

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

**MINUTES OF THE THIRTY-FIFTH ANNUAL GENERAL MEETING OF FOCUS LUMBER BERHAD HELD AT ZARA BOUTIQUE HOTEL, HARBOUR CITY, JALAN PANTAI BARU, SEMBULAN, 88100 KOTA KINABALU, SABAH ON FRIDAY, 23 MAY 2025 AT 10.00 A.M.**

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Present : Datuk Aznam Bin Mansor – *Non-Independent Non-Executive Chairman*  
Mr Lin Hao Wen – *Managing Director*  
Mr Lin Hao Yu – *Executive Director*  
Ms Lin, Pei-Wen – *Executive Director*  
Mr Kenneth Chin Kah Kiong – *Independent Non-Executive Director*  
Ms Nar Chin Keow – *Independent Non-Executive Director*  
Mr Chong Shu Phin – *Independent Non-Executive Director*

**External Auditors**

Ms. Terrie Wong - *Partner of Messrs PKF PLT*

**Company Secretary**

Ms Fong Seah Lih

Others as per the attendance list

**CHAIRMAN**

On behalf of the Board of Directors of Focus Lumber Berhad (“the Company” or “FLB”), Datuk Aznam Bin Mansor (“the Chairman”), the Non-Independent Non-Executive Chairman of the Company, welcomed all members and attendees to the Company’s 35<sup>th</sup> Annual General Meeting (“35<sup>th</sup> AGM”).

**QUORUM**

Upon confirming the presence of the requisite quorum, the Chairman called the meeting to order at 10.00 a.m.

**NOTICE**

There being no objection, the notice convening the meeting, having been circulated earlier to all the members of the Company within the statutory period, was taken as read.

**ANNOUNCEMENT ON POLLING AND ADMINISTRATIVE MATTERS**

The Chairman informed that the resolutions set out in the Notice of a general meeting would be voted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Chairman further informed that the Company was required to appoint at least one scrutineer to validate the votes cast at the general meeting and then declared that the scrutineer for the poll was Duomatic Corporate Services Sdn Bhd.

The Chairman declared that all resolutions set out in the Notice of the 35<sup>th</sup> AGM shall be voted by poll. The poll would be conducted after all items on the agenda were dealt with.

The Chairman further informed that all the Ordinary Resolutions required a simple majority of more than 50% votes from the members and proxies who were present and voting at the meeting.

**1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024 AND THE REPORTS OF THE DIRECTORS AND AUDITORS**

The Audited Financial Statements for the financial year ended 31 December 2024 (“AFS FYE 2024”) together with the Reports of the Directors and Auditors of the Company, having been circulated to all the members of the Company within the statutory period, were tabled before the meeting for discussion.

It was noted that pursuant to Section 340(1) of the Companies Act 2016, this agenda item did not require the members’ approval.

There being no question raised, the Chairman declared that the AFS FYE 2024 together with the Reports of the Directors and Auditors thereon, be received and noted.

**2. ORDINARY RESOLUTION 1  
PAYMENT OF DIRECTORS’ FEES AND BENEFITS FOR THE PERIOD FROM 35<sup>TH</sup> ANNUAL GENERAL MEETING UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY**

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

*“THAT the payment of Directors’ Fees and Benefits up to an amount of RM411,600.00 for the period from this 35<sup>th</sup> Annual General Meeting until the next Annual General Meeting of the Company be approved.”*

There being no question raised, the Chairman informed that the poll for the Ordinary Resolution 1 would be conducted upon the completion of all the remaining items of the agenda.

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

The Chairman informed that Ordinary Resolution 2 was concerning his re-election as Director of the Company. He passed the Chair to Mr Kenneth Chin Kah Kiong (“Mr Kenneth Chin”) to proceed with Ordinary Resolution 2.

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

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

There being no question raised, Mr Kenneth Chin informed that the poll for the Ordinary Resolution 2 would be conducted upon the completion of all the remaining items of the agenda. He then passed the chair back to the Chairman to continue the proceedings of the meeting.

