

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the next course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

Bursa Malaysia Securities Berhad (“Bursa Securities”) has perused this Circular on limited review basis pursuant to Practice Note 18 of the Main Market Listing Requirements of Bursa Securities. Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness, and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



富佳木業有限公司

**FOCUS LUMBER BERHAD**

Registration No. 198901011405 (188710-V)

*(Incorporated in Malaysia)*

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE**

**PROPOSED BONUS ISSUE OF UP TO 117,388,000 NEW ORDINARY SHARES IN FOCUS LUMBER BERHAD (“FOCUS LUMBER SHARES”) (“BONUS SHARES”) ON THE BASIS OF 1 BONUS SHARE FOR EVERY 1 EXISTING FOCUS LUMBER SHARE HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED BONUS ISSUE”)**

**AND**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

The Extraordinary General Meeting of the Company (“**EGM**”) will be conducted through live streaming from the broadcast venue at Manuka 2 & 3 Meeting Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South No. 8, Jalan Kerinchi, 59200 Kuala Lumpur on Friday, 14 October 2022 at 10.00 a.m. via Remote Participation and Voting (“**RPV**”) facilities provided by Tricor Investor & Issuing House Services Sdn Bhd via its TIIH Online website at <https://tiih.online>.

Shareholders will not be allowed to attend the EGM in person at the Broadcast Venue on the day of the meeting. The Notice of EGM, Proxy Form and Administrative Guide for the EGM are enclosed with this Circular and available at the Company’s website at <http://www.focuslumber.com.my/investors-relations/generalmeetings/>. Please follow the procedures in the Administrative Guide for the EGM in order to participate remotely via RPV.

You are entitled to attend and vote at the EGM of the Company or to appoint a proxy or proxies to attend, participate 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 EGM or any adjournment thereof.

You can also have the option to lodge the proxy appointment electronically via TIIH Online at <https://tiih.online> 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 for the EGM. 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 Form of Proxy : Wednesday, 12 October 2022, 10.00 a.m.

Date and time of the EGM : Friday, 14 October 2022, 10.00 a.m.

This Circular is dated 15 September 2022.

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## DEFINITIONS

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

<b>Board</b>	: Board of Directors of Focus Lumber
<b>Bonus Share(s)</b>	: Up to 117,388,000 new Focus Lumber Shares to be issued pursuant to the Proposed Bonus Issue
<b>Bursa Depository</b>	: Bursa Malaysia Depository Sdn Bhd [Registration No. 198701006854 (165570-W)]
<b>Bursa Securities</b>	: Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
<b>Circular</b>	: This circular to Shareholders in relation to the Proposed Bonus Issue
<b>Directors</b>	: Directors of Focus Lumber
<b>EGM</b>	: An extraordinary general meeting of the Company to be convened
<b>Entitled Shareholders</b>	: Shareholders whose names appear in the Record of Depositors of the Company as at the close of business on the Entitlement Date
<b>Entitlement Date</b>	: 5.00 p.m. on a date to be determined and announced later by the Board on which the names of Shareholders must appear in the Record of Depositors of the Company in order to be entitled to participate in the Proposed Bonus Issue
<b>EPS</b>	: Earnings per Share
<b>ESOS</b>	: Employee share option scheme
<b>Focus Lumber or the Company</b>	: Focus Lumber Berhad [Registration No. 198901011405 (188710-V)]
<b>Focus Lumber Group or the Group</b>	: Collectively, Focus Lumber and its subsidiaries
<b>Focus Lumber Shares or the Shares</b>	: Ordinary shares in Focus Lumber
<b>FYE</b>	: Financial year ended / ending, as the case may be
<b>Listing Requirements</b>	Main Market Listing Requirements of Bursa Securities, including any amendment that may be made from time to time
<b>LPD</b>	: 18 August 2022, being the latest practicable date prior to the printing of this Circular
<b>Market Day</b>	: Any day on which Bursa Securities is open for trading of securities
<b>Maximum Scenario</b>	: Assuming 5,652,000 Outstanding Options are exercised and converted into new Focus Lumber Shares prior to the Entitlement Date
<b>Minimum Scenario</b>	: Assuming none of the 5,652,000 Outstanding Options are exercised and converted into new Focus Lumber Shares prior to the Entitlement Date
<b>NA</b>	: Net assets
<b>Outstanding Option</b>	: 5,652,000 outstanding options granted under the ESOS, which is vested and exercisable prior to the Entitlement Date

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**DEFINITIONS (cont'd)**

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<b>Proposed Bonus Issue</b>	:	Proposed bonus issue of up to 117,388,000 Bonus Shares on the basis of 1 Bonus Share for every 1 existing Focus Lumber Share held on the Entitlement Date
<b>Record of Depositors</b>	:	A record of securities holders established by Bursa Depository under the rules of Bursa Depository as issued pursuant to the Securities Industry (Central Depositories) Act, 1991, including the Securities Industry (Central Depositories) Amendment Act, 1998
<b>RM and sen</b>	:	Ringgit Malaysia and sen respectively
<b>Shareholders</b>	:	Registered holders of Focus Lumber Shares
<b>TEBP</b>		Theoretical ex-bonus share price
<b>VWASP</b>	:	Volume weighted average share price

All references to “you” in this Circular are to the Shareholders.

In this Circular, words referring to the singular shall, where applicable, include the plural and *vice versa* and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall include corporations, unless otherwise specified.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to time and date in this Circular shall be a reference to Malaysian time and date, unless otherwise stated. Any discrepancies in the tables between the actual figures, amounts stated and the totals in this Circular are, unless otherwise explained, due to rounding.

Certain statements in this Circular may be forward-looking in nature, which are subject to uncertainties and contingencies. Forward-looking statements may contain estimates and assumptions made by the Board after due enquiry, which are nevertheless subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed or implied in such forward-looking statements. In light of these and other uncertainties, the inclusion of a forward-looking statement in this Circular should not be regarded as a representation or warranty that the Company’s plans and objectives will be achieved.

