Focus Point Holdings Berhad (884238-U)

ANNUAL REPORT 2012

FOCUS POINT®

HEAD OFFICE
Unit 1, 3 & 5 Jln PJU 1/37, Dataran Prima,
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Tel: 03-7880 5520 Fax: 03-7880 5530

WILAYAH PERSEKUTUAN

KL Metro

AEON BIG Mid Valley Megamall (Lot 3A)	03-2287 3790
Berjaya Times Square (Lot 03-50B, 3rd Flr)	03-2141 5398
Fahrenheit 88 (Lot G-30,GF)	03-2141 0527
Kenanga Wholesale City (LG-53A)	03-9221 0868
Maju Junction Mall (G-16)	03-2691 0730
Pavilion KL(Lot 5.28.00, Level 5)	03-2141 4866
Suria KLCC (C43A)	03-2166 8318

Cheras

AEON Cheras Selatan (Lot F33)	03-9075 3975
Giant Batu 9 Cheras (Lot G38)	03-9076 0125
Plaza 393 (Lot No.7 LGF)	03-9285 6568
Tesco Extra Cheras (Lot 11)	03-9133 5130

Gombak

Medan Idaman (26, Jln 2/21D)	03-4021 1341
Sri Gombak (Lot G-38, Jln Prima SG2)	03-6186 7721

Kepong

AEON BIG Kepong (Lot 19, Level 2)	03-6259 3403
Tesco Kepong (Lot SB 27)	03-6273 4010

Pandan Indah

Pandan Kapital (35 & 35A)	03-4285 3500

Putrajaya

Alamanda (G11)	03-8889 3093

Setapak

KL Festival City (G-28,GF)	03-4131 8977

Sri Hartamas

Hartamas Shopping Centre (P29, GF)	03-6201 6686

Sri Petaling

Endah Parade Shopping Centre (G-012A)	03-9543 3200

Wangsa Maju

AEON BIG Wangsa Maju (Lot F2.21B)	03-4149 6437
Seksyen 1 (No.6, GF)	03-4143 0162
Wangsa Walk Mall (G-23A, GF)	03-4142 7063

SELANGOR

Ampang

AEON BIG Ampang (Lot F2-43 & F2-44)	03-4297 7721
Ampang Point Shopping Centre (F33)	03-4252 0758
Axis Atrium (Lot G-37, GF)	03-9281 2449
Taman Putra (25, GF, Jln Tanjung Bunga 9C)	03-4295 2310
Tesco Ampang (Lot 18)	03-9285 7767

Bandar Sunway

Sunway Pyramid (LL2.06A)	03-7494 0480

Batu Caves

Giant Batu Caves (B4)	03-6188 4799
Selayang Mall (G44, GF)	03-6136 9566

Damansara

1 Utama (New Wing) (LG316D)	03-7722 1266
AEON BIG Kota Damansara (F1.01 & F1.02)	03-6142 3988
Sunway Giza (F.16, 1st Flr)	03-6148 1808
The Curve (Lot 174, 1st Flr)	03-7727 9852

Kajang

59, Jln Tun Abdul Aziz	03-8736 0220
Giant Superstore Kajang (Lot A3)	03-8733 3714
Metro Point Kajang (Lot G17)	03-8737 0970
Tesco Kajang (Lot 26, 1st Flr)	03-8733 4175

Klang

AEON Bukit Raja (G6)	03-3344 5155
Giant Hypermarket Klang (A21)	03-3323 5195
Klang Parade (G28, GF)	03-3343 5850
Shaw Centrepoint (Lot GL-11 & GL-12)	03-3341 2575

Kuala Selangor

Tesco Kuala Selangor (Lot 7)	03-3289 6418

Petaling Jaya

Damansara Utama (33, GF, Jln SS21/37)	03-7729 6268
Kelana Jaya (20, Jln SS6/3)	03-7804 3013
Paradigm Mall (UG09)	03-7887 1078
PJ Old Town (98, GF, Jln Othman)	03-7781 5341
Section 14 PJ (3, Jln SS14/20)	03-7960 2726
SS2 PJ (54, GF, Jln SS2/67)	03-7873 6220
Tropicana City Mall (Lot LG-35)	03-7710 6630

Puchong

IOI Mall (FK01, 1st Flr)	03-5882 1652

Rawang

9, Jln Bandar Rawang 2	03-6092 2599
AEON Rawang (Lot G-25, GF)	03-6092 0843
Tesco Rawang (Lot G24)	03-6091 4809

Shah Alam

AEON BIG Bukit Rimau (F1.29)	03-5121 7415
Plaza Shah Alam (Lot G32, GF)	03-5891 0535
SACC (1F-10, 1st Flr)	03-5510 9593
Seksyen 7 Shah Alam (29 Jln Plumbum R7/R)	03-5510 2292
Setia City Mall (Lot 1-40)	03-3358 3510
Tesco Shah Alam (No. 15)	03-5512 1686

Sri Kembangan

Giant Seri Kembangan (Lot F23)	03-8938 2784
The Mines (L3-22 (P))	03-8941 6158

Subang Jaya

AEON BIG Subang Jaya (F415-F416)	03-5637 4318
Empire Subang Gallery (Lot G-28A,GF)	03-5632 4171
Giant Subang Jaya (Lot No. G21)	03-8022 1206
Giant Putra Heights (Lot F39)	03-5191 5197
USJ Taipan I (10-G, Jln USJ 10/1)	03-5637 1536
USJ Taipan II (20-G, Jln USJ 10/1)	03-5631 0801
Summit City USJ (LG11)	03-8024 9605

Sungai Buloh

Sungai Buloh Complex (Lot No G-19A)	03-6141 0976

JOHOR

Batu Pahat

21, Jln Soga	07-432 8964
Batu Pahat Mall (Lot G30)	07-435 2306
No 23, Jln Persiaran Flora Utama	07-438 5520

Johor Bahru

AEON BIG Johor Bahru (Lot 138)	07-352 4078
AEON Permas Jaya (Lot G21)	07-386 1790
AEON Taman University (LG33)	07-520 8323
Giant Plentong (Lot B19)	07-358 3318
Giant Tampoi (Lot B12)	07- 238 8589
Holiday Plaza (LG 25)	07-333 2018
Holiday Plaza (LG 83)	07-333 0257
Johor Bahru City Square (M3-20 & 21, Level 3)	07-226 6133
Kompleks Lien Hoe (1, GF Block F)	07-331 5370
Skudai Parade (Lot 02, 1st Flr)	07-554 9784
Sutera Mall (L1-247, L1-265)	07-554 4587
Tesco Desa Tebrau (Lot F6)	07-353 9780

Kluang

8, GF,Jln Syed Abdul Hamid Sagaff	07-776 0303

Kota Tinggi

26, Jln Niaga 1	07-882 4967
Plaza Kota Tinggi (GL-14)	07-883 9689

Masai

1A, Jln Bayan,Taman Bunga Raya	07-251 8778

Tesco Seri Alam (Lot 26, 27)	07-388 6231

Muar

Astaka Shopping Centre	06-952 3012
Giant Hypermarket Muar (G24 & G25)	06-952 9619

Segamat

Upwell Shopping Centre Optical Dept	07-932 4681

Ulu Tiram

97, Jln Durian, Taman Tiram Baru	07-861 8363

Yong Peng

184, Jln Besar, Taman Sembrong Baru	07-467 5278

KEDAH

Alor Setar

Alor Setar Mall (G-03)	04-771 2150
Tesco Mergong (G11)	04-733 5894

Sungai Petani

Tesco Kulim (G17,GF)	04-490 1752
Tesco Sg Petani Mutiara (F42 & F43)	04-425 9858
Tesco Sungai Petani Utara (Lot 8, GF)	04-425 8858

KELANTAN

Kota Bharu

KB Mall (G16, GF)	09-747 7993
KB Mall II (G36,GF)	09-743 2636
Kota Bharu Trade Center (LG-01,LG)	09-746 2112
Tesco Kota Bharu (F23,1F)	09-741 6520

MALACCA

Ayer Keroh

AEON Ayer Keroh (F12)	06-232 8634

NEGERI SEMBILAN

Nilai

Giant Nilai (Lot G21)	06-7940 180
Tesco Putra Nilai (G28)	06-7998 081

Seremban

AEON BIG Forest Heights (Lot GF-22)	03-762 8988
Centrepoint Seremban (F13-F14)	06-761 8979
Terminal One (UG25)	06-763 9193

Senawang

Giant Hypermarket Senawang (B10 & B11)	06-679 7696
Tesco Senawang (F15,1st Flr)	06-678 0160

PAHANG

Kuantan

East Coast Mall (GF-43)	09-560 9243
Giant Kuantan (Lot A2)	09-515 8279

PENANG

Butterworth

AEON BIG Bukit Minyak (G.31,GF)	04-507 6077
AEON BIG Seberang Jaya (F2-05,GF)	04-370 5155
Megamall Pinang (G-52)	04-390 4227
Sunway Carnival (LG-K3)	04-390 5520
Tesco Seberang Jaya (F28)	04-399 6972

Penang Island

Bukit Jambul Complex (3A-1-25)	04-642 5155
Gurney Plaza (170-01-43A)	04-228 0816
Pulau Tikus (403, Jln Burmah)	04-226 0672
Queensbay Mall (1F-52 & 53)	04-641 1975
Tesco Extra Penang (5A,GF)	04-655 3193
Tesco Pinang (1-2-05, 2nd Flr)	04-659 5070

PERAK

Ipoh

AEON Station 18 (F41, 1st Flr)	05-321 7225
Giant Superstore Sunway City (Lot A6)	05-547 4384
Rapid Mall ,Teluk Intan (Lot 1.20)	05-625 4229
Tesco Extra Ipoh (Lot 26)	05-546 1490
Tesco Ipoh (Lot 12)	05-548 4906
Tesco Station 18 (G09,GF)	05-322 3509

Taiping

Tesco Taiping (Lot 4, 2nd Flr)	05-808 1225

Kampar

Tesco Kampar (G-12A,GF)	05-466 6850

Sitiawan

AEON Seri Manjung (F12)	05-687 0046
Tesco Manjung (F20)	05-692 9887

SABAH

Kota Kinabalu

1 Borneo (C219 Concourse)	088-447 581
1 Borneo (C-201C,Concourse)	088-488 292
Karamunsing Mall (Lot G.01B, GF)	088-233 289
Suria Sabah (Lot B-69, LG)	088-487 787

SARAWAK

Miri

Bintang Mall (1.55 & 1.56, 1st Flr)	085-428 262
Imperial Mall (1.17 GF)	085-418 262

Kuching

CityOne Megamall (G-35)	082-532 828

TERENGGANU

Kuala Terengganu

Giant Hypermarket (G23)	09-622 6967
Giant Superstore Gong Badak (Lot G26,G27)	1700 81 9699
Mesra Mall (Lot 28, GF)	09-864 9469

BRUNEI

Hua Ho Kiulap (1st Flr, Kiosk)	+673 223 4037
Hua Ho Mulaut (No.7, G Flr)	+673 267 2903
Kuala Belait (52-B, Jalan Pretty)	+673 333 2299
Supasave Seria (Unit 4)	+673 322 1203
The Mall (No 2-52, 2nd Flr)	+673 242 8777
Times Square (Unit F6,1st Flr)	+673 234 2903

Subsidary brands of:

FOCUS POINT®

Optical City®

IPC (Lot F6, 1st Flr)	03-7725 8766
Ipoh Parade (F02, F03 & F04, 1st Flr)	05-2435 717

Opulence® eyewear boutique

1 Utama (Old Wing) (Lot G127,GF)	03-7724 1395
IOI Mall (Lot EG17, GF)	03-8075 7556
Subang Parade (Lot LG C09)	03-5622 1458
Sunway Pyramid (Lot G1.75)	03-5638 8913
Gurney Plaza Phase II (170-G-73A,GF)	04-2296 482
Sunway Carnival Mall (UG-06A, Upper GF)	04-3978 997
AEON Seremban 2 (Lot G30)	06-6015 018
Holiday Plaza (Lot LG28)	07-3354 121

eyefont™

The Intermark (Lot No. 1-01)	03-2161 3708

EXCELVIEW™

AEON Metro Prima (Lot G20)	03-6259 0235
Mid Valley Megamall (S-068, 2nd Flr)	03-2282 0007
AEON Bandaraya Melaka (Lot F52)	06-2921 107

Solariz™

1 Borneo (G-713, GF)	088-488 282
Alamanda (Lot G20, GF)	03-8888 0053
Mid Valley Megamall (Lot TK-03-3rd Flr)	03-2282 1099
Pavilion KL (P5.02.00)	03-2141 8586

OUTLET CONCEPT

Focus Point – A professional eye care centre that caters for consumers of all age groups.

eyefont – The first ever professional eyecare in Malaysia with the ZEISS Retail Experience Concept. A collaborative effort with German lens expert Carl Zeiss in Asia.

Opulence – An exclusive optical centre for luxurious eyewear brands.

OUTLET CONCEPT

Solariz – A dedicated sunglasses specialist centre carrying one of the largest range of sunglasses.

ExcelView – More than just an optical store specialising in professional eye care.

Optical City – A one-stop solution centre for eye care and eyewear products incorporated under one roof.

Our range of retail outlets provides customers with a unique experience that is tailored to their needs. Just another way for us to ensure there is something for everyone.

Focus Point prides on being your all-in-one solution when it comes to eye care, eyewear and accessories, and we truly believe that we have something for everyone. In addition to our Focus Point retail outlets, we have also launched a variety of different brands and concepts in order to better serve consumer's needs.

CONTENTS

CORPORATE INFORMATION

Board of Directors

Dato' Hamzah bin Mohd Salleh
(Independent Non-Executive Chairman)

Dato' Liaw Choon Liang
(President/Chief Executive Officer)

Datin Goh Poi Eong
(Executive Director)

Leow Ming Fong @ Leow Min Fong
(Independent Non-Executive Director)

Datuk Idris bin Hashim
(Non-Independent Non-Executive Director)

Nomination Committee

Leow Ming Fong @ Leow Min Fong
(Chairman)

Dato' Hamzah bin Mohd Salleh
(Member)

Datuk Idris bin Hashim
(Member)

Remuneration Committee

Leow Ming Fong @ Leow Min Fong
(Chairman)

Dato' Hamzah bin Mohd Salleh
(Member)

Dato' Liaw Choon Liang
(Member)

Audit Committee

Leow Ming Fong @ Leow Min Fong
(Chairman)

Dato' Hamzah bin Mohd Salleh
(Member)

Datuk Idris bin Hashim
(Member)

Corporate Office

Unit 1,3 & 5, Jalan PJU 1/37
Dataran Prima
47301 Petaling Jaya
Selangor Darul Ehsan
Tel No. : 03-7880 5520
Fax No. : 03-7880 5530

Registered Office

Level 18, The Gardens North Tower
Mid Valley City
Lingkaran Syed Putra
59200 Kuala Lumpur
Tel No. : 03-2264 8888
Fax No. : 03-2282 2733

Stock Exchange Listing

Bursa Malaysia Securities Berhad
ACE Market
Stock Code : 0157

Company Secretaries

Wong Wai Foong
(MAICSA 7001358)

Wong Peir Chyun
(MAICSA 7018710)

Senior Independent Non-Executive Director

Leow Ming Fong @ Leow Min Fong
Unit 1,3 & 5, Jalan PJU 1/37
Dataran Prima
47301 Petaling Jaya
Selangor Darul Ehsan
Email : jimmy.leow@focus-point.com
leowjim@gmail.com

Registrar

Tricor Investor Services Sdn Bhd
(118401-V)
Level 17, The Gardens North Tower
Mid Valley City
Lingkaran Syed Putra
59200 Kuala Lumpur
Tel No. : 03-2264 3883
Fax No. : 03-2282 1886

Auditors

BDO (AF0206)
Chartered Accountants
12th Floor, Menara Uni.Asia
1008, Jalan Sultan Ismail
50250 Kuala Lumpur
Tel No. : 03-2616 2888
Fax No. : 03-2616 3190

Sponsor

RHB Investment Bank Berhad (19663-P)
(A Participating Organisation of
Bursa Malaysia Securities Berhad)
Level 10, Tower One, RHB Centre
Jalan Tun Razak
50400 Kuala Lumpur
Tel No. : 03-9287 3888
Fax No. : 03-9284 8725

Company Website

www.focus-point.com

OurVision

To become a leading brand name in Asia through our focused approach in vision care

OurMission

To provide consumers with the best vision care and eyewear services as well as to uphold the highest standards in reliability, quality and professionalism

CORPORATE PROFILE

A Focused Vision

We started out with one humble outlet in the backwaters of Muar town in 1989. As a small outfit, we had little resources and carried a small range of products, perhaps, just enough to serve the community in a small town. Even back then, the vision of our future was clear to us – we knew we wanted to grow and thus, we persisted to stay on focused.

We embraced change in the industry. We cultivated innovation. We stood by professionalism. We served the community. These ethics have progressed with us throughout our years in business – providing us change, growth, and sustainability.

Through our focused vision, that one outlet had led us to succeed in our subsequent expansion into different towns and states; eventually achieving 170 outlets nationwide and the numbers are still counting. In the span of 24 years, our annual sales had grown to RM130.6 million. As the country's leading professional eye care and eyewear retailer, Focus Point is headed to become a leading retail name in vision care in Asia.

Embracing change and cultivating innovation

Like the rest of the world, we embrace a knowledge-based economy where innovation and technology are key to staying ahead of competition. We continuously innovate our business to add value to our practice in providing professional eye care services. Focus Point started many 'firsts' in Malaysia – we were the first and only to operate a fully-equipped mobile optical unit; first to open the largest optical city in Mid Valley with the largest range of eyecare and eyewear brands; first to successfully embark on an optical franchise programme; and first optical chain to be listed in the ACE Market of Bursa Malaysia Securities Berhad.

Professionalism as code of conduct

The eye care and eyewear industry is a professional practice. As an industry leader, Focus Point proclaims professionalism as our code of conduct, where it remains top in our list of business practice priorities. We are not just in business for the profits, but also for long-term brand value; hence, our professionalism upholds our reputation. Our services, expertise, and staff play a major role in making us among the best, and that is the reason why Focus Point is always first in mind among consumers when it comes to optical stores.

Growing a business, strenghtening brands

The decision to formulate a Focus Point franchise programme was sparked by the belief that our people are the most important asset. Our franchise programme offers both career progression and business opportunities. In growing our business, Focus Point takes a long-term view on sustainability, allowing franchisees to take charge of their financial independence while creating opportunities for rising young entrepreneurs in the optometry industry. The success of our franchise programme is evident in our award credentials achieved over the years, including the prestigious "Franchise of the Year" award from the Malaysia Franchise Association (MFA) in 2009 and 2010. More than a testament to the success of Focus Point's franchising endeavours, the award also underscores our position as the country's leading and preferred optical chain with over 80 franchise partners, and the number continuously grows.

Today, Focus Point is a household name in vision care. More importantly, we are cohesively strenghtening our own retail names – Focus Point, Optical City, Opulence, Solariz, Eyefont, Excelview, and Focus Point Signature – to serve different segments of the consumer market.

Business diversification

The success stories of Focus Point in the eyewear and eye care industry is not going to stop Focus Point to move a step further to expand its business into food and beverage services. Focus Point has proven track record in the service industry and this will surely add credibility to the new business in time to come. Focus Point has opened 4 outlets of restaurant, cafe and bakery in some of the most prestiguous shopping malls in Klang Valley. The response and outcome has thur far been pretty encouraging. It is always the philosophy of Focus Point to bring in new ideas to its existing business and diversify into new business to increase shareholders' value.

CORPORATE STRUCTURE

Focus Point Holdings Berhad

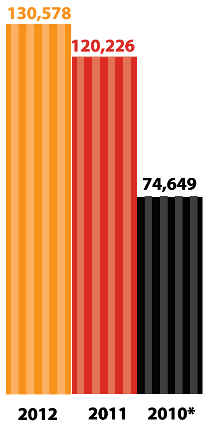
- 🟥 100% Focus Point Vision Care Group Sdn Bhd
  - 49% Green Ace Formation Sdn Bhd
  - 35% Focus Point Vision Care Group (HP) Sdn Bhd
  - 20% Zania (M) Sdn Bhd
  - 100% Esprit Shoppe Sdn Bhd
  - 100% Opulence Optometry Sdn Bhd
  - 100% Focus Point Vision Care Group (OC) Sdn Bhd
  - 100% Radiant Attraction Sdn Bhd
  - 100% Eye - Zed Sdn Bhd
  - 90% Care Point Optical Sdn Bhd
  - 60% Truesight Eyewear Optical Sdn Bhd
- 🟧 100% Sound Point Hearing Solution Sdn Bhd
- 🟪 100% Focus Point Management Sdn Bhd
- 🟩 100% Excelview Laser Eye Centre Sdn Bhd
- 🟦 100% Multiple Reward Sdn Bhd

🟥 Operation of professional eye care centres
🟧 Hearing aid services
🟪 Franchising business
🟩 Medical eye care services
🟦 Food and beverage services

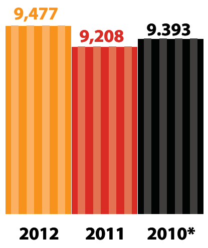
FINANCIAL HIGHLIGHTS

	2012 RM'000	2011 RM'000	2010* RM'000
Revenue	130,578	120,226	74,649
EBITDA	14,023	13,388	12,039
PBT	9,477	9,208	9,393
PAT	6,019	6,999	6,214
Net profit attributable to owners of the parent	6,035	7,012	6,234
Total assets	98,895	92,462	89,119
Return on total assets	6%	8%	7%
Total borrowings	21,317	15,213	21,281
Shareholders' equity	53,475	50,740	47,027
Gearing ratio	40%	30%	45%
ROE	11%	14%	13%
EPS	3.66 sen	4.25 sen	3.78 sen
Net assets per share	32.41 sen	30.75 sen	28.50 sen
Dividend per share	1.00 sen	2.00 sen	2.00 sen

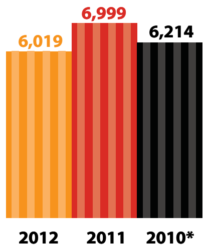
* The audited financial statements for 2010 was for a period of 8.5 months as the acquisition of Focus Point Vision Care Group Sdn Bhd and its subsidiaries by Focus Point Holdings Berhad as well as the internal restructuring were completed on 14 April 2010. Focus Point Holdings Berhad was listed on the ACE Market of Bursa Malaysia Securities Berhad in August 2010.