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

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

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

There being no question raised, the Chairman informed that the poll for the Ordinary Resolution 3 would be conducted upon the completion of all the remaining items of the agenda.

**5. ORDINARY RESOLUTION 4**  
**RE-APPOINTMENT OF MESSRS PKF PLT AS AUDITORS OF THE COMPANY**

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

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

There being no question raised, the Chairman informed that the poll for the Ordinary Resolution 4 would be conducted upon the completion of all the remaining items of the agenda.

**6. ORDINARY RESOLUTION 5**  
**AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE**  
**COMPANIES ACT 2016 ("AUTHORITY TO ALLOT SHARES")**

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The Chairman moved on to Ordinary Resolution 5 on the Authority to Allot Shares. The following motion was put to the meeting for consideration:-

*"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act"), the Constitution of the Company and subject to the approvals from Bursa Malaysia Securities Berhad and other relevant governmental/regulatory authorities (if any), the Directors of the Company be and are hereby authorised to issue and allot shares in the Company from time to time, at such price, upon such terms and conditions, for such purposes and to such persons whomsoever as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares issued during the preceding 12 months does not exceed ten per centum (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 ("AGM") of the Company after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier, unless revoked or varied by an ordinary resolution of the Company at a general meeting."*

There being no question raised, the Chairman informed that the poll for the Ordinary Resolution 5 would be conducted upon the completion of all the remaining items of the agenda.

**7. ORDINARY RESOLUTION 6**  
**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")**

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The Chairman informed that Ordinary Resolution 6 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 24 April 2025. He then put the following motion to the meeting for consideration:-

*"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities")("Listing Requirements") and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such number of issued shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:*

- (i) the aggregate number of issued shares in the Company ("Shares") purchased ("Purchased Shares") and/or held as treasury shares pursuant to this ordinary resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at point of purchase; and*
- (ii) the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase,*

*("Proposed Share Buy-Back").*

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

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

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

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

- (i) *To cancel all or part of the Purchased Shares;*
- (ii) *To retain all or part of the Purchased Shares as treasury shares as defined in Section 127 of the Act;*
- (iii) *To distribute all or part of the treasury shares as dividends to the shareholders of the Company;*
- (iv) *To resell all or part of the treasury shares;*
- (v) *To transfer all or part of the treasury shares for the purposes of or under the employees’ share scheme established by the Company and/or its subsidiaries;*
- (vi) *To transfer all or part of the treasury shares as purchase consideration;*
- (vii) *To sell, transfer or otherwise use the shares for such other purposes as the Minister charged with responsibility for companies may by order prescribe; and/or*
- (viii) *To deal with the treasury shares in any other manners as allowed by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force.*

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

There being no question raised, the Chairman informed that the poll for the Ordinary Resolution 6 would be conducted upon the completion of all the remaining items of the agenda.

**8. ANY OTHER BUSINESS**

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

**9. CONDUCT OF POLL AND ANNOUNCEMENT OF POLLING RESULTS**

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Having dealt with all the items on the agenda, the Chairman informed that the Company had appointed Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd, as the Poll Administrator. He then invited the representative of the Poll Administrator to brief the shareholders on the polling procedures.

En. Mohd Kamal Bin Mohd Din, representative from Tricor Investor & Issuing House Services Sdn Bhd, explained the polling procedures to the shareholders.

After the polling process, the Chairman adjourned the meeting for 15 minutes to enable the poll votes to be counted.