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**TABLE OF CONTENTS**

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	<b>PAGE</b>
<b>LETTER TO THE SHAREHOLDERS IN RELATION TO THE PROPOSED BONUS ISSUE:-</b>	
<b>1. INTRODUCTION</b>	<b>1</b>
<b>2. DETAILS OF THE PROPOSED BONUS ISSUE</b>	<b>2</b>
<b>3. RATIONALE FOR THE PROPOSED BONUS ISSUE</b>	<b>4</b>
<b>4. EFFECTS OF THE PROPOSED BONUS ISSUE</b>	<b>5</b>
<b>5. HISTORICAL SHARE PRICES</b>	<b>8</b>
<b>6. APPROVALS REQUIRED AND CONDITIONALITY</b>	<b>8</b>
<b>7. CORPORATE EXERCISES ANNOUNCED BUT PENDING COMPLETION</b>	<b>9</b>
<b>8. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED WITH THEM</b>	<b>9</b>
<b>9. DIRECTORS' STATEMENT AND RECOMMENDATION</b>	<b>9</b>
<b>10 APPLICATION TO THE RELEVANT AUTHORITIES</b>	<b>9</b>
<b>11. ESTIMATED TIMEFRAME FOR COMPLETION</b>	<b>9</b>
<b>12. EGM</b>	<b>9</b>
<b>13 FURTHER INFORMATION</b>	<b>10</b>
<b>APPENDIX I FURTHER INFORMATION</b>	<b>11</b>
<b>NOTICE OF EGM</b>	<b>ENCLOSED</b>
<b>ADMINISTRATIVE GUIDE FOR EGM</b>	<b>ENCLOSED</b>
<b>FORM OF PROXY</b>	<b>ENCLOSED</b>



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

15 September 2022

**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)  
Lin, Pei-Wen (Executive Director)  
Wong Yoke Nyen (Independent Non-Executive Director)  
Ng Tian Meng (Independent Non-Executive Director)  
Nar Chin Keow (Independent Non-Executive Director)

**To: The Shareholders of Focus Lumber**

Dear Sir / Madam,

**PROPOSED BONUS ISSUE**

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**1. INTRODUCTION**

On 25 August 2022, the Company announced on the proposal to undertake the Proposed Bonus Issue.

On 1 September 2022, the Company announced that the listing application in relation to the Proposed Bonus Issue had been submitted to Bursa Securities.

On 7 September 2022, the Company had announced that Bursa Securities has, vide its letter dated 7 September 2022, approved the listing of and quotation of up to 117,388,000 Bonus Shares to be issued pursuant to the Proposed Bonus Issue on the Main Market of Bursa Securities, subject to the conditions as set out in Section 6 of this Circular.

The details of the Proposed Bonus Issue are set out in the ensuing sections of this Circular.

**THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH RELEVANT INFORMATION ON THE PROPOSED BONUS ISSUE AND SET OUT THE VIEWS AND RECOMMENDATION OF THE BOARD AS WELL AS SEEK YOUR APPROVAL FOR THE RESOLUTION PERTAINING TO THE PROPOSED BONUS ISSUE WHICH WILL BE TABLED AT THE FORTHCOMING EGM. THE NOTICE OF THE EGM AND THE FORM OF PROXY ARE ENCLOSED IN THIS CIRCULAR.**

**YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTION TO GIVE EFFECT TO THE PROPOSED BONUS ISSUE AT THE FORTHCOMING EGM.**

## 2. DETAILS OF THE PROPOSED BONUS ISSUE

### 2.1 Basis and number of Bonus Shares to be issued

The Proposed Bonus Issue entails the issuance of up to 117,388,000 Bonus Shares on the basis of one (1) Bonus Share for every one (1) existing FLB Share held by the Entitled Shareholders.

The basis of 1 new Bonus Share for every one (1) existing FLB Share held for the Proposed Bonus Issue was determined after taking into consideration, among others, the following:-

- (i) the potential adjustments to the share price of FLB Shares arising from the Proposed Bonus Issue; and
- (ii) the enlarged number of issued FLB Shares after the Proposed Bonus Issue.

The Entitlement Date for the Proposed Bonus Issue will be determined and announced at a later date after all relevant approvals for the Proposed Bonus Issue have been obtained.

As at the LPD, the Company has:-

- (i) an issued share capital of RM64,824,508 comprising 111,736,000 FLB Shares (including 9,651,200 FLB Shares held as treasury shares ("**Treasury Shares**").
- (ii) a total of 5,652,000 Outstanding Options granted under the ESOS of the Company ("**ESOS Options**"), which remained unexercised as at the LPD. The ESOS Options are governed by its by-laws effective on 11 June 2018 ("**By-Laws**").

In conjunction with the Proposed Bonus Issue, the Company has undertaken not to grant any additional ESOS Options to any eligible Directors and employees and also not to cancel any treasury shares on or before the Entitlement Date.

The maximum number of Bonus Shares to be issued pursuant to the Proposed Bonus Issue was arrived at after taking into consideration the following:-

- (i) the issued share capital of FLB of RM64,824,508 comprising 111,736,000 FLB Shares (including 9,651,200 Treasury Shares) as at the LPD; and
- (ii) assuming 5,652,000 outstanding ESOS Options are exercised and converted into new FLB Shares prior to the Entitlement Date.

For the avoidance of doubt, all Treasury Shares will be entitled to the Bonus Shares and such Bonus Shares will be treated as Treasury Shares to be held by the Company upon issuance and allotment.

For illustrative purposes only, where applicable throughout this announcement, the pro forma effects of the Proposed Bonus Issue shall be based on the following scenarios:

Minimum Scenario: Assuming none of the 5,652,000 outstanding ESOS Options are exercised and converted into new FLB Shares prior to the Entitlement Date.

The Proposed Bonus Issue would entail the issuance of 111,736,000 Bonus Shares and upon completion of the Proposed Bonus Issue, the enlarged issued shares of the Company will comprise of 223,472,000 FLB Shares.

Maximum Scenario : Assuming all the 5,652,000 outstanding ESOS Options are exercised and converted into new FLB Shares prior to the Entitlement Date.

The Proposed Bonus Issue would entail the issuance of 117,388,000 Bonus Shares and upon completion of the Proposed Bonus Issue, the enlarged issued shares of the Company will comprise of 234,776,000 FLB Shares.

The actual number of Bonus Shares to be issued will depend on the number of issued Shares on the Entitlement Date.

Any fractional entitlements arising from the Proposed Bonus Issue, if any, shall be disregarded and dealt with by the Board in such manner as it deems fit and in the best interest of the Company.

The Proposed Bonus Issue will not be implemented on a staggered basis.

There will be an adjustment to the market price of FLB Shares listed and quoted on the Main Market of Bursa Securities pursuant to the Proposed Bonus Issue but will not have any impact on the market value of FLB Shares held by the Entitled Shareholders.

Pursuant to Paragraph 6.30(1A) of the Listing Requirements, the share price adjusted for the Proposed Bonus Issue shall not be less than RM0.50 based on the daily VWASP of FLB Shares during the 3-month period before the application date to Bursa Securities.

For illustrative purposes only, the effects of the Proposed Bonus Issue on FLB Shares are as follows:-

Up to and including the LPD	Before the Proposed Bonus Issue	After the Proposed Bonus Issue
	VWASP per Share (RM)	TEBP per Share (RM)
5-day VWASP	1.3735	0.6867
Lowest 3-month daily VWASP	1.2313	0.6156
Highest 3-month daily VWASP	1.5012	0.7506

Based on the above, the Board confirms that the Proposed Bonus Issue is and will be in compliance with Paragraph 6.30(1A) of the Listing Requirements.