Revenue
(RM '000)

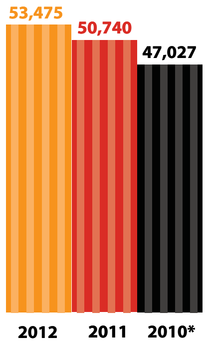


PBT
(RM '000)

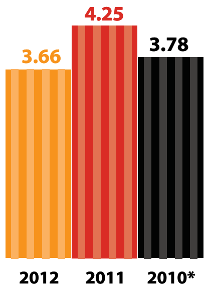


PAT
(RM '000)

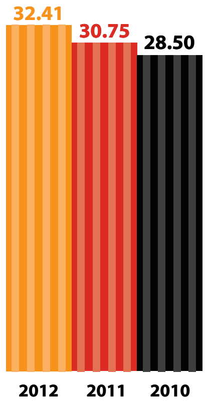
Total assests
(RM '000)



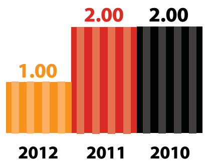
Shareholders' equity
(RM '000)



Earnings per share
(sen)



Net assets per share
(sen)



Dividend per share
(sen)

Dato' Hamzah bin Mohd Salleh
Malaysian, aged 64

Dato' Hamzah Bin Mohd Salleh is our Independent Non-Executive Chairman and was appointed to our board on 1st April 2010. He was subsequently appointed as member of the Audit Committee and a member of Nomination and Remuneration Committee. He graduated with a Diploma in Management in 1980 from the Malaysian Institute of Management and a Master's Degree in Business Administration in 1989 from the University of Bath, United Kingdom. His career began in 1969 as an Audit Assistant at PricewaterhouseCoopers, Kuala Lumpur. In 1975, he was appointed as Finance and Administration Manager at Pillar Naco Malaysia Sdn Bhd, a company involved in the fabrication of architectural metal. In 1980, he joined Pernas Sime Darby Group and held several senior management positions within the group of affiliated companies, as well as in Sime Darby Group of Companies. He is currently the Chief Executive Officer of Spanco Sdn Bhd, a company involved in automotive vehicle fleet management. He is also a Non-Independent Non-Executive Director with PDZ Holdings Berhad and an Independent Non-Executive Director with Furniweb Industrial Products Berhad. In addition, he is a Director of various other private companies.

Dato' Liaw Choon Liang ("Dato' Liaw")
Malaysian, aged 45

Dato' Liaw is our President/CEO and was appointed to our Board on 30 December 2009. He was subsequently appointed as a member of the Nomination and Remuneration Committee on 3 May 2010. He resigned as a member of Nomination Committee on 16 April 2013. He is a registered optician with the Malaysian Optical Council. He brings with him invaluable industrial experience having accumulated over 23 years of experience in the professional eye care industry. He has been instrumental in the growth and development of our Group and more importantly, has been the key driving force in the expansion of our chain of professional eye care centres. As our Group's President/CEO, his overall management has contributed significantly to the success and growth of our Group. During the early years of our operations, he recognised the importance of brand building and development, ownership and management as the key components in differentiating our Group from our competitors. In addition, he was instrumental in building our "Focus Point" brand as the chain of professional eye care centres which has become the largest in Malaysia today. His expertise and contributions also extend to strategy planning and business development where his sound management skills have contributed to the continuing success and growth of our Group. In 2002, he was awarded the Certificate of Merit for The Outstanding Young Malaysian Awards 2002 by the Junior Chamber, Malaysia. In 2009, he was a finalist for the Best Franchise Entrepreneur Award by the Malaysian Franchise Association. Subsequently, at the Malaysian Retailers-Chain Association ("MRCA") – 8TV Entrepreneur Awards in 2009, Dato' Liaw was given an award in recognition of his outstanding entrepreneurship. In 2012, Dato' Liaw was elected as Deputy President of MRCA for 2012 to 2014. He holds several directorships in the companies within the Group. He is the spouse of Datin Goh and also a major shareholder of the Company.

Datin Goh Poi Eong (“Datin Goh”)
Malaysian, aged 46

Datin Goh is our Executive Director and was appointed to our Board on 30 December 2009. She is a registered optician with the Malaysian Optical Council. She has accumulated approximately 22 years of experience in the industry. Her expertise and contribution extends to resource planning and management where her prudent management has contributed to the continuing business success and growth of our Group. She is currently actively involved in the planning and implementation of various corporate social responsibility efforts to further enhance the corporate image and awareness of our Group. She holds several directorships in the companies within the Group. She is the spouse of Dato’ Liaw and also a major shareholder of the Company.

Leow Ming Fong @ Leow Min Fong
Malaysian, aged 63

Leow Ming Fong @ Leow Min Fong is our Independent Non-Executive Director and was appointed to our Board on 1st April 2010. He was subsequently appointed as Chairman of the Audit Committee, Nomination Committee and Remuneration Committee on 3 May 2010. He is a Retired Audit Partner of KPMG, Kuala Lumpur. He is a Fellow of Institute of Chartered Accountants in England and Wales, member of the Malaysian Institute of Certified Public Accountants, member of the Malaysian Institute of Chartered Accountants and member of Malaysian Institute of Management. He began his career in 1969 when he started his articleship with a chartered accounting firm in London, United Kingdom. He returned to Malaysia in 1974 and joined KPMG, Kuala Lumpur as an Audit Senior and Supervisor. In 1976, he was appointed as the Audit Manager in KPMG, Sandakan, Sabah and subsequently, in 1980, he was appointed as the Partner overseeing the tax and audit department of KPMG, Sandakan and Tawau, Sabah. In 1995, he returned to KPMG, Kuala Lumpur to take up the position of Audit Partner and during the years between 1996 and 2000, he also acted as the Partner-in-Charge of KPMG, Cambodia for 3 1/2 years. He carried out short-term assignments such as fraud investigation, due diligence for merger and acquisitions, reporting accountant for various corporate exercises for public listed companies during his KPMG experience in Singapore and in British Guinea in South America and Vietnam. He is the Independent Non-Executive Director of KSK Group Berhad (formerly known as Kurnia Asia Berhad) and a Canadia Bank PLC, a bank operating in Cambodia.

Datuk Idris bin Hashim (“Datuk Idris”)
Malaysian, aged 60

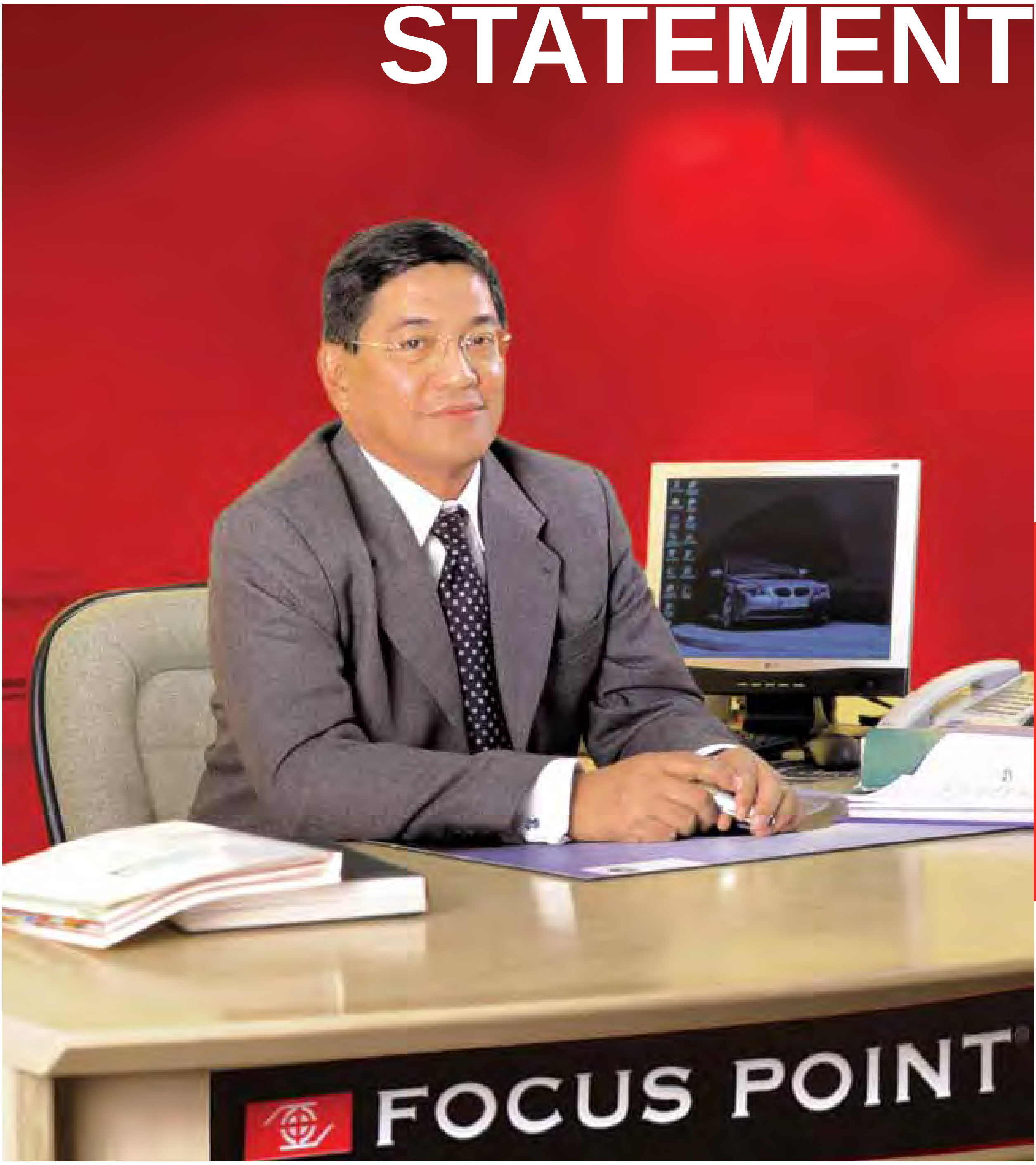
Datuk Idris was appointed as our Non-Independent Non-Executive Director and a member of the Audit Committee on 1st July 2011. He was also appointed as a member of the Nomination Committee on 16 April 2013. He holds a Diploma in Town and Regional Planning from ITM, Shah Alam in 1975, and subsequently a Masters of Science - City & Regional Planning from Illinois Institute of Technology, Chicago, USA in 1978. Datuk Idris has an impressive career in town planning, having served as Planner at North-Eastern Illinois Planning Commission (NIPC), Chicago where he was involved in several large projects in the State of Illinois as well as the New Jeddah International Airport and King Abdul Aziz University, both in the Kingdom of Saudi Arabia. Back home, he was attached with Arkitek Bersekutu Malaysia, where he participated in projects such as Pusat Bandar Bukit Ridan and Kompleks Perdagangan Kuantan in Pahang, Bangunan Sri MARA in Kuala Lumpur, and Skim Penebusan Tanah in Melaka. He was also a lecturer at his alma mater, The School of Architecture, Planning & Surveying, ITM. Datuk Idris is currently the Chairman of Perbadanan Nasional Berhad (PNS), an institution set up by the government to develop and increase the size of Bumiputra participation in the commercial and industrial sectors. He is also Chairman of Perak Industrial Resources Sdn Bhd, Kolej Komuniti Teluk Intan, Perak, Majlis Kebajikan dan Pembangunan Masyarakat Kawasan Parlimen Teluk Intan, and Majlis Pembangunan Pertanian Kawasan Parlimen Teluk Intan.

Notes:

Save as disclosed above, none of the Directors have:

- Any family relationship with any Directors and / or major shareholders of the Company.
- Any conflict of interest with the Company and the Group.
- Any conviction for offences within the past 10 years other than traffic offences.

CHAIRMAN'S STATEMENT



On behalf of the Board of Directors (the "Board"), it is my pleasure to present the Annual Report together with the Audited Financial Statements of Focus Point Holdings Berhad ("Focus Point" or "Company") for the financial year ended 31 December 2012

Financial Performance and Dividend

The Group recorded a second consecutive increase in revenue since its listing in 2010 to RM130.6 million in 2012. While the Group continued to increase customer satisfaction by providing quality products and improved customer services, more importantly, the Group took initiatives by creating new revenue stream by venturing into the food and beverages ("F&B") business to ensure long term growth and sustainability of the Group. This would not have been possible without the commitment and dedication of the management amid the very challenging year.

Focus Point continues to reward its shareholders for their support and at the same time reiterates our commitment to deliver shareholders' value. In respect of the financial year ended 31 December 2012, the Board had on 26 February 2013 declared a single-tier tax exempt interim dividend of 1.0 sen. The dividend was paid on 26 April 2013. Based on the payment of dividends of RM3.3 million each for 2012 and 2011, the payout ratios were 55% and 47% respectively. This demonstrates strong assurance of rewarding our shareholders.

Corporate Developments

The Group has always stayed focus in expanding and revamping its businesses by carrying out certain corporate exercises in order to stay competitive, further enhance its performance and maximise shareholders' value. During the financial year, the Group has initiated the following corporate exercises:-

(a) On 29 March 2012, the Company carried out an internal group reorganisation by entering into a sale of shares agreement with its wholly-owned subsidiary, Focus Point Vision Care Group Sdn Bhd to acquire its entire equity interest in Multiple Reward Sdn Bhd ("MRSB") for a cash consideration of RM20,503. Following this, the Company subscribed for an additional 2,500,000 ordinary shares of RM1 each in MRSB for cash consideration of RM900,000 and by way of capitalisation of RM1,600,000 of the amount owing by MRSB.

(b) On 23 April 2012, a wholly-owned subsidiary, Focus Point Vision Care Group Sdn Bhd entered into a sale of business and asset agreement with its wholly-owned subsidiaries, Radiant Attraction Sdn Bhd, Eye-Zed Sdn Bhd and Esprit Shoppe Sdn Bhd ("the Subsidiaries") for the purchase of the business and assets of the Subsidiaries at a consideration of RM371,743, RM206,657 and RM543,673 respectively.

(c) On 27 September 2012, a wholly-owned subsidiary, Focus Point Vision Care Group Sdn Bhd incorporated a 90% owned subsidiary known as Care Point Optical Sdn Bhd with an initial issued and paid up capital of RM10 comprising 10 ordinary shares of RM1 each for a cash consideration of RM9.

(d) Subsequently on 31 October 2012, a wholly-owned subsidiary, Multiple Reward Sdn Bhd, entered into a sale of business and assets agreement with Eagle Quantum Sdn Bhd ("the Vendor") for the acquisition of the business and assets of the Vendor at a consideration of RM800,000.

Economic and Business Overview

The Board is optimistic on the outlook of the optical related products segment (and by that extension, the outlook of the franchise management segment) underpinned by the favourable consumer sentiment index in the 2nd quarter of 2013 at a 6-year high of 122.9 points. Private consumption is projected by Bank Negara Malaysia in its 2012 annual report to grow at a moderate rate in the 2nd half of 2013, supported by sustained income growth and healthy labour market conditions. According to Bank Negara Malaysia's 2012 annual report, the unemployment rate is expected to remain low at 3.1% of the labour force in 2013 coupled with the implementation of the minimum wage policy which came into effect beginning 1 January 2013, is expected to buoy private consumption and the Malaysian retail sector.

Going Forward

For 2013, the Group has set its sights to further expand the optical related products segment by opening more optical outlets in various cities in Malaysia while consolidating non-performing outlets. In addition to that, the Group intends to continue with aggressive promotion and marketing campaigns to increase the Group's presence in several untapped markets identified by the marketing team in order to increase the market share of the Group in the optical industry. Profit margins will be protected through marketing campaigns focused on exclusive brands which yield good margins.

The Group's venture into the F&B segment in 2012 is expected to propel further revenue growth for the new financial year. The F&B segment is expected to be bolstered by the opening of at least 5 new restaurant/café/bakery outlets in 2013 with a view to enhance the Group's revenue stream and profitability in a longer term.

The performance of our Group in the financial year ending 31 December 2013 is expected to remain satisfactory underscored by the aforementioned initiatives.

Appreciation

I wish to extend my sincere thanks to my fellow colleagues on the Board for their wisdom, continued support, faith and insightful contribution that they bring into our business and to our President / CEO, Dato' Liaw Choon Liang, for his excellent stewardship and foresight, and the management and staff, for their untiring efforts, dynamism and team work in bringing the Group to where we are today.

Dato' Hamzah bin Mohd Salleh
Independent Non-Executive Chairman

PRESIDENT / CEO'S MESSAGES

Delivering Results

The Group recorded revenue of RM130.6 million, representing an increase of 9% over RM120.2 million of the corresponding year. The increase was attributed to the contribution from optical related products segment owing to higher sales volume from our own outlets. Revenue of our own outlets increased by 8% to RM123.9 million compared with RM115.1 million of the previous financial year. The Group also recorded revenue growth in franchise management segment to RM4.0 million from RM3.7 million, an increase of 8% which was in tandem with that of optical related products segment. For the food and beverages segment, after 3 months into the operation for the Japanese restaurant and less than two months of operation for the café and bakery shop, the revenue contribution to the Group of RM1.4 million can be considered encouraging.

Profit before tax ("PBT") stood at RM9.5 million, which was higher by 3% compared with RM9.2 million recorded in the corresponding year. Higher PBT was attained by our own outlets under the optical related products segment at RM10.2 million compared with RM8.7 million of the previous financial year, an increase of 17%. Nevertheless, the improved performance of the optical related products segment was partly offset by the operating loss of the food and beverages segment which has just started its operation in the last quarter of 2012. Profit after tax decreased by 14% at RM6.0 million compared with RM7.0 million of the corresponding year due mainly to an adjustment of tax in the corresponding year.

The Group's financial position continued to be resilient with shareholders' fund recorded at RM53.5 million (2011 : RM50.7 million) with cash and cash equivalents standing at RM16.1 million (2011 : RM14.0 million). Net assets per share continued to grow to 32.4 sen, an increase of 5% over 30.8 sen of the corresponding year. Total assets grew by 7% to RM98.9 million (2011 : RM92.5 million). The increase in assets was due largely to higher investments in equipment and renovation of outlets under the food and beverages segment. Total borrowings increased to RM21.3 million, representing an increase of 40% over RM15.2 million of the corresponding year. The increase in borrowings was in tandem with the expansion of the food and beverages business. Total liabilities, excluding borrowings, reduced by RM2.5 million or 9% compared with the corresponding year.

Sustaining Momentum for Organic Growth

The Group continued to pursue the strategy of organic growth that has generated our strong presence throughout the nation. At the same time, we also embarked on aggressive marketing activities to generate increased business volumes and higher level of brands awareness. We continued to build cordial relationship with our local and international principals and our close working relationship with departmental stores had also allowed the Group to secure good premises and maintain Focus Point's leading position in the market. It is through our commitment to deliver quality products and good customer services all these years that the brand name has been well recognised by consumers. We have to-date built 85 own-outlets and 85 franchised outlets and this number is expected to grow while we consolidated several less-performing outlets. With the Group's geographical reach and number of outlets within Malaysia, we are the largest retail chain of professional eye care centres in Malaysia. I am also delighted to note that our overseas franchise business growing in Brunei since 2010 and has to-date grown to 6 franchise outlets. This serves as a catalyst for us to venture into other overseas market via franchise program in the near future.

Strategic Initiatives and Corporate Social Responsibilities

As a testament of the Group's leading distributorship of professional eye care products in Malaysia, Focus Point Vision Care Group Sdn Bhd, a wholly-owned subsidiary, was appointed as the exclusive distributor for the international up-market Diesel eyewear collection in Malaysia commencing 2012.

The collaborative plan with Perbadanan Nasional Berhad ("PNS") in developing and promoting the Focus Point Franchise Program to Bumiputera entrepreneurs has received encouraging response from Bumiputera entrepreneurs. Under the collaborative plan, PNS has offered a financing scheme known as "Focus Point Financing Facility" to Bumiputera entrepreneurs and Focus Point Management Sdn Bhd, a wholly-owned subsidiary has assisted the franchisees by transferring business know-how and helping them to develop entrepreneurial skills.

As part of the Group's corporate social responsibility, the Group undertook an initiative in 2012 to visit several schools via its Caring Heart Charity Foundation. Eye screenings were held in 9 schools around Klang Valley. Arising from this effort and 19,938 pupils screened, the Group has identified deserving students based on the necessity and donated 180 pair of spectacles. The Group hopes that this opens the door to better life and education for these children. In October 2012, the Group launched an eye health awareness carnival in conjunction with World Sight Day at Sunway Pyramid Orange concourse to bring global awareness on blindness, visual impairment and rehabilitation of the visually-impaired. This 4-day event had successfully increased the public awareness on the importance of caring for every part of the eyes. It is also worth mentioning of the Group's 6th annual blood drive donation at The Curve which drew 171 pints of blood, a true gift of life.