**10. ANNOUNCEMENT OF POLL RESULTS**

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Upon the availability of the poll results, the Chairman called the meeting to resume at 10.25 a.m. The Chairman requested the Scrutineer to read out the poll results. The Scrutineer announced the poll results as follows:-

**ORDINARY RESOLUTION 1 - PAYMENT OF DIRECTORS' FEES AND BENEFITS FOR THE PERIOD FROM 35<sup>TH</sup> ANNUAL GENERAL MEETING UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY**

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Result on Voting By Poll					
Vote For		Vote Against		Total Votes	
No. of Shares	%	No. of Shares	%	No. of Shares	%
85,708,681	100	0	0	85,708,681	100

Based on the poll result, the Chairman declared the following motion carried:-

Ordinary Resolution 1

**"RESOLVED THAT** the payment of Directors' Fees and Benefits of RM411,600.00 for a period from this 35<sup>th</sup> Annual General Meeting until the next Annual General Meeting be approved".

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

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Result on Voting By Poll					
Vote For		Vote Against		Total Votes	
No. of Shares	%	No. of Shares	%	No. of Shares	%
87,299,881	100	0	0	87,299,881	100

Based on the poll result, the Chairman declared the following motion carried:-

Ordinary Resolution 2

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

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

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Result on Voting By Poll					
Vote For		Vote Against		Total Votes	
No. of Shares	%	No. of Shares	%	No. of Shares	%
61,193,155	100	0	0	61,193,155	100

Based on the poll result, the Chairman declared the following motion carried:-

Ordinary Resolution 3

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

**ORDINARY RESOLUTION 4 - RE-APPOINTMENT OF MESSRS PKF PLT AS AUDITORS OF THE COMPANY**

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Result on Voting By Poll					
Vote For		Vote Against		Total Votes	
No. of Shares	%	No. of Shares	%	No. of Shares	%
87,299,881	100	0	0	87,299,881	100

Based on the poll result, the Chairman declared the following motion carried:-

Ordinary Resolution 4

**"RESOLVED THAT** Messrs PKF PLT be hereby re-appointed as 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".

**ORDINARY RESOLUTION 5 - AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 (“AUTHORITY TO ALLOT SHARES”)**

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Result on Voting By Poll					
Vote For		Vote Against		Total Votes	
No. of Shares	%	No. of Shares	%	No. of Shares	%
87,299,881	100	0	0	87,299,881	100

Based on the poll result, the Chairman declared the following motion carried:-

Ordinary Resolution 5

**“RESOLVED THAT** pursuant to Sections 75 and 76 of the Companies Act 2016 (“the Act”), the Constitution of the Company and subject to the approvals from Bursa Malaysia Securities Berhad and other relevant governmental/regulatory authorities (if any), the Directors of the Company be and are hereby authorised to issue and allot shares in the Company from time to time, at such price, upon such terms and conditions, for such purposes and to such persons whomsoever as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares issued during the preceding 12 months does not exceed ten per centum (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 (“AGM”) of the Company after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier, unless revoked or varied by an ordinary resolution of the Company at a general meeting”

**ORDINARY RESOLUTION 6 - 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”)**

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Result on Voting By Poll					
Vote For		Vote Against		Total Votes	
No. of Shares	%	No. of Shares	%	No. of Shares	%
87,299,881	100	0	0	87,299,881	100

Based on the poll result, the Chairman declared the following motion carried:-

Ordinary Resolution 6

**“RESOLVED THAT** subject always to the Companies Act 2016 (“the Act”), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”)(“Listing Requirements”) and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby



authorised, to the fullest extent permitted by law, to purchase such number of issued shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:

- (i) the aggregate number of issued shares in the Company ("Shares") purchased ("Purchased Shares") and/or held as treasury shares pursuant to this ordinary resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at point of purchase; and
- (ii) the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase,

("Proposed Share Buy-Back").

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

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

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

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

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

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

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

#### **11. CLOSURE**

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The Chairman thanked the members for their participation at the 35<sup>th</sup> AGM and closed the meeting at 10.30 a.m..

#### **SIGNED AS A CORRECT RECORD**

- signed -

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**CHAIRMAN OF THE MEETING**

Date: 23 May 2025

*SF:CPJ*  
*Minutes of the Thirty-Fifth Annual General Meeting held on 23 May 2025*