## 2.2 Capitalisation of reserves

The Proposed Bonus Issue shall be wholly capitalised from the Company's retained profits account at an amount of RM0.20 for each Bonus Share, being approximately 20% of the Company's retained profits as at 30 June 2022.

The capitalisation from the Company's retained profits will increase the issued share capital of the Company to a level which better reflects the current size and scale of operations and assets employed of FLB Group. The capitalisation of the Proposed Bonus Issue represents a reinvestment of a portion of the Company's retained profits into the Group's business via an increase in the paid-up share capital of the Company. This will also enable existing shareholders to better reflect their capital investments in the Company without any cash outflow from them and dilution to their existing shareholdings. In addition, this would not materially reduce the distributable reserves for future distributions.

For illustrative purposes, based on the latest audited financial statements of the Company for the FYE 31 December 2021 and its unaudited financial statements for the period ended 30 June 2022, the pro forma effects of the Proposed Bonus Issue on the retained profits of the Company are as follows:-

Company level	Audited as at 31 December 2021		Unaudited as at 30 June 2022	
	Minimum Scenario RM	Maximum Scenario RM	Minimum Scenario RM	Maximum Scenario RM
Retained profits	105,285,178	105,285,178	116,889,087	116,889,087
Capitalisation for the Proposed Bonus Issue	(22,347,200)	(23,477,600)	(22,347,200)	(23,477,600)
After the Proposed Bonus Issue	82,937,978	81,807,578	94,541,887	93,411,487

Pursuant to Paragraph 6.30(2)(b) of the Listing Requirements, the Board confirms that the Company has sufficient reserves to cover the capitalisation of the Bonus Shares based on the latest audited financial statements of FLB for the FYE 31 December 2021 and its unaudited financial statements for the period ended 30 June 2022.

### 2.3 Ranking of the Bonus Shares

The Bonus Shares shall, upon issuance and allotment, rank equally in all respects with the existing FLB Shares, save and except that the Bonus Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid, where the Entitlement Date is before the date of allotment of the Bonus Shares.

### 2.4 Listing and quotation of the Bonus Shares

An application will be made to Bursa Securities for the listing of and quotation for the Bonus Shares to be issued pursuant to the Proposed Bonus Issue on the Main Market of Bursa Securities.

## 3. RATIONALE FOR THE PROPOSED BONUS ISSUE

The Board has considered that the Proposed Bonus Issue is an appropriate avenue to reward the existing shareholders of the Company for their continuous support to FLB Group as the Proposed Bonus Issue:

- (i) will enable the existing shareholders to have greater participation in the equity of the Company in terms of the number of FLB Shares held, whilst maintaining their percentage of equity interest in the Company; and
- (ii) is expected to enhance the marketability and trading liquidity of FLB Shares on the Main Market of Bursa Securities, thereby providing opportunity for greater participation from a broader range of investors.

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#### 4. EFFECTS OF THE PROPOSED BONUS ISSUE

##### 4.1 Issued share capital

For illustrative purposes, the pro forma effects of the Proposed Bonus Issue on the issued share capital of the Company as at the LPD, are as follows:

	Minimum Scenario		Maximum Scenario	
	No. of Shares	RM	No. of Shares	RM
Issued share capital as at the LPD	111,736,000	64,824,508	111,736,000	64,824,508
FLB Shares to be issued assuming full exercise of <b>5,652,000</b> outstanding ESOS Options	-	-	5,652,000	(i)(ii) 8,249,003
FLB Shares to be issued pursuant to the Proposed Bonus Issue	111,736,000	22,347,200	117,388,000	23,477,600
<b>Enlarged issued share capital after the Proposed Bonus Issue</b>	<b>223,472,000</b>	<b>87,171,708</b>	<b>234,776,000</b>	<b>96,551,111</b>

Notes:

- (i) Assuming 5,652,000 outstanding ESOS Options are exercised and converted into new FLB Shares prior to the Entitlement Date as follows:

No. of outstanding ESOS Options	Exercise Price (RM)	Amount (RM)
2,422,000	1.01	2,446,220
3,230,000	1.19	3,843,700

- (ii) Including the reversal from the ESOS reserve account to the share capital account arising from the exercise of 5,652,000 outstanding ESOS Options.

##### 4.2 Earnings and EPS

The Proposed Bonus Issue is not expected to have any effect on the earnings of FLB Group for the FYE 31 December 2022. However, assuming the net earnings of FLB Group remain unchanged, there will be a corresponding dilution in the EPS of FLB Group for the FYE 31 December 2022 as a result of the increase in the number of FLB Shares in issue arising from the Proposed Bonus Issue.

##### 4.3 NA, NA per Share and gearing

For illustrative purposes, the pro forma effects of the Proposed Bonus Issue on the NA, NA per Share and gearing of FLB Group based on the latest audited consolidated statement of financial position of FLB as at 31 December 2021 and its unaudited consolidated statement of financial position as at 30 June 2022 are as follows:-

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### Minimum Scenario

<b>Group Level</b>	<b>Audited as at 31 December 2021 RM</b>	<b>(I) Unaudited as at 30 June 2022 RM</b>	<b>(II) After adjustments from (I) up to the LPD RM</b>	<b>(III) After the Proposed Bonus Issue RM</b>
Share capital	57,691,137	64,824,508	64,824,508	<sup>(2)</sup> 87,171,708
Treasury shares	(9,378,259)	(10,902,733)	<sup>(1)</sup> (11,465,643)	(11,465,643)
ESOS reserve	3,714,343	1,959,083	1,959,083	1,959,083
Retained profits	117,086,318	128,994,607	128,994,607	<sup>(2)(3)</sup> 106,587,407
Total equity/NA	169,113,539	184,875,465	184,312,555	184,252,555
No. of Shares in issue (excluding Treasury Shares)	98,869,300	102,520,500	102,084,800	204,169,600
<b>NA per Share (RM) <sup>(4)</sup></b>	1.71	1.80	1.81	0.90
Total borrowings (RM)	-	-	-	-
<b>Gearing ratio (times)</b>	N/A	N/A	N/A	N/A

**Notes:**

<sup>(1)</sup> 435,700 FLB Shares bought back by the Company.

<sup>(2)</sup> After capitalisation of RM22,347,200 from the retained profits of the Company pursuant to the Proposed Bonus Issue.

<sup>(3)</sup> After deducting the estimated expenses in relation to the Proposed Bonus Issue of approximately RM60,000.

