman informed that pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the notice of a general meeting must be voted by poll. The Chairman also informed the meeting that the Company is required to appoint at least one scrutineer to validate the votes cast in the general meeting. Pursuant to the Company's Constitution, Chairman declared that all resolutions set out in the Notice of the 33<sup>rd</sup> AGM shall be voted by poll. The poll would be conducted after all items on the agenda were dealt with.

Chairman then briefed the members on the flow of the meeting.

The members were informed that the Company had appointed Tricor Investor & Issuing House Services Sdn Bhd ("TIH") as the poll administrator for the polling process and Scrutineer Solutions Sdn Bhd as the independent scrutineer.

Chairman informed that voting on all the Ordinary Resolutions could be done any time after the commencement of the meeting at 2.00 p.m. until the closure of voting session. The Chairman also reminded that attendance is restricted to the Company's shareholders, proxies and authorized representatives of corporate shareholders who have registered to participate in the meeting remotely, and that any visual or audio recording whilst the AGM is conducted is strictly prohibited unless written consent has been obtained prior to the meeting.

The guide on remote voting procedures and the manner to raise questions at the meeting using RPV application were then presented to the members.

### **1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 AND THE REPORTS OF THE DIRECTORS AND AUDITORS**

The Audited Financial Statements for the financial year ended 31 December 2022 ("AFS FYE 2022") together with the Reports of the Directors and Auditors, having been circulated to all the members of the Company within the statutory period, were tabled before the meeting for discussion.

Chairman informed that the AFS FYE 2022 was meant for discussion only as the Companies Act 2016 did not require a formal approval of the shareholders for the AFS. Therefore, the AFS FYE 2022 was not put forward for voting.

The Board addressed the question(s) posed by members at the Questions & Answers ("Q&A") session .

Chairman declared that the AFS FYE 2022 together with the Reports of the Directors and Auditors thereon be received and noted.

**2. RESOLUTION 1: PAYMENT OF DIRECTORS' FEES AND BENEFITS FOR THE PERIOD FROM 33<sup>RD</sup> ANNUAL GENERAL MEETING UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY**

Chairman proceeded to Resolution 1 on the payment of Directors' Fees and Benefits. The following motion was put to the meeting for consideration:-

*"THAT the payment of Directors' Fees and Benefits up to an amount of RM417,200.00 for the period from this 33<sup>rd</sup> Annual General Meeting until the next Annual General Meeting of the Company be approved."*

**3. RESOLUTION 2: RE-ELECTION OF DATUK AZNAM BIN MANSOR WHO RETIRES BY ROTATION PURSUANT TO CLAUSE 76(3) OF THE COMPANY'S CONSTITUTION**

Chairman informed that Resolution 2 was concerning his re-election as Director of the Company. He passed the Chair to Mr Wong Yoke Nyen ("Mr Wong") to proceed with Resolution 2.

Mr Wong took the chair and put forward the following motion to the meeting for consideration:-

*"THAT Datuk Aznam Bin Mansor retiring pursuant to Clause 76(3) of the Company's Constitution and being eligible, be hereby re-elected as Director of the Company."*

Mr Wong then passed the chair back to Chairman to continue the proceedings of the meeting.

**4. RESOLUTION 3: RE-ELECTION OF LIN, HAO-YU WHO RETIRES BY ROTATION PURSUANT TO CLAUSE 76(3) OF THE COMPANY'S CONSTITUTION**

Chairman moved on to Resolution 3 on the re-election of Mr Lin, Hao-Yu. The following motion was put to the meeting for consideration:-

*"THAT Lin, Hao-Yu retiring pursuant to Clause 76(3) of the Company's Constitution and being eligible, be hereby re-elected as Director of the Company."*

**5. RESOLUTION 4: RE-ELECTION OF NAR CHIN KEOW WHO RETIRES PURSUANT TO CLAUSE 78 OF THE COMPANY'S CONSTITUTION**

Chairman moved on to Resolution 4 on the re-election of Ms Nar Chin Keow. The following motion was put to the meeting for consideration:-

