

# NOTICE OF FIFTEENTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Fifteenth (“15th”) Annual General Meeting (“AGM”) of Focus Point Holdings Berhad (“the Company”) will be held at Ballroom V, Main Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Thursday, 23 May 2024 at 10:00 a.m. to transact the following businesses:

## AGENDA

### Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon. **[Please refer to Note II(1)]**
2. To approve the payment of Directors’ fees of up to RM246,000 and Directors’ benefits of up to RM17,000 for the period from this 15th Annual General Meeting until the next Annual General Meeting of the Company. **Resolution 1**
3. To re-elect Datin Goh Poi Eong who retires pursuant to Clause 76(3) of the Company’s Constitution, as Director of the Company. **Resolution 2**
4. To re-elect Dr. Haliza binti Abdul Mutalib who retires pursuant to Clause 76(3) of the Company’s Constitution, as Director of the Company. **Resolution 3**
5. To re-appoint Messrs BDO PLT as the Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 4**

### Special Business

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

6. **ORDINARY RESOLUTION  
AUTHORITY FOR DATIN SIM SWEE YOKE TO CONTINUE IN OFFICE AS  
INDEPENDENT NON-EXECUTIVE DIRECTOR** **Resolution 5**  
  
“THAT authority be and is hereby given to Datin Sim Swee Yoke who will have served as the Independent Non-Executive Director of the Company for a term of nine (9) years, to continue to serve as the Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting.”
7. **ORDINARY RESOLUTION  
PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE FOR THE  
RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING  
NATURE** **Resolution 6**  
  
“THAT pursuant to Paragraph 10.09 of the Main 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 the Circular/Statement to Shareholders dated 24 April 2024 (“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”).

## NOTICE OF FIFTEENTH ANNUAL GENERAL MEETING (cont'd)

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."

8. **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**

*Resolution 7*

"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 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").

## NOTICE OF FIFTEENTH ANNUAL GENERAL MEETING (cont'd)

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;
- (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."

## NOTICE OF FIFTEENTH ANNUAL GENERAL MEETING (cont'd)

9. To consider any other business of which due notice shall be given in accordance with the Companies Act 2016.

BY ORDER OF THE BOARD

**WONG PEIR CHYUN (MAICSA 7018710)**

(SSM PC NO. 202008001742)

**NG SENG HOO (MAICSA 7068810)**

(SSM PC NO. 202008004089)

Company Secretaries

Kuala Lumpur

Date: 24 April 2024

### NOTES:

#### I Notes on Appointment of Proxy

- (1) For the purpose of determining who shall be entitled to attend this 15th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors as at 15 May 2024. Only a member whose name appears on this Record of Depositors shall be entitled to attend this AGM or appoint a proxy to attend, speak and vote on his/her/its behalf.
- (2) A member entitled to attend and vote at this AGM 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 AGM of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the general meeting.
- (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 ("Listing Requirements").
- (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.

## NOTICE OF FIFTEENTH ANNUAL GENERAL MEETING (cont'd)

### NOTES: (cont'd)

#### I Notes on Appointment of Proxy (cont'd)

- (8) 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 with the Company's Share Registrar 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 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**

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 15th AGM on the procedures for electronic lodgement of proxy form via TIIH Online.
- (9) Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Company's Share Registrar 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 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.
- (10) Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
- (11) Last date and time for lodging this proxy form is Tuesday, 21 May 2024 at 10:00 a.m.
- (12) Please bring an **ORIGINAL** of the following identification papers (where applicable) and present it to the registration staff for verification:
- a. Identity card (NRIC) (Malaysian); or
  - b. Police report (for loss of NRIC) / Temporary NRIC (Malaysian); or
  - c. Passport (Foreigner).
- (13) For a corporate member who has appointed a representative instead of a proxy to attend this AGM, 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 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 Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur. Alternatively, please bring the ORIGINAL certificate of appointment of authorised representative if it has not been lodged at the Company's Share Registrar earlier.

## NOTICE OF FIFTEENTH ANNUAL GENERAL MEETING (cont'd)

### II **Explanatory Notes on Ordinary Business**

#### 1. **Agenda item 1 - Audited Financial Statements for the financial year ended 31 December 2023**

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.

#### 2. **Resolution 1 – Proposed Payment of 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 of a listed company and its subsidiaries shall be approved at a general meeting.

Resolution 1 is to seek shareholders' approval to allow the Company to pay Directors' fees and benefits on a current financial year basis and calculated based on the current Board size and number of scheduled Board and Board Committee meetings for the period from this 15th Annual General Meeting ("AGM") until the next AGM. In the event the proposed amount is insufficient (e.g. due to enlarged Board size or increased responsibility), approval will be sought at the next AGM for the shortfall.

#### 3. **Resolutions 2 and 3 – Re-election of Directors**

Datin Goh Poi Eong and Dr. Haliza binti Abdul Mutalib are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at this 15th AGM.

Please refer to the Statement Accompanying Notice of the 15th AGM for further details.

