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

FOCUS POINT

FOCUS POINT HOLDINGS BERHAD

(Registration No. 200901041088 (884238-U))
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE

PROPOSED BONUS ISSUE OF UP TO 131,999,790 NEW ORDINARY SHARES IN FOCUS POINT HOLDINGS BERHAD ("FOCUS POINT") ("FOCUS POINT SHARES" OR "SHARES") ("BONUS SHARES") ON THE BASIS OF 2 BONUS SHARES FOR EVERY 5 EXISTING FOCUS POINT SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Principal Adviser

RHB Investment

RHB Investment Bank Berhad

(Registration No. 197401002639 (19663-P))
(A Participating Organisation of Bursa Malaysia Securities Berhad)

The Extraordinary General Meeting ("**EGM**") of Focus Point will be held at Training Room, Unit 7-3, Jalan PJU 1/37, Dataran Prima, 47301 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 4 April 2023 at 2.30 p.m. or at any adjournment thereof. The notice of EGM, Administrative Guide and Proxy Form enclosed in this Circular are available at the Company's website at https://focuspoint.listedcompany.com/general_meetings.html. Shareholders are advised to refer to the notice of EGM and the Administrative Guide for the procedures as set out therein.

If you wish to appoint a proxy to attend, participate and vote on your behalf at the EGM, you may complete, sign and deposit the Proxy Form at the Company's Share Registrar at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or at its Customer Service Counter at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or deposit the respective Forms of Proxy electronically via TIIH Online at <https://tiih.online> not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof. The lodgement of the Proxy Form will not preclude you from attending, participating and voting in person at the EGM should you subsequently decide to do so. For electronic lodgement of the Proxy Form, please also follow the procedures as set out in the Administrative Guide.

Last date and time for lodging the Proxy Form : Sunday, 2 April 2023 at 2.30 p.m.

Date and time of the EGM : Tuesday, 4 April 2023 at 2.30 p.m.

This Circular is dated 17 March 2023

DEFINITIONS

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

"Act"	:	Companies Act, 2016
"Board"	:	Board of Directors of Focus Point
"Bonus Shares"	:	Up to 131,999,790 new Focus Point Shares to be issued pursuant to the Proposed Bonus Issue of Shares
"Bursa Depository"	:	Bursa Malaysia Depository Sdn Bhd
"Bursa Securities"	:	Bursa Malaysia Securities Berhad
"Circular"	:	This circular dated 17 March 2023 in relation to the Proposed Bonus Issue of Shares
"Directors"	:	The directors of Focus Point based on the meaning under Section 2(1) of the Act and Section 2(1) of the Capital Markets and Services Act, 2007
"EGM"	:	Extraordinary general meeting
"Entitled Shareholders"	:	The shareholders of Focus Point who are registered as a member and whose names appear in the Record of Depositors of the Company on the Entitlement Date in order to participate in the Proposed Bonus Issue of Shares
"Entitlement Date"	:	The date as at the close of business at 5.00 p.m. to be determined by the Board and announced later by the Company at a later date, on which names of shareholders of Focus Point must appear in the Record of Depositors of the Company in order to be entitled to the Bonus Shares
"EPS"	:	Earnings per Share
"Focus Point" or the "Company"	:	Focus Point Holdings Berhad
"Focus Point Group" or the "Group"	:	Collectively, Focus Point and its subsidiaries
"Focus Point Shares" or the "Shares"	:	Ordinary shares in Focus Point
"FYE"	:	Financial year ended/ending, as the case may be
"Listing Requirements"	:	Main Market Listing Requirements of Bursa Securities
"LPD"	:	20 February 2023, being the latest practicable date prior to the printing and despatch of this Circular
"Market Day"	:	A day on which the stock market of Bursa Securities is open for trading in securities, which may include a Surprise Holiday
"NA"	:	Net assets

DEFINITIONS (CONT'D)

"Proposed Bonus Issue of Shares"	:	Proposed bonus issue of up to 131,999,790 Bonus Shares on the basis of 2 Bonus Shares for every 5 existing Focus Point Shares held on the Entitlement Date
"Record of Depositors"	:	A record of securities holders established and maintained by Bursa Depository under the rules of Bursa Depository as issued pursuant to the Securities Industry (Central Depositories) Act, 1991
"RHB Investment Bank" or the "Principal Adviser"	:	RHB Investment Bank Berhad
"RM" and "sen"	:	Ringgit Malaysia and sen respectively
"Surprise Holiday"	:	A day that is declared as a public holiday in the Federal Territory of Kuala Lumpur that has not been gazetted as a public holiday at the beginning of the calendar year
"TEBP"	:	Theoretical ex-bonus price
"VWAP"	:	Volume weighted average share price

References to "our Company" in this Circular are to Focus Point and references to "our Group" are to our Company and our subsidiaries. References to "we", "us", "our" and "ourselves" in this Circular are to our Company and where the context otherwise requires, shall include our subsidiaries. All references to "you" in this Circular are to our shareholders.

Unless specifically referred to, words denoting the singular shall, where applicable, include the plural and vice versa and words denoting the masculine gender shall, where applicable, include the feminine and/or neuter genders and vice versa. References to persons shall include corporations, unless otherwise specified.

Any reference in this Circular to the provisions of any statute, rules, regulation or rules of stock exchange shall (where the context admits) be construed as a reference to the provisions of such statute, rules, regulation or rules of stock exchange (as the case may be) as modified by any written law or (if applicable) amendments to the statute, rules, regulation or rules of stock exchange for the time being in force.

