

**FOCUS POINT HOLDINGS BERHAD**  
**[Registration No. 200901041088 (884238-U)]**  
(Incorporated in Malaysia)

**MINUTES OF THE THIRTEENTH ANNUAL GENERAL MEETING OF FOCUS POINT HOLDINGS BERHAD HELD AT BALLROOM V, MAIN WING, TROPICANA GOLF & COUNTRY RESORT, JALAN KELAB TROPICANA, 47410 PETALING JAYA, SELANGOR DARUL EHSAN ON WEDNESDAY, 25 MAY 2022 AT 10:05 A.M.**

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- Present : Board of Directors  
Leow Ming Fong @ Leow Min Fong (“Mr Leow” – presiding as “Chairman”)  
Dato’ Liaw Choon Liang  
Datin Goh Poi Eong  
Datin Sim Swee Yoke  
Lee Tuan Meng  
Dr. Haliza Binti Abdul Mutalib
- : Others as per Attendance List
- Absent with apologies : Dato’ Suhaili Bin Abdul Rahman (“Dato’ Suhaili”)

**CHAIRMAN**

Mr Leow was elected to chair the meeting. On behalf of the Board, he welcomed the members and attendees to the Company’s Thirteenth Annual General Meeting (“13th AGM”).

The Chairman informed that Dato’ Suhaili, had extended his apologies for not being able to attend the 13th AGM.

**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.

**QUORUM**

Upon confirming the presence of the requisite quorum, the Chairman called the meeting to order at 10.05 a.m.

The meeting was informed that pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the 13th AGM must be voted by poll.

Pursuant to the Company’s Constitution, the Chairman declared that all the resolutions set out in the Notice of the 13<sup>th</sup> AGM shall be voted by poll.

The Chairman further informed that:-

- (1) The Company has appointed Asia Securities Sdn Bhd (“ASSB”) as the Independent Scrutineer for the poll voting;
- (2) The poll on all resolutions would be conducted after all items on the agenda had been deliberated; and
- (3) All Ordinary Resolutions required a simple majority of more than 50% votes from those members present in person or by proxies and voting at the meeting.

**1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021 AND THE REPORTS OF THE DIRECTORS AND AUDITORS**

The Audited Financial Statements for the financial year ended 31 December 2021 (“AFS FYE 2021”) together with the Reports of the Directors and Auditors, having been circulated to all the members of the Company within the statutory period, were tabled before the meeting for discussion.

The Chairman informed that the AFS FYE 2021 was meant for discussion only as the Companies Act 2016 did not require a formal approval of the shareholders for the AFS. Therefore, the AFS FYE 2021 was not put forward for voting.

The Chairman invited questions from the floor.

There being no question raised, the Chairman declared that the AFS FYE 2021 together with the Reports of the Directors and Auditors thereon be received.

**2. RESOLUTION 1: PAYMENT OF UNDER PROVISION OF DIRECTORS’ FEES AND BENEFITS OF RM56,250 FOR THE PERIOD FROM THE 12TH AGM TO 13TH AGM**

The Chairman proceeded to Resolution 1 on the payment of under provision of Directors’ Fees and Benefits of RM56,250 for the period from the 12th AGM to 13th AGM. He explained that the shortfall of Directors’ Fees and Benefits was due to additional Directors appointed during the period. He then put the following motion to the meeting for consideration and informed that the poll would be conducted later:-

*“THAT the payment of under provision of Directors’ Fees and Benefits of RM56,250 for the period the 12th AGM to 13th AGM of the Company be approved.”*

No question was raised by the shareholders/proxies on this agenda.

**3. RESOLUTION 2: DIRECTORS’ FEES AND BENEFITS UP TO RM207,250 FOR THE PERIOD FROM 13TH AGM UNTIL THE NEXT AGM OF THE COMPANY**

The Chairman moved on to Resolution 2 on the payment of Directors’ Fees and Benefits for the period from 13th AGM until the next AGM of the Company. He then

put the following motion to the meeting for consideration and informed that the poll would be conducted later:-

*“THAT the payment of Directors’ Fees and Benefits of up to RM207,250 for the period from this 13th Annual General Meeting until the next Annual General Meeting of the Company be approved.”*

No question was raised by the shareholders/proxies on this agenda.