<sup>(4)</sup> Calculated based on NA over number of Shares in issue (excluding Treasure Shares held by our Company)

### Maximum Scenario

<b>Group Level</b>	<b>Audited as at 31 December 2021 RM</b>	<b>(I) Unaudited as at 30 June 2022 RM</b>	<b>(II) After adjustments from (I) up to the LPD RM</b>	<b>(III) After (II) and full exercise of outstanding ESOS Options RM</b>	<b>(IV) After the Proposed Bonus Issue RM</b>
Share capital	57,691,137	64,824,508	64,824,508	<sup>(2)(3)</sup> 73,073,511	<sup>(4)</sup> 96,551,111
Treasury shares	(9,378,259)	(10,902,733)	<sup>(1)</sup> (11,465,643)	(11,465,643)	(11,465,643)
ESOS reserve	3,714,343	1,959,083	1,959,083	<sup>(3)</sup> -	-
Retained profits	117,086,318	128,994,607	128,994,607	128,994,607	<sup>(4)(5)</sup> 105,457,007
Total equity/NA	169,113,539	184,875,465	184,312,555	190,602,475	190,542,475
No. of Shares in issue (excluding Treasury Shares)	98,869,300	102,520,500	102,084,800	107,736,800	215,473,600
<b>NA per Share (RM) <sup>(6)</sup></b>	1.71	1.80	1.81	1.77	0.88
Total borrowings (RM)	-	-	-	-	-
<b>Gearing ratio (times)</b>	N/A	N/A	N/A	N/A	N/A

**Notes:**

<sup>(1)</sup> 435,700 FLB Shares bought back by the Company.

<sup>(2)</sup> Assuming 5,652,000 Outstanding Options are exercised into new FLB Shares prior to the Entitlement Date.

<sup>(3)</sup> Including reversal from the ESOS reserve account to the share capital account arising from the exercise of 5,652,000 Outstanding Options.

<sup>(4)</sup> After capitalisation of RM23,477,600 from the retained profits of the Company pursuant to the Proposed Bonus Issue.

<sup>(5)</sup> After deducting the estimated expenses in relation to the Proposed Bonus Issue of approximately RM60,000.

<sup>(6)</sup> Calculated based on NA over number of Shares in issue (excluding Treasure Shares held by our Company)

#### 4.4 Substantial Shareholders' shareholdings

The Proposed Bonus Issue will not have any effect on the percentage of shareholdings of the substantial shareholders of FLB as the Bonus Shares will be allotted on a pro-rata basis to all Shareholders of the Company. Accordingly, the number of FLB Shares held by each substantial shareholder will increase proportionately as a result of the Proposed Bonus Issue.

The pro forma effects of the Proposed Bonus Issue on the substantial shareholders' shareholdings of FLB based on the Company's Register of Substantial Shareholders as at the LPD are as follows:

##### Minimum Scenario

	As at the LPD				(I) After Proposed Bonus Issue			
	Direct		Indirect		Direct		Indirect	
	No of Shares	% <sup>(1)</sup>	No of Shares	% <sup>(1)</sup>	No of Shares	% <sup>(2)</sup>	No of Shares	% <sup>(2)</sup>
Lin Hao Wen	9,629,360	9.43	-	-	19,258,720	9.43	-	-
Lin Fong Ming	9,589,360	9.39	-	-	19,178,720	9.39	-	-
Lin Hao Yu	9,002,560	8.82	-	-	18,005,120	8.82	-	-

##### Maximum Scenario

	As at the LPD				(I) Assuming full exercise of 5,652,000 outstanding ESOS Options				(II) After Proposed Bonus Issue			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No of Shares	% <sup>(1)</sup>	No of Shares	% <sup>(1)</sup>	No of Shares	% <sup>(3)</sup>	No of Shares	% <sup>(3)</sup>	No of Shares	% <sup>(4)</sup>	No of Shares	% <sup>(4)</sup>
Lin Hao Wen	9,629,360	9.43	-	-	9,779,360	9.08	-	-	19,558,720	9.08	-	-
Lin Fong Ming	9,589,360	9.39	-	-	9,729,360	9.03	-	-	19,458,720	9.03	-	-
Lin Hao Yu	9,002,560	8.82	-	-	9,142,560	8.49	-	-	18,285,120	8.49	-	-

##### Notes:-

- (1) Computed based on total number of 102,084,800 Shares in issue (excluding 9,651,200 Treasury Shares held by the Company) as at LPD.
- (2) Computed based on the enlarged total number of 204,169,600 Shares in issue (excluding 19,302,400 Treasury Shares held by the Company) after the Proposed Bonus Issue.
- (3) Computed based on total number of 107,736,800 Shares, assuming full exercise of 5,652,000 outstanding ESOS Options (excluding 9,651,200 Treasury Shares held by the Company) as at LPD.
- (4) Computed based on the enlarged total number of 215,473,600 Shares in issue, assuming full exercise of 5,652,000 outstanding ESOS options (excluding 19,302,400 Treasury Shares held by the Company) after the Proposed Bonus Issue.

#### 4.5 Convertible securities

As at the LPD, save for the 5,652,000 outstanding ESOS Options, the Company does not have any other convertible securities.

Pursuant to the Proposed Bonus Issue, the exercise price and the number of outstanding ESOS Options will be adjusted in accordance with the provisions of the By-Laws of the ESOS. The eventual adjustments to the exercise price and number of outstanding ESOS Options will only be finalised on the Entitlement Date. The holders of such ESOS Options will be notified in writing within thirty (30) calendar days from the effective date of adjustments arising from the Proposed Bonus Issue.

#### 5. HISTORICAL SHARE PRICES

The monthly highest and lowest market prices of Focus Lumber Shares as traded on Bursa Securities for the past 12 months preceding the date of this Circular are as follows:-

	High RM	Low RM
<b>2021</b>		
September	0.99	0.885
October	0.975	0.885
November	1.17	0.92
December	1.34	0.99
<b>2022</b>		
January	1.47	1.22
February	1.66	1.36
March	1.62	1.29
April	1.68	1.40
May	1.65	1.36
June	1.47	1.22
July	1.36	1.23
August	1.40	1.30
Last transacted market price on 24 August 2022, being the last Market Day immediately prior to the announcement of the Proposed Bonus Issue		1.42
Last transacted market price on 18 August 2022, being the LPD		1.40

(Source: RHB BTX)

#### 6. APPROVALS REQUIRED AND CONDITIONALITY

The Proposed Bonus Issue is subject to the approvals being obtained from the following:-

- (i) Bursa Securities for the listing of and quotation for up to 117,388,000 Bonus Shares to be issued pursuant to the Proposed Bonus Issue on the Main Market of Bursa Securities;
- (ii) the Shareholders of FLB at an EGM to be convened; and
- (iii) any other relevant authorities and/or parties, if required.

The Proposed Bonus Issue is not conditional upon any other corporate proposals undertaken or to be undertaken by the Company.