Any reference to a time of day and date in this Circular shall be a reference to Malaysian time and date respectively, unless otherwise specified.

Certain amounts and percentage figures included herein have been subject to rounding adjustments. Any discrepancy between the figures shown herein and figures published by the Company, such as in its annual reports or quarterly results, is due to rounding.

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EXECUTIVE SUMMARY

This Executive Summary highlights only the salient information of the Proposed Bonus Issue of Shares in this Circular. You are advised to read and carefully consider the contents of this Circular and the appendix contained herein in its entirety for further details and not to rely solely on this Executive Summary in forming a decision on the Proposed Bonus Issue of Shares before voting at the forthcoming EGM.

Salient information	Description	Reference to Circular
Issue size and basis of allotment	The Proposed Bonus Issue of Shares entails the issuance of up to 131,999,790 Bonus Shares on the basis of 2 Bonus Shares for every 5 existing Focus Point Shares held on the Entitlement Date.	Section 2 of this Circular
Rationale and justifications	<p>The Proposed Bonus Issue of Shares is intended to:</p> <ul style="list-style-type: none">(i) reward the shareholders of the Company for their continuous support by increasing their equity participation in the Company in terms of the number of Shares held and maintaining their percentage equity shareholding without incurring any cost;(ii) encourage the trading liquidity of the Shares on the Main Market of Bursa Securities at a lower adjusted trading price and increased number of Shares in issue without affecting the size of the market capitalisation of the Company; and(iii) maintain the Company's reserves as the Proposed Bonus Issue of Shares will be implemented via the adoption of the enhanced bonus issue framework without capitalisation of its reserves.	Section 3 of this Circular
Effects	<p>The effects of the Proposed Bonus Issue of Shares are as follows:</p> <ul style="list-style-type: none">(i) will increase the number of Focus Point Shares in issue but will not increase the value of the issued share capital of Focus Point;(ii) will not have any effect on the percentage of shareholding of the substantial shareholders as the Bonus Shares will be allotted on a pro-rata basis to all shareholders. However, there will be a proportionate increase in the number of Shares held by each substantial shareholder;(iii) the NA per Share is expected to be diluted as a result of the increase in the number of Focus Point Shares pursuant to the issuance of the Bonus Shares. The Proposed Bonus Issue of Shares is not expected to have any material impact on the Group's gearing; and(iv) will not have any material effect on the earnings of the Group. Notwithstanding that, the Group's EPS may be diluted as a result of the increase in the number of Focus Point Shares in issue upon completion of the Proposed Bonus Issue of Shares.	Section 4 of this Circular

EXECUTIVE SUMMARY (CONT'D)

Salient information	Description	Reference to Circular
Approvals required/obtained	<p>The Proposed Bonus Issue of Shares is subject to the following approvals being obtained:</p> <ul style="list-style-type: none">(i) Bursa Securities, had, vide its letter dated 8 March 2023 approved the listing and quotation of up to 131,999,790 Bonus Shares to be issued pursuant to the Proposed Bonus Issue of Shares on the Main Market of Bursa Securities, subject to the conditions as set out in Section 6 of this Circular;(ii) the shareholders of Focus Point, for the Proposed Bonus Issue of Shares at the forthcoming EGM by way of poll; and(iii) any other relevant authorities and/or parties, if required.	Section 6 of this Circular
Interests of Directors, major shareholders, chief executive and/or persons connected	<p>None of the Directors, major shareholders and/or chief executive of Focus Point and/or persons connected with them have any interest, whether direct or indirect, in the Proposed Bonus Issue of Shares, save for their respective entitlement under the Proposed Bonus Issue of Shares which is available to all Entitled Shareholders on a pro-rata basis.</p>	Section 7 of this Circular
Directors' statement and recommendation	<p>The Board, having considered all aspects of the Proposed Bonus Issue of Shares, is of the opinion that the Proposed Bonus Issue of Shares is in the best interest of the Company.</p> <p>Accordingly, the Board recommends that you VOTE IN FAVOUR of the resolution pertaining to the Proposed Bonus Issue of Shares to be tabled at the forthcoming EGM.</p>	Section 10 of this Circular

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FOCUS POINT

FOCUS POINT HOLDINGS BERHAD

(Registration No. 200901041088 (884238-U))
(Incorporated in Malaysia)

Registered Office

Unit 30-01, Level 30, Tower A
Vertical Business Suite
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur

17 March 2023

Board of Directors

Dato' Sri Suriani Binti Dato' Ahmad (*Non-Independent Non-Executive Chairman*)
Dato' Liaw Choon Liang (*President/Chief Executive Officer*)
Datin Goh Poi Eong (*Executive Director*)
Datin Sim Swee Yoke (*Independent Non-Executive Director*)
Dr. Haliza Binti Abdul Mutalib (*Independent Non-Executive Director*)
Lee Tuan Meng (*Independent Non-Executive Director*)

To: Our shareholders

Dear Sir/Madam,

PROPOSED BONUS ISSUE OF SHARES

1. INTRODUCTION

On 21 February 2023, RHB Investment Bank had, on behalf of the Board, announced that the Company proposes to undertake an issuance of up to 131,999,790 Bonus Shares on the basis of 2 Bonus Shares for every 5 existing Focus Point Shares held on the Entitlement Date.