**4. RESOLUTION 3: RE-ELECTION OF DR HALIZA BINTI ABDUL MUTALIB PURSUANT TO CLAUSE 78 OF THE COMPANY’S CONSTITUTION**

The Chairman then proceeded to Resolution 3 on the re-election of Dr Haliza Binti Abdul Mutalib pursuant to Clause 78 of the Company’s Constitution. He then put the following motion to the meeting for consideration and informed that the poll would be conducted later:-

*“THAT Dr Haliza Binti Abdul Mutalib retiring pursuant to Clause 78 of the Company’s Constitution and being eligible, be hereby re-elected as Director of the Company.”*

No question was raised by the shareholders/proxies on this agenda.

**5. RESOLUTION 4: RE-ELECTION OF LEE TUAN MENG PURSUANT TO CLAUSE 78 OF THE COMPANY’S CONSTITUTION**

The Chairman proceeded to Resolution 4 on the re-election of Lee Tuan Meng pursuant to Clause 78 of the Company’s Constitution. He then put the following motion to the meeting for consideration and informed that the poll would be conducted later:-

*“THAT Lee Tuan Meng retiring pursuant to Clause 78 of the Company’s Constitution and being eligible, be hereby re-elected as Director of the Company.”*

No question was raised by the shareholders/proxies on this agenda.

**6. RESOLUTION 5: RE-APPOINTMENT OF MESSRS BDO PLT AS AUDITORS OF THE COMPANY**

The Chairman moved on to Resolution 5 on the re-appointment of Auditors. The Chairman informed that Messrs BDO PLT had indicated their willingness to continue in office. He then put the following motion to the meeting for consideration and informed that the poll would be conducted later:-

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

No question was raised by the shareholders/proxies on this agenda.

**7. RESOLUTION 6: AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

The Chairman moved on to Resolution 6 on the authority to allot shares pursuant to Sections 75 and 76 of the Companies Act 2016.

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

The Chairman then put the following motion to the meeting for consideration and informed that the poll would be conducted later:-

*“THAT pursuant to Sections 75 and 76 of the Companies Act 2016, the Directors of the Company be and are hereby authorised to allot shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares allotted pursuant to this resolution does not exceed 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 of the Company after the approval was given or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever is earlier, unless such approval is revoked or varied by the Company at a general meeting.”*

No question was raised by the shareholders/proxies on this agenda.

**8. RESOLUTION 7: PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

The Chairman proceeded to Resolution 7 on the Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions (“RRPT”) of a Revenue or Trading Nature. He informed that the detail of the Proposed Renewal of RRPT Mandate was set out in the Circular/Statement to Shareholders dated 26 April 2022.

He then put the following motion to the meeting for consideration and informed that the poll would be conducted later:-

*“THAT pursuant to Rule 10.09 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company and its subsidiaries be and are hereby authorised to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.3 of Part A of*

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*the Circular/Statement to Shareholders dated 26 April 2022 (“Related Parties”) provided that such transactions and/or arrangements are:-*

- (a) necessary for the day-to-day operations;*
- (b) are undertaken in the ordinary course of business at arm’s length basis and are on normal commercial terms and transaction prices which are not more favourable to the Related Parties than those generally available to the public; and*
- (c) are not detrimental to the minority shareholders of the Company,*

*(collectively known as “Proposed Shareholders’ Mandate”).*

*AND THAT such approval, shall continue to be in force until:-*

- (a) the conclusion of the next Annual General Meeting of the Company following the general meeting at which such resolution was passed, at which time, it will lapse, unless by an ordinary resolution passed at such Annual General Meeting, the authority is renewed; or*
- (b) the expiration of the period within which the next Annual General Meeting of the Company after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“the Act”) (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or*
- (c) revoked or varied by resolution passed by the shareholders of the Company in general meeting,*

*whichever is earlier.*

*AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Shareholders’ Mandate.”*

No question was raised by the shareholders/proxies on this agenda.