As part of the continuous improvement of our workforce, the Group also provided relevant programs internally and externally to further enhance the skills and knowledge of our optometrists and opticians, management team and operational staff. I am also proud to reveal that the Group has sufficient optometrists and opticians who are qualified to dispense spectacles and contact lenses in our optical outlets.

The Group practices environmental conservation and strives to be environmental friendly in conducting its business. As part of our efforts to conserve natural resources, staff are encouraged to conserve energy, re-use and recycle where possible, and the Group will work closely with organisations to ensure the recycling of as much waste as is practical such as papers, plastics and bottles, thereby minimising our impact on the environment.

As far as sustainability is concerned, our focus would be to balance between the needs and goals of current and future generations within and beyond the Group paying due consideration to the environmental, social and corporate governance impact of our business decisions. A copy of the Group's sustainability policy is available from the Company's website at www.focus-point.com.

In order to diversify the Group's business and in line with the potential growth in the food and beverages industry, the Group has embarked into the food and beverages business via the opening of an authentic Japanese restaurant, namely Minori at The Royale Bintang Damansara Hotel e@Curve in September 2012. The Group also ventured into café and bakery business by acquiring a café and bakery situated at Pavilion KL on 31 October 2012 which was subsequently renamed "Komugi". Concurrently, a bakery in Mid Valley Megamall under the same brand name was also launched in November 2012. The response to these outlets has been encouraging.

Award Wining

In 2012, Focus Point Holdings Berhad was awarded "Master Class Awards in Lifestyle" under McMillan Woods Global Awards 2012. McMillan Woods Global Awards aims to recognise and honour the achievements of global leading business visionaries across all industry sectors who have contributed towards global transformation and nation building. The McMillan Woods Global Awards 2012 is a recognition of the leadership of our management team and the achievements of the Focus Point Group.

Next Sighting

In staying focus as we grow, emphasis is placed on branding and positioning for long-term sustainability. Our network of retail outlets are given unwavering support from head office and we work closely with principals to promote the highest standard of professional eye care services. We shall continue our aggressive marketing and sales strategies to increase our presence in several untapped markets identified by our marketing team under the supervision of our competent Board of Directors.

The Group will continue to bring to greater heights the "brick and mortar" business of the Group (i.e. the optical related products business) and to serve a larger group of target audience by pursuing opportunities to expand its outlets within Malaysia and in the region. Concurrently, the food and beverages business is expected to be bolstered by the opening of new restaurant/café/bakery outlets in 2013 with a view to enhance the Group's revenue stream and profitability in a longer term.

We remain optimistic on our performance for the current financial year.

Acknowledgement

The Focus Point team has worked tirelessly to bring the Group to its current market leader position. I would like to thank the management and sales/ operational staff at our outlets for their contributions and dedication.

On behalf of the Board of Directors, I would also like to take this opportunity to thank all our customers, business partners and associates who have in one way or another contributed to the success of the Group.

Dato' Liaw Choon Liang
President / Chief Executive Officer

CORPORATE HIGHLIGHTS

No fakes. Only originals.

29 February 2012
Loewe Spring and Summer 2012
Eyewear collection and media appreciation

11 April 2012
2012 Spring/Summer eyewear collection for Diesel, Sting, Oakley, Carrera, Miss Sixty, Morgan and Police

The collection of eyewear on display was Loewe, Swarovski, Roberto Cavalli, Ermenegildo Zegna, Burberry, Tom Ford, Prada and Chopard

19 April 2012
Fashion On Eye 1 Utama Fashion Show

Inspired by the timeless elegance of the French Renaissance and modern France, the show features six of its novel brands - Furla, Porsche Design, Ray Ban, Koali, Diesel, and Serengeti

12 May 2012
The Curve Run-A-Way Fashion Show

19 September 2012
Gem of Japan

The spotlight converged upon the newly opened Minori at The Royale Bintang Damansara Hotel e@Curve on the night of 19 September to usher in a delicious new beginning.

in conjunction with World Sight Day, Focus Point goes the extra Mile in bringing eye health awareness to its community with a campaign like no others.

During the 4-day event, Focus Point and partners had successfully increased the public awareness on the importance of caring for every part of our eyes.

11 – 14 October 2012
World Sight Day

CORPORATE SOCIAL RESPONSIBILITIES

GIVING BACK

As an industry leader in the professional eye care industry, we always recognise our role in playing a part in the community Corporate Social Responsibilities ("CSR") towards the community. The Group has in place a CSR program as one of its basic tenets of operations. We have always been involved with charity work, including the donation of spectacles to the needy and the less privileged; campaign to encourage people to donate blood and contribution to disaster funds.

11 November 2012

This 6th Blood Donation Drive successfully bagged 171 pints of blood. Organised by Focus Point Caring Hearts Charity Foundation, at The Curve.

13 December 2012
Eyes of the world

Focus Point Caring Hearts Charity Foundation goes the extra mile to bring cheer to Residents of Taman Megah Handicapped and Disabled Children's Home (PCKKCTM), Was then presented with a mock cheque of RM5,000 by Dato' C.L. Liaw.

18 December 2012
Focus Point 23rd Annual Dinner

Focus Point contributed 3,000 units of eyewear worth of RM300,000 prescribed opthalmic lenses in aid of needy children in local communities in conjunction with the crowning of Miss Focus Point Dazzling 2012, Marielis Alejandra from Venezuela.

Total of 19,938 students screened and 180 pairs of spectacles were donated to those visited schools. Eye sreeening were held at 9 schools SJK Yuk Chai, SJK Puay Chai, SJK Taman Rashna, SJK Kong Hoe, SJK Yoke Nam, SJK Yak Chee, SJK Yuk Chyun, SJK Choong Wen and SJK Lick Hung.

The Board of Directors ("Board") of Focus Point Holdings Berhad ("Focus Point" or the "Company") is committed to uphold the high standard of corporate governance. The Board acknowledges the importance of corporate governance in enhancing integrity and delivering long term sustainability as well as creating economic value for its shareholders.

This statement describes the extent of how the Company has applied and complied with the principles and best practices of the Malaysian Code on Corporate Governance 2012 ("MCCG 2012").

Board Responsibilities

The Board assumes responsibility for leading and controlling the Group towards realising long term shareholders' value. The Board has the overall responsibilities for corporate governance, strategic direction, formulation of policies and overseeing the investment and businesses of the Group, risk management, succession planning, developing and implementing investor relations and reviewing internal controls.

In carrying out its functions, the Board has delegated specific responsibilities to three (3) Board Committees, namely Audit Committee, Nomination Committee and Remuneration Committee. All Board Committees have written terms of reference and procedures and the Board receives report of their proceedings and deliberations. These Board Committees have the authority to scrutinise particular issues and report back to the Board with their recommendations. However, the ultimate responsibility for the final decisions on all matters is reserved with the entire Board.

Board Balance

Rules 15.02 of the Listing Requirements of ACE Market of Bursa Malaysia Securities Berhad states that at least two (2) directors or one third of the directors, whichever is higher, are Independent Non-Executive Directors. The Company has fully complied with this requirement as the Board currently has five (5) members, comprising a President/CEO, one (1) Executive Director, one (1) Non-Independent Non-Executive Director, one (1) Independent Non-Executive Director and one (1) Independent Non-Executive Chairman.

The roles of the Chairman of the Board and the President/ CEO are separated and clearly defined to ensure that there is a balance of power and authority. The Board is led by Dato' Hamzah bin Mohd Salleh as Independent Non-Executive Chairman whilst the executive management of the Company is led by Dato' Liaw Choon Liang, the President/CEO.

The Independent Non-Executive Chairman leads strategic planning at the Board level whilst the President/CEO is generally responsible for the implementation of the policies laid down and making executive and investment decisions including but not limited to the following:

- Implementing the Board's decisions relating to policy matters and strategies;
- Overseeing management's performance; and
- Supplying timely, accurate and clear information to business and financials to the Board.

Independent Non-Executive Directors are of the calibre to provide an independent judgement on the issues of strategy, performance, resources allocation and standards of conducts.

The Board is of the opinion that its current composition is fairly balanced to ensure long-term interest of shareholders, employees, customers and other stakeholders are safeguarded. There is no Independent Non-Executive Director serving more than nine (9) years at the Board.

The Board has adopted the Board Charter on 16 April 2013 and shall undertake regular review of division of responsibilities of Board and management. The corporate objectives, performance targets and long term goals to be met by the President/CEO are in the process of being formalised.

Board Charter

The objectives of the Company's Board Charter are to ensure that all Board members are fully aware of their roles and responsibilities as Board members and the various regulations that may have an impact on the discharge of the Board's responsibilities. In pursuit of the principles set out in this Board Charter, the Board shall commit to employ the principles of integrity, transparency and professionalism to ensure that the principles of good corporate governance are applied in all of the Group's business dealings in respect of its shareholders and relevant stakeholders and the shareholders' investment and value and the interests of the stakeholders are safeguarded.

The succession planning for senior management positions is in the process of being formulated.

The Board Charter is subject to periodic review by the Board and a copy is available from the Company's website at www.focus-point.com.

Board Meetings and Supply of Information to the Board

The directors have full and timely access to all information pertaining to the Group's business and affairs, whether as a full Board or in their individual capacity, to enable them to discharge their duties.

Prior to the Board meetings, the agenda for every meeting together with a full set of Board papers containing information relevant to the business of the meetings are circulated to the directors for their perusal in advance before the meeting date. This is to allow the directors have sufficient time to review and consider the agenda items before the meeting and to obtain further explanations or clarifications, where necessary.

The Board normally meets at least four (4) times a year at quarterly intervals, although additional meetings may be convened when important matters need to be deliberated and decided in between the scheduled quarterly meetings.

During the financial year, there were five (5) Board meetings held. The details of attendance of each director at the Board meetings held during the financial year are set out below.

Directors	Total number of meetings attended by directors
Dato' Hamzah bin Mohd Salleh	5/5
Dato' Liaw Choon Liang	5/5
Datin Goh Poi Eong	5/5
Leow Ming Fong @ Leow Min Fong	5/5
Datuk Idris bin Hashim	3/5

During the Board meetings, the Board shall discuss and deliberate on the issues being raised of which all proceedings and resolutions from the Board meetings will be documented by the company secretaries in the minutes of the Board meetings, which are kept at the registered office.

Besides Board meetings, the Board exercises control on matters that requires the Board's approval through circulation of directors' resolutions. Similarly for circular resolutions, Board members will be provided with sufficient information for approvals.

All Board members have unhindered access to the advice and services of the company secretaries, and may seek external independent professional advice at the Company's expense, where necessary, in furtherance of their duties to make well-informed decisions. Before incurring such professional fees, the director concerned must consult with the Chairman of the Board.

The appointment of the company secretaries is based on the capability and proficiency determined by the Board. The company secretaries are responsible for ensuring the Board meetings procedures are followed and that applicable rules and regulations are complied with.

Appointments to the Board

The selection of new directors is done via nominations by the major shareholders and/or holding company or recommendations from the management or existing directors prior to approval by the Board. New Board members are to be appointed by appropriate recommendation of the Nomination Committee ("NC") for the Board's consideration and decision of the full Board. The assessment on the new Board members is based on their time availability, quality and contribution that they can bring to the Board.

Newly appointed directors are expected to declare their time commitment to the Board, and if they sit in other listed corporations as a director, to notify the same to the Chairman.

The number of directorships in listed corporations held by any Board member at any one time shall comply with the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.

The company secretary shall assist to ensure all relevant procedures and compliances are fulfilled relating to the appointment of new directors.

Nomination Committee

The composition of the NC which comprises Independent Non-Executive Directors in majority is as follows:

- Leow Ming Fong @ Leow Min Fong - Chairman
- Dato' Hamzah bin Mohd Salleh - Member
- Datuk Idris bin Hashim - Member (Appointed on 16 April 2013)
- Dato' Liaw Choon Liang - Member (Resigned on 16 April 2013)

In accomplishing its objectives, the NC shall perform the following functions:

- assess and recommend to the Board, the candidates for all directorships to be filled by the shareholders or the Board. In making its recommendations, the Committee should consider the requirements of the candidates:

    - skills, knowledge, expertise and experience;
    - professionalism;
    - integrity;
    - in the case of candidates for the position of Independent Non-Executive Directors, the Committee should also evaluate the candidate's ability to discharge such responsibilities/functions as expected from Independent Non-Executive Directors; and
    - time commitment.

- consider, in making its recommendations, candidates for directorships proposed by the President/CEO and, within the bounds of practicability, by any other senior executive or any director or shareholder;

- recommend to the Board, directors to fill the seats on Board Committees;

- assess annually the effectiveness of the Board as a whole, the Committees of the Board and the contribution of each existing individual director and thereafter, recommend its findings to the Board;

- review training programmes for the Board and ensure that all newly appointed directors undergo appropriate induction programmes and receive continuous training;

- review annually the required mix of skills and experience and other qualities, including core competencies which Non-Executive Directors should bring to the Board and thereafter, recommend its findings to the Board;

- develop the criteria for recruitment process and annual assessment of the directors, in particular Independent Non-Executive Directors;

- apply the process as determined by the Board, for assessing the effectiveness of the Board as a whole, the Committees of the Board, and for assessing the contribution of each individual director, including Independent Non-Executive Directors, as well as the President/CEO. All assessments and evaluations carried out by the Committee in the discharge of all its functions should be properly documented;

- review Board's succession plans; and

- facilitate achievement of Board gender diversity policies and targets.

The NC is in the process of developing criteria to assess independence of the Independent Non-Executive Directors.

The NC meets once a year to assess contribution and performance of each individual director including assessment on independence of the Independent Directors. The Board is satisfied with the contribution and performance of each individual director. The Independent Directors also complies with the criteria of independence based on the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.

The NC will also review the suitability and credibility of women candidates for the Board to reach 30% women participation by 2016.

Re-election of Directors

In accordance with the Company's Articles of Associations, one third of the Board, including the President/CEO, shall retire from office and be eligible for re-election at each Annual General Meeting ("AGM") and all the directors including the President/CEO shall retire from office once in every three (3) years but shall be eligible for re-election.

The directors appointed by the Board during the financial year shall be subject to retirement and re-election by shareholders in the next AGM held following their appointments.

Directors' Training

As an integral element of the process of appointing new directors, the NC ensures that there are orientation and education programmes for new Board members. The directors also receive further training from time to time, particularly on relevant new regulations and requirements.

Conferences, seminars and training programmes attended by directors during the financial year ended 31 December 2012 are set out below. The directors shall continue to attend the relevant seminars and courses annually to further enhance and update their skills and knowledge and to keep abreast with developments in the dynamic business environments.

Director	Name of conferences, seminars and training programmes	Date
Dato' Hamzah bin Mohd Salleh	Directors' Duties and Responsibilities	17 December 2012
Dato' Liaw Choon Liang	Corporate Governance and Risk Management	9 August 2012
Datin Goh Poi Eong	Corporate Governance and Risk Management	9 August 2012
Leow Ming Fong @ Leow Min Fong	The MIA Conference 2012	27 & 28 November 2012
Datuk Idris bin Hashim	The 24th Franchise Exhibition in Guangzhou, China	23-27 February 2012

Directors' Remuneration Policies and Procedures

The Remuneration Committee ("RC") reviews the remuneration of the directors annually and submits its recommendations to the Board, taking consideration their contributions throughout the year. The RC will also ensure that payments are competitive to attract and retain directors and in tandem with the Group's corporate objectives, culture and strategy. In the case of President/CEO and Executive Director, the component parts of remuneration are structured so as to link rewards to corporate and individual performance, and involve a balance between fixed and performance link elements. In the case of Non-Executive Directors, the level of remuneration reflects the experience and level of responsibilities undertaken by the particular non-executive concerned.

The composition of the RC which comprises Independent Non-Executive Directors in majority is as follows:

- Leow Ming Fong @ Leow Min Fong - Chairman
- Dato' Hamzah bin Mohd Salleh - Member
- Dato' Liaw Choon Liang - Member

The functions of the RC shall:

- Establish formal and transparent Board remuneration policies and procedures; and
- Recommend to the Board, the remuneration of the Executive Directors in all its forms, drawing from outside advice as necessary and the Executive Directors shall play no part in decisions on their own remuneration.

Board Remuneration Package

- Basic salary (inclusive of statutory employer contributions to the Employees Provident Fund) for the Executive Directors is reviewed by the RC, taking into consideration the performance of the individual director and by referencing to the rates for similar positions in selected group of comparable companies.
- Fees payable to the Non-Executive Directors is based on the fixed sum as authorised by the shareholders and Board and by referencing to the level of responsibilities undertaken by the individual director and comparable industry rates.
- Bonus scheme for the Executive Directors and management is dependent primarily on the performance of the Group against previous year and budget, together with an assessment of each individual director's performance. Bonus payable to the Executive Directors is reviewed by the RC.
- Benefits-in-kind for the Executive Directors includes company assigned car, driver, medical and dental coverage.

Details of Directors' Remuneration

The aggregate remuneration paid to the directors for the financial year ended 31 December 2012 is summarised as follows:

	Executive Directors RM	Non-Executive Directors RM
Salaries and other emoluments	3,747,297	126,000

Band of Remuneration	Executive Directors	Non-Executive Directors
Less than RM50,000	-	3
RM600,001 to RM650,000	1	-
RM3,000,001 to RM3,500,000	1	-

Effective Communications with Shareholders

The Board values and recognises the importance of keeping the shareholders and investors informed of the Group's business and corporate developments. Press release and announcements for public dissemination would serve as a platform to communicate with the shareholders and investors as and when there are significant corporate events. Bursa Malaysia Securities Berhad also requires the Company to electronically publish all its announcements, including full versions of its quarterly financial results and Annual Report through Bursa Malaysia Securities Berhad's website at www.bursamalaysia.com.

The Board has appointed Leow Ming Fong @ Leow Min Fong, the chairman of Nomination Committee, as Senior Independent Non-Executive Director to whom any concerns pertaining to the Company may be conveyed to him. He can be reached via email at jimmy.leow@focus-point.com or leowjim@gmail.com or via letter stamped "Private & Confidential" at Unit 1, 3 & 5, Jalan PJU 1/37, Dataran Prima, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia.

Annual General Meeting

The Annual General Meeting ("AGM") represents the principal forum for dialogue and interaction with all the shareholders of the Company. At the AGM, the Board provides opportunities for shareholders to participate in the question and answer session where all directors, senior management as well as the external auditors are present to respond to the shareholders' questions during the AGM.

Recommendation 8.2 of the MCCG 2012 recommends that the Board should encourage poll voting for substantive resolutions. The Board is of the view that there was no contentious issue raised at the meeting so the Company had not conducted any poll voting.

Other than the forum at the AGM, communications between the Company and shareholders and/or investors could also be made through the Company's website at www.focus-point.com.

Audit Committee

The financial reporting and internal control system is reviewed by the Audit Committee, which comprises two (2) Independent Non-Executive Directors and one (1) Non-Independent Non-Executive Director.

The Board reviews the term of office and the performance of each Audit Committee member at least once in every three (3) years pursuant to Rule 15.20 of the Listing Requirements of ACE Market of Bursa Malaysia Securities Berhad.

The Audit Committee Report including the terms of reference is set out separately on pages 31 to 33 of the Annual Report.

The internal auditor is invited to attend the Audit Committee meetings for the purpose of explaining the internal audit activities to the Audit Committee.

Financial Reporting

The Board is responsible to ensure that the accounting records are properly kept and that the financial statements are prepared in accordance with applicable approved accounting standards and the provisions of the Companies Act, 1965.

The Board, assisted by the Audit Committee, oversees the financial reporting processes as well as the quality and reliability of the financial reporting by the Group. The Audit Committee reviews and ensures accuracy and integrity of the Group's annual and quarterly financial statements and that comply with applicable financial reporting standards. The Audit Committee also assists to review the appropriateness of accounting policies applied and changes to these polices.

The Statement of Directors' Responsibility for Preparing the Financial Statements is presented on page 36 of the Annual Report.

Related Party Transactions

Reviews are carried out on the nature of related party transactions within the Group to ascertain any conflict of interest situations that would raise questions of management integrity. The results of the reviews are tabled at the Audit Committee's meetings and thereafter reported to the Board.

Details of the related party transactions are disclosed in the notes to the financial statements on pages 99 to 100 of the Annual Report.

Internal Controls

The Board acknowledges its overall responsibility for maintaining sound internal control and risk management practices towards maintaining reasonable assurance for effective and efficient operations, compliance with laws and regulations, as well as adherence with internal procedures and guidelines. The Group has established internal controls to ensure its operations are effective and efficient, and to safeguard its assets and shareholders' interest.

Nevertheless, the Board is of the view that the Group's system of internal control can only provide reasonable but not absolute assurance against material misstatement, operational failures, fraud or loss.

The effectiveness of the system of internal controls is reviewed at least on a quarterly basis by the Audit Committee. The review covers financial, operational and compliance controls. The internal auditor monitors compliance with policies and standards and the effectiveness of internal control structure across the Group.

The Statement on Risk Management and Internal Control presented on page 34 of the Annual Report provides an overview on the state of internal control within the Group.

Relationship with External Auditors

Through the Audit Committee of the Board, the Company has always established and maintained a transparent and appropriate relationship with its external auditors in seeking professional advice and ensuring compliance with accounting standards in Malaysia.

The Audit Committee meets with the Group's external auditors at least twice a year to review the scope and adequacy of the audit process, the annual financial statements and their audit findings. The Audit Committee also reviews the audit fee and recommends to the Board for approval. In the review, the Audit Committee ensures that the independence and suitability of the external auditors are not compromised.

The Audit Committee reviews and assesses suitability and independence of external auditors annually. The external auditors have also confirmed their independence throughout the conduct of the audit engagement in accordance with relevant professional and regulatory requirements to the Board. The Group has yet to establish policies and procedures in governing circumstances for contracts of non-audit services to be entered with external auditors.