On 9 March 2023, RHB Investment Bank had, on behalf of the Board, announced that Bursa Securities had vide its letter dated 8 March 2023, approved the listing and quotation of up to 131,999,790 Bonus Shares to be issued pursuant to the Proposed Bonus Issue of Shares on the Main Market of Bursa Securities, subject to the conditions as set out in Section 6 of this Circular.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE DETAILS OF THE PROPOSED BONUS ISSUE OF SHARES AND TO SEEK YOUR APPROVAL FOR THE RESOLUTION PERTAINING TO THE PROPOSED BONUS ISSUE OF SHARES TO BE TABLED AT THE FORTHCOMING EGM.

YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR AND THE APPENDIX CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED BONUS ISSUE OF SHARES TO BE TABLED AT THE FORTHCOMING EGM.

2. DETAILS OF THE PROPOSED BONUS ISSUE OF SHARES

2.1 Basis and number of Bonus Shares to be issued

The Proposed Bonus Issue of Shares will entail the issuance up to 131,999,790 Bonus Shares on the basis of 2 Bonus Shares for every 5 existing Focus Point Shares held by the Entitled Shareholders on the Entitlement Date.

As at the LPD, the Company has an issued share capital of RM40,096,000 comprising 329,999,477 Focus Point Shares. For shareholders' information, the Company does not have any outstanding convertible securities as at the LPD. The enlarged number of issued shares of the Company will increase from 329,999,477 Focus Point Shares to up to 461,999,267 Focus Point Shares based on up to 131,999,790 Bonus Shares to be issued pursuant to the Proposed Bonus Issue of Shares.

The Entitlement Date will be determined by the Board and announced by the Company at a later date upon receipt of all relevant approvals for the Proposed Bonus Issue of Shares.

Fractional entitlements of the Bonus Shares arising from the Proposed Bonus Issue of Shares, if any, will be disregarded and dealt with in such manner as the Board in its absolute discretion deems fit, expedient and in the best interest of the Company.

The entitlement basis for the Proposed Bonus Issue of Shares was determined after taking into consideration the following:

- (i) dilutive effects arising from the issuance of the Bonus Shares on the consolidated EPS and NA per Share of the Company; and
- (ii) compliance with Paragraph 6.30(1A) of the Listing Requirements, which states that the Company must ensure that its share price adjusted for the Proposed Bonus Issue of Shares is not less than RM0.50 based on the daily VWAP during the 3-month period before the application date.

Focus Point's share price will be adjusted pursuant to the Proposed Bonus Issue of Shares. For illustration purposes, based on the 5-day VWAP of Focus Point Shares up to and including the LPD as well as the lowest daily VWAP of Focus Point Shares during the 3-month period before 3 March 2023, being the date of submission of the listing application to Bursa Securities for the Proposed Bonus Issue of Shares, the TEBP of Focus Point Shares after the Proposed Bonus Issue of Shares is set out below:

	VWAP before the Proposed Bonus Issue of Shares RM	TEBP after the Proposed Bonus Issue of Shares RM
5-day VWAP up to and including the LPD	1.2704	0.9074
Lowest daily VWAP during the 3-month period before 3 March 2023	0.8128	0.5806

Based on the above, the Proposed Bonus Issue of Shares is in compliance with Paragraph 6.30(1A) of the Listing Requirements as the share price adjusted for the Proposed Bonus Issue of Shares is not less than RM0.50 based on the lowest daily VWAP of Focus Point Shares during the past 3-month period before 3 March 2023, being the date of submission of the listing application to Bursa Securities for the Proposed Bonus Issue of Shares.

The Proposed Bonus Issue of Shares will be implemented in a single issuance.

2.2 No capitalisation of reserves

The Bonus Shares will be issued as fully paid, at no consideration and without capitalisation of the Company's reserves. For the avoidance of doubt, the Proposed Bonus Issue of Shares will increase the number of Focus Point Shares in issue but will not increase the value of the share capital of the Company.

For illustrative purposes, based on the entitlement basis of 2 Bonus Shares for every 5 existing Focus Point Shares, assuming an Entitled Shareholder is holding 1,000 Focus Point Shares on the Entitlement Date, the number and value of the Focus Point Shares held by the Entitled Shareholder before and after the Proposed Bonus Issue of Shares are set out below:

	Before the Proposed Bonus Issue of Shares	After the Proposed Bonus Issue of Shares
Number of Focus Point Shares	1,000	1,400 ^(a)
Value of Focus Point Shares	RM1,270 ^(b)	RM1,270 ^(c)

Notes:

- (a) *Based on the entitlement basis of 2 Bonus Shares for every 5 existing Focus Point Shares.*
- (b) *Based on the 5-day VWAP of Focus Point Shares up to and including the LPD of RM1.2704.*
- (c) *Based on the illustrative TEBP of Focus Point Shares after the Proposed Bonus Issue of Shares of RM0.9074.*

2.3 Ranking of the Bonus Shares

The Bonus Shares shall, upon issuance and allotment, rank equally in all respects with the then existing Focus Point Shares, save and except that they will not be entitled to any dividend, right, allotment and/or any other distribution that may be declared, made or paid prior to the date of allotment of the Bonus Shares.

2.4 Listing and quotation of the Bonus Shares

Bursa Securities had, vide its letter dated 8 March 2023, approved the listing and quotation of up to 131,999,790 Bonus Shares on the Main Market of Bursa Securities, subject to the conditions as set out in Section 6 of this Circular.