## **7. CORPORATE EXERCISES ANNOUNCED BUT PENDING COMPLETION**

Save for the Proposed Bonus Issue, there are no other corporate exercises / schemes which have been announced by the Company but pending completion as at the LPD.

## **8. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED WITH THEM**

None of the Directors, major shareholders, chief executive of the Company and/or persons connected with them have any interest, either direct or indirect, in the Proposed Bonus Issue, apart from their respective entitlements to the Bonus Shares as Shareholders of FLB, to which all other Shareholders of FLB are similarly entitled.

## **9. DIRECTORS' STATEMENT AND RECOMMENDATION**

The Board, after having considered all aspects of the Proposed Bonus Issue, including but not limited to the rationale and effects of the Proposed Bonus Issue, is of the opinion that the Proposed Bonus Issue is in the best interest of the Company and its Shareholders.

Accordingly, the Board recommends that the Shareholders vote in favour of the resolution pertaining to the Proposed Bonus Issue to be tabled at the forthcoming EGM.

## **10. APPLICATION TO THE RELEVANT AUTHORITIES**

Barring any unforeseen circumstances, the application to Bursa Securities in relation to the Proposed Bonus Issue is expected to be submitted within two (2) months from the date of this announcement.

## **11. ESTIMATED TIMEFRAME FOR COMPLETION**

Barring any unforeseen circumstances and subject to all required approvals being obtained from the relevant authorities and/or parties, the Proposed Bonus Issue is expected to be completed in the fourth (4<sup>th</sup>) quarter of 2022.

## **12. EGM**

The EGM, the notice of which is enclosed with this Circular, will be conducted at the broadcast venue at Manuka 2 & 3 Meeting Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South No. 8, Jalan Kerinchi, 59200 Kuala Lumpur on Friday, 14 October 2022 at 10.00 a.m., for the purpose of considering and, if thought fit, passing the resolution, with or without any modifications, to give effect to the Proposed Bonus Issue.

Shareholders will not be allowed to attend the EGM in person at the Broadcast Venue on the day of the meeting. The Notice of EGM, Proxy Form and Administrative Guide for the EGM are enclosed with this Circular and available at the Company's website at <http://www.focuslumber.com.my/investors-relations/generalmeetings/>. Please follow the procedures in the Administrative Guide for the EGM in order to participate remotely via RPV.

You are entitled to attend and vote at the EGM of the Company or to appoint a proxy or proxies to attend, participate 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 EGM or any adjournment thereof.

You can also have the option to lodge the proxy appointment electronically via TIIH Online at <https://tiih.online> 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 for the EGM. 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.

**13. FURTHER INFORMATION**

You are advised to refer to Appendix I of this Circular for further information.

Yours faithfully,  
For and on behalf of the Board of  
**FOCUS LUMBER BERHAD**

**DATUK AZNAM BIN MANSOR**  
Chairman/ Independent Non-Executive Director

**1. DIRECTORS' RESPONSIBILITY STATEMENT**

This Circular has been seen and approved by the Directors, and that they collectively and individually, accept full responsibility for the accuracy of the information contained given in this Circular. They 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 Circular misleading.

**2. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES****Material commitments**

As at the LPD, there are no material commitments, contracted or known to be contracted by the Group which have a material impact on the financial position of the Group.

**Contingent liabilities**

As at the LPD, there are no contingent liabilities incurred or known to be incurred by the Group which, upon becoming due or enforceable, may have a material impact on the financial position of the Group.

**3. MATERIAL LITIGATION**

As at the LPD, neither the Company nor its subsidiaries are engaged in any material litigation, claim or arbitration, either as plaintiff or defendant, which has or would have a material and adverse effect on the financial position or business of the Group and the Board confirms that there are no proceedings, pending or threatened against the Group or of any facts likely to give rise to any proceedings which may materially and adversely affect the financial position or business of the Group.

**4. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the registered office of the Company at 12A, Jalan Teluk Likas, 88450 Kota Kinabalu, Sabah during normal business hours from Monday to Friday (excluding Public Holidays) from the date of this Circular up to and including the date of the forthcoming EGM :-

- (i) Constitution of Focus Lumber; and
- (ii) audited consolidated financial statements of the Company for the FYE 31 December 2020 and FYE 31 December 2021 as well as the latest unaudited quarterly report on consolidated results of the Company for the financial period ended 30 June 2022.



富佳木業有限公司  
**FOCUS LUMBER BERHAD**

Registration No. 198901011405 (188710-V)

(Incorporated in Malaysia)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“**EGM**”) of Focus Lumber Berhad (“**Focus Lumber**” or the “**Company**”) will be conducted virtual through live streaming from the broadcast venue at Manuka 2 & 3 Meeting Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South No. 8, Jalan Kerinchi, 59200 Kuala Lumpur on Friday, 14 October 2022 at 10.00 a.m., for the purpose of considering and, if thought fit, passing the following ordinary resolution with or without any modifications:-

**ORDINARY RESOLUTION**

**PROPOSED BONUS ISSUE OF UP TO 117,388,000 NEW ORDINARY SHARES IN FOCUS LUMBER (“FOCUS LUMBER SHARES”) (“BONUS SHARES”) ON THE BASIS OF 1 BONUS SHARE FOR EVERY 1 EXISTING FOCUS LUMBER SHARE HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED BONUS ISSUE”)**

“**THAT** subject to the approvals being obtained from all the relevant regulatory authorities and parties (*if required*) including the approval from Bursa Malaysia Securities Berhad (“**Bursa Securities**”) for the listing and quotation of the Bonus Shares on the Main Market of Listing Requirements of Bursa Securities, authority be and is hereby given to the Board of Directors of the Company (“**Board**”) to capitalise up to RM23,477,600 from the retained profits account of the Company for the purpose of the Proposed Bonus Issue;

**THAT** approval be and is hereby given to the Board to apply such capitalised sum to pay in full for up to 117,388,000 Bonus Shares on the basis of 1 Bonus Share for every 1 existing Focus Lumber Share held by the entitled shareholders of the Company whose names appear in the Record of Depositors of the Company at the close of business at 5.00 p.m. on the date to be determined and announced later by the Board;

**THAT** the Bonus Shares shall, upon issuance and allotment, rank equally in all respects with the then existing Focus Lumber Shares, save and except that the Bonus Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid, where the entitlement date is before the date of allotment of the Bonus Shares;

**THAT** the Board be and is hereby authorised to deal with fractional entitlements (if any), including disregarding any fractional entitlements, under the Proposed Bonus Issue, in such manner at its absolute discretion as the Board may deem fit or expedient, and in the best interests of the Company;

**AND THAT** the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Bonus Issue with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue.”

