

FOCUS LUMBER BERHAD

198901011405 (188710-V)
(Incorporated in Malaysia)

NOTICE OF THIRTY-THIRD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty-Third (“33rd”) Annual General Meeting (“AGM”) of Focus Lumber Berhad (“the Company”) will be conduct 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 on Friday, 19 May 2023 at 2.00 p.m. to transact the following businesses:

A G E N D A

Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note 1)
Resolution 1
- To approve the payment of Directors’ fees and benefits up to RM417,200.00 for the period from this 33rd Annual General Meeting until the next Annual General Meeting of the Company.
Resolution 2
- To re-elect Datuk Aznam Bin Mansor who retires pursuant to Clause 76(3) of the Company’s Constitution, as Director of the Company.
Resolution 3
- To re-elect Lin Hao Yu who retires pursuant to Clause 76(3) of the Company’s Constitution, as Director of the Company.
Resolution 4
- To re-elect Nar Chin Keow who retires pursuant to Clause 78 of the Company’s Constitution, as Director of the Company.
Resolution 5
- To re-elect Lin, Pei-Wen who retires pursuant to Clause 78 of the Company’s Constitution, as Director of the Company.
Resolution 6
- To re-elect Teh Yong Khim who retires pursuant to Clause 78 of the Company’s Constitution, as Director of the Company.
Resolution 7
- To re-appoint Messrs PKF PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

Special Business

To consider and if thought fit, to pass the following resolution, with or without modifications, as Ordinary Resolution of the Company:-

- ORDINARY RESOLUTION**
PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR THE AUTHORITY TO THE COMPANY TO PURCHASE ITS OWN SHARES UP TO TEN PER CENTUM (10%) OF THE TOTAL NUMBER OF ISSUED SHARES
“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.
10. To consider any other business of which due notice shall be given in accordance with the Companies Act 2016.
Resolution 8

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: 20 April 2023

NOTES:

I Important Notice

The 33rd AGM of the Company will be conducted entirely 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 33rd AGM 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 the present at the main venue of the meeting.

Shareholders **WILL NOT BE ALLOWED** to attend this Annual General Meeting (“AGM”) 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 AGM 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 in order to participate remotely via RPV.

II Notes on Appointment of Proxy

- For the purpose of determining who shall be entitled to attend this AGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 12 May 2023. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this AGM via RPV.
- A member entitled to participate in this AGM 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.
- A member of the Company who is entitled to attend and vote at this AGM of the Company may appoint not more than two (2) proxies to participate instead of the member at the AGM.
- 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.
- 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.
- 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.
- 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.
- A member who had appointed a proxy or attorney or authorised representative to participate at the AGM 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 AGM.
- 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 AGM or adjourned AGM 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 on the procedures for electronic lodgement of proxy form via TIIH Online.
- 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 AGM or adjourned AGM 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.
- Please ensure ALL the particulars as required in the proxy form is completed, signed and dated accordingly.
- Last date and time for lodging the proxy form is Wednesday, 17 May 2023 at 2.00 p.m.
- For a corporate member who has appointed a representative, please deposit the **ORIGINAL** certificate of appointment of authorised representative executed in the manner as stated in the proxy form 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.

III Explanatory Notes

Ordinary Business

- Audited Financial Statements for the financial year ended 31 December 2022**
The Audited Financial Statements in Agenda 1 is meant for discussion only as the approval of the shareholders is not required pursuant to the provisions of Sections 248(2) and 340(1) of the Companies Act 2016. Hence, this Agenda is not put forward for voting by shareholders.
- Resolution 1 – Directors’ Fees and Benefits**
Pursuant to Section 230(1) of the Companies Act 2016, the fees of the directors and any benefits payable to the directors shall be approved at a general meeting.
The Proposed Resolution 1 for the Directors’ fees and benefits proposed for the period from this 33rd AGM up to the date of next AGM are calculated based on the current Board size and number of scheduled Board and Committee Meetings from the 33rd AGM until the next AGM as well as the number of Independent Directors involved in the meeting. This resolution is to facilitate payment of Directors’ fees and benefits on a current financial year basis. In the event the proposed amount is insufficient, (e.g. due to more meetings or enlarged Board size), approval will be sought at the next AGM for the shortfall.
- Resolutions 2 to 6 – Re-election of Directors**
The following Directors are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at this 33rd AGM:-
(a) Datuk Aznam Bin Mansor
(b) Lin Hao Yu
(c) Nar Chin Keow
(d) Lin, Pei-Wen
(e) Teh Yong Khim
Please refer to the Statement Accompanying Notice of the 33rd AGM for further details.
- Resolution 7 – Re-appointment of Auditors**
The Board has through the Audit Committee assessed the suitability and independence of the External Auditors, Messrs PKF PLT and considered the re-appointment of Messrs PKF PLT as Auditors of the Company. The Board and Audit Committee collectively agreed and satisfied that Messrs PKF PLT has the relevant criteria prescribed by Paragraph 15.21 of the Main Market Listing Requirement of Bursa Malaysia Securities Berhad.

Special Business

- Resolution 8 – Ordinary Resolution: Proposed Renewal of Share Buy-Back Mandate**
The proposed Resolution 8, if passed, will give the Company the authority to purchase its own ordinary shares of up to ten per centum (10%) of the total number of issued shares of the Company.
Please refer to the Statement to Shareholders dated 20 April 2023 for further information.