The Bonus Shares will be listed and quoted on the Main Market of Bursa Securities on the next Market Day after the Entitlement Date.

3. RATIONALE FOR THE PROPOSED BONUS ISSUE OF SHARES

After taking into consideration the various options available to reward the shareholders of the Company, the Board is of the view that the Proposed Bonus Issue of Shares is the most appropriate avenue to reward its shareholders for their continuous support as the Proposed Bonus Issue of Shares will:

- (i) increase shareholders' equity participation in the Company in terms of the number of Shares held and maintaining their percentage equity shareholding without incurring any cost;
- (ii) encourage the trading liquidity of the Shares on the Main Market of Bursa Securities at a lower adjusted trading price and increase number of Shares in issue without affecting the size of the market capitalisation of the Company; and
- (iii) maintain the Company's reserves as the Proposed Bonus Issue of Shares will be implemented via the adoption of the enhanced bonus issue framework without capitalisation of its reserves.

For shareholders' information, the Company has not undertaken any fund raising exercise in the past 12 months up to the date of this Circular.

4. EFFECTS OF THE PROPOSED BONUS ISSUE OF SHARES

4.1 Issued share capital

The pro forma effects of the Proposed Bonus Issue of Shares on the issued share capital of Focus Point are set out below:

	No. of Shares	RM
Issued share capital as at the LPD	329,999,477	40,096,000
Shares to be issued pursuant to the Proposed Bonus Issue of Shares	131,999,790	_(a)
Enlarged issued share capital	461,999,267	40,096,000

Note:

- (a) *The Bonus Shares will be issued as fully paid, at no consideration and without capitalisation of the Company's reserves.*

4.2 Consolidated NA per Share and gearing

Based on the latest audited consolidated financial statements of Focus Point as at 31 December 2021, the pro forma effects of the Proposed Bonus Issue of Shares on the consolidated NA per Share and gearing of Focus Point are set out below:

	Audited as at 31 December 2021 RM'000	I After adjustments for subsequent events RM'000	II After I and the Proposed Bonus Issue of Shares RM'000
Share capital	40,096	40,096	40,096
Retained earnings	35,658	25,758 ^(a)	25,608 ^(b)
Shareholders' funds/NA	75,754	65,854	65,704
No. of Shares in issue ('000)	329,999	329,999	461,999
NA per Share (RM)	0.23	0.20	0.14
Total interest-bearing borrowings (RM'000)	36,850	36,850	36,850
Gearing ratio (times)	0.49	0.56	0.56

Notes:

(a) After adjusting for the following:

- (1) 1st interim single tier dividend of 1.50 sen per Share amounting to RM4,949,990 in respect of the FYE 31 December 2022, which was paid on 30 June 2022; and
- (2) 2nd interim single tier dividend of 1.50 sen per Share amounting to RM4,949,990 in respect of the FYE 31 December 2022, which was paid on 30 December 2022.

(b) After deducting the estimated expenses of approximately RM150,000 in relation to the Proposed Bonus Issue of Shares.

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4.3 Substantial shareholders' shareholdings

The pro forma effects of the Proposed Bonus Issue of Shares on the substantial shareholders' shareholdings of Focus Point are set out below:

Substantial shareholders	Shareholdings as at the LPD		After the Proposed Bonus Issue of Shares	
	No. of Shares	%	No. of Shares	%
Dato' Liaw Choon Liang	128,648,501	38.98	180,107,901	38.98
Perbadanan Nasional Berhad	49,500,000	15.00	69,300,000	15.00
Datin Goh Poi Eong	42,429,397	12.86	59,401,155	12.86
			62,201,154 ^(a)	13.46
			182,907,900 ^(b)	39.59

Notes:

- (a) Deemed interested by virtue of his spouse's and child's interest in the Company.
- (b) Deemed interested by virtue of her spouse's and child's interest in the Company.

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4.4 Earnings and EPS

The Proposed Bonus Issue of Shares is expected to be completed by the 2nd quarter of 2023 and is not expected to have any material effect on the consolidated earnings of the Group for the FYE 31 December 2023. However, the consolidated EPS of the Group may be diluted as a result of the increase in the number of Focus Point Shares pursuant to the issuance of the Bonus Shares.

Based on the latest audited consolidated financial statements of Focus Point for the FYE 31 December 2021, the pro forma effects of the Proposed Bonus Issue of Shares on the consolidated EPS of the Group assuming the Proposed Bonus Issue of Shares had been completed at the beginning of the FYE 31 December 2021 are set out below:

	Audited for the FYE 31 December 2021	After the Proposed Bonus Issue of Shares
Profit after tax attributable to the owners of the Company (RM'000)	14,048	13,898 ^(a)
No. of ordinary Shares in issue ('000)	329,999	461,999
Basic EPS (sen)	4.26	3.01

Note:

(a) After deducting the estimated expenses of approximately RM150,000 in relation to the Proposed Bonus Issue of Shares.

4.5 Convertible securities

As at the LPD, Focus Point does not have any convertible securities in issue.