*"THAT Nar Chin Keow retiring pursuant to Clause 78 of the Company's Constitution and being eligible, be hereby re-elected as Director of the Company."*

**6. RESOLUTION 5: RE-ELECTION OF LIN, PEI-WEN WHO RETIRES PURSUANT TO CLAUSE 78 OF THE COMPANY'S CONSTITUTION**

Chairman moved on to Resolution 5 on the re-election of Ms Lin, Pei-Wen. The following motion was put to the meeting for consideration:-

*"THAT Lin, Pei-Wen retiring pursuant to Clause 78 of the Company's Constitution and being eligible, be hereby re-elected as Director of the Company."*

**7. RESOLUTION 6: RE-ELECTION OF TEH YONG KHIM WHO RETIRES PURSUANT TO CLAUSE 78 OF THE COMPANY'S CONSTITUTION**

Chairman moved on to Resolution 6 on the re-election of Mr. Teh Yong Khim. The following motion was put to the meeting for consideration:-

*"THAT Teh Yong Khim retiring pursuant to Clause 78 of the Company's Constitution and being eligible, be hereby re-elected as Director of the Company."*

**8. RESOLUTION 7: RE-APPOINTMENT OF MESSRS PKF PLT AS AUDITORS OF THE COMPANY**

Chairman moved on to Resolution 7 on the re-appointment of Auditors. Chairman informed that Messrs PKF PLT had indicated their willingness to continue in office. He then put the following motion to the meeting for consideration:-

*"THAT Messrs PKF PLT be re-appointed as the Auditors of the Company to hold office until the conclusion of the next Annual General Meeting AND THAT the Directors be authorised to fix their remuneration."*

**9. RESOLUTION 8: PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR THE AUTHORITY TO THE COMPANY TO PURCHASE ITS OWN SHARES UP TO 10 PER CENTUM (10%) OF THE TOTAL NUMBER OF ISSUED SHARES ("PROPOSED RENEWAL OF SHARE BUY-BACK MANDATE")**

Chairman informed that Resolution 8 was on Proposed Renewal of Share Buy-Back Mandate and the details of the Proposed Renewal of Share Buy-Back Mandate were set out in the Statement to Shareholders dated 20 April 2023. He then put the following motion to the meeting for consideration:-

*"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 (“AGM”) of the Company following the general meeting at which such resolution is passed, 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 AGM 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.”*

#### **11. ANY OTHER BUSINESS**

Chairman informed that the Company had not received any notice to deal with any other business for which due notice is required to be given pursuant to the Companies Act 2016.

#### **QUESTIONS & ANSWERS SESSION**

Chairman and Mr Wong addressed the questions submitted by the members before the meeting as well as questions posed during the meeting. Chairman further informed that the responses to any questions that could not be addressed during the Q&A session due to time constraint would either be emailed to the members after the 33<sup>rd</sup> AGM or uploaded to the Company's website.

The questions raised by the members and the responses from the Board, attached hereto as “Appendix A”, shall be formed part of these minutes.

#### **CONDUCT OF VOTING BY POLL AND ANNOUNCEMENT OF POLLING RESULTS**

The meeting, having dealt with all the items on the agenda and the Q&A session, proceeded to the voting on Resolutions 1 to 8 by poll.

Upon the closing of the voting session, the meeting was adjourned at 2.50 p.m. for approximately 20 minutes for the counting of votes.

Upon the availability of the poll results, Chairman called the meeting to resume at 3.20 p.m. for declaration of results of the poll.

Based on the results of the poll, attached hereto as “Appendix B”, Chairman declared that all the Resolutions 1 to 8 were carried.

#### **CLOSURE**

There being no further business, the meeting was closed at 3.25 p.m. with a vote of thanks to the Chair.

Date: 19 May 2023