Corporate Disclosure Policies and Procedures

Along with good corporate governance practices, the Company is committed to provide stakeholders with comprehensive, accurate and quality material information on a timely and even basis. In line with this commitment and in order to enhance transparency and accountability, the Board has established Corporate Disclosure Policies and Procedures ("CDPP") to facilitate the handling and disclosure of material information in a timely and accurate manner. The CDPP aims to ensure the Company's compliance with the disclosure requirements are set out in the Listing Requirements of ACE Market of Bursa Malaysia Securities Berhad and other applicable laws.

The CDPP is based on the following principles:

- Transparency and accountability;
- Compliance with disclosure requirements; and
- Prompt and timely disclosure.

The Chief Financial Officer has been appointed by the Board to be the designated person to ensure compliance with the CDPP.

Code of Conduct and Ethics ("CCE") for Directors

The Board is committed to adhere to the company directors' Code of Ethics established by the Companies Commission of Malaysia. With reference to the above, the Board has established a CCE for directors and senior management on 16 April 2013 with the objective to ensure high standards of business conduct and ethical behaviour which the directors and senior management should possess in discharging their duties and responsibilities, and to enhance their high standards of personal integrity and professionalism. The CCE is based on the following principles:

- Observation of the Board Charter;
- Duty to act in the best interest of the Company;
- Honesty and integrity;
- No conflict of interests;
- Compliance with legal and regulatory requirements; and
- Building good relationship with stakeholders.

The CCE for Directors and senior management in respect of their behaviour is adopted by the Company on 16 April 2013 and shall be reviewed by the Board annually. This CCE is available from the Company's website at www.focus-point.com.

The Board is in the process of developing a fraud and whistle blowing policy where directors or employees are able to report violations of laws, rules and regulations or the Company's CCE and potential ethic violations or non-compliance to appropriate personnel.

The Board will ensure implementation of internal systems to support, promote and ensure compliance with the code of conduct ("Code") and will undertake periodic review of the Code.

AUDIT COMMITTEE REPORT

Members of the Audit Committee

The members of the Audit Committee (the "Committee") are:

Designation	Name	Directorship
Chairman	Leow Ming Fong @ Leow Min Fong	Independent Non-Executive Director
Member	Dato' Hamzah bin Mohd Salleh	Independent Non-Executive Director
Member	Datuk Idris bin Hashim	Non-Independent Non-Executive Director

Mr Leow Ming Fong @ Leow Min Fong is a Fellow of Institute of Chartered Accountants in England and Wales as well as a member of the Malaysian Institute of Certified Public Accountants, the Malaysian Institute of Accountants and the Malaysian Institute of Management.

Summary of the Terms and Reference of the Audit Committee

Objectives

The Committee was established to act as the Board Committee to fulfil its fiduciary responsibilities. The duties and authorities of the Committee shall be extended to Focus Point Holdings Berhad (the "Company") and its subsidiaries (the "Group").

Duties of the Committee

The Committee shall perform the followings and report the same to the Board:

- To consider the appointment of the external auditors and the audit fee;
- To discuss with the external auditors before the audit commences, the nature and scope of the audit, and ensure co-ordination where more than one (1) audit firm is involved;
- To establish policies and procedures to assess the suitability and independence of external auditors;
- To review and monitor suitability and independence of the external auditors;
- To establish policies and procedures in governing circumstances for contracts of non-audit services to be entered with external auditors;
- To obtain written assurance from the external auditors confirming their independence throughout the conduct of the audit engagement in accordance with relevant professional and regulatory requirements;
- To review any letter of resignation from the external auditors of the Company;
- To review whether there is reason (supported by grounds) to believe that the Company's external auditors is not suitable for re-appointment;
- To review the quarterly and year-end financial statements before the approval by the Board, focusing particularly on:
    - any change in accounting policies and practices or implementation thereof;
    - significant adjustments arising from the audit;
    - significant or unusual events;
    - the going concern assumption; and
    - compliance with accounting standards and other legal requirements.
- To ensure the reliability of the financial statements and its compliance with applicable financial reporting standards;
- To discuss problems and reservations arising from the interim and final audits, and any matter the external auditors may wish to discuss (in the absence of management where necessary);
- To review the external auditors' management letter and management's response, audit plan, evaluation of the system of internal control and audit report;

- To review the assistance given by the employees of the Company to the external auditors;

- To perform the following, in relation to the internal audit function:

    - Review the adequacy of the scope, functions, competency and resources of the internal audit function, and that it has the necessary authority to carry out its work;
    - Review the internal audit programme and results of the internal audit programme, processes or investigation undertaken and, where necessary, ensure that appropriate actions are taken on the recommendations of the internal audit function;
    - Review any appraisal or assessment of the performance of members of the internal audit function;
    - Approve any appointment or termination of senior staff members of the internal audit function (in the case where the Company has established its own internal audit department); and
    - Take cognisance of resignations of internal audit staff members and provide the resigning staff member an opportunity to submit his/her reasons for resigning (in the case where the Company has established its own internal audit department.

- To consider any related-party transactions and conflict of interest situation that may arise within the Company or Group including any transaction, procedure or course of conduct that raises questions of management integrity;

- To consider the major findings of internal investigations and management's response;

- To consider other topics as defined by the Board;

- To review and verify the allocation of options under the Company's employee share scheme (comprising share issuance scheme and share grant scheme) ("ESS") for employees to ensure consistent compliance with the criteria as set out in the scheme by the ESS Committee; and

- To report promptly to Bursa Malaysia Securities Berhad on any matter the Committee had reported to the Board, which has not been satisfactorily resolved and/or has resulted in a breach of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.

Authorities of the Committee

For the performance of its duties, the Committee shall:

- have authority to investigate any matter within its terms of reference;

- have the resources which are required to perform its duties;

- have full and unrestricted access to any information pertaining to the Company;

- have direct communication channels with external auditors and the persons carrying out the internal audit function or activity;

- be able to obtain external/independent professional or other advice at a cost to be approved by the Board and to invite outsiders with relevant experience to attend, if necessary; and

- be able to convene meetings with external auditors, internal auditors or both, excluding the attendance of other directors and employees of the Company whenever deemed necessary.

Meetings of the Committee

During the financial year, five (5) Audit Committee meetings were held and the details of attendance at the meetings are as follows:

Name	Total meetings attended by directors	Percentage of attendance (%)
Leow Ming Fong @ Leow Min Fong	5/5	100
Dato' Hamzah bin Mohd Salleh	5/5	100
Datuk Idris bin Hashim	3/5	60

Summary of Activities of the Committee

During the financial year, the Committee met at scheduled times, with due notices of meetings issued, and with agendas planned and itemised so that issues raised in respect of the financial statements and any audit related matters were deliberated and discussed in a focused and detailed manner.

The main activities undertaken by the Committee were as follows:

- Reviewed the external auditors' scope of work and the audit plan for the audit of the Group and Company for the financial year ended 31 December 2012. Prior to the audit, representatives from external auditors presented their audit strategy and plan to the Committee at the Committee meeting.

- Reviewed, with external auditors, the results of the audit and the audit report of the Group and the Company for the financial year ended 31 December 2012 for recommendation to the Board for approval;

- Reviewed the internal audit reports, which highlighted the internal audit findings, recommendations and management's response. Discussed with management, actions taken to improve the system of internal control based on improvement opportunities identified in the internal audit reports;

- Reviewed the quarterly announcements of unaudited financial results and year-end financial statements of the Group and the Company before submission to the Board for approval, focusing particularly on:-

    - Any changes in accounting policies and practices;
    - Significant adjustments arising from the audit;
    - The going-concern assumption; and
    - Compliance with applicable accounting standards and other legal requirements.

- Reviewed the Annual Report which includes the Audited Financial Statements of the Group and the Company prior to the submission to the Board for their consideration and approval so to ensure that the Audited Financial Statements were drawn up in accordance with the provisions of the Companies Act, 1965 and applicable accounting standards. Any significant issues arising from the audit of the financial statements by external auditors were deliberated upon; and

- Reviewed related party transactions entered into by the Company and the Group to ensure that such transactions were undertaken in line with the Group's normal commercial terms and the internal control procedures with regards to such transactions are sufficient.

Summary of Activities of the Internal Audit Function

In discharging its duties, the Committee is supported by an internal audit function which is outsourced to an independent internal audit service company ("Internal Auditor") who undertakes the necessary activities to enable the Committee to discharge its functions effectively. The Internal Auditor reports directly to the Audit Committee. The Internal Auditor is independent of the activities audited by external auditors. The Committee regards the internal audit function as essential to assist in obtaining the assurance it requires regarding the effectiveness of the systems of internal control within the Company and the Group.

During the financial year, the Internal Auditor carried out, inter alia, the following activities:

- Formulated and agreed with the Committee on the audit plan, strategy and scope of work;
- Reviewed compliance with internal policies, procedures and standards, relevant external rules and regulations, as well as assessed the adequacy and effectiveness of the Group's internal control system; and
- Analysed and assessed certain key business processes, reported findings, and made recommendations to improve their effectiveness and efficiency.

The cost incurred by the Group for the internal audit function during the financial year ended 31 December 2012 was amounted to RM54,926.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

The Board of Directors ("Board") is committed to maintain a sound system of internal control and is pleased to provide the following statement which outlines the nature and scope of internal control of the Group during the financial year.

Board Responsibility

The Board affirms its overall responsibility for maintaining a sound internal control and risk management practices towards maintaining good corporate governance. This includes reviewing the effectiveness, adequacy and integrity of these systems throughout the Group. However, the Board recognises that reviewing the effectiveness of the Group's system of internal control is a concerted and continuous process, designed to manage rather than to eliminate the risk of failure to achieve business objectives. Accordingly, the Board is of the view that the Group's system of internal control can only provide reasonable but not absolute assurance against material misstatement, operational failures, fraud or loss.

Following the publication of the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers, the Group is in the process of developing a documented framework for identifying, evaluating, monitoring and managing significant risks faced by the Group. This on-going process includes updating the system of internal controls when there are changes in the business environment. Based on the expertise and experience of the senior management, the Group has thus far managed and mitigated the significant risks adequately by having operational review meetings and discussions on a monthly basis. Action plans and internal controls are monitored and tracked to ensure that the significant risks are properly mitigated.

The Board is also assisted by the management in the implementation of identifying and assessing the risks faced, and in the design, operation and monitoring of relevant internal controls to mitigate and control these risks. The Board is satisfied that the system of internal control was generally satisfactory. The senior management has also given assurance to the Board on the adequacy and effectiveness of the Group's internal control and risk management systems.

Internal Audit Function

The internal audit function is in place to assist the Audit Committee to discharge its functions effectively. The in-house internal auditors and outsourced internal auditors (collectively known as the "internal audit teams") monitor compliance with policies and procedures and the effectiveness of the internal control systems and highlights significant findings in respect of any non-compliance. The outsourced internal auditors report directly to the Audit Committee. Audits are carried out on head office, branches and franchisees, the frequency of which is determined by the level of risk assessed. The findings of the internal audits from the internal audit teams are tabled at the Audit Committee meetings for deliberation and appropriate corrective action plan will be communicated to the auditees. The annual audit plan is reviewed and approved by the Audit Committee. A statement of the internal audit function is set out in the Audit Committee Report on page 33.

Audit Committee

The Audit Committee reviews internal control issues identified by the internal audit teams, external auditors and management and evaluate adequacy and effectiveness of risk management and internal control systems. The Audit Committee also reviews activities of the internal audit function. The minutes of the Audit Committee meetings are tabled to the Board. Details of the Audit Committee activities are set out in the Audit Committee Report on page 33.

Key Processes of Internal Control

The key processes that the Board has established in reviewing the effectiveness, adequacy and integrity of the system of internal control, are as follows:

- The Group has an organisational structure in place that is aligned to business and operational requirements, with defined level of responsibility, lines of accountability and delegated authority with appropriate reporting procedures.

- There is active involvement by the President / Chief Executive Officer in the day-to-day business operations of the Group including periodical visits to the operating units and monthly dialogue with senior management. Scheduled operational and management meetings are held monthly to identify, discuss and resolve business and operational issues as well as significant risks faced. Significant matters identified during these meetings are highlighted to the Board on a timely basis.

- The Board is committed to identify business and other risks that are inherent in the environment in which the Group operates and to ensure the implementation of appropriate control mechanism to manage these risks. In assisting it to discharge its duties and responsibilities, the Board through the Audit Committee, senior management and the internal audit function, will carry out quarterly reviews of the adequacy and the integrity of the Group's internal control systems and management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines.

The statement on risk management and internal control is made in accordance with the resolution of the Board dated 16 April 2013.

OTHER DISCLOSURE INFORMATION

1. **Non-audit fee**

   The non-audit fees incurred for services rendered to the Group by the external auditors during the financial year was RM98,539.

2. **Share buy-back**

   There was no share buy-back by the Company of its own shares during the financial year.

3. **Imposition of sanctions and/or penalties**

   There were no sanctions and/or penalties imposed on the Company or its subsidiaries, directors or management by relevant regulatory bodies/authorities during the financial year.

4. **Options or convertible securities**

   There were no options or convertible securities issued during the financial year.

5. **Depository Receipt Programme**

   The Company did not sponsor any Depository Receipt programme during the financial year.

6. **Material contracts**

   There were no material contracts entered into by the Company and/or its subsidiaries involving directors and major shareholders of the Company either subsisting at the end of the financial year or entered into since the end of the previous financial year.

7. **Variance in results**

   There was no significant variance of 10% between the results for the financial year and the unaudited results previously announced.

   There were no profit forecasts or projections issued by the Group during the financial year.

8. **Profit guarantee**

   The Company did not give any profit guarantee during the financial year.

9. **Recurrent related party transactions**

   At the forthcoming Annual General Meeting to be held on 19 June 2013, the Company intends to seek shareholders' mandate in respect of recurrent related party transactions of revenue or trading nature. The details of the general mandate to be sought are set out in the Circular to Shareholders dated 28 May 2013 attached together with the 2012 Annual Report.

STATEMENT OF DIRECTORS' RESPONSIBILITY FOR PREPARING THE FINANCIAL STATEMENTS

The Directors are required by the Companies Act, 1965 and the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad to confirm the financial statements for each financial year give a true and fair view of the financial position of the Group and of the Company and their financial performance and cash flows for the financial year.

In preparing the above financial statements, the Directors have carried out their responsibilities by:

- selecting suitable accounting policies and applied them consistently;
- making judgements and estimates that are prudent and reasonable; and
- ensuring that all applicable accounting standards have been complied with.

The Directors are responsible for ensuring the Company keeps its accounting records which discloses with reasonable accuracy, the financial position of the Group and the Company to ensure that the financial statements comply with the Companies Act, 1965. The Directors have overall responsibilities for taking such steps as are reasonably available to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

FINANCIAL STATEMENTS

The Directors have pleasure in submitting their report and the audited financial statements of the Group and of the Company for the financial year ended 31 December 2012.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of the subsidiaries and associates are set out in Note 8 and Note 9 to the financial statements. There have been no significant changes in the nature of these activities during the financial year except that the Group's activities now include operation of food and beverages business.

RESULTS

	Group RM'000	Company RM'000
Profit for the financial year	6,019	3,916
Attributable to:		
Owners of the parent	6,035	3,916
Non-controlling interests	(16)	-
	6,019	3,916

DIVIDENDS

Dividends paid, proposed or declared since the end of the previous financial year were as follows:

	Company RM'000
In respect of financial year ended 31 December 2011:	
Final single tier tax exempt dividend of 2.0 sen per ordinary share, declared on 28 May 2012 and paid on 26 July 2012	3,300

An interim single tier tax exempt dividend of 1.0 sen per ordinary share amounting to RM1,650,000 in respect of financial year ended 31 December 2012 was declared on 26 February 2013 and the payment date is fixed on 26 April 2013.

The Directors do not recommend any payment of final dividend in respect of the current financial year.

RESERVES AND PROVISIONS

There were no material transfers to or from reserves or provisions during the financial year.

ISSUE OF SHARES AND DEBENTURES

The Company did not issue any new shares or debentures during the financial year.

OPTIONS GRANTED OVER UNISSUED SHARES

No options were granted to any person to take up unissued shares of the Company during the financial year.

DIRECTORS

The Directors who have held office since the date of the last report are:

Dato’ Hamzah bin Mohd Salleh
Dato’ Liaw Choon Liang
Datin Goh Poi Eong
Leow Ming Fong @ Leow Min Fong
Datuk Idris bin Hashim

DIRECTORS’ INTERESTS

The Directors holding office at the end of the financial year and their beneficial interests in the ordinary shares of the Company and of its related corporations during the financial year ended 31 December 2012 as recorded in the Register of Directors’ Shareholdings kept by the Company under Section 134 of the Companies Act 1965, were as follows:

	← Number of ordinary shares of RM0.20 each →			
	Balance as at 1.1.2012	**Bought**	**Sold**	**Balance as at 31.12.2012**
Shares in the Company				
Direct interests:				
Dato’ Liaw Choon Liang	78,198,201	-	-	78,198,201
Datin Goh Poi Eong	20,109,499	-	-	20,109,499
Leow Ming Fong @ Leow Min Fong	500,000	-	-	500,000

Dato’ Liaw Choon Liang is the spouse of Datin Goh Poi Eong. By virtue of their relationship, they are also deemed to have interests in shares held by each other, both direct and indirect.

By virtue of their interests in the ordinary shares of the Company, Dato’ Liaw Choon Liang and Datin Goh Poi Eong are also deemed to be interested in the ordinary shares of all the subsidiaries to the extent the Company has an interest.

The interest and deemed interests in the ordinary shares of its non-wholly owned subsidiaries, held by Dato’ Liaw Choon Liang and Datin Goh Poi Eong at year end were as follows:

	← Number of ordinary shares of RM1.00 each →			
	Balance as at 1.1.2012	**Bought**	**Sold**	**Balance as at 31.12.2012**
Subsidiary				
- Truesight Eyewear Optical Sdn. Bhd.				
Indirect interests:				
Dato’ Liaw Choon Liang	6	119,994	-	120,000
Datin Goh Poi Eong	6	119,994	-	120,000
- Care Point Optical Sdn. Bhd.				
Indirect interests:				
Dato’ Liaw Choon Liang	-	9	-	9
Datin Goh Poi Eong	-	9	-	9

None of the other Directors holding office at the end of the financial year held any beneficial interest in the ordinary shares of the Company or ordinary shares and debentures of its related corporations during the financial year.

DIRECTORS' BENEFITS

Since the end of the previous financial year, none of the Directors have received or become entitled to receive any benefit (other than those benefits included in the aggregate amount of emoluments received or due and receivable by the Directors as shown in the financial statements) by reason of a contract made by the Company or a related corporation with the Director or with a firm of which the Director is a member, or with a company in which the Director has a substantial financial interest other than the transactions entered into in the ordinary course of business with companies in which certain Directors of the Company have substantial financial interests as disclosed in Note 36 to the financial statements.

There were no arrangements during and at the end of the financial year, to which the Company is a party, which had the object of enabling the Directors to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

OTHER STATUTORY INFORMATION REGARDING THE GROUP AND THE COMPANY

(I) AS AT THE END OF THE FINANCIAL YEAR

(a) Before the statements of comprehensive income and statements of financial position of the Group and of the Company were made out, the Directors took reasonable steps:

(i) to ascertain that proper action had been taken in relation to the writing off of bad debts and the making of provision for doubtful debts and have satisfied themselves that all known bad debts had been written off and that adequate provision had been made for doubtful debts; and

(ii) to ensure that any current assets other than debts, which were unlikely to realise their book values in the ordinary course of business had been written down to their estimated realisable values.

(b) In the opinion of the Directors, the results of the operations of the Group and of the Company during the financial year have not been substantially affected by any item, transaction or event of a material and unusual nature.

(II) FROM THE END OF THE FINANCIAL YEAR TO THE DATE OF THIS REPORT

(c) The Directors are not aware of any circumstances:

(i) which would render the amounts written off for bad debts or the amount of the provision for doubtful debts in the financial statements of the Group and of the Company inadequate to any material extent; and

(ii) which would render the values attributed to current assets in the financial statements of the Group and of the Company misleading; and

(iii) which have arisen which would render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.

(d) In the opinion of the Directors:

(i) there has not arisen any item, transaction or event of a material and unusual nature likely to affect substantially the results of the operations of the Group and of the Company for the financial year in which this report is made; and

(ii) no contingent or other liability has become enforceable, or is likely to become enforceable, within the period of twelve (12) months after the end of the financial year which will or may affect the ability of the Group and of the Company to meet their obligations as and when they fall due.

OTHER STATUTORY INFORMATION REGARDING THE GROUP AND THE COMPANY (continued)

(III) AS AT THE DATE OF THIS REPORT

(e) There are no charges on the assets of the Group and of the Company which have arisen since the end of the financial year to secure the liabilities of any other person.

(f) There are no contingent liabilities of the Group and of the Company which have arisen since the end of the financial year.

(g) The Directors are not aware of any circumstances not otherwise dealt with in this report or the financial statements which would render any amount stated in the financial statements of the Group and of the Company misleading.

SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR

The significant events during the financial year are disclosed in Note 40 to the financial statements.

AUDITORS

The auditors, BDO, have expressed their willingness to continue in office.

Signed on behalf of the Board in accordance with a resolution of the Directors.

………………………………………………	………………………………………………
Dato' Liaw Choon Liang	Dato' Hamzah bin Mohd Salleh
Director	Director

Petaling Jaya
16 April 2013

STATEMENT BY DIRECTORS

In the opinion of the Directors, the financial statements set out on pages 45 to 115 have been drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards, and the provisions of the Companies Act, 1965 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2012 and of their financial performance and cash flows of the Group and of the Company for the financial year then ended.