**BY ORDER OF THE BOARD**

**WONG WAI FOONG (MAICSA 7001358) (SSM PC NO. 202008001472)**

**WONG PEIR CHYUN (MAICSA 7018710) (SSM PC NO. 202008001742)**

**YEO CHIOU YEAN (MAICSA 7058868) (SSM PC NO. 202008002607)**

Company Secretaries

Kuala Lumpur

Date: 15 September 2022

Notes:-

## **IMPORTANT NOTICE**

- I. The EGM of the Company will be conducted on virtual basis through live streaming via Remote Participation and Voting Facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor"). Please follow the procedures provided in the Administrative Guide for the EGM in order to register, participate and vote remotely.

The Broadcast Venue is **strictly for the purpose of complying with Section 327(2) of the Companies Act 2016** which require the Chairman of the meeting to be present at the main venue of the meeting.

Shareholders **WILL NOT BE ALLOWED** to attend this EGM in person at the Broadcast Venue on the day of the meeting.

Shareholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at this EGM via the RPV provided by Tricor via its **TIIH Online** website at <https://tiih.online>.

**Please read these Notes carefully and follow the procedures in the Administrative Guide for EGM in order to participate remotely via RPV.**

## **II. APPOINTMENT OF PROXY**

- 1) For the purpose of determining who shall be entitled to attend this EGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 7 October 2022. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this EGM via RPV.
- 2) A member entitled to participate in this EGM via RPV is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.
- 3) A member of the Company who is entitled to attend and vote at this EGM of the Company may appoint not more than two (2) proxies to participate instead of the member at the EGM.
- 4) If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
- 5) Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- 6) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
- 7) Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- 8) A member who had appointed a proxy or attorney or authorised representative to participate at the EGM via RPV **must request his/ her proxy or attorney or authorised representative to register himself/herself for RPV** via TIIH Online website at <https://tiih.online>. Procedures for RPV can be found in the Administrative Guide for the EGM.

- 9) *The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned EGM at which the person named in the appointment proposes to vote:*

(i) *In hard copy form*

*In the case of an appointment made in hard copy form, the proxy form must be deposited at the Company's Share Registrar at Tricor Investor & Issuing House Services Sdn Bhd [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 Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.*

(ii) *By electronic means via Tricor System, TIIH Online*

*The proxy form can be electronically lodged with the Company's Share Registrar via TIIH Online at <https://tiih.online>. Please refer to the Administrative Guide for the EGM on the procedures for electronic lodgement of proxy form via TIIH Online.*

- 10) *Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Company's Share Registrar situated at Tricor Investor & Issuing House Services Sdn Bhd [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 Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned EGM at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.*
- 11) *Please ensure ALL the particulars as required in the proxy form is completed, signed and dated accordingly.*
- 12) *Last date and time for lodging the proxy form is Wednesday, 12 October 2022 at 10.00 a.m..*
- 13) *For a corporate member who has appointed a representative, please deposit the **ORIGINAL** certificate appointment of authorised representative executed in the manner as stated in the proxy form with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn Bhd [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 Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.*

# Administrative Guide for the Extraordinary General Meeting (“EGM”) of Focus Lumber Berhad

**Date** : Friday, 14 October 2022  
**Time** : 10.00 am  
**Broadcast Venue** : Manuka 2 & 3 Meeting Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur

## 1. MODE OF MEETING

- The Securities Commission Malaysia (“SC”) had, on 16 July 2021, issued a revised Guidance and FAQs on the Conduct of General Meetings for Listed Issuers (“SC Guidance Note”) whereby listed issuers are encouraged to continue leveraging technology in conducting general meetings beyond Movement Control Order.
- In line with the SC Guidance Note, the Company’s EGM will be conducted entirely **through live streaming from the Broadcast Venue**.
- The **Broadcast Venue** of the EGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be present at the main venue of the meeting together with the essential individuals as indicated in the SC Guidance Note. Shareholders/proxy(ies) from the public **WILL NOT BE ALLOWED** to be physically present at the Broadcast Venue on the day of the meeting.

## 2. SHAREHOLDERS’ PARTICIPATION AT THE EGM VIA REMOTE PARTICIPATION AND VOTING (“RPV”) FACILITIES

- Shareholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, “participate”) remotely at the EGM using RPV facilities provided by Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”).
- The RPV facilities are available on Tricor’s **TIIH Online** website at <https://tiih.online>.
- We **strongly encourage** you to participate the EGM via the RPV facilities. You may also consider appointing the Chairman of the Meeting as your proxy to attend and vote on your behalf at the EGM.
- Kindly refer to Procedures for RPV as set out below for the requirements and procedures.

## 3. PROCEDURES TO RPV VIA RPV FACILITIES

Please read and follow the procedures below to engage in remote participation through live streaming and online remote voting at the EGM using the RPV facilities:

Procedure	Action
<b>Before the EGM Day</b>	
i. Register as a user with TIIH Online	<ul style="list-style-type: none"> <li>• Using your computer, access to website at <a href="https://tiih.online">https://tiih.online</a>. Register as a user under the “e-Services” by select “<b>Create Account by Individual Holder</b>”. Refer to the tutorial guide posted on the homepage for assistance.</li> <li>• Registration as a user will be approved within one (1) working day and you will be notified via e-mail.</li> <li>• If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online.</li> </ul>
ii. Submit your request to attend EGM remotely	<ul style="list-style-type: none"> <li>• Registration is open from Thursday, 15 September 2022 until the day of EGM on Friday, 14 October 2022. Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the EGM to ascertain their eligibility to participate the EGM using the RPV.</li> </ul>

	<ul style="list-style-type: none"> <li>• Login with your user ID (i.e. e-mail address) and password and select the corporate event: <b>(Registration) Focus Lumber Berhad EGM 2022</b></li> <li>• Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>• Select “Register for Remote Participation and Voting”.</li> <li>• Review your registration and proceed to register.</li> <li>• System will send an <b>e-mail to notify</b> that your registration for remote participation is received and will be verified.</li> <li>• After verification of your registration against the Record of Depositors as at 7 October 2022, the system will send you an <b>e-mail after 12 October 2022 to approve or reject</b> your registration for remote participation. (Note: Please allow sufficient time for approval of new user of TIIH Online and registration for the RPV).</li> </ul>
<b>On the EGM Day</b>	
i. Login to TIIH Online	<ul style="list-style-type: none"> <li>• Login with your user ID and password for remote participation at the EGM at any time from 9.00 a.m. i.e. one hour before the commencement of meeting at 10.00 a.m. on Friday, 14 October 2022.</li> </ul>
ii. Participate through Live Streaming	<ul style="list-style-type: none"> <li>• Select the corporate event: <b>(Live Stream Meeting) Focus Lumber Berhad EGM 2022</b> to engage in the proceedings of the EGM remotely.</li> <li>• If you have any question for the Chairman/Board, you may use the query box to transmit your question. The Chairman/Board will try to respond to questions submitted by remote participants during the EGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting.</li> </ul>
iii. Online remote voting	<ul style="list-style-type: none"> <li>• Voting session commences from 10:00 a.m. on Friday, 14 October 2022 until a time when the Chairman announces the end of the session.</li> <li>• Select the corporate event: <b>(Remote Voting) Focus Lumber Berhad EGM 2022</b> or if you are on the live stream meeting page, you can select <b>“GO TO REMOTE VOTING PAGE”</b> button below the Query Box.</li> <li>• Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>• Select the CDS account that represents your shareholdings.</li> <li>• Indicate your votes for the resolutions that are tabled for voting.</li> <li>• Confirm and submit your votes.</li> </ul>
iv. End of remote participation	<ul style="list-style-type: none"> <li>• Upon the announcement by the Chairman on the conclusion of the EGM, the Live Streaming will end.</li> </ul>