#### 4. **Resolution 4 – Re-appointment of Auditors**

The Board has through the Audit Committee assessed the suitability and independence of the External Auditors, Messrs BDO PLT and considered the re-appointment of Messrs BDO PLT as Auditors of the Company. The Board and Audit Committee collectively agreed and satisfied that Messrs BDO PLT has the relevant criteria prescribed by Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Board approved the Audit Committee's recommendation to seek the shareholders' approval for the re-appointment of Messrs BDO PLT as Auditors of the Company.

### III **Explanatory Notes on Special Business**

#### 1. **Resolution 5 – Ordinary Resolution: Continuing in Office as Independent Non-Executive Director**

The Board had via the Nomination Committee conducted an annual performance evaluation and assessment of Datin Sim Swee Yoke, who will have served the Board as an Independent Non-Executive Director ("INED") for a cumulative term of nine (9) years. The Board recommended that she shall continue to act as INED based on the following justifications:-

- a. She fulfils the criteria under the definition of "independent Director" as stated in the Main Market listing Requirements of Bursa Malaysia Securities Berhad, and thus, she would be able to function as a check and balance, bringing an element of objectivity to the Board;
- b. Her tenure with the Company has neither impaired nor compromised her independent judgement and ability to act in the best interest of the Company. She continues to remain objective and is able to exercise her independent judgement in expressing her view and participating in deliberations and decision-making of the Board and Board Committee in the best interest of the Company;

NOTICE OF FIFTEENTH ANNUAL GENERAL MEETING  
(cont'd)

**III Explanatory Notes on Special Business (cont'd)**

**1. Resolution 5 – Ordinary Resolution: Continuing in Office as Independent Non-Executive Director (cont'd)**

- c. She has vast experience in a diverse range of businesses and have a good understanding of the Company's business operations;
- d. She continues to exercise due care during her tenure as INED of the Company and carry out her professional duties in the interest of the Company and shareholders;
- e. She has devoted sufficient time and commitment to discharge her responsibility and professional obligations as INED; and
- f. She does not have any business dealings with the Company.

**2. Resolution 6 – Ordinary Resolution: Proposed Renewal of Existing Shareholders' Mandate for the Recurrent Related Party Transactions of a Revenue or Trading Nature**

This resolution, if passed, will authorise the Company and each of its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature in the ordinary course of business.

Please refer to the Circular/Statement to Shareholders dated 24 April 2024 for further information.

**3. Resolution 7 – Ordinary Resolution: Proposed Renewal of Share Buy-Back Mandate**

This resolution, if passed, will give the Company the authority to purchase up to ten per centum (10%) of the total number of issued shares of the Company through Bursa Malaysia Securities Berhad.

Please refer to the Circular/ Statement to Shareholders dated 24 April 2024 for further information.

# STATEMENT ACCOMPANYING NOTICE OF FIFTEENTH ANNUAL GENERAL MEETING

PURSUANT TO PARAGRAPH 8.27(2) OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

## **Directors Standing for Election/Re-election (Resolutions 3 and 4)**

As of the date of this notice, there are no individuals who are standing for election or appointment as Directors at this 15th Annual General Meeting (“AGM”).

The Directors who are seeking for re-election at the 15th AGM are as follows:-

Name	Directorship	Date of Appointment
Datin Goh Poi Eong	Executive Director	30 December 2009
Dr. Haliza binti Abdul Mutalib	Independent Non-Executive Director	1 August 2021

(Collectively referred to as the “Retiring Directors”)

The Retiring Directors being eligible, have offered themselves for re-election at the 15th AGM. The full profiles of the Retiring Directors can be found on pages 16 and 18 of the Annual Report 2023. The details of the Retiring Directors’ interest in the securities of the Company, if any, can be found on page 162 of the Annual Report 2023.

The Board through its Nomination Committee (“NC”) had considered the following:

- Fit and proper criteria as guided by the Directors’ Fit and Proper Policy and the Director’s Declaration Form executed by each of the Retiring Directors;
- Skills, knowledge, expertise and experience, time, commitment, character, professionalism and integrity (including that the Retiring Directors are not active politicians);
- Outcome of the Board and Individual Director Effectiveness Evaluation conducted for the financial year ended 31 December 2023;
- Disclosures of any interest, position or relationship that may result in a conflict of interest or might influence, or reasonably be perceived to influence in a material respect the capacity to bring independent judgment to bear on issues before the Board and to act in the best interests of the Company as a whole; and
- Criteria for independence pursuant to the Main Market Listing Requirements of Bursa Securities Malaysia Berhad (for Independent Director being re-elected).

Based on the outcome of the assessment, the Board and the NC agreed that the Retiring Directors meet the criteria as prescribed by Paragraph 2.20A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad on character, experience, integrity, competence and time to effectively discharge their role as Directors and that they met the criteria prescribed by the Directors’ Fit and Proper Policy.

The Board (save for the Retiring Directors who have abstained from deliberation on discussions relating to their own re-election at the Board meeting) approved and supported the re-election of the Retiring Directors. The Board believes that the Retiring Directors have discharged their duties and responsibilities effectively, demonstrated commitment to their role, and will continue to make a strong contribution to the work of the Board and to the long-term sustainable success of the Company.