In the opinion of the Directors, the information set out in Note 42 on page 116 to the financial statements has been compiled in accordance with the Guidance on Special Matter No.1, *Determination of Realised and Unrealised Profits or Losses in the Context of Disclosures Pursuant to Bursa Malaysia Securities Berhad Listing Requirements,* issued by the Malaysian Institute of Accountants, and presented based on the format prescribed by Bursa Malaysia Securities Berhad.

On behalf of the Board,

……………………………………………	………………………………………………
Dato' Liaw Choon Liang	Dato' Hamzah bin Mohd Salleh
Director	Director

Petaling Jaya
16 April 2013

STATUTORY DECLARATION

I, Chua Tian Pang, being the officer primarily responsible for the financial management of Focus Point Holdings Berhad, do solemnly and sincerely declare that the financial statements set out on pages 45 to 116 are, to the best of my knowledge and belief, correct and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1960.

Subscribed and solemnly
declared by the abovenamed
at Petaling Jaya in Malaysia
this 16 April 2013

Chua Tian Pang

Before me:

Commissioner for Oaths
Petaling Jaya

INDEPENDENT AUDITORS' REPORT

to the members of Focus Point Holdings Berhad

Report on the Financial Statements

We have audited the financial statements of Focus Point Holdings Berhad, which comprise statements of financial position as at 31 December 2012 of the Group and of the Company, and statements of comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended, and a summary of significant accounting policies and other explanatory information, as set out on pages 45 to 115.

Directors' Responsibility for the Financial Statements

The Directors of the Company are responsible for the preparation of financial statements so as to give a true and fair view in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act, 1965 in Malaysia. The Directors are also responsible for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with approved standards on auditing in Malaysia. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgement, including the assessment of risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation of financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements give a true and fair view of the financial position of the Group and of the Company as of 31 December 2012 and of their financial performance and cash flows for the financial year then ended in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act, 1965 in Malaysia.

Report on Other Legal and Regulatory Requirements

In accordance with the requirements of the Companies Act, 1965 in Malaysia, we also report the following:

(a) In our opinion, the accounting and other records and the registers required by the Act to be kept by the Company and its subsidiaries of which we have acted as auditors have been properly kept in accordance with the provisions of the Act.

(b) We have considered the financial statements and the auditors' report of the subsidiary of which we have not acted as auditors, which are indicated in Note 8 to the financial statements.

(c) We are satisfied that the financial statements of the subsidiaries that have been consolidated with the Company's financial statements are in form and content appropriate and proper for the purposes of the preparation of the financial statements of the Group and we have received satisfactory information and explanations required by us for those purposes.

(d) The audit reports on the financial statements of the subsidiaries did not contain any qualification or any adverse comment made under Section 174(3) of the Act.

Other Reporting Responsibilities

The supplementary information set out in Note 42 to the financial statements is disclosed to meet the requirement of Bursa Malaysia Securities Berhad and is not part of the financial statements. The Directors are responsible for the preparation of the supplementary information in accordance with Guidance on Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants ('MIA Guidance') and the directive of Bursa Malaysia Securities Berhad. In our opinion, the supplementary information is prepared, in all material respects, in accordance with the MIA Guidance and the directive of Bursa Malaysia Securities Berhad.

Other Matters

As stated in Note 3 to the financial statements, Focus Point Holdings Berhad adopted Malaysian Financial Reporting Standards on 1 January 2012 with a transition date of 1 January 2011. These Standards were applied retrospectively by the Directors to the comparative information in these financial statements, including the statements of financial position as at 31 December 2011 and 1 January 2011, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the financial year then ended 31 December 2011 and related disclosures. We were not engaged to report on the restated comparative information, and it is unaudited. Our responsibilities as part of our audit of the financial statements of the Group and of the Company for the financial year ended 31 December 2012 have, in these circumstances, included obtaining sufficient appropriate audit evidence that the opening balances as at 1 January 2012 do not contain misstatements that materially affect the financial position as of 31 December 2012 and financial performance and cash flows for the year then ended.

This report is made solely to the members of the Company, as a body, in accordance with Section 174 of the Companies Act, 1965 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the content of this report.

BDO
AF : 0206
Chartered Accountants

Chan Wai Leng
2893/08/13 (J)
Chartered Accountant

Kuala Lumpur
16 April 2013

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

as at 31 December 2012

	Note	Group 31.12.2012 RM'000	31.12.2011 RM'000	1.1.2011 RM'000
ASSETS				
Non-current assets				
Property, plant and equipment	7	30,534	25,132	23,586
Investments in associates	9	435	472	379
Held-to-maturity investment		-	-	500
Goodwill on consolidation	10	-	-	410
Deferred tax assets	11	283	296	283
Trade and other receivables	12	611	1,328	1,665
		31,863	27,228	26,823
Current assets				
Inventories	13	32,152	34,064	25,400
Trade and other receivables	12	18,608	16,845	16,931
Current tax assets		172	345	162
Cash and cash equivalents	14	16,100	13,980	19,803
		67,032	65,234	62,296
TOTAL ASSETS		98,895	92,462	89,119
EQUITY AND LIABILITIES				
Equity attributable to owners of the parent				
Share capital	15	33,000	33,000	33,000
Reserves	16	20,475	17,740	14,027
		53,475	50,740	47,027
Non-controlling interests		55	(9)	102
TOTAL EQUITY		53,530	50,731	47,129

The accompanying notes form an integral part of the financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

as at 31 December 2012 (continued)

	Note	Group 31.12.2012 RM'000	31.12.2011 RM'000	1.1.2011 RM'000
LIABILITIES				
Non-current liabilities				
Deferred tax liabilities	11	1,203	1,275	1,208
Borrowings	17	4,381	2,733	4,883
Deferred income	23	978	837	998
		6,562	4,845	7,089
Current liabilities				
Trade and other payables	22	20,430	23,932	16,543
Deferred income	23	479	464	388
Borrowings	17	16,936	12,480	16,398
Current tax liabilities		958	10	1,572
		38,803	36,886	34,901
TOTAL LIABILITIES		45,365	41,731	41,990
TOTAL EQUITY AND LIABILITIES		98,895	92,462	89,119

The accompanying notes form an integral part of the financial statements.

STATEMENT OF FINANCIAL POSITION

as at 31 December 2012

	Note	31.12.2012 RM'000	Company 31.12.2011 RM'000	1.1.2011 RM'000
ASSETS				
Non-current assets				
Investments in subsidiaries	8	31,707	29,187	29,235
Current assets				
Trade and other receivables	12	9,480	7,831	1,268
Current tax assets		68	36	18
Cash and cash equivalents	14	209	3,585	9,668
		9,757	11,452	10,954
TOTAL ASSETS		41,464	40,639	40,189
EQUITY AND LIABILITIES				
Equity attributable to owners of the parent				
Share capital	15	33,000	33,000	33,000
Reserves	16	8,205	7,589	7,132
TOTAL EQUITY		41,205	40,589	40,132
Current liabilities				
Trade and other payables	22	259	50	57
TOTAL LIABILITIES		259	50	57
TOTAL EQUITY AND LIABILITIES		41,464	40,639	40,189

The accompanying notes form an integral part of the financial statements.

STATEMENTS OF COMPREHENSIVE INCOME

for the financial year ended 31 December 2012

		Group		Company	
		2012	**2011**	**2012**	**2011**
	Note	**RM'000**	**RM'000**	**RM'000**	**RM'000**
Revenue	26	130,578	120,226	4,425	4,192
Cost of sales	27	(54,829)	(49,712)	-	-
Gross profit		75,749	70,514	4,425	4,192
Other operating income		4,423	4,971	20	101
Selling and distribution costs		(27,073)	(26,592)	-	-
Administrative expenses		(42,697)	(38,764)	(541)	(490)
Finance costs	28	(1,081)	(1,049)	-	-
Share of profits in associates		156	128	-	-
Profit before tax	29	9,477	9,208	3,904	3,803
Taxation	30	(3,458)	(2,209)	12	(46)
Profit for the financial year		6,019	6,999	3,916	3,757
Other comprehensive income		-	-	-	-
Total comprehensive income		6,019	6,999	3,916	3,757
Profit/(Loss) attributable to:					
Owners of the parent		6,035	7,012	3,916	3,757
Non-controlling interests		(16)	(13)	-	-
		6,019	6,999	3,916	3,757
Total comprehensive income/(loss) attributable to:					
Owners of the parent		6,035	7,012	3,916	3,757
Non-controlling interests		(16)	(13)	-	-
		6,019	6,999	3,916	3,757

		Group	
		2012	**2011**
	Note	**sen**	**sen**
Earnings per ordinary share attributable to owners of the parent:			
- Basic	31	3.66	4.25
Dividend per ordinary share in respect of the financial year, tax exempt:			
- Interim (declared)	32	1.00	-
- Final (paid)	32	-	2.00
		1.00	2.00

The accompanying notes form an integral part of the financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the financial year ended 31 December 2012

Group	**Note**	**Share capital RM'000**	**Share premium RM'000**	**Retained earnings RM'000**	**Total attributable to owners of the parent RM'000**	**Non-controlling interests RM'000**	**Total equity RM'000**
Balance as at 1 January 2011		33,000	7,096	6,228	46,324	102	46,426
Effect of adoption of MFRS 1	41	-	-	703	703	-	703
Restated balance as at 1 January 2011		33,000	7,096	6,931	47,027	102	47,129
Profit/(Loss) for the financial year		-	-	7,012	7,012	(13)	6,999
Total comprehensive income		-	-	7,012	7,012	(13)	6,999
Transactions with owners							
Changes in equity interest in a subsidiary	33	-	-	1	1	(98)	(97)
Acquisition of a subsidiary		-	-	-	-	*	*
Dividends paid	32	-	-	(3,300)	(3,300)	-	(3,300)
Total transactions with owners		-	-	(3,299)	(3,299)	(98)	(3,397)
Balance as at 31 December 2011		33,000	7,096	10,644	50,740	(9)	50,731

* Represents RM4

Group	**Note**	**Share capital RM'000**	**Share premium RM'000**	**Retained earnings RM'000**	**Total attributable to owners of the parent RM'000**	**Non-controlling interests RM'000**	**Total equity RM'000**
Balance as at 1 January 2012		33,000	7,096	10,644	50,740	(9)	50,731
Profit for the financial year		-	-	6,035	6,035	(16)	6,019
Total comprehensive income		-	-	6,035	6,035	(16)	6,019
Transactions with owners							
Acquisition of a subsidiary	33	-	-	-	-	*	*
Ordinary shares contributed by non-controlling interest of a subsidiary		-	-	-	-	80	80
Dividends paid	32	-	-	(3,300)	(3,300)	-	(3,300)
Total transactions with owners		-	-	(3,300)	(3,300)	80	(3,220)
Balance as at 31 December 2012		33,000	7,096	13,379	53,475	55	53,530

* Represents RM1

The accompanying notes form an integral part of the financial statements.

STATEMENT OF CHANGES IN EQUITY

for the financial year ended 31 December 2012

Company	**Note**	**Share capital RM'000**	**Share premium RM'000**	**Retained earnings RM'000**	**Total equity RM'000**
Balance as at 1 January 2011		33,000	7,096	36	40,132
Effect of adoption of MFRS 1	41	-	-	-	-
Restated balance as at 1 January 2011		33,000	7,096	36	40,132
Profit for the financial year		-	-	3,757	3,757
Total comprehensive income		-	-	3,757	3,757
Transactions with owners					
Dividends paid	32	-	-	(3,300)	(3,300)
Total transactions with owners		-	-	(3,300)	(3,300)
Balance as at 31 December 2011		33,000	7,096	493	40,589

Company	**Note**	**Share capital RM'000**	**Share premium RM'000**	**Retained earnings RM'000**	**Total equity RM'000**
Balance as at 1 January 2012		33,000	7,096	493	40,589
Profit for the financial year		-	-	3,916	3,916
Total comprehensive income		-	-	3,916	3,916
Transactions with owners					
Dividends paid	32	-	-	(3,300)	(3,300)
Total transactions with owners		-	-	(3,300)	(3,300)
Balance as at 31 December 2012		33,000	7,096	1,109	41,205

The accompanying notes form an integral part of the financial statements.

STATEMENTS OF CASH FLOWS

for the financial year ended 31 December 2012

		Group		Company	
	Note	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES					
Profit before tax		9,477	9,208	3,904	3,803
Adjustments for:					
Bad debts written off		6	45	-	-
Depreciation of property, plant and equipment	7	4,151	3,986	-	-
Gross dividend income from subsidiaries		-	-	(4,425)	(4,192)
Gain on disposal of property, plant and equipment		(38)	(65)	-	-
Gain on disposal of held-to-maturity investment		-	(1)	-	-
Impairment losses on:					
- goodwill on consolidation	10	-	410	-	-
- investments in subsidiaries	8	-	-	-	48
- property, plant and equipment	7	98	406	-	-
- trade and other receivables	12	266	487	-	-
Interest expense					
- hire-purchase		208	158	-	-
- term loans		148	194	-	-
- bankers' acceptances		528	496	-	-
- bank overdrafts		8	1	-	-
- others		189	200	-	-
Interest income					
- fixed deposits		(230)	(271)	(4)	(91)
- others		(189)	(193)	(16)	(10)
Inventories written off	13	434	150	-	-
Loss on disposal of property, plant and equipment		163	28	-	-
Property, plant and equipment written off	7	768	309	-	-
Reversal of impairment loss on trade and other receivables	12	-	(140)	-	-
Reversal of inventories previously written down	13	-	(20)	-	-
Share of profits in associates		(156)	(128)	-	-
Operating profit/(loss) before working capital changes		15,831	15,260	(541)	(442)

The accompanying notes form an integral part of the financial statements.

STATEMENTS OF CASH FLOWS

for the financial year ended 31 December 2012 (continued)

	Note	Group 2012 RM'000	Group 2011 RM'000	Company 2012 RM'000	Company 2011 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES (continued)					
Operating profit/(loss) before working capital changes		15,831	15,260	(541)	(442)
Decrease/(Increase) in inventories		1,478	(8,794)	-	-
(Increase)/Decrease in trade and other receivables		(1,319)	(5)	2	13
(Decrease)/Increase in trade and other payables		(3,500)	7,389	9	(7)
Increase/(Decrease) in deferred income		156	(85)	-	-
Cash generated from/(used in) operations		12,646	13,765	(530)	(436)
Tax paid		(2,536)	(3,998)	(20)	(64)
Tax refunded		140	98	-	-
Net cash from/(used in) operating activities		10,250	9,865	(550)	(500)
CASH FLOWS FROM INVESTING ACTIVITIES					
Acquisitions of subsidiaries, net of cash and cash equivalents	33	-	-	(20)	-
Advances to a subsidiary		-	-	(3,051)	(6,574)
Dividends received from an associate		193	35	-	-
Dividends received from subsidiaries		-	-	4,425	4,192
Increase in share capital in a subsidiary	33	-	-	(900)	-
Acquisition of additional equity interest in a subsidiary	33	-	(97)	-	-
Interest received		230	300	20	99
Proceeds from disposal of property, plant and equipment		83	585	-	-
Proceeds from disposal of held-to-maturity investment		-	501	-	-
Purchase of property, plant and equipment	7(a)	(6,660)	(6,641)	-	-
Net cash (used in)/from investing activities		(6,154)	(5,317)	474	(2,283)
CASH FLOWS FROM FINANCING ACTIVITIES					
Net drawdown/(repayments) of bankers' acceptances		441	(1,222)	-	-
Dividends paid	32	(3,300)	(3,300)	(3,300)	(3,300)
Interest paid		(892)	(849)	-	-
Repayments of term loans		(362)	(2,422)	-	-
Ordinary share capital contributed by non-controlling interests of a subsidiary		80	-	-	-
Net repayments of hire-purchase liabilities		(1,529)	(1,235)	-	-
Placements of fixed deposits pledged to licensed banks		(1,723)	(1,210)	-	-
Net cash used in financing activities		(7,285)	(10,238)	(3,300)	(3,300)
Net decrease in cash and cash equivalents		(3,189)	(5,690)	(3,376)	(6,083)
Cash and cash equivalents at the beginning of the financial year		7,488	13,178	3,585	9,668
Cash and cash equivalents at the end of the financial year	14	4,299	7,488	209	3,585

The accompanying notes form an integral part of the financial statements.

1. CORPORATE INFORMATION

The Company is a public limited liability company, incorporated and domiciled in Malaysia, and is listed on the ACE Market of Bursa Malaysia Securities Berhad.

The registered office of the Company is located at Level 18, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur.

The principal place of business of the Company is located at Unit 1, 3 & 5, Jalan PJU 1/37, Dataran Prima, 47301 Petaling Jaya, Selangor Darul Ehsan.

The consolidated financial statements for the financial year ended 31 December 2012 comprise the Company and its subsidiaries and the Group's interest in associates. These financial statements are presented in Ringgit Malaysia ("RM"), which is also the Company's functional currency. All financial information presented in RM has been rounded to the nearest thousand, unless otherwise stated.

The financial statements were authorised for issue in accordance with a resolution by the Board of Directors on 16 April 2013.

2. PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of the subsidiaries and associates are set out in Note 8 and Note 9 to the financial statements. There have been no significant changes in the nature of these activities during the financial year except that the Group's activities now include operation of food and beverages business.

3. BASIS OF PREPARATION

The financial statements of the Group and of the Company set out on pages 45 to 115 have been prepared in accordance with Malaysian Financial Reporting Standards ('MFRSs'), International Financial Reporting Standards ('IFRSs') and the provisions of the Companies Act, 1965 in Malaysia.

These are the Group and the Company's first financial statements prepared in accordance with MFRSs, and MFRS 1 *First-time Adoption of Malaysian Financial Reporting Standards* has been applied. In the previous financial years, the financial statements of the Group and of the Company were prepared in accordance with Financial Reporting Standards ('FRSs') in Malaysia.

The Group and the Company have consistently applied the same accounting policies in its opening MFRSs statements of financial position as at 1 January 2011 and throughout all financial years presented, as if these policies had always been in effect. Comparative figures for the financial year ended 2011 in these financial statements have been restated to give effect to these changes, if any, and Note 41 to the financial statements discloses the impact of the transition to MFRSs on the Group and Company's reported financial position, financial performance and cash flows for the financial year then ended.

However, Note 42 to the financial statements set out on page 116 has been prepared in accordance with Guidance on Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants ('MIA Guidance') and the directive of Bursa Malaysia Securities Berhad.

4. SIGNIFICANT ACCOUNTING POLICIES

4.1 Basis of accounting

The financial statements of the Group and of the Company have been prepared under the historical cost convention except as otherwise stated in the financial statements.

The preparation of financial statements in conformity with MFRSs requires the Directors to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses and disclosure of contingent assets and contingent liabilities. In addition, the Directors are also required to exercise their judgement in the process of applying the accounting policies. The areas involving such judgements, estimates and assumptions are disclosed in Note 6 to the financial statements. Although these estimates and assumptions are based on the Directors' best knowledge of events and actions, actual results could differ from those estimates.

4.2 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and all its subsidiaries. Subsidiaries are entities (including special purposes entities) over which the Company has the power to govern the financial and operating policies, generally accompanied by a shareholding giving rise to the majority of the voting rights, so as to obtain benefits from their activities.

Subsidiaries are consolidated from the date on which control is transferred to the Group up to the effective date on which control ceases, as appropriate.

Intragroup balances, transactions, income and expenses are eliminated on consolidation. Unrealised gains arising from transactions are also eliminated. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no impairment.

The financial statements of the subsidiaries are prepared for the same reporting period as that of the Company, using consistent accounting policies. Where necessary, accounting policies of subsidiaries are changed to ensure consistency with the policies adopted by the other entities in the Group.

Non-controlling interests represents the equity in subsidiaries that are not attributable, directly or indirectly, to owners of the Company, and is presented separately in the consolidated statement of comprehensive income and within equity in the consolidated statement of financial position, separately from equity attributable to owners of the Company. Profit or loss and each component of other comprehensive income are attributed to the owners of the parent and to the non-controlling interests. Total comprehensive income is attributed to non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Components of non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured at either fair value or at the present ownership instruments' proportionate share in the recognised amounts of the acquiree's identifiable net assets. All other components of non-controlling interests shall be measured at their acquisition-date fair values, unless another measurement basis is required by MFRSs. The choice of measurement basis is made on a combination-by-combination basis. Subsequent to initial recognition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity.

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. In such circumstances, the carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of consideration paid or received is recognised directly in equity and attributed to owners of the parent.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between:

(i) the aggregate of the fair value of the consideration received and the fair value of any retained interest; and

(ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

4.2 Basis of consolidation (continued)

Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for (i.e. reclassified to profit or loss or transferred directly to retained earnings) in the same manner as would be required if the relevant assets or liabilities were disposed of. The fair value of any investments retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under MFRS 139 *Financial Instruments: Recognition and Measurement* or, where applicable, the cost on initial recognition of an investment in associate or jointly controlled entity.

4.3 Business combinations

Business combinations from 1 January 2011 onwards

Business combinations are accounted for by applying the acquisition method of accounting.

Identifiable assets acquired, liabilities and contingent liabilities assumed in a business combination are measured at their fair value at the acquisition date, except that:

(a) deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with MFRS 112 *Income Taxes* and MFRS 119 *Employee Benefits respectively*;

(b) liabilities or equity instruments related to share-based payment transactions of the acquiree or the replacement by the Group of an acquiree's share-based payment transactions are measured in accordance with MFRS 2 *Share-based Payment* at the acquisition date; and

(c) assets (or disposal groups) that are classified as held for sale in accordance with MFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that Standard.

Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received.

Any contingent consideration payable is recognised at fair value at the acquisition date. Measurement period adjustments to contingent consideration are dealt with as follows:

(a) If the contingent consideration is classified as equity, it is not remeasured and settlement is accounted for within equity.

(b) Subsequent changes to contingent consideration classified as an asset or liability that is a financial instrument within the scope of MFRS 139 are recognised either in profit or loss or in other comprehensive income in accordance with MFRS 139. All other subsequent changes are recognised in profit or loss.

In a business combination achieved in stages, previously held equity interests in the acquiree are re-measured to fair value at the acquisition date and any corresponding gain or loss is recognised in profit or loss.

The Group elects for each individual business combination, whether non-controlling interest in the acquiree (if any) is recognised on the acquisition date at fair value, or at the non-controlling interest's proportionate share of the acquiree net identifiable assets.

Any excess of the sum of the fair value of the consideration transferred in the business combination, the amount of non-controlling interest in the acquiree (if any), and the fair value of the Group's previously held equity interest in the acquiree (if any), over the net fair value of the acquiree's identifiable assets and liabilities is recorded as goodwill in the statement of financial position. The accounting policy for goodwill is set out in Note 4.7 to the financial statements. In instances where the latter amount exceeds the former, the excess is recognised as a gain on bargain purchase in profit or loss on the acquisition date.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

4.3 Business combinations (continued)

Business combinations before 1 January 2011

As part of its transition to MFRSs, the Group elected not to restate those business combinations that occurred before the date of transition to MFRSs, i.e. 1 January 2011. Goodwill represents the amount recognised under the previous FRS Framework in respect of acquisitions prior to 1 January 2011.

4.4 Property, plant and equipment and depreciation

All items of property, plant and equipment are initially measured at cost. Cost includes expenditure that is directly attributable to the acquisition of the asset.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when the cost is incurred and it is probable that future economic benefits associated with the subsequent costs will flow to the Group and the cost of the asset can be measured reliably. The carrying amount of parts that are replaced is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred. Cost also comprises the initial estimate of dismantling and removing the asset and restoring the site on which it is located for which the Group is obligated to incur when the asset is acquired, if applicable.

Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the asset and which has a different useful life, is depreciated separately.

After initial recognition, property, plant and equipment are stated at cost less any accumulated depreciation and any accumulated impairment losses.

Depreciation is calculated to write off the cost of the assets to their residual values on a straight line basis over their estimated useful lives. The principal annual depreciation rates are as follows:

Alarm and security system	20%
Computers	33$^1/_3$%
Buildings	2%
Furniture and fittings	10%
Hearing equipment	10%
Lab tools and equipment	10%
Motor vehicles	10% - 20%
Office equipment	20%
Optical equipment	10%
Renovation and electrical installations	10%
Signboards	20%
Restaurant equipment	10%
Bakery equipment	10%

Freehold land has an unlimited useful life and is not depreciated. Construction work-in-progress represents renovation-in-progress and is stated at cost. Construction work-in-progress is not depreciated until such time when the asset is available for use.

At the end of each reporting period, the carrying amount of an item of property, plant and equipment is assessed for impairment when events or changes in circumstances indicate that its carrying amount may not be recoverable. A write down is made if the carrying amount exceeds the recoverable amount (see Note 4.8 to the financial statements on impairment of non-financial assets).

The residual values, useful lives and depreciation method are reviewed at the end of each reporting period to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment. If expectations differ from previous estimates, the changes are accounted for as a change in an accounting estimate.

The carrying amount of an item of property, plant and equipment is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The difference between the net disposal proceeds, if any, and the carrying amount is included in profit or loss.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

4.5 Leases and hire-purchase

(a) Finance leases and hire-purchase

Assets acquired under finance leases and hire-purchase which transfer substantially all the risks and rewards of ownership of the Group are recognised initially at amounts equal to the fair value of the leased assets or, if lower, the present value of the minimum lease payments, each determined at the inception of the lease. The discount rate used in calculating the present value of the minimum lease payments is the interest rate implicit in the leases, if this is practicable to determine; if not, the Group's incremental borrowing rate is used. Any initial direct costs incurred by the Group are added to the amount recognised as an asset. The assets are capitalised as property, plant and equipment and the corresponding obligations are treated as liabilities. The property, plant and equipment capitalised are depreciated on the same basis as owned assets.

The minimum lease payments are apportioned between finance charges and the reduction of the outstanding liability. The finance charges are recognised in profit or loss over the period of the lease term so as to produce a constant periodic rate of interest on the remaining lease and hire-purchase liabilities.

(b) Operating leases

A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership.

Lease payments under operating leases are recognised as an expense on a straight-line basis over the lease term.

4.6 Investments

(a) Subsidiaries

A subsidiary is an entity in which the Group and the Company have the power to control the financial and operating policies so as to obtain benefits from its activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group has such power over another entity.

An investment in subsidiary, which is eliminated on consolidation, is stated in the Company's separate financial statements at cost less accumulated impairment losses, if any. Investments accounted for at cost shall be accounted for in accordance with MFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* when they are classified as held for sale (or included in a disposal group that is classified as held for sale) in accordance with MFRS 5.

When control of a subsidiary is lost as a result of a transaction, event or other circumstance, the Group would derecognise all assets, liabilities and non-controlling interests at their carrying amount and recognise the fair value of the consideration received. Any retained interest in the former subsidiary is recognised at its fair value at the date control is lost. The resulting difference is recognised as a gain or loss in profit or loss.

(b) Associates

An associate is an entity over which the Group and the Company have significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is neither control nor joint control over those policies.

In the Company's separate financial statements, an investment in associate is stated at cost less accumulated impairment losses, if any.

An investment in associate is accounted for in the consolidated financial statements using the equity method of accounting. The investment in associate in the consolidated statement of financial position is initially recognised at cost and adjusted thereafter for the post acquisition change in the Group's share of net assets of the investment.

The interest in the associate is the carrying amount of the investment in the associate under the equity method together with any long term interest that, in substance, form part of the Group's net interest in the associate.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

4.6 Investments (continued)

(b) Associates (continued)

The Group's share of the profit or loss of the associate during the financial period is included in the consolidated financial statements, after adjustments to align the accounting policies with those of the Group, from the date that significant influence commences until the date that significant influence ceases. Distributions received from the associate reduce the carrying amount of the investment. Adjustments to the carrying amount may also be necessary for changes in the Group's proportionate interest in the associate arising from changes in the associate's equity that have not been recognised in the associate's profit or loss. Such changes include those arising from the revaluation of property, plant and equipment and from foreign exchange translation differences. The Group's share of those changes is recognised directly in equity of the Group.

Unrealised gains on transactions between the Group and the associate are eliminated to the extent of the Group's interest in the associate. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no impairment.

When the Group's share of losses in the associate equals to or exceeds its interest in the associate, the carrying amount of that interest is reduced to nil and the Group does not recognise further losses unless it has incurred legal or constructive obligations or made payments on its behalf.

The most recent available financial statements of the associate are used by the Group in applying the equity method. When the end of reporting periods of the financial statements are not coterminous, the share of results is arrived at using the latest audited financial statements for which the difference in end of the reporting periods is no more than three (3) months. Adjustments are made for the effects of any significant transactions or events that occur between the intervening periods.

Upon disposal of an investment in associate, the difference between the net disposal proceeds and its carrying amount is included in profit or loss.

4.7 Goodwill

Goodwill recognised in a business combination is an asset at the acquisition date and is initially measured at cost being the excess of the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the acquirer's previously held equity interest (if any) in the entity over net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the Group's interest in the fair value of the acquiree's identifiable net assets exceeds the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the acquirer's previously held equity interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

After initial recognition, goodwill is measured at cost less accumulated impairment losses, if any. Goodwill is not amortised but instead tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying amount may be impaired. Objective events that would trigger a more frequent impairment review include adverse industry or economic trends, significant restructuring actions, significantly lowered projections of profitability, or a sustained decline in the acquiree's market capitalisation. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill arising on acquisition of an associate is the excess of the cost of investment over the Group's share of the net fair value of net assets of the associates' identifiable assets and liabilities at the date of acquisition.

Goodwill relating to the associate is included in the carrying amount of the investment and is not amortised. The excess of the Group's share of the net fair value of the associate's identifiable assets and liabilities over the cost of investment is included as income in the determination of the Group's share of the associate's profit or loss in the period in which the investment is acquired.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

4.8 Impairment of non-financial assets

The carrying amounts of assets, except for financial assets (excluding investments in subsidiaries and associates), inventories and deferred tax assets, are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated.

Goodwill that has an indefinite useful life is tested annually for impairment or more frequently if events or changes in circumstances indicate that the goodwill might be impaired.

The recoverable amount of an asset is estimated for an individual asset. Where it is not possible to estimate the recoverable amount of the individual asset, the impairment test is carried out on the cash generating unit ('CGU') to which the asset belongs. Goodwill acquired in a business combination is from the acquisition date, allocated to each of the Group's CGU or groups of CGU that are expected to benefit from the synergies of the combination giving rise to the goodwill irrespective of whether other assets or liabilities of the acquiree are assigned to those units or groups of units.

Goodwill acquired in a business combination shall be tested for impairment as part of the impairment testing of CGU to which it relates. The CGU to which goodwill is allocated shall represent the lowest level within the Group at which the goodwill is monitored for internal management purposes and not larger than an operating segment determined in accordance with MFRS 8 *Operating Segments*.

The recoverable amount of an asset or CGU is the higher of its fair value less cost to sell and its value in use.

In estimating value in use, the estimated future cash inflows and outflows to be derived from continuing use of the asset and from its ultimate disposal are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the future cash flow estimates have not been adjusted. An impairment loss is recognised in profit or loss when the carrying amount of the asset or the CGU, including the goodwill, exceeds the recoverable amount of the asset or the CGU. The total impairment loss is allocated, first, to reduce the carrying amount of any goodwill allocated to the CGU and then to the other assets of the CGU on a pro-rata basis of the carrying amount of each asset in the CGU. The impairment loss is recognised in profit or loss immediately.

An impairment loss on goodwill is not reversed in subsequent periods. An impairment loss on other assets is reversed if, and only if, there has been a change in the estimates used to determine the assets' recoverable amount since the last impairment loss was recognised.

An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised. Such reversals are recognised as income immediately in profit or loss.

4.9 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the following method:

Cost of optical and related products and hearing aids and related accessories are determined using the weighted average cost method while cost of food and beverages and operation consumables are determined on a first-in, first-out method.

The cost of inventories comprises all costs of purchase plus the cost of bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

4.10 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one enterprise and a financial liability or equity instrument of another enterprise.

A financial asset is any asset that is cash, an equity instrument of another enterprise, a contractual right to receive cash or another financial asset from another enterprise, or a contractual right to exchange financial assets or financial liabilities with another enterprise under conditions that are potentially favourable to the Group.

A financial liability is any liability that is a contractual obligation to deliver cash or another financial asset to another enterprise, or a contractual obligation to exchange financial assets or financial liabilities with another enterprise under conditions that are potentially unfavourable to the Group.

Financial instruments are recognised on the statements of financial position when the Group has become a party to the contractual provisions of the instrument. At initial recognition, a financial instrument is recognised at fair value plus, in the case of a financial instrument not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issuance of the financial instrument.

An embedded derivative is separated from the host contract and accounted for as a derivative if, and only if the economic characteristics and risks of the embedded derivative is not closely related to the economic characteristics and risks of the host contract, a separate instrument with the same terms as the embedded derivative meets the definition of a derivative, and the hybrid instrument is not measured at fair value through profit or loss.

4.10.1 Financial assets

A financial asset is classified into the following four (4) categories after initial recognition for the purpose of subsequent measurement:

(a) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss comprise financial assets that are held for trading (i.e. financial assets acquired principally for the purpose of resale in the near term), derivatives (both, freestanding and embedded) and financial assets that were specifically designated into this classification upon initial recognition.

Subsequent to initial recognition, financial assets classified as at fair value through profit or loss are measured at fair value. Any gains or losses arising from changes in the fair value of financial assets classified as at fair value through profit or loss are recognised in profit or loss. Net gains or losses on financial assets classified as at fair value through profit or loss exclude foreign exchange gains and losses, interest and dividend income. Such income is recognised separately in profit or loss as components of other income or other operating losses.

However, derivatives that are linked to and must be settled by delivery of unquoted equity instruments that do not have a quoted market price in an active market are recognised at cost.

(b) Held-to-maturity investment

Financial assets classified as held-to-maturity comprise non-derivative financial assets with fixed or determinable payments and fixed maturity that the Group has the positive intention and ability to hold to maturity.

Subsequent to initial recognition, financial assets classified as held-to-maturity are measured at amortised cost using the effective interest method. Gains or losses on financial assets classified as held-to-maturity are recognised in profit or loss when the financial assets are derecognised or impaired, and through the amortisation process.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

4.10 Financial instruments (continued)

4.10.1 Financial assets (continued)

(c) Loans and receivables

Financial assets classified as loans and receivables comprise non-derivative financial assets with fixed or determinable payments that are not quoted in an active market.

Subsequent to initial recognition, financial assets classified as loans and receivables are measured at amortised cost using the effective interest method. Gains or losses on financial assets classified as loans and receivables are recognised in profit or loss when the financial assets are derecognised or impaired, and through the amortisation process.

(d) Available-for-sale financial assets

Financial assets classified as available-for-sale comprise non-derivative financial assets that are designated as available for sale or are not classified as loans and receivables, held-to-maturity investments or financial assets at fair value through profit or loss.

Subsequent to initial recognition, financial assets classified as available-for-sale are measured at fair value. Any gains or losses arising from changes in the fair value of financial assets classified as available-for-sale are recognised directly in other comprehensive income, except for impairment losses and foreign exchange gains and losses, until the financial asset is derecognised, at which time the cumulative gains or losses previously recognised in other comprehensive income are recognised in profit or loss. However, interest calculated using the effective interest method is recognised in profit or loss whilst dividends on available-for-sale equity instruments are recognised in profit or loss when the Group's right to receive payment is established.

Cash and cash equivalents include cash and bank balances, bank overdrafts, fixed deposits pledged to financial institutions, deposits and other short term, highly liquid investments with original maturities of three (3) months or less, which are readily convertible to cash and are subject to insignificant risk of changes in value. For the purpose of cash flow statements, cash and cash equivalents are presented net of bank overdrafts and fixed deposits pledged to financial institutions.

A financial asset is derecognised when the contractual right to receive cash flows from the financial asset has expired. On derecognition of a financial asset in its entirety, the difference between the carrying amount and the sum of consideration received (including any new asset obtained less any new liability assumed) and any cumulative gain or loss that had been recognised directly in other comprehensive income shall be recognised in profit or loss.

A regular way purchase or sale is a purchase or sale of a financial asset under a contract whose terms require delivery of the asset within the time frame established generally by regulation or marketplace convention. A regular way purchase or sale of financial assets shall be recognised and derecognised, as applicable, using trade date accounting.

4.10.2 Financial liabilities

Financial instruments are classified as liabilities or equity in accordance with the substance of the contractual arrangement. A financial liability is classified into the following two (2) categories after initial recognition for the purpose of subsequent measurement:

(a) Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss comprise financial liabilities that are held for trading, derivatives (both, freestanding and embedded) and financial liabilities that were specifically designated into this classification upon initial recognition.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

4.10 Financial instruments (continued)

4.10.2 Financial liabilities (continued)

(a) Financial liabilities at fair value through profit or loss (continued)

Subsequent to initial recognition, financial liabilities classified as at fair value through profit or loss are measured at fair value. Any gains or losses arising from changes in the fair value of financial liabilities classified as at fair value through profit or loss are recognised in profit or loss. Net gains or losses on financial liabilities classified as at fair value through profit or loss exclude foreign exchange gains and losses, interest and dividend income. Such income is recognised separately in profit or loss as components of other income or other operating losses.

(b) Other financial liabilities

Financial liabilities classified as other financial liabilities comprise non-derivative financial liabilities that are neither held for trading nor initially designated as at fair value through profit or loss.

Subsequent to initial recognition, other financial liabilities are measured at amortised cost using the effective interest method. Gains or losses on other financial liabilities are recognised in profit or loss when the financial liabilities are derecognised and through the amortisation process.

A financial liability is derecognised when, and only when, it is extinguished, i.e. when the obligation specified in the contract is discharged or cancelled or expires. An exchange between an existing borrower and lender of debt instruments with substantially different terms are accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability.

Any difference between the carrying amount of a financial liability extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument.

The Group designates corporate guarantees given to banks for credit facilities granted to subsidiaries as insurance contracts as defined in MFRS 4 *Insurance Contracts.* The Group recognises these insurance contracts as recognised insurance liabilities when there is a present obligation, legal or constructive, as a result of a past event, when it is probable that an outflow of resources embodying economic benefits would be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

At the end of every reporting period, the Group assess whether its recognised insurance liabilities are adequate, using current estimates of future cash flows under its insurance contracts. If this assessment shows that the carrying amount of the insurance liabilities is inadequate, the entire deficiency shall be recognised in profit or loss.

Recognised insurance liabilities are only removed from the statement of financial position when, and only when, it is extinguished via a discharge, cancellation or expiration.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

4.10 Financial instruments (continued)

4.10.3 Equity

An equity instrument is any contract that evidences a residual interest in the assets of the Group and the Company after deducting all of its liabilities. Ordinary shares are classified as equity instruments.

Ordinary shares are recorded at the nominal value and proceeds in excess of the nominal value of shares issued, if any, are accounted for as share premium. Both ordinary share capital and share premium are classified as equity. Transaction costs of an equity transaction are accounted for as a deduction from equity, net of any related income tax benefit. Otherwise, they are charged to profit or loss.

Interim dividends to shareholders are recognised in equity in the period in which they are declared. Final dividends are recognised upon the approval of shareholders in a general meeting.

The Group measures a liability to distribute non-cash assets as a dividend to the owners of the Company at fair value of the assets to be distributed. The carrying amount of the dividend is remeasured at the end of each reporting period and at the settlement date, with any changes recognised directly in equity as adjustments to the amount of the distribution. On settlement of the transaction, the Group recognises the difference, if any, between the carrying amount of the assets distributed and the carrying amount of the liability in profit or loss.

When the Group repurchases its own shares, the shares repurchased would be accounted for using the treasury stock method.

Where the treasury stock method is applied, the shares repurchased and held as treasury shares shall be measured and carried at the cost of repurchase on initial recognition and subsequently. It shall not be revalued for subsequent changes in the fair value or market price of the shares.

The carrying amount of the treasury shares shall be offset against equity in the statement of financial position. To the extent that the carrying amount of the treasury shares exceeds the share premium account, it shall be considered as a reduction of any other reserves as may be permitted by the ACE Market Listing Requirements.

No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the own equity instruments of the Company. If such shares are issued by resale, any difference between the sales consideration and the carrying amount is shown as a movement in equity.

4.11 Impairment of financial assets

The Group assesses whether there is any objective evidence that a financial asset is impaired at the end of each reporting period.

(a) Held-to-maturity investment and loans and receivables

The Group collectively considers factors such as the probability of bankruptcy or significant financial difficulties of the receivable or investee, and default or significant delay in payments to determine whether there is objective evidence that an impairment loss on held-to-maturity investment and loans and receivables has occurred. Other objective evidence of impairment include historical collection rates determined on an individual basis and observable changes in national or local economic conditions that are directly correlated with the historical default rates of receivables.

If any such objective evidence exists, the amount of impairment loss is measured as the difference between the financial asset's carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate. The impairment loss is recognised in profit or loss.

The carrying amount of held-to-maturity investment is directly reduced by the impairment loss whilst the carrying amount of loans and receivables are reduced through the use of an allowance account.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

4.11 Impairment of financial assets (continued)

(a) Held-to-maturity investment and loans and receivables (continued)

If in a subsequent period, the amount of the impairment loss decreases and it objectively relates to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed to the extent that the carrying amount of the asset does not exceed its amortised cost at the reversal date. The amount of impairment reversed is recognised in profit or loss.

(b) Available-for-sale financial assets

The Group collectively considers factors such as significant or prolonged decline in fair value below cost, significant financial difficulties of the issuer or obligor, and the disappearance of an active trading market as objective evidence that available-for-sale financial assets are impaired.

If any such objective evidence exists, an amount comprising the difference between the financial asset's cost (net of any principal payment and amortisation) and current fair value, less any impairment loss previously recognised in profit or loss, is transferred from equity to profit to loss.

Impairment losses in respect of unquoted equity instrument that is carried at cost is recognised in profit or loss and is measured as the difference between the financial asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset.

Impairment losses on available-for-sale equity investments are not reversed in profit or loss in subsequent periods. Instead, any increase in the fair value subsequent to the impairment loss is recognised in other comprehensive income.

Impairment losses on available-for-sale debt investments are subsequently reversed to profit or loss if the increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss in profit or loss.

4.12 Borrowing costs

Borrowing costs that are directly attributable to the acquisition or production of a qualified asset is capitalised as part of the cost of the asset until when substantially all the activities necessary to prepare the asset for its intended use or sale are complete, after which such expense is charged to profit or loss. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale. Capitalisation of borrowing cost is suspended during extended periods in which active development is interrupted.

The amount of borrowing costs eligible for capitalisation is the actual borrowing costs incurred on the borrowing during the period less any investment income on the temporary investment of the borrowing.

All other borrowing costs are recognised to profit or loss in the period in which they are incurred.

4.13 Income taxes

Income taxes include all taxes on taxable profit. Income taxes also include other taxes such as withholding taxes and real property gains taxes payable on the disposal of properties.

Taxes in the statements of comprehensive income comprise current tax and deferred tax.