5. HISTORICAL SHARE PRICES

The monthly highest and lowest market prices of Focus Point Shares as traded on Bursa Securities for the past 12 months from March 2022 to February 2023 are set out below:

	High RM	Low RM
2022		
March	0.757	0.636
April	0.786	0.689
May	0.795	0.699
June	0.776	0.723
July	0.757	0.658
August	0.816	0.688
September	0.781	0.717
October	0.747	0.717
November	0.776	0.708
December	0.930	0.762
2023		
January	1.250	0.865
February	1.490	1.160
Last transacted market price on 20 February 2023 (being the last trading day prior to the announcement of the Proposed Bonus Issue of Shares on 21 February 2023)		1.310
Last transacted market price on the LPD		1.310

(Source: Bloomberg)

6. APPROVALS REQUIRED/OBTAINED FOR THE PROPOSED BONUS ISSUE OF SHARES

The Proposed Bonus Issue of Shares is subject to the following approvals being obtained:

- (i) Bursa Securities, for the listing and quotation of up to 131,999,790 Bonus Shares to be issued pursuant to the Proposed Bonus Issue of Shares on the Main Market of Bursa Securities, which was obtained vide its letter dated 8 March 2023, subject to the following conditions:

No.	Condition	Status of compliance
(a)	Focus Point and RHB Investment Bank must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Proposed Bonus Issue of Shares;	Noted
(b)	Focus Point is required to furnish Bursa Securities with a certified true copy of the resolution passed by the shareholders at the EGM approving the Proposed Bonus Issue of Shares;	To be complied
(c)	Focus Point and RHB Investment Bank are required to inform Bursa Securities upon the completion of the Proposed Bonus Issue of Shares;	To be complied
(d)	Focus Point is required to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Proposed Bonus Issue of Shares is completed; and	To be complied
(e)	Focus Point and RHB Investment Bank are required to make the relevant announcements in accordance with Paragraphs 6.35(2)(a)&(b) and 6.35(4) of the Listing Requirements.	To be complied

- (ii) the shareholders of Focus Point, for the Proposed Bonus Issue of Shares at the forthcoming EGM by way of poll; and

- (iii) any other relevant authorities and/or parties, if required.

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

7. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED

None of the Directors, major shareholders and/or chief executive of Focus Point and/or persons connected with them have any interest, whether direct or indirect, in the Proposed Bonus Issue of Shares, save for their respective entitlement under the Proposed Bonus Issue of Shares which is available to all Entitled Shareholders on a pro-rata basis.

8. ESTIMATED TIME FRAME FOR COMPLETION

Barring any unforeseen circumstances and subject to the approvals from the relevant authorities and parties being obtained, the Proposed Bonus Issue of Shares is expected to be completed by the 2nd quarter of 2023.

Date/Month	Events
4 April 2023	<ul style="list-style-type: none">• Convening of the EGM to obtain the approval from the shareholders of Focus Point for the Proposed Bonus Issue of Shares
Early April 2023	<ul style="list-style-type: none">• Announcement of the Entitlement Date for the Bonus Shares
Mid April 2023	<ul style="list-style-type: none">• Entitlement Date for the Bonus Shares• Listing of the Bonus Shares on the Main Market of Bursa Securities

9. CORPORATE EXERCISE ANNOUNCED BUT PENDING COMPLETION

Save for the Proposed Bonus Issue of Shares, there is no other corporate exercise which has been announced by the Company but not yet completed as at the date of this Circular.

10. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board, having considered all aspects of the Proposed Bonus Issue of Shares, is of the opinion that the Proposed Bonus Issue of Shares is in the best interest of the Company.

Accordingly, the Board recommends that you **VOTE IN FAVOUR** of the resolution pertaining to the Proposed Bonus Issue of Shares to be tabled at the forthcoming EGM.

11. EGM

The EGM of Focus Point will be held at Training Room, Unit 7-3, Jalan PJU 1/37, Dataran Prima, 47301 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 4 April 2023 at 2.30 p.m. or at any adjournment thereof. The notice of EGM, Administrative Guide and Proxy Form enclosed in this Circular are available at the Company's website at https://focuspoint.listedcompany.com/general_meetings.html. Shareholders are advised to refer to the notice of EGM and the Administrative Guide for the procedures as set out therein.

If you wish to appoint a proxy to attend, participate and vote on your behalf at the EGM, you may complete, sign and deposit the Proxy Form at the Company's Share Registrar at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or at its Customer Service Counter at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or deposit the respective Forms of Proxy electronically via TIIH Online at <https://tiih.online> not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof. The lodgement of the Proxy Form will not preclude you from attending, participating and voting in person at the EGM should you subsequently decide to do so. For electronic lodgement of the Proxy Form, please also follow the procedures as set out in the Administrative Guide.

12. ADDITIONAL INFORMATION

You are advised to refer to the attached appendix for additional information.

Yours faithfully,
For and on behalf of the Board
FOCUS POINT HOLDINGS BERHAD

DATO' SRI SURIANI BINTI DATO' AHMAD
Non-Independent Non-Executive Chairman

ADDITIONAL INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board who collectively and individually accepts full responsibility for the accuracy of the information given herein. The Board hereby confirms that, after making all reasonable enquiries to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement herein false or misleading.

2. CONSENT AND CONFLICT OF INTEREST

RHB Investment Bank, being the Principal Adviser to Focus Point for the Proposed Bonus Issue of Shares, has given and has not subsequently withdrawn its written consent to the inclusion of its name and all references thereto in the form and context in which they appear in this Circular.

