

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

**MINUTES OF THE THIRTY-FIRST ANNUAL GENERAL MEETING OF FOCUS LUMBER BERHAD HELD ENTIRELY VIRTUAL THROUGH LIVE STREAMING FROM THE BROADCAST VENUE AT TRICOR BOARDROOM, UNIT 30-01, LEVEL 30, TOWER A, VERTICAL BUSINESS SUITE, AVENUE 3, BANGSAR SOUTH, NO. 8, JALAN KERINCHI, 59200 KUALA LUMPUR ON FRIDAY, 28 MAY 2021 AT 10.00 A.M.**

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**Present at Broadcast Venue** : **Board of Director**  
Datuk Aznam Bin Mansor – *Independent Non-Executive Director (Chairman)*

**Attended via Video Conferencing** : **Board of Directors**  
Mr Lin Hao Wen – *Managing Director*  
Mr Lin Fong Ming – *Executive Director*  
Mr Lin Hao Yu – *Executive Director*  
Mr Wong Yoke Nyen – *Independent Non-Executive Director*  
Mr Ng Tian Meng – *Independent Non-Executive Director*

**Financial Controller**  
Mr Teh Yong Khim

**Company Secretary**  
Ms Wong Peir Chyun

**External Auditors – Messrs PKF**  
Mr Chau Man Kit

**Attendance of Shareholders**

The attendance of members/corporate representatives/proxies is as per the Summary of Attendance List via the Remote Participation and Voting facilities (“RPV”) provided by the Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. (“TIIH”).

**CHAIRMAN**

On behalf of the Board, Datuk Aznam Bin Mansor, the Chairman of the Company, welcomed the members and attendees to the Company’s 31<sup>st</sup> Annual General Meeting (“31<sup>st</sup> AGM”). Chairman informed that as part of the Company’s safety measures to curb the spread of the Covid-19 pandemic, the 31<sup>st</sup> AGM was convened entirely virtual through live streaming from the Broadcast Venue at Tricor Boardroom.

Chairman then introduced the Board members, Financial Controller, 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 10.00 a.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.

Pursuant to the Company's Constitution, Chairman declared that all resolutions set out in the Notice of the 31<sup>st</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 TIIH 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 10.00 a.m. until the closure of voting session.

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

Thereafter, Chairman proceeded with the business of the agenda of the 31<sup>st</sup> AGM.

### **1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020 AND THE REPORTS OF THE DIRECTORS AND AUDITORS**

The Audited Financial Statements for the financial year ended 31 December 2020 ("AFS FYE 2020") 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 2020 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 2020 was not put forward for voting.

Chairman informed that the Board would address the question(s) posed by members at the Questions & Answers ("Q&A") session later.

Chairman declared that the AFS FYE 2020 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 THIS 31<sup>ST</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 RM396,000.00 for the period from this 31<sup>st</sup> Annual General Meeting until the next Annual General Meeting of the Company be approved."*

**3. RESOLUTION 2: RE-ELECTION OF WONG YOKE NYEN WHO RETIRES BY ROTATION PURSUANT TO CLAUSE 76(3) OF THE COMPANY'S CONSTITUTION**

Chairman then moved on to Resolution 2 on the re-election of Mr Wong Yoke Nyen. The following motion was put to the meeting for consideration:-

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

**4. RESOLUTION 3: RE-ELECTION OF NG TIAN MENG 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 Ng Tian Meng. The following motion was put to the meeting for consideration:-

*"THAT Ng Tian Meng, 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-APPOINTMENT OF MESSRS PKF AS AUDITORS OF THE COMPANY**

Chairman moved on to Resolution 4 on the re-appointment of Auditors. Chairman informed that Messrs PKF had indicated their willingness to continue in office. He then put the following motion to the meeting for consideration:-

*"THAT Messrs PKF be hereby re-appointed as the Auditors of the Company at a fee to be agreed upon with the Directors and to hold office until the conclusion of the next Annual General Meeting."*

**6. RESOLUTION 5: ORDINARY RESOLUTION - CONTINUING IN OFFICE FOR DATUK AZNAM BIN MANSOR AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

Chairman informed that Resolution 5 was concerning the proposal on his continuing in office as an Independent Non-Executive Director. As such, he passed the Chair to Mr Wong Yoke Nyen ("Mr Wong") to proceed with Resolution 5.