4.13.1 Current tax

Current tax expenses are determined according to the tax laws of the jurisdiction in which the Group operates and include all taxes based upon the taxable profits and real property gains taxes payable on disposal of properties.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

4.13 Income taxes (continued)

4.13.2 Deferred tax

Deferred tax is recognised in full using the liability method on temporary differences arising between the carrying amount of an asset or liability in the statement of financial position and its tax base.

Deferred tax is recognised for all temporary differences, unless the deferred tax arises from goodwill or the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of transaction, affects neither accounting profit nor taxable profit.

A deferred tax asset is recognised only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised. The carrying amount of deferred tax asset is reviewed at the end of each reporting period. If it is no longer probable that sufficient taxable profits will be available to allow the benefit of part or all of that deferred tax asset to be utilised, the carrying amount of the deferred tax asset will be reduced accordingly. When it becomes probable that sufficient taxable profit will be available, such reductions will be reversed to the extent of the taxable profit.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred income taxes relate to the same taxation authority on either:

(i) the same taxable entity; or

(ii) different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Deferred tax would be recognised as income or expense and included in profit or loss for the period unless the tax relates to items that are credited or charged, in the same or a different accounting period, directly to equity, in which case the deferred tax will be charged or credited directly to equity.

Deferred tax assets and liabilities should be measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates and tax laws by the Government in the annual budget which have the substantial effect of actual enactment by the end of the reporting period.

4.14 Provisions

Provisions are recognised when there is a present obligation, legal or constructive, as a result of a past event, and when it is probable that an outflow of resources embodying economic benefits would be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Group expects a provision to be reimbursed (for example, under an insurance contract), the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain.

If the effect of the time value of money is material, the amount of a provision would be discounted to its present value at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources embodying economic benefits would be required to settle the obligation, the provision would be reversed.

Provisions are not recognised for future operating losses. If the Group has a contract that is onerous, the present obligation under the contract shall be recognised and measured as a provision.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

4.15 Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events whose existence would be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Group does not recognise a contingent liability but discloses its existence in the financial statements.

A contingent asset is a possible asset that arises from past events whose existence would be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group. The Group does not recognise a contingent asset but discloses its existence where the inflows of economic benefits are probable, but not virtually certain.

In the acquisition of subsidiaries by the Group under business combinations, contingent liabilities assumed are measured initially at their fair value at the acquisition date.

4.16 Employee benefits

4.16.1 Short term employee benefits

Wages, salaries, social security contributions, paid annual leave, paid sick leave, bonuses and non-monetary benefits are measured on an undiscounted basis and are expensed when employees have rendered their services to the Group.

Short term accumulating compensated absences such as paid annual leave are recognised as an expense when employees render services that increase their entitlement to future compensated absences. Short term non-accumulating compensated absences such as sick leave are recognised when the absences occur and they lapse if the current period’s entitlement is not used in full and do not entitle employees to a cash payment for unused entitlement on leaving the Group.

Bonuses are recognised as an expense when there is a present, legal or constructive obligation to make such payments, as a result of past events and when a reliable estimate can be made of the amount of the obligation.

4.16.2 Defined contribution plans

The Company and its subsidiaries incorporated in Malaysia make contributions to a statutory provident fund. The contributions are recognised as a liability after deducting any contributions already paid and as an expense in the period in which the employees render their services.

4.17 Foreign currencies

4.17.1 Functional and presentation currency

Items included in the financial statements of each of the Group’s entities are measured using the currency of the primary economic environment in which the entity operates (‘the functional currency’). The consolidated financial statements are presented in Ringgit Malaysia, which is the Company’s functional and presentation currency.

4.17.2 Foreign currency translations and balances

Transactions in foreign currencies are converted into the functional currency at rates of exchange ruling at the transaction dates. Monetary assets and liabilities in foreign currencies at the end of the reporting period are translated into the functional currency of each company in the Group at rates of exchange ruling at that date. All exchange differences arising from the settlement of foreign currency transactions and from the translation of foreign currency monetary assets and liabilities are included in profit or loss in the period in which they arise. Non-monetary items initially denominated in foreign currencies, which are carried at historical cost, are translated using the historical rate as of the date of acquisition and non-monetary items which are carried at fair value are translated using the exchange rate that existed when the values were determined for presentation currency purposes.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

4.18 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable, net of discounts and rebates.

Revenue is recognised to the extent that it is probable that the economic benefits associated with the transaction would flow to the Group, and the amount of revenue and the cost incurred or to be incurred in respect of the transaction can be reliably measured and specific recognition criteria have been met for each of the Group's activities as follows:

(a) Sale of goods

Revenue from sale of goods represents the invoiced value arising from the sale of optical related products, hearing aid solutions and related accessories and food and beverages.

Revenue from sale of goods is recognised when the significant risks and rewards of ownership of the goods have been transferred to the customers and where the Group retains no continuing managerial involvement over the goods, which coincides with delivery of goods and services and acceptance by customers.

(b) Services

Revenue from services represents the invoiced value arising from laser eye surgery treatment and is recognised upon performance of services.

(c) Franchise fee income

Franchise fee income is recognised on an accrual basis over the period of the respective franchise agreements, unless collectibility is in doubt with the unrecognised portion being recorded as deferred income in the statement of financial position.

(d) Licensing fee income

Licensing fee income is recognised on an accrual basis unless collectibility is in doubt.

(e) Royalty fee income

Royalty fee income is recognised on an accrual basis unless collectibility is in doubt.

(f) Interest income

Interest income is recognised as it accrues, using the effective interest method.

(g) Rental income

Rental income is recognised on a straight line basis over the lease term of an ongoing lease.

(h) Dividend income

Dividend income is recognised when the shareholder's right to receive payment is established.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

4.19 Operating segments

Operating segments are defined as components of the Group that:

(a) engages in business activities from which it may earn revenue and incur expenses (including revenue and expenses relating to transactions with other components of the Group);

(b) whose operating results are regularly reviewed by the Group's chief operating decision maker (ie. the Group Chief Executive Officer) in making decisions about resources to be allocated to the segment and assessing its performance; and

(c) for which discrete financial information is available.

An operating segment may engage in business activities for which it has yet to earn revenue.

The Group reports separately information about each operating segment that meets any of the following quantitative thresholds:

(a) Its reported revenue, including both sales to external customers and intersegment sales or transfers, is ten (10) per cent or more of the combined revenue, internal and external, of all operating segments.

(b) The absolute amount of its reported profit or loss is ten (10) per cent or more of the greater, in absolute amount of:

  (i) the combined reported profit of all operating segments that did not report a loss; and

  (ii) the combined reported loss of all operating segments that reported a loss.

(c) Its assets are ten (10) per cent or more of the combined assets of all operating segments.

Operating segments that do not meet any of the quantitative thresholds may be considered reportable, and separately disclosed, if the management believes that information about the segment would be useful to users of the financial statements.

Total external revenue reported by operating segments shall constitute at least seventy five (75) percent of the Group's revenue. Operating segments identified as reportable segments in the current financial year in accordance with the quantitative thresholds, if any, would result in a restatement of prior period segment date for comparative purposes.

4.20 Earnings per share

Basic

Basic earnings per ordinary share for the financial year is calculated by dividing the profit for the financial year attributable to equity holders of the parent by the weighted average number of ordinary shares outstanding during the financial year.

Diluted

Diluted earnings per ordinary share for the financial year is calculated by dividing the profit for the financial year attributable to equity holders of the parent by the weighted average number of ordinary shares outstanding during the financial year adjusted for the effects of dilutive potential ordinary shares.

4.21 Deferred income

Deferred income represents franchise fees and is recognised as revenue on a time apportionment basis over the remaining period of the respective franchise agreements in line with the services to be rendered. The portion expected to be realised not more than twelve (12) months after the end of the reporting period is classified as current. All other portions shall be classified as non-current.

5. ADOPTION OF NEW MFRSs AND AMENDMENT TO MFRSs

5.1 New MFRSs adopted during the current financial year

The Group and the Company adopted the following Standards of the MFRS Framework that were issued by the Malaysian Accounting Standards Board ('MASB') during the financial year.

Title	**Effective Date**
MFRS 1 *First-time Adoption of Malaysian Financial Reporting Standards*	1 January 2012
MFRS 2 *Share-based Payment*	1 January 2012
MFRS 3 *Business Combinations*	1 January 2012
MFRS 4 *Insurance Contracts*	1 January 2012
MFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*	1 January 2012
MFRS 6 *Exploration for and Evaluation of Mineral Resources*	1 January 2012
MFRS 7 *Financial Instruments: Disclosures*	1 January 2012
MFRS 8 *Operating Segments*	1 January 2012
MFRS 101 *Presentation of Financial Statements*	1 January 2012
MFRS 102 *Inventories*	1 January 2012
MFRS 107 *Statement of Cash Flows*	1 January 2012
MFRS 108 *Accounting Policies, Changes in Accounting Estimates and Errors*	1 January 2012
MFRS 110 *Events After the Reporting Period*	1 January 2012
MFRS 111 *Construction Contacts*	1 January 2012
MFRS 112 *Income Taxes*	1 January 2012
MFRS 116 *Property, Plant and Equipment*	1 January 2012
MFRS 117 *Leases*	1 January 2012
MFRS 118 *Revenue*	1 January 2012
MFRS 119 *Employee Benefits*	1 January 2012
MFRS 120 *Accounting for Government Grants and Disclosure of Government Assistance*	1 January 2012
MFRS 121 *The Effects of Changes in Foreign Exchange Rates*	1 January 2012
MFRS 123 *Borrowing Costs*	1 January 2012
MFRS 124 *Related Party Disclosures*	1 January 2012
MFRS 126 *Accounting and Reporting by Retirement Benefit Plans*	1 January 2012
MFRS 127 *Consolidated and Separate Financial Statements*	1 January 2012
MFRS 128 *Investments in Associates*	1 January 2012
MFRS 129 *Financial Reporting in Hyperinflationary Economies*	1 January 2012
MFRS 131 *Interests in Joint Ventures*	1 January 2012
MFRS 132 *Financial Instruments: Presentation*	1 January 2012
MFRS 133 *Earnings Per Share*	1 January 2012
MFRS 134 In*terim Financial Reporting*	1 January 2012
MFRS 136 *Impairment of Assets*	1 January 2012
MFRS 137 *Provisions, Contingent Liabilities and Contingent Assets*	1 January 2012
MFRS 138 Intangible Assets	1 January 2012
MFRS 139 *Financial Instruments: Recognition and Measurement*	1 January 2012
MFRS 140 *Investment Property*	1 January 2012
MFRS 141 *Agriculture*	1 January 2012
Improvements to MFRSs (2008)	1 January 2012
Improvements to MFRSs (2009)	1 January 2012
Improvements to MFRSs (2010)	1 January 2012
IC Interpretation 1 *Changes in Existing Decommissioning, Restoration and Similar Liabilities*	1 January 2012
IC Interpretation 2 *Members' Shares in Co-operative Entities and Similar Instruments*	1 January 2012
IC Interpretation 4 *Determining Whether an Arrangement Contains a Lease*	1 January 2012
IC Interpretation 5 *Rights to Interests Arising from Decommissioning, Restoration and Environmental Rehabilitation Funds*	1 January 2012
IC Interpretation 6 *Liabilities Arising from Participating in a Specific Market-Waste Electrical and Electronic Equipment*	1 January 2012
IC Interpretation 7 *Applying the Restatement Approach under MFRS 129 Financial Reporting in Hyper Inflationary Economies*	1 January 2012
IC Interpretation 9 *Reassessment of Embedded Derivatives*	1 January 2012
IC Interpretation 10 *Interim Financial Reporting and Impairment*	1 January 2012
IC Interpretation 12 *Service Concession Arrangements*	1 January 2012

5. ADOPTION OF NEW MFRSs AND AMENDMENT TO MFRSs (continued)

5.1 New MFRSs adopted during the current financial year (continued)

The Group and the Company adopted the following Standards of the MFRS Framework that were issued by the Malaysian Accounting Standards Board ('MASB') during the financial year. (continued)

Title	Effective Date
IC Interpretation 13 *Customer Loyalty Programmes*	1 January 2012
IC Interpretation 14 *MFRS 119 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction*	1 January 2012
IC Interpretation 15 *Agreements for the Construction of Real Estate*	1 January 2012
IC Interpretation 16 *Hedges of a Net Investment in a Foreign Operation*	1 January 2012
IC Interpretation 17 *Distributions of Non-cash Assets to Owners*	1 January 2012
IC Interpretation 18 *Transfers of Assets from Customers*	1 January 2012
IC Interpretation 19 *Extinguishing Financial Liabilities with Equity Instruments*	1 January 2012
IC Interpretation 107 *Introduction of the Euro*	1 January 2012
IC Interpretation 110 *Government Assistance - No Specific Relation to Operating Activities*	1 January 2012
IC Interpretation 112 *Consolidation - Special Purpose Entities*	1 January 2012
IC Interpretation 113 *Jointly Controlled Entities - Non-Monetary Contributions by Venturers*	1 January 2012
IC Interpretation 115 *Operating Leases - Incentives*	1 January 2012
IC Interpretation 125 *Income Taxes - Changes in the Tax Status of an Entity or its Shareholders*	1 January 2012
IC Interpretation 127 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*	1 January 2012
IC Interpretation 129 *Service Concession Arrangements: Disclosures*	1 January 2012
IC Interpretation 131 *Revenue - Barter Transactions Involving Advertising Services*	1 January 2012
IC Interpretation 132 *Intangible Assets - Web Site Costs*	1 January 2012

(a) Amendments to MFRS 101 *Clarification of the Requirements for Comparative Information* are mandatory for annual periods beginning on or after 1 January 2013.

The Group has early adopted Amendments to MFRS 101 *Clarification of the Requirements for Comparative Information* in conjunction with the application of MFRS 101. These Amendments clarify that the third statement of financial position is required only if a retrospective application, retrospective restatement or reclassification has a material effect on the information in the statement of financial position at the beginning of the preceding period. If the third statement of financial position is presented, these Amendments clarify that the related notes to the opening statement of financial position need not be disclosed. Accordingly, there are no related notes disclosed in relation to the opening statement of financial position as at 1 January 2011.

(b) Amendments to MFRS 1 *First-time Adoption of Malaysian Financial Reporting Standards* are mandatory for annual periods beginning on or after 1 January 2013.

The Group has early adopted Amendments to MFRS 1 *First-time Adoption of Malaysian Financial Reporting Standards* in conjunction with the application of MFRS 1. These Amendments clarify that the first MFRS financial statements shall include at least three statements of financial position, two statements of profit or loss and other comprehensive income, two separate statements of profit or loss (if presented), two statements of cash flows and two statements of changes in equity and related notes, including comparative information for all statements presented.

5. ADOPTION OF NEW MFRSs AND AMENDMENT TO MFRSs (continued)

5.2 New MFRSs that have been issued, but only effective for annual periods beginning on or after 1 January 2013

The following are accounting standards, amendments and interpretations of the MFRS Framework that have been issued by the Malaysian Accounting Standards Board ('MASB') but have not been adopted by the Group and the Company.

Title	**Effective Date**
Amendments to MFRS *101 Presentation of Items of Other Comprehensive Income*	1 July 2012
MFRS 10 *Consolidated Financial Statements*	1 January 2013
MFRS 11 *Joint Arrangements*	1 January 2013
MFRS 12 *Disclosure of Interests in Other Entities*	1 January 2013
MFRS 13 *Fair Value Measurement*	1 January 2013
MFRS 119 *Employee Benefits (revised)*	1 January 2013
MFRS 127 *Separate Financial Statements*	1 January 2013
MFRS 128 *Investments in Associates and Joint Ventures*	1 January 2013
Amendments to MFRS 1 *Government Loans*	1 January 2013
Amendments to MFRS 7 *Disclosures - Offsetting Financial Assets and Financial Liabilities*	1 January 2013
Amendments to MFRSs *Annual Improvements 2009 - 2011 Cycle*	1 January 2013
Amendments to MFRS 10, MFRS 11 and MFRS 12 *Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance*	1 January 2013
IC Interpretation 20 *Stripping Costs in the Production Phase of a Surface Mine*	1 January 2013
Amendments to MFRS 132 *Offsetting Financial Assets and Financial Liabilities*	1 January 2014
Mandatory Effective Date of MFRS 9 and Transition Disclosures	1 January 2015
MFRS 9 *Financial Instruments*	1 January 2015

The Group is in the process of assessing the impact of implementing these accounting standards, amendments and interpretations, since the effects would only be observable for the future financial years.

6. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS

6.1 Changes in estimates

Estimates are continually evaluated and are based on historical experiences and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Directors are of the opinion that there are no changes in estimates during the reporting period and at the end of the reporting period.

6.2 Critical judgements made in applying accounting policies

The following judgements made by management in the process of applying the Group's accounting policies have the most significant effect on the amounts recognised in the financial statements.

(a) Contingent liabilities

The determination and treatment of contingent liabilities is based on the Directors' and management's view of the expected outcome of the contingencies for matters in the ordinary course of the business.

(b) Contingent liabilities on corporate guarantees

The Directors are of the view that the chances of the financial institutions to call upon the corporate guarantees are remote.

6. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

6.3 Key sources of estimation uncertainty

The following are key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

(a) Depreciation and useful lives of property, plant and equipment

The Group estimates the useful lives of property, plant and equipment at the time the assets are acquired based on historical experience, the expected usage, wear and tear of the assets and technical obsolescence arising from changes in the market demands or service output of the assets. The estimated useful lives of property, plant and equipment are reviewed periodically and are updated if expectations differ from previous estimates due to changes in the factors mentioned above. Changes in these factors could impact the useful lives and the residual values of the assets; therefore future depreciation charges could be revised.

(b) Impairment of receivables

The Group makes impairment of receivables based on an assessment of the recoverability of receivables. Impairment is applied to receivables where events or changes in circumstances indicate that the carrying amounts may not be recoverable. The management specifically analyses historical bad debts, customer concentration, customer creditworthiness, current economic trends and changes in customer payment terms when making a judgement to evaluate the adequacy of impairment of receivables. Where expectations differ from the original estimates, the differences would impact the carrying amount of receivables.

(c) Impairment of assets

The Group determines whether an asset is impaired by evaluating the extent to which the recoverable amount of an asset is less than its carrying amount. This evaluation is subject to factors such as market performance, economic and political situation of the country.

Recoverable amount is measured at the higher of the fair value less cost to sell for that asset and its value in use. The value in use is the net present value of the projected future cash flows derived from that asset discounted at an appropriate discount rate. For such discounted cash flow method, it involves the use of estimated future results and a set of assumptions to reflect its income and cash flows. Judgement has also been used to determine the discount rate for cash flows and the future growth of the business.

(d) Impairment of investments in subsidiaries and associates and amounts owing by subsidiaries and associates

The Company reviews the investments in subsidiaries and associates for impairment when there is an indication of impairment and assesses the impairment of receivables on the amounts owing by subsidiaries and associates when the receivables are long outstanding.

The recoverable amounts of the investments in subsidiaries and associates and amounts owing by subsidiaries and associates are assessed by reference to the value in use of the respective subsidiaries and associates.

The value in use is the net present value of the projected future cash flows derived from the business operations of the respective subsidiaries and associates discounted at an appropriate discount rate. For such discounted cash flow method, it involves the use of estimated future results and a set of assumptions to reflect their income and cash flows. Judgement had also been used to determine the discount rate for the cash flows and the future growth of the businesses of the subsidiaries.

(e) Write down for obsolete or slow moving inventories

The Group writes down its obsolete or slow moving inventories based on an assessment of their estimated net selling price. Inventories are written down when events or changes in circumstances indicate that the carrying amounts may not be recoverable. The management specifically analyses sales trend and current economic trends when making a judgement to evaluate the adequacy of the write down for obsolete or slow moving inventories. Where expectations differ from the original estimates, the differences would impact the carrying amount of inventories.

6. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

6.3 Key sources of estimation uncertainty (continued)

(f) Impairment of goodwill on consolidation

The Group determines whether goodwill on consolidation is impaired at least on an annual basis. This requires an estimation of the value-in-use of the subsidiaries to which goodwill is allocated. Estimating a value-in-use amount requires management to make an estimate of the expected future cash flows from the subsidiaries and also to choose a suitable discount rate in order to calculate the present value of those cash flows.

The calculations of the value-in-use amount is most sensitive to the following assumptions:

(i) Growth rates. The forecasted growth rates are determined based on industry trends and past performance of the CGUs.

(ii) Pre-tax discount rates. The discount rates reflect current market assessment of specific risks to each CGU. These discount rates have consistently been used by management as the benchmark rates in project appraisals of the subsidiaries.

Further details are disclosed in Note 10 to the financial statements.

(g) Deferred tax assets

Deferred tax assets are recognised for all unused tax losses and unabsorbed capital allowances to the extent that it is probable that taxable profits would be available against which the losses and capital allowances can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies.

(h) Income taxes

Significant judgement is required in determining the capital allowances and deductibility of certain expenses based on interpretation of tax laws and legislations during the estimation of the provision for income taxes. There are transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognised liabilities for tax based on estimates of assessment of the tax liability due. Where the final tax outcome is different from the amounts that were initially recorded, such differences would impact the income tax and deferred income tax provisions, where applicable, in the period in which such determination is made.

(i) Fair values of borrowings

The fair values of borrowings are estimated by discounting future contractual cash flows at the current market interest rates available to the Group for similar financial instruments. It is assumed that the effective interest rates approximate the current market interest rates available to the Group based on its size and its business.