**Note to users of the RPV facilities:**

- (i) Should your registration for RPV be approved, we will make available to you the rights to join the live stream meeting and to vote remotely. Your login to TIIH Online on the day of meeting will indicate your presence at the virtual meeting.
- (ii) The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
- (iii) In the event you encounter any issues with logging-in, connection to the live stream meeting or online voting on the meeting day, kindly call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803169/011-40803170 for assistance or e-mail to [tiih.online@my.tricorglobal.com](mailto:tiih.online@my.tricorglobal.com) for assistance.

**4. ENTITLEMENT TO PARTICIPATE AND APPOINTMENT OF PROXY**

- Only members whose names appear on the Record of Depositors as at 7 October 2022 shall be eligible to participate in the EGM or appoint a proxy(ies) and/or the Chairman of the Meeting to attend and vote on his/her behalf.
- In view that the EGM will be conducted on a virtual basis, a member can appoint the Chairman of the Meeting as his/her proxy and indicate the voting instruction in the Form of Proxy.
- If you wish to participate in the EGM yourself, please do not submit any Form of Proxy for the EGM. You will not be allowed to participate in the EGM together with a proxy appointed by you.

- Accordingly, proxy forms and/or documents relating to the appointment of proxy/corporate representative/attorney for the EGM whether in hard copy or by electronic means shall be deposited or submitted in the following manner not later than **Wednesday, 12 October 2022** at **10.00 a.m.**

(i) In Hard copy:

- a) By hand or post to the office of the 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 its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur;
- b) By fax at 03-2783 9222 or e-mail to [is.enquiry@my.tricorglobal.com](mailto:is.enquiry@my.tricorglobal.com)

(ii) By Electronic form:

All shareholders can have the option to submit proxy forms electronically via TIIH Online and the steps to submit are summarised below:

Procedure	Action
<b>i. Steps for Individual Shareholders</b>	
Register as a User with TIIH Online	<ul style="list-style-type: none"> <li>• Using your computer, please access the website at <a href="https://tiih.online">https://tiih.online</a>. Register as a user under the “e-Services”. Please refer to the tutorial guide posted on the homepage for assistance.</li> <li>• If you are already a user with TIIH Online, you are not required to register again.</li> </ul>
Proceed with submission of form of proxy	<ul style="list-style-type: none"> <li>• After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password.</li> <li>• Select the corporate event: <b>Focus Lumber Berhad EGM 2022 - “Submission of Proxy Form”</b>.</li> <li>• Read and agree to the Terms and Conditions and confirm the Declaration.</li> <li>• Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf.</li> <li>• Appoint your proxy/proxies and insert the required details of your proxy/proxies or appoint the Chairman as your proxy.</li> <li>• Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide on your votes.</li> <li>• Review and confirm your proxy(s) appointment.</li> <li>• Print the form of proxy for your record.</li> </ul>

Procedure	Action
<b>ii. Steps for corporation or institutional shareholders</b>	
Register as a User with TIIH Online	<ul style="list-style-type: none"> <li>▪ Access TIIH Online at <a href="https://tiih.online">https://tiih.online</a></li> <li>▪ Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects <b>“Create Account by Representative of Corporate Holder”</b>.</li> <li>▪ Complete the registration form and upload the required documents.</li> <li>▪ Registration will be verified, and you will be notified by email within one (1) to two (2) working days.</li> <li>▪ Proceed to activate your account with the temporary password given in the email and re-set your own password.</li> </ul> <p>Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact our Share Registrar if you need clarifications on the user registration.</p>

<p>Proceed with submission of form of proxy</p>	<ul style="list-style-type: none"> <li>▪ Login to TIIH Online at <a href="https://tiih.online">https://tiih.online</a></li> <li>▪ Select the corporate exercise name: “<b>Focus Lumber Berhad EGM 2022 : Submission of Proxy Form</b>”</li> <li>▪ Agree to the Terms &amp; Conditions and Declaration.</li> <li>▪ Proceed to download the file format for “Submission of Proxy Form” in accordance with the Guidance Note set therein.</li> <li>▪ Prepare the file for the appointment of proxies by inserting the required data.</li> <li>▪ Submit the proxy appointment file.</li> <li>▪ Login to TIIH Online, select corporate exercise name: “ <b>Focus Lumber Berhad EGM 2022: Submission of Proxy Form</b>”.</li> <li>▪ Proceed to upload the duly completed proxy appointment file.</li> <li>▪ Select “Submit” to complete your submission.</li> <li>▪ Print the confirmation report of your submission for your record.</li> </ul>
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## 5. VOTING AT MEETING

- The voting at the EGM will be conducted on a poll pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Malaysia”). The Company has appointed Tricor to conduct the poll voting electronically (“e-voting”) via Tricor e-Vote application (“Tricor e-Vote App”) and Scrutineer Solutions Sdn Bhd as Independent Scrutineers to verify the poll results.
- Shareholders can proceed to vote on the resolutions before the end of the voting session which will be announced by the Chairman of the Meeting and submit your votes at any time from the commencement of the EGM at 10.00 a.m. Kindly refer to “Procedures to Remote Participation and Voting via RPV Facilities” provided above for guidance on how to vote remotely via TIIH Online.

## 6. RESULTS OF THE VOTING

The resolution proposed at the EGM and the results of the voting will be announced at the EGM and subsequently via an announcement made by the Company through Bursa Malaysia at [www.bursamalaysia.com](http://www.bursamalaysia.com).

## 7. PRE-MEETING SUBMISSION OF QUESTIONS TO THE BOARD OF DIRECTORS

The Board recognises that the EGM is a valuable opportunity for the Board to engage with shareholders. In order to enhance the efficiency of the proceedings of the EGM, shareholders may in advance, before the EGM, submit questions to the Board of Directors via Tricor’s TIIH Online website at <https://tiih.online>, by selecting “e-Services” to login, post your questions and submit it electronically no later than Wednesday, 12 October 2022. The Board of Directors will endeavour to address the questions received at the EGM.