RHB Investment Bank, its subsidiaries and associated companies, as well as its holding company, RHB Bank Berhad ("**RHB Bank**"), and the subsidiaries and associated companies of RHB Bank ("**RHB Banking Group**") form a diversified financial group. RHB Banking Group may extend credit facilities or engage in private banking, commercial banking and investment banking transactions including, among others, brokerage, securities trading, asset and fund management and credit transaction service businesses. RHB Banking Group has engaged and may in the future, engage in transactions with and perform services for the Company and/or its affiliates, in addition to the role as set out in this Circular. RHB Banking Group, its directors and major shareholders may from time to time hold or deal in the securities of the Company and/or its affiliates for their own accounts or their proprietary accounts.

Furthermore, in the ordinary course of business, RHB Banking Group may at any time offer or provide its services or engage in any transactions (whether on its own account or otherwise) with the Company and/or its affiliates and/or any other entity or person, hold long or short positions in the securities offered by the Company and/or its affiliates, make investments recommendations and/or publish or express independent research views on such securities and may trade or otherwise effect transactions for its own account or the account of its customers in debt or equity securities or senior loans of the Company and/or its affiliates.

The business of RHB Banking Group generally act independently of each other, and accordingly, there may be situations where parts of RHB Banking Group and/or its customers now have or in the future, may have interest or take actions that may conflict with the said regulations issued by the relevant authorities governing its advisory business, which require, among others, segregation between dealing and advisory activities and Chinese Wall between different business divisions.

As at the LPD, RHB Banking Group had extended credit facilities amounting to RM5.50 million (with an amount of approximately RM2.00 million outstanding) ("**Credit Facilities**") to Focus Point Group. The Credit Facilities represent approximately 0.02% of the audited consolidated NA of RHB Bank as at 31 December 2021 of RM27,998.33 million.

Notwithstanding the above, RHB Investment Bank is of the opinion that concerns of any potential conflict of interest that exists or is likely to exist in relation to its capacity as the Principal Adviser to Focus Point for the Proposed Bonus Issue of Shares is mitigated by the following:

- (a) RHB Investment Bank is a licensed investment bank and its appointment as the Principal Adviser to Focus Point for the Proposed Bonus Issue of Shares is in the ordinary course of its business and RHB Investment Bank does not receive or derive any financial interest or benefits save for the professional fees received in relation to its appointment as the Principal Adviser to Focus Point for the Proposed Bonus Issue of Shares;

ADDITIONAL INFORMATION (CONT'D)

- (b) the Credit Facilities were approved by RHB Banking Group's relevant credit committee and granted on an arm's length basis and is not material when compared to the audited consolidated NA of RHB Bank as at 31 December 2021;
- (c) the Corporate Finance division of RHB Investment Bank is required under its investment banking license to comply with strict policies and guidelines issued by the Securities Commission Malaysia, Bursa Securities and Bank Negara Malaysia governing its advisory operations. These guidelines require, among others, the establishment of Chinese Wall policies, clear segregation between dealing and advisory activities and the formation of an independent committee to review its business operations; and
- (d) the conduct of RHB Banking Group in its banking business is strictly regulated by the Financial Services Act 2013, the Capital Markets and Services Act 2007 and RHB Banking Group's own internal controls which includes, segregation of reporting structures, in that its activities are monitored and reviewed by independent parties and committees.

As at the LPD, save as disclosed above, RHB Investment Bank confirms that it is not aware of any conflict of interest that exists or is likely to exist in relation to its capacity as the Principal Adviser of Focus Point for the Proposed Bonus Issue of Shares.

3. MATERIAL COMMITMENTS

As at the LPD, save as disclosed below, there were no material commitment incurred or known to be incurred by the Group, which upon becoming enforceable, may have a material and adverse impact on the financial results/position of the Group:

Capital commitments	RM'000
Capital expenditure in respect of purchase of property, plant and equipment:	
<ul style="list-style-type: none"> • Contracted but not provided for 	930

4. CONTINGENT LIABILITIES

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

5. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

As at the LPD, the Group is not involved in any material litigation, claims or arbitration, either as plaintiff or defendant, and the Board is not aware and does not have any knowledge of any proceedings pending or threatened against the Group, or of any facts likely to give rise to any proceedings, which might materially or adversely affect the financial position or business of the Group.

ADDITIONAL INFORMATION (CONT'D)

6. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Company's Registered Office at Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur during normal business hours from Mondays to Fridays (except public holidays) from the date of this Circular up to and including the date of the forthcoming EGM:

- (i) Constitution of Focus Point;
- (ii) audited consolidated financial statements of Focus Point Group for the past 2 financial years up to the FYE 31 December 2021, and the latest unaudited financial statements for the FYE 31 December 2022; and
- (iii) letter of consent and declaration of conflict of interest referred to in Section 2 above.

<p>THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK</p>

FOCUS POINT

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("**EGM**") of Focus Point Holdings Berhad ("**Focus Point**" or the "**Company**") will be held at Training Room, Unit 7-3, Jalan PJU 1/37, Dataran Prima, 47301 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 4 April 2023 at 2.30 p.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following ordinary resolution with or without modifications:-

ORDINARY RESOLUTION

PROPOSED BONUS ISSUE OF UP TO 131,999,790 NEW ORDINARY SHARES IN FOCUS POINT ("FOCUS POINT SHARES" OR "SHARES") ("BONUS SHARES") ON THE BASIS OF 2 BONUS SHARES FOR EVERY 5 EXISTING FOCUS POINT SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("ENTITLEMENT DATE") ("PROPOSED BONUS ISSUE OF SHARES")