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

The Chairman moved on to Resolution 8 on the Proposed Share Buy-Back Mandate.

He informed that the detail of the Proposed Share Buy-Back Mandate was set out in the Circular/Statement to Shareholders dated 26 April 2022. He then put the following motion to the meeting for consideration and informed that the poll would be conducted later:-

*“THAT subject always to the Companies Act 2016 (“the Act”), the Constitution of the Company, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad*

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*(“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 funds 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 it will lapse, unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;*
- (b) the expiration of the period within which the next AGM of the Company is required by law to be held; or;*
- (c) revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting,*

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

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

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

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- (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 hereby 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.”*

No question was raised by the shareholders/proxies on this agenda.

**10. RETIREMENT OF DATO' SUHAILI AND MR LEOW AS DIRECTORS OF THE COMPANY**

The Chairman informed that two members of the Board, i.e. Dato' Suhaili and himself were not seeking re-election at this 13th AGM and would retire upon the conclusion of this 13<sup>th</sup> AGM.

At this juncture, Dato' Liaw informed the meeting that both Dato' Suhaili and Mr Leow had expressed that they would not seek for re-election and would retire at the conclusion of the 13th AGM. On behalf of the Board, he placed on record the Board's appreciation to Dato' Suhaili and Mr Leow for their invaluable contribution and leadership to the Company during their tenure as Directors of the Company.

The Chairman then continued with the proceedings of the meeting.

**11. ANY OTHER BUSINESS**

The Chairman informed that the Company had not received notice for any other business pursuant to the Companies Act 2016.

**CONDUCT OF POLL**

After having dealt with all the items on the agenda, the representative from the Share Registrar, Tricor Investor & Issuing House Sdn Bhd (“TIIH”), briefed the shareholders on the polling procedures. The meeting then proceeded to conduct the poll on the Resolutions 1 to 8.

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After the polling process, the Chairman adjourned the meeting at 10.30 a.m. for counting of votes.

**ANNOUNCEMENT OF POLL RESULTS**

Upon the completion of the counting of votes by the Poll Administrator, TIIH and verification of the results by ASSB, the Chairman called the meeting to resume at 10.50 a.m. and presented the results of poll (“attached as “Appendix 1”) to the meeting.

The Chairman then declared Resolutions 1 to 8 carried.

**CLOSURE OF MEETING**

There being no further business, the meeting was closed at 10.55 a.m. with a vote of thanks to the Chair.

Dated: 25 May 2022



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(884238-U)

**Thirteenth ("13th") Annual General Meeting**  
Ballroom V, Main Wing, Tropicana Golf & Country Resort,  
Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan  
On 25-May-2022 at 10:00AM

**Result On Voting By Poll**

Resolution(s)	Vote For		Vote Against		Total Votes		
	No of Units	%	No of P/S	%	No of Units	%	No of P/S
Ordinary Resolution 1	181,479,195	100.0000	15	100.0000	0	0.0000	15
Ordinary Resolution 2	181,479,195	100.0000	15	100.0000	0	0.0000	15
Ordinary Resolution 3	231,661,095	100.0000	17	100.0000	0	0.0000	17
Ordinary Resolution 4	231,661,095	100.0000	17	100.0000	0	0.0000	17
Ordinary Resolution 5	231,661,095	100.0000	17	100.0000	0	0.0000	17
Ordinary Resolution 6	231,661,095	100.0000	17	100.0000	0	0.0000	17
Ordinary Resolution 7	53,283,197	100.0000	15	100.0000	0	0.0000	15
Ordinary Resolution 8	231,661,095	100.0000	17	100.0000	0	0.0000	17