## 8. CIRCULAR OF EGM

- The Circular to Shareholders is available on the Company’s website at [www.focuslumber.com.my](http://www.focuslumber.com.my) and Bursa Malaysia’s website at [www.bursamalaysia.com](http://www.bursamalaysia.com) under Company’s announcements.
- You may request for a printed copy of the Circular at <https://tiih.online> by selecting “Request for Annual Report / Circular” under the “Investor Services”.
- Kindly consider the environment before you decide to request for the printed copy of the Circular. The environmental concerns like global warming, deforestation, climate change and many more affect every human, animal and nation on this planet.

## 9. NO DOOR GIFT/FOOD VOUCHER

There will be no distribution of door gifts or food vouchers for the EGM since the meeting is being conducted on a virtual basis.

## 10. ENQUIRY

If you have any enquiries on the above, please contact the following persons during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

### **Tricor Investor & Issuing House Services Sdn. Bhd.**

General Line : +603-2783 9299

Fax Number : +603-2783 9222

Email : [is.enquiry@my.tricorglobal.com](mailto:is.enquiry@my.tricorglobal.com)

Contact persons : -

- 1) Muhammad Ashraff +603 27839276  
Email: [Muhammad.Ashraff@my.tricorglobal.com](mailto:Muhammad.Ashraff@my.tricorglobal.com)
- 2) Low Cheng Chuan +603 27839278  
Email: [cheng.chuan.low@my.tricorglobal.com](mailto:cheng.chuan.low@my.tricorglobal.com)



# 富佳木業有限公司 FOCUS LUMBER BERHAD

Registration No. 198901011405 (188710-V)

(Incorporated in Malaysia)

## FORM OF PROXY

CDS Account No.	No. of Shares Held

\*I/We, \_\_\_\_\_  
(Full name in block as per NRIC/Passport/Company No.)

\*NRIC No./Passport No./Company No. \_\_\_\_\_ Tel: \_\_\_\_\_

of \_\_\_\_\_  
(Address)

being member(s) of **Focus Lumber Berhad** hereby appoint:-

Full Name (in Block)	NRIC / Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

\*and/or (\*delete as appropriate)

Full Name (in Block)	NRIC / Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing him, the Chairperson of the Meeting, as ^my/our proxy to vote for ^me/us and on ^my/our behalf at the Extraordinary General Meeting ("EGM") of the Company will be conducted through live streaming from the broadcast venue at Manuka 2 & 3 Meeting Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South No. 8, Jalan Kerinchi, 59200 Kuala Lumpur on Friday, 14 October 2022 at 10.00 a.m. or any adjournment thereof, and to vote a indicated below:-

NO.	ORDINARY RESOLUTION	FOR	AGAINST
1.	Proposed Bonus Issue		

Please indicate with an "X" in the space provided whether you wish your votes to be cast for or against the resolution. In the absence of specific direction, your proxy will vote or abstain as he/she thinks fit.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2022

\_\_\_\_\_  
Signature^  
Member

\* Delete whichever is not applicable

^ Manner of execution:

- (a) If you are an individual member, please sign where indicated.
- (b) If you are a corporate member which has a common seal, this Form of Proxy should be executed under seal in accordance with the constitution of your corporation.
- (c) If you are a corporate member which does not have a common seal, this Form of Proxy should be affixed with the rubber stamp of your company (if any) and executed by:
  - (i) at least two (2) authorised officers, of whom one shall be a director; or
  - (ii) any director and/or authorised officers in accordance with the laws of the country under which your corporation is incorporated.

## **IMPORTANT NOTICE**

- I. *The EGM of the Company will be conducted on virtual basis through live streaming via Remote Participation and Voting Facilities (“RPV”) provided by Tricor Investor & Issuing House Services Sdn. Bhd. (“Tricor”). Please follow the procedures provided in the Administrative Guide for the EGM in order to register, participate and vote remotely.*

*The Broadcast Venue is **strictly for the purpose of complying with Section 327(2) of the Companies Act 2016** which require the Chairman of the meeting to be present at the main venue of the meeting.*

*Shareholders **WILL NOT BE ALLOWED** to attend this EGM in person at the Broadcast Venue on the day of the meeting.*

*Shareholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, “participate”) remotely at this EGM via the RPV provided by Tricor via its **TIIH Online** website at <https://tiih.online>.*

**Please read these Notes carefully and follow the procedures in the Administrative Guide for EGM in order to participate remotely via RPV.**

## **II. APPOINTMENT OF PROXY**

- 1) *For the purpose of determining who shall be entitled to attend this EGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 7 October 2022. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this EGM via RPV.*
- 2) *A member entitled to participate in this EGM via RPV is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.*
- 3) *A member of the Company who is entitled to attend and vote at this EGM of the Company may appoint not more than two (2) proxies to participate instead of the member at the EGM.*
- 4) *If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.*
- 5) *Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 (“Central Depositories Act”), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.*
- 6) *Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“omnibus account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.*
- 7) *Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.*
- 8) *A member who had appointed a proxy or attorney or authorised representative to participate at the EGM via RPV **must request his/ her proxy or attorney or authorised representative to register himself/herself for RPV** via TIIH Online website at <https://tiih.online>. Procedures for RPV can be found in the Administrative Guide for the EGM.*

- 9) *The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned EGM at which the person named in the appointment proposes to vote:*

(i) *In hard copy form*

*In the case of an appointment made in hard copy form, the proxy form must be deposited at the Company's Share Registrar at Tricor Investor & Issuing House Services Sdn Bhd [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 Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.*

(ii) *By electronic means via Tricor System, TIIH Online*

*The proxy form can be electronically lodged with the Company's Share Registrar via TIIH Online at <https://tiih.online>. Please refer to the Administrative Guide for the EGM on the procedures for electronic lodgement of proxy form via TIIH Online.*

- 10) *Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Company's Share Registrar situated at Tricor Investor & Issuing House Services Sdn Bhd [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 Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned EGM at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.*
- 11) *Please ensure ALL the particulars as required in the proxy form is completed, signed and dated accordingly.*
- 12) *Last date and time for lodging the proxy form is Wednesday, 12 October 2022 at 10.00 a.m..*
- 13) *For a corporate member who has appointed a representative, please deposit the **ORIGINAL** certificate appointment of authorised representative executed in the manner as stated in the proxy form with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn Bhd [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 Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.*

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AFFIX  
STAMP

**FOCUS LUMBER BERHAD**  
**Registration No. 198901011405 (188710-V)**

The Share Registrar  
Tricor Investor & Issuing House Services Sdn Bhd  
[Registration No. 197101000970 (11324-H)]

Unit 32-01, Level 32  
Tower A, Vertical Business Suite  
Avenue 3, Bangsar South,  
No. 8, Jalan Kerinchi,  
59200 Kuala Lumpur,  
Malaysia

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