"**THAT** subject to the approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Board of Directors of the Company ("**Board**") to issue and allot up to 131,999,790 Bonus Shares, issued as fully paid, at no consideration and without capitalisation of the Company's reserves, on the basis of 2 Bonus Shares for every 5 existing Focus Point Shares held, to the shareholders of the Company whose names appear in the Record of Depositors of the Company as at 5.00 p.m. on the Entitlement Date to be determined by the Board and announced by the Company at a later date;

THAT the Board be and is hereby authorised to deal with any fractional entitlements arising from the Proposed Bonus Issue of Shares, if any, including disregarding the fractional entitlements, in such manner at its absolute discretion as the Board may deem fit and expedient and in the best interest of the Company;

THAT the Bonus Shares shall, upon issuance and allotment, rank equally in all respects with the then existing Focus Point Shares, save and except that they will not be entitled to any dividend, right, allotment and/or any other distribution that may be declared, made or paid prior to the date of issuance and allotment of the Bonus Shares;

AND THAT the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Bonus Issue of Shares 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 of Shares."

By order of the Board

WONG WAI FOONG (MAICSA 7001358) (SSM PC NO. 202008001472)
WONG PEIR CHYUN (MAICSA 7018710) (SSM PC NO. 202008001742)
Company Secretaries

Kuala Lumpur
Dated: 17 March 2023

Notes:

- (1) For the purpose of determining who shall be entitled to attend, participate and vote at this EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 27 March 2023. Only a member whose name appears on this Record of Depositors shall be entitled to attend, participate and vote at this EGM or appoint a proxy to attend, participate and vote on his/her/its behalf.
- (2) A member entitled to attend, participate and vote at this EGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate 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, participate and vote at this EGM of the Company may appoint not more than 2 proxies to attend, participate and vote instead of the member at the EGM.
- (4) If 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 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 1 proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- (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 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 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 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 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.

- (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 Sunday, 2 April 2023 at 2.30 p.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, participate and vote at this EGM, 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 authorised representative if it has not been lodged at the Company's Share Registrar earlier.

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

**ADMINISTRATIVE GUIDE FOR THE EXTRAORDINARY GENERAL MEETING ("EGM") OF
FOCUS POINT HOLDINGS BERHAD ("FOCUS POINT" OR "COMPANY")**

Day and Date : Tuesday, 4 April 2023

Time : 2.30 p.m.

Venue : Training Room, Unit 7-3, Jalan PJU 1/37, Dataran Prima,
47301 Petaling Jaya, Selangor Darul Ehsan

1. ELIGIBILITY TO ATTEND BASED ON THE RECORD OF DEPOSITORS

Only a member whose name appears on the Record of Depositors as at 27 March 2023 shall be entitled to attend or appoint proxy(ies) to attend, participate and/or vote on his/her/its behalf.

2. NO REFRESHMENT, DOOR GIFTS OR FOOD VOUCHERS

There will be no refreshment, door gifts or food vouchers provided to attendees who attend the EGM.

3. PRE-REGISTRATION TO ATTEND THE EGM

Shareholders are required to register ahead of the EGM to allow the Company to make the necessary arrangements in relation to the meeting i.e. infrastructure, logistics and meeting venue(s) to accommodate the meeting participants.

Please do read and follow the following procedures to pre-register your physical attendance at the EGM via the TIIH Online website at <https://tiih.online>:-

- Login in to TIIH Online website with your user name (i.e. e-mail address) and password under the "**e-Services**". If you have not registered as a user of TIIH Online, please refer to the tutorial guide posted on the homepage for assistance to sign up.
- Select the corporate event: "**(REGISTRATION) FOCUSP EGM 2023**".
- Read and agree to the Terms & Conditions and confirm the Declaration.
- Select "**Register for Physical Attendance at Meeting Venue**".
- Review your registration and proceed to register.
- System will send an e-mail to notify that your registration for physical attendance at meeting venue is received and will be verified.
- After verification of your registration against the General Meeting Record of Depositors, the system will send you an e-mail **after Sunday, 2 April 2023** to approve or reject your registration to attend physically at the meeting venue.

Please note that only a depositor whose name appears on the Record of Depositors as at 27 March 2023 shall be entitled to attend or appoint proxies to attend, participate and/or vote on his/her behalf at the EGM.

4. REGISTRATION ON THE DAY OF THE EGM

Registration will start on Tuesday, 4 April 2023 at 1.30 p.m. at Training Room, Unit 7-3, Jalan PJU 1/37, Dataran Prima, 47301 Petaling Jaya, Selangor Darul Ehsan.

Original MyKad or passport is required to be presented during registration for verification. You will not be allowed to register on behalf of another person even with the original MyKad or passport of that person.

Upon verification of your MyKad or passport and signing of attendance list, you will be given an identification wristband to enter the meeting room. There will be no replacement of wristband in the event that it is lost or misplaced.

Please note that you will only be allowed to enter the meeting hall if you are wearing the identification wristband.

All participants will be required to wear face mask prior to entering the meeting venue. All participants must practice proper hygiene including the use of hand sanitisers provided at the meeting venue and are required to **wear a face mask at all times**. Participants who are feeling unwell and/or exhibit flu-like symptoms are strongly advised not to attend the EGM.

Please vacate the registration area immediately after registration to prevent congestion.

5. POLL VOTING

The voting at the EGM will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

6. APPOINTMENT OF PROXY

The appointment of proxy may be made in hard copy form or by electronic form. In 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 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.

You may also submit the proxy form electronically via TIIH Online website at <https://tiih.online>, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof, otherwise the proxy form shall not be treated as valid. Please do read and follow the procedures below to submit proxy form electronically.