Mr Wong then put forward the following motion to the meeting for consideration:-

*“THAT authority be and is hereby given to Datuk Aznam Bin Mansor who will have served as an Independent Non-Executive Director of the Company for a cumulative term of eleven years on 24 November 2021, to continue to serve as an Independent Non-Executive Director of the Company.”*

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

**7. RESOLUTION 6: ORDINARY RESOLUTION - CONTINUING IN OFFICE FOR WONG YOKE NYEN AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

Chairman moved on to Resolution 6 on the continuing in office of Wong Yoke Nyen as an Independent Non-Executive Director of the Company. He put the following motion to the meeting for consideration:-

*“THAT subject to the passing of Resolution 2, authority be and is hereby given to Wong Yoke Nyen who will have served as an Independent Non-Executive Director of the Company for a cumulative term of eleven years on 24 November 2021, to continue to serve as an Independent Non-Executive Director of the Company”.*

**8. RESOLUTION 7: ORDINARY RESOLUTION - CONTINUING IN OFFICE FOR NG TIAN MENG AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

Chairman proceeded to Resolution 7 on the continuing in office for Ng Tian Meng as an Independent Non-Executive Director of the Company. He put the following motion to the meeting for consideration:-

*“THAT subject to the passing of Resolution 3, authority be and is hereby given to Ng Tian Meng who will have served as an Independent Non-Executive Director of the Company for a cumulative term of eleven years on 24 November 2021, to continue to serve as an Independent Non-Executive Director of the Company”.*

**9. RESOLUTION 8: AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

Chairman then moved on to Resolution 8 on the authority to allot shares pursuant to Section 75 and 76 of the Companies Act 2016.

He informed that the Resolution, if passed, will give the Directors of the Company, from the date of this Annual General Meeting, an authority to allot ordinary shares up to maximum of 10% of the total number of issued shares (excluding treasury shares) of the Company for such purposes as the Directors consider would be in the interest of the Company. This authority shall, unless be revoked or varied by the Company in General Meeting, expire at the next Annual General Meeting.

Chairman then put the following motion to the meeting for consideration:-

*“THAT pursuant to Sections 75 and 76 of the Companies Act 2016, the Directors of the Company be and are hereby authorised to allot shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares allotted pursuant to this resolution does not exceed 10% of the total number*

*of issued shares (excluding treasury shares) of the Company for the time being and that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued from Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company after the approval was given or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever is earlier, unless such approval is revoked or varied by the Company at a general meeting.”*

**10. RESOLUTION 9: 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 9 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 28 April 2021. 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, it will 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 other business pursuant to the Companies Act 2016.

## **Q&A SESSION**

Chairman invited Mr Wong and Mr Teh Yong Khim to address the questions submitted by the members before the meeting as well as questions posed during the meeting. Chairman further informed that 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 31<sup>st</sup> AGM or uploaded to the Company's website.

The questions or comments and the responses from the Board were appended in Appendix A and attached hereto, which shall be formed part of these minutes.

**FOCUS LUMBER BERHAD [198901011405 (188710-V)]  
MINUTES OF THE THIRTY-FIRST ANNUAL GENERAL MEETING HELD ON 28 MAY  
2021**

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**CONDUCT OF VOTING BY POLL**

The meeting, having dealt with all the item on the agenda and the Q&A session, proceeded to the voting on Resolutions 1 to 9 by poll via RPV.

Upon the closing of the voting session, the meeting was adjourned at 10.50 a.m. for approximately 20 minutes to facilitate the counting of votes by the poll administrator and verification of poll results by the scrutineer.

**ANNOUNCEMENT OF POLL RESULTS**

Upon the availability of the poll results, Chairman called the meeting to resume at 11.08 a.m.

The results of the poll which had been verified by the scrutineer was projected on the screen for the members' information (Please refer to Appendix B attached).

Based on the results of the poll, Chairman declared that the Resolutions 1 to 9 were carried.

**CLOSURE**

There being no further business, the meeting was closed at 11.10 a.m. with a vote of thanks to the Chair.

Date: 28 May 2021