7. ELECTRONIC LODGMENT OF PROXY FORM

The procedures to lodge your proxy form electronically via Tricor's TIIH Online website are summarised below:-

Procedure	Action
i. <u>Steps for Individual Shareholders</u>	
Register as a User with TIIH Online	<ul style="list-style-type: none">Using your computer, please access the website at https://tiih.online. Register as a user under the "e-Services". Please refer to the tutorial guide posted on the homepage for assistance.If you are already a user with TIIH Online, you are not required to register again.

Procedure	Action
i. Steps for Individual Shareholders (Cont'd)	
Proceed with Submission of Proxy Form	<ul style="list-style-type: none"> • After the release of the Notice of Meeting by the Company, login with your username (i.e. email address) and password. • Select the corporate event "FOCUSP EGM 2023: Submission of Proxy Form". • Read and agree to the Terms & Conditions and confirm the Declaration. • Insert your CDS account number and indicate the number of shares for your proxy(ies) to vote on your behalf. • Appoint your proxy(ies) and insert the required details of your proxy(ies) or appoint the Chairman as your proxy. • Indicate your voting instructions – FOR or AGAINST, otherwise your proxy(ies) will decide on your votes. • Review and confirm your proxy(ies) appointment. • Print the proxy form for your record.
ii. Steps for Corporation or Institutional Shareholders	
Register as a User with TIIH Online	<ul style="list-style-type: none"> ▪ Access TIIH Online at https://tiih.online. ▪ Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects "Create Account by Representative of Corporate Holder". ▪ Complete the registration form and upload the required documents. ▪ Registration will be verified, and you will be notified by email within 1 to 2 working days. ▪ Proceed to activate your account with the temporary password given in the email and re-set your own password. <p><i>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.</i></p>
Proceed with Submission of Proxy Form	<ul style="list-style-type: none"> ▪ Login to TIIH Online at https://tiih.online. ▪ Select the corporate exercise name "FOCUSP EGM 2023: Submission of Proxy Form". ▪ Agree to the Terms & Conditions and Declaration. ▪ Proceed to download the file format for "Submission of Proxy Form" in accordance with the Guidance Note set therein. ▪ Prepare the file for the appointment of proxy(ies) by inserting the required data. ▪ Login to TIIH Online, select corporate exercise name "FOCUSP EGM 2023: Submission of Proxy Form". ▪ Proceed to upload the duly completed proxy appointment file. ▪ Select "Submit" to complete your submission. ▪ Print the confirmation report of your submission for your record.

8. NO RECORDING OR PHOTOGRAPHY

No recording or photography of the EGM proceedings is allowed without prior written permission of the Company.

9. ENQUIRY

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

Tricor Investor & Issuing House Services Sdn Bhd

General / Fax No. : +603-2783 9299 / +603-2783 9222
Email address : is.enquiry@my.tricorglobal.com
Pn Azizah Kadir : +603 - 2783 9260 / azizah@my.tricorglobal.com
En Mohammad Samsol : +603 - 2783 9243 / mohammad.samsol@my.tricorglobal.com
Mr Keith Lim : +603 - 2783 9240 / Keith.Lim@my.tricorglobal.com
Pn Zakiah Wardi : +603 - 2783 9287 / Zakiah@my.tricorglobal.com

FOCUS POINT

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

CDS Account No.

No. of Shares held

PROXY FORM

I/We Tel
(full name in block, NRIC/Passport/Company No.)

of
(Full address)

being a member(s) of **Focus Point Holdings Berhad**, hereby appoint:

Full name (in block as per NRIC/Passport)	NRIC No./ Passport No.	Proportion of shareholding	
		No. of Shares	%
Address			

and/or * (*delete as appropriate)

Full name (in block as per NRIC/Passport)	NRIC No./ Passport No.	Proportion of shareholding	
		No. of Shares	%
Address			

or failing him the Chairman 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, to be held at Training Room, Unit 7-3, Jalan PJU 1/37, Dataran Prima, 47301 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 4 April 2023 at 2.30 p.m. or any adjournment thereof, and to vote as indicated below:

NO.	ORDINARY RESOLUTION	FOR	AGAINST
1.	Proposed Bonus Issue of Shares		

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 thinks fit.

Signature this onday of2023

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 proxy form 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 proxy form should be affixed with the rubber stamp of your company (if any) and executed by:
 - (i) at least 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.

Notes:

- (1) For the purpose of determining who shall be entitled to attend, participate and vote at this EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 27 March 2023. Only a member whose name appears on this Record of Depositors shall be entitled to attend, participate and vote at this EGM or appoint a proxy to attend, participate and vote on his/her/its behalf.



- (2) A member entitled to attend, participate and vote at this EGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate 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, participate and vote at this EGM of the Company may appoint not more than 2 proxies to attend, participate and vote instead of the member at the EGM.
- (4) If 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 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 1 proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- (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 48 hours before the time appointed for holding the EGM or adjourned EGM at which the person named in the appointment proposes to vote:
- (ii) **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 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 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.
- (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 Sunday, 2 April 2023 at 2.30 p.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, participate and vote at this EGM, 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 authorised representative if it has not been lodged at the Company's Share Registrar earlier.

Fold this flap for sealing

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AFFIX
STAMP

FOCUS POINT HOLDINGS BERHAD
(Registration No. 200901041088 (884238-U))

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

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