7. PROPERTY, PLANT AND EQUIPMENT

Group **2012**	**Balance as at 1.1.2012 RM'000**	**Additions* RM'000**	**Disposals RM'000**	**Written off RM'000**	**Balance as at 31.12.2012 RM'000**
At cost					
Freehold land	2,522	-	-	-	2,522
Alarm and security system	411	61	(5)	(27)	440
Computers	3,918	458	(36)	(50)	4,290
Buildings	2,740	-	-	-	2,740
Furniture and fittings	10,106	1,531	(162)	(888)	10,587
Hearing equipment	30	-	-	-	30
Lab tools and equipment	2,009	650	-	-	2,659
Motor vehicles	3,877	410	-	-	4,287
Office equipment	790	297	(28)	(39)	1,020
Optical equipment	8,483	568	(91)	(1)	8,959
Renovation and electrical installations	7,213	2,490	(60)	(420)	9,223
Signboards	895	87	(12)	(67)	903
Restaurant equipment	-	571	-	-	571
Bakery equipment	-	3,261	-	-	3,261
Construction work-in-progress	-	243	-	-	243
	42,994	10,627	(394)	(1,492)	51,735

* Included in additions of property, plant and equipment are property, plant and equipment acquired from Eagle Quantum Sdn. Bhd. with a cost of RM800,000 as disclosed in Note 34 to the financial statements.

Group **2012**	**Balance as at 1.1.2012 RM'000**	**Charge for the financial year RM'000**	**Disposals RM'000**	**Written off RM'000**	**Impairment RM'000**	**Balance as at 31.12.2012 RM'000**
Accumulated depreciation and impairment loss						
Alarm and security system	216	55	(2)	(23)	2	248
Computers	2,886	742	(31)	(43)	-	3,554
Buildings	62	64	-	-	-	126
Furniture and fittings	3,088	976	(58)	(377)	-	3,629
Hearing equipment	4	3	-	-	-	7
Lab tools and equipment	1,822	69	-	-	-	1,891
Motor vehicles	2,471	598	-	-	-	3,069
Office equipment	506	100	(18)	(30)	-	558
Optical equipment	3,839	670	(48)	(1)	-	4,460
Renovation and electrical installations	2,420	695	(21)	(198)	88	2,984
Signboards	548	109	(8)	(52)	8	605
Restaurant equipment	-	18	-	-	-	18
Bakery equipment	-	52	-	-	-	52
	17,862	4,151	(186)	(724)	98	21,201

7. PROPERTY, PLANT AND EQUIPMENT (continued)

Group 2011	Balance as at 1.1.2011 RM'000	Transfer RM'000	Additions* RM'000	Disposals RM'000	Written off RM'000	Balance as at 31.12.2011 RM'000
At cost						
Freehold land	2,522	-	-	-	-	2,522
Alarm and security system	303	-	161	(4)	(49)	411
Computers	3,518	-	434	(28)	(6)	3,918
Buildings	2,292	-	448	-	-	2,740
Furniture and fittings	8,164	-	2,699	(333)	(424)	10,106
Hearing equipment	35	-	18	(23)	-	30
Lab tools and equipment	2,009	-	-	-	-	2,009
Motor vehicles	3,934	-	-	(57)	-	3,877
Office equipment	774	-	77	(42)	(19)	790
Optical equipment	7,446	-	1,273	(236)	-	8,483
Renovation and electrical installations	5,685	398	1,512	(192)	(190)	7,213
Signboards	759	-	173	(24)	(13)	895
Construction work-in-progress	398	(398)	-	-	-	-
	37,839	-	6,795	(939)	(701)	42,994

* Included in additions of property, plant and equipment are property, plant and equipment acquired from Hightex Vision Sdn. Bhd. with a cost of RM88,000.

Group 2011	Balance as at 1.1.2011 RM'000	Charge for the financial year RM'000	Disposals RM'000	Written off RM'000	Impairment RM'000	Balance as at 31.12.2011 RM'000
Accumulated depreciation and impairment loss						
Alarm and security system	222	36	(1)	(49)	8	216
Computers	2,122	791	(22)	(5)	-	2,886
Buildings	-	62	-	-	-	62
Furniture and fittings	2,555	873	(123)	(217)	-	3,088
Hearing equipment	1	5	(2)	-	-	4
Lab tools and equipment	1,785	37	-	-	-	1,822
Motor vehicles	1,740	752	(21)	-	-	2,471
Office equipment	463	86	(25)	(18)	-	506
Optical equipment	3,314	635	(110)	-	-	3,839
Renovation and electrical installations	1,613	602	(77)	(95)	377	2,420
Signboards	438	107	(10)	(8)	21	548
	14,253	3,986	(391)	(392)	406	17,862

7. PROPERTY, PLANT AND EQUIPMENT (continued)

	Group	
	2012 RM'000	2011 RM'000
Carrying amount		
Freehold land	2,522	2,522
Alarm and security system	192	195
Computers	736	1,032
Buildings	2,614	2,678
Furniture and fittings	6,958	7,018
Hearing equipment	23	26
Lab tools and equipment	768	187
Motor vehicles	1,218	1,406
Office equipment	462	284
Optical equipment	4,499	4,644
Renovation and electrical installations	6,239	4,793
Signboards	298	347
Restaurant equipment	553	-
Bakery equipment	3,209	-
Construction work-in-progress	243	-
	30,534	25,132

(a) During the financial year, the Group made the following cash payments to purchase property, plant and equipment:

	Group	
	2012 RM'000	2011 RM'000
Purchase of property, plant and equipment	10,627	6,795
Financed by hire-purchase arrangements	(3,967)	(154)
Cash payments on purchase of property, plant and equipment	6,660	6,641

(b) As at 31 December 2012, the carrying amounts of property, plant and equipment of the Group acquired under hire-purchase arrangements are as follows:

	Group	
	2012 RM'000	2011 RM'000
Alarm	34	6
Computers	-	44
Furniture and fittings	1,081	524
Lab tools and equipment	617	-
Motor vehicles	839	1,105
Office equipment	239	-
Optical equipment	657	917
Renovation and electrical installations	1,962	426
Signboards	33	-
Restaurant equipment	277	-
Bakery equipment	280	-
	6,019	3,022

Details of the terms and conditions of the hire-purchase arrangements are disclosed in Notes 19 and 38 to the financial statements respectively.

7. PROPERTY, PLANT AND EQUIPMENT (continued)

(c) The carrying amounts of property, plant and equipment of the Group pledged as securities for banking facilities granted to the Group (Notes 18, 19, 20 and 21) are as follows:

	Group	
	2012 RM'000	2011 RM'000
Freehold land	2,522	2,522
Buildings	2,614	2,678
Optical equipment	510	688
	5,646	5,888

8. INVESTMENTS IN SUBSIDIARIES

	Company	
	2012 RM'000	2011 RM'000
At cost:		
Unquoted shares	31,755	29,235
Less: Accumulated impairment losses	(48)	(48)
	31,707	29,187

The details of the subsidiaries are as follows:

Name of company	Country of incorporation	Equity interest held by Company 2012 %	Company 2011 %	Subsidiary 2012 %	Subsidiary 2011 %	Principal activities
Excelview Laser Eye Centre Sdn. Bhd.*	Malaysia	100	100	-	-	Provision of medical eye care services
Focus Point Management Sdn. Bhd.*	Malaysia	100	100	-	-	Management of franchised professional eye care centres
Focus Point Vision Care Group Sdn. Bhd.*	Malaysia	100	100	-	-	Operation of professional eye care centres, trading of eyewear and eye care products and investment holding
Sound Point Hearing Solution Sdn. Bhd.*	Malaysia	100	100	-	-	Trading of hearing aid solutions and related accessories
Multiple Reward Sdn. Bhd.*	Malaysia	100	-	-	-	Provision of food and beverages services

8. INVESTMENTS IN SUBSIDIARIES (continued)

The details of the subsidiaries are as follows:

		Equity interest held by				
	Country of	Company		Subsidiary		
Name of company	**incorporation**	**2012 %**	**2011 %**	**2012 %**	**2011 %**	**Principal activities**
Subsidiaries of Focus Point Vision Care Group Sdn. Bhd.						
Esprit Shoppe Sdn. Bhd.*	Malaysia	-	-	100	100	Retailing of optical and related products and ceased operations on 23 April 2012
Focus Point Vision Care Group (OC) Sdn. Bhd.*	Malaysia	-	-	100	100	Ceased operations and has since remained dormant
Opulence Optometry Sdn. Bhd.*	Malaysia	-	-	100	100	Ceased operations and has since remained dormant
Multiple Reward Sdn. Bhd.*	Malaysia	-	-	-	100	Ceased operations and has since remained dormant
Radiant Attraction Sdn. Bhd.*	Malaysia	-	-	100	100	Retailing of optical and related products and ceased operations on 23 April 2012
Eye-Zed Sdn. Bhd.*	Malaysia	-	-	100	100	Retailing of optical and related products and ceased operations on 23 April 2012
Truesight Eyewear Optical Sdn. Bhd.*	Malaysia	-	-	60	60	Retailing of optical and related products
Care Point Optical Sdn. Bhd.#	Malaysia	-	-	90	-	Retailing of optical and related products

* Audited by BDO
\# Not audited by BDO

(a) On 29 March 2012, the Company undertook an internal reorganisation by entering into a sale of shares agreement with its wholly-owned subsidiary, Focus Point Vision Care Group Sdn. Bhd. to acquire the entire equity interests of Multiple Reward Sdn. Bhd. ("MRSB") for a cash consideration of RM20,503. Arising therefrom, MRSB is a directly wholly-owned subsidiary of the Company. Following the acquisition, the Company subscribed for an additional 2,500,000 ordinary shares of RM1.00 each in Multiple Reward Sdn. Bhd. which was satisfied by a cash consideration of RM900,000 and capitalisation of RM1,600,000 of the amount owing by MRSB.

(b) On 27 September 2012, a subsidiary, Focus Point Vision Care Group Sdn. Bhd. incorporated a 90% owned subsidiary known as Care Point Optical Sdn. Bhd. ("CPOSB") with an initial issued and paid-up share capital of RM10 comprising 10 ordinary shares of RM1.00 each. The total cash consideration paid was RM9.

(c) An impairment loss on investments in subsidiaries amounting to RM48,000 relating to a subsidiary, Sound Point Hearing Solution Sdn. Bhd., had been recognised during the previous financial year arising from the assessment of the current profitability of the business, the expectations on the industry growth and as a result of intense competition.

9. INVESTMENTS IN ASSOCIATES

	Group	
	2012 RM'000	2011 RM'000
Unquoted shares, at cost	107	107
Less: Accumulated impairment losses	(54)	(54)
	53	53
Share of post-acquisition reserves, net of dividends received	382	419
	435	472

The details of the associates are as follows:

Name of company	Country of incorporation	Equity interest held by Company 2012 %	Company 2011 %	Subsidiary 2012 %	Subsidiary 2011 %	Principal activities
Associates of Focus Point Vision Care Group Sdn. Bhd.						
Focus Point Vision Care Group (HP) Sdn. Bhd.*	Malaysia	-	-	35	35	Retailing of optical and related products
Green Ace Formation Sdn. Bhd.*	Malaysia	-	-	49	49	In the process of voluntary winding up
Zania Sdn. Bhd.*	Malaysia	-	-	20	20	Ceased operations and has since remained dormant

* Associates not audited by BDO

The financial statements of the above associates are coterminous with those of the Group.

The summarised financial information of the associates are as follows:

	Group	
	2012 RM'000	2011 RM'000
Assets and liabilities		
Current assets	1,723	1,982
Non-current assets	2,096	2,175
Total assets	3,819	4,157
Current liabilities	895	2,321
Non-current liabilities	1,182	5
Total liabilities	2,077	2,326
Results		
Revenue	7,540	6,494
Profit for the financial year	445	365

10. GOODWILL ON CONSOLIDATION

	Group 2012 RM'000	Group 2011 RM'000
Balance as at 1 January	-	410
Less: Impairment losses	-	(410)
Carrying amount	-	-

(a) Goodwill arising from business combinations had been allocated to two (2) individual cash-generating unit ('CGU') for impairment testing as follows:

	Optical related products RM'000	Hearing aid solutions and related accessories RM'000	Total RM'000
Cost	401	10	411
Less: Accumulated impairment losses	(401)	(10)	(411)
Carrying amount	-	-	-

For the purpose of impairment testing, goodwill is allocated to the Group's operating divisions which represent the lowest level within the Group at which the goodwill is monitored for internal management purposes.

(b) The recoverable amounts of the CGUs had been determined based on value in use calculations using cash flow projections from financial budgets approved by management covering a four-year period. The pre-tax discount rate applied to the cash flow projections and the forecasted growth rates used to extrapolate cash flows for the five-year period were as follows:

	2012		2011	
	Optical related products	Hearing aid solutions and related accessories	Optical related products	Hearing aid solutions and related accessories
Growth rates	-	-	10%	10%
Pre-tax discount rates	-	-	5.60%	5.60%

The calculations of value in use for the CGUs were most sensitive to the following assumptions:

(i) Growth rates

The forecasted growth rates were determined based on the industry trends and past performance of the CGUs.

(ii) Pre-tax discount rates

Discount rates reflect the current market assessment of the risks specific to each CGU. This is the benchmark used by management to assess operating performance and to evaluate future investment proposals. Thus, management used a pre-tax discount rate of 5.60%, which is the Group's weighted average cost of funds in determining the recoverable amounts of the CGUs.

10. GOODWILL ON CONSOLIDATION (continued)

(c) An impairment loss on goodwill amounting RM247,000, RM153,000 and RM10,000 respectively relating to subsidiaries, Esprit Shoppe Sdn. Bhd., Radiant Attraction Sdn. Bhd. and Sound Point Hearing Solution Sdn. Bhd. had been recognised in the previous financial year due to declining business operations. Esprit Shoppe Sdn. Bhd. and Radiant Attraction Sdn. Bhd. were classified under the optical related products CGU and Sound Point Hearing Solution Sdn. Bhd. was classified under the hearing aid solutions and related accessories CGU.

11. DEFERRED TAX

(a) The deferred tax assets and liabilities are made up of the following:

	Group	
	2012 RM'000	2011 RM'000
Balance as at 1 January	979	925
Recognised in profit or loss (Note 30)	(59)	54
Balance as at 31 December	920	979

	Group	
	2012 RM'000	2011 RM'000
Presented after appropriate offsetting:		
Deferred tax assets	(283)	(296)
Deferred tax liabilities	1,203	1,275

(b) The components and movements of deferred tax assets and liabilities during the financial year prior to offsetting are as follows:

Deferred tax liabilities of the Group

	Property, plant and equipment	
	2012 RM'000	2011 RM'000
At 1 January	1,363	1,258
Recognised in profit or loss	(146)	105
At 31 December, prior to offsetting	1,217	1,363
Offsetting	(14)	(88)
At 31 December, after offsetting	1,203	1,275

11. DEFERRED TAX (continued)

(b) The components and movements of deferred tax assets and liabilities during the financial year prior to offsetting are as follows (continued):

Deferred tax assets of the Group

	Deferred franchise fees RM'000	Others RM'000	Total RM'000
At 1 January 2012	(273)	(111)	(384)
Recognised in profit or loss	-	87	87
At 31 December 2012, prior to offsetting	(273)	(24)	(297)
Offsetting	-	14	14
At 31 December 2012, after offsetting	(273)	(10)	(283)
At 1 January 2011	(265)	(68)	(333)
Recognised in profit or loss	(8)	(43)	(51)
At 31 December 2011, prior to offsetting	(273)	(111)	(384)
Offsetting	-	88	88
At 31 December 2011, after offsetting	(273)	(23)	(296)

(c) The amounts of temporary differences for which no deferred tax assets have been recognised in the statements of financial position are as follows:

	Group	
	2012 RM'000	2011 RM'000
Unused tax losses	812	129
Unabsorbed capital allowances	1,717	201
Other temporary differences	(1,439)	(61)
	1,090	269

Deferred tax assets of certain subsidiaries have not been recognised in respect of these items as it is not probable that taxable profits of the subsidiaries will be available against which the deductible temporary differences can be utilised.

The deductible temporary differences do not expire under the current tax legislation.

12. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Non-current				
Trade receivables				
Third parties	596	1,125	-	-
Other receivables				
Third parties	117	203	-	-
Less: Impairment losses	(102)	-	-	-
	15	203	-	-
	611	1,328	-	-
Current				
Trade receivables				
Third parties	7,424	7,543	-	-
Amount owing by an associate	192	234	-	-
	7,616	7,777	-	-
Less: Impairment losses	(745)	(663)	-	-
	6,871	7,114	-	-
Other receivables				
Third parties	1,616	495	-	2
Less: Impairment losses	(82)	-	-	-
	1,534	495	-	2
Amounts owing by subsidiaries	-	-	9,476	7,825
Amount owing by an associate	5	2	-	-
	1,539	497	9,476	7,827
Loans and receivables	8,410	7,611	9,476	7,827
Deposits and prepayments				
Deposits	8,283	8,232	4	4
Prepayments	1,915	1,002	-	-
	10,198	9,234	4	4
	18,608	16,845	9,480	7,831

(a) Trade receivables are non-interest bearing and the normal credit terms granted by the Group and the Company range from cash terms to 75 days (2011: cash terms to 75 days) from date of invoice. They are recognised at their original invoice amounts, which represent their fair values on initial recognition.

(b) Included in trade receivables of the Group are amounts owing by franchisees for the sales of initial stocks and fixed assets by the Group amounting to RM1,398,000 (2011: RM2,958,000) which are subject to interest rates ranging from Nil to 10.00% (2011: Nil to 10.00%); amounts of RM801,000 (2011: RM1,833,000) are current.

(c) Included in other receivables of the Group are amounts owing by franchisees for the disposal of fixed assets by the Group amounting to RM222,000 (2011: RM282,000) which are subject to interest rates ranging from Nil to 10% (2011: from Nil to 10.00%); amounts of RM103,000 (2011: RM79,000) are current.

(d) Amounts owing by subsidiaries represent balances arising from non-trade transactions and payments made on behalf, which are unsecured, interest-free and payable upon demand in cash and cash equivalents.

12. TRADE AND OTHER RECEIVABLES (continued)

(e) Amount owing by an associate represents balances arising from trade transactions and payments made on behalf, which are unsecured, interest-free and payable upon demand in cash and cash equivalents. The trade transactions are subject to trade terms.

(f) Included in deposits of the Group are tenant deposits amounting to RM8,176,000 (2011: RM8,179,000), which is in respect of rental of business premises in accordance with rental agreements.

(g) All trade and other receivables are denominated in RM.

(h) The ageing analysis of trade receivables of the Group are as follows:

	Group	
	2012 RM'000	**2011 RM'000**
Neither past due nor impaired	6,659	7,576
Past due, not impaired		
76 to 105 days	554	173
106 to 135 days	135	39
136 to 165 days	39	136
More than 166 days	80	315
	808	663
Past due and impaired	745	663
	8,212	8,902

Receivables that are neither past due nor impaired

Trade receivables that are neither past due nor impaired are creditworthy debtors with good payment records with the Group.

Receivables that are past due but not impaired

The Group has trade receivables amounting to RM808,000 (2011: RM663,000) that are past due but not impaired. Trade receivables that are past due but not impaired possess high creditworthiness and good payment records. The Group closely monitors the financial standing of these counter parties on an ongoing basis to ensure that the Group is exposed to minimal credit risk.

Receivables that are past due and impaired

Trade receivables of the Group that are past due and impaired at the end of the reporting period are as follows:

	Individually impaired	
Group	**2012 RM'000**	**2011 RM'000**
Trade receivables, gross	745	663
Less: Impairment losses	(745)	(663)
	-	-

12. TRADE AND OTHER RECEIVABLES (continued)

(i) The reconciliation of movements in the impairment losses are as follows:

	Group	
	2012 **RM'000**	**2011** **RM'000**
Trade receivables		
At 1 January	663	584
Charge for the financial year (Note 29)	82	487
Written off	-	(268)
Reversal of impairment losses	-	(140)
At 31 December	745	663
Other receivables		
At 1 January	-	-
Charge for the financial year (Note 29)	184	-
At 31 December	184	-

Trade receivables that are individually determined to be impaired at the end of the reporting period relate to those debtors that exhibit significant financial difficulties and have defaulted on payments. These receivables are not secured by any collateral or credit enhancements.

Bad debts written off against impairment losses in the previous financial year amounted to RM268,000 for the Group.

(j) Information of financial risks of trade and other receivables are disclosed in Note 39 to the financial statements.

13. INVENTORIES

	Group	
	2012 **RM'000**	**2011** **RM'000**
At cost		
Optical and related products	29,448	32,323
Hearing aids and related accessories	46	50
Food and beverages	468	-
Operation consumables	19	18
	29,981	32,391
At net realisable value		
Optical and related products	2,171	1,673
	32,152	34,064

13. INVENTORIES (continued)

The amounts recognised in cost of sales during the financial year include the following:

	Group	
	2012 RM'000	2011 RM'000
Reversal of inventories previously written down	-	(20)
Inventories written off	434	150
	434	130

The Group reversed RM20,000 in respect of inventories previously written down in the previous financial year as the Group was able to sell these inventories above their carrying amounts.

14. CASH AND CASH EQUIVALENTS

Cash and cash equivalents included in the statements of cash flows comprise the following as at the end of the reporting period:

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Cash and bank balances	7,885	6,124	209	2,221
Fixed deposits with licensed banks	8,215	7,856	-	1,364
As stated in statements of financial position	16,100	13,980	209	3,585
Bank overdrafts included in borrowings (Note 20)	(3,586)	-	-	-
	12,514	13,980	209	3,585
Less: Fixed deposits pledged to licensed banks	(8,215)	(6,492)	-	-
As stated in statements of cash flows	4,299	7,488	209	3,585

(a) Bank balances are deposits held at call with licensed banks.

(b) Fixed deposits with licensed banks of the Group and of the Company have maturity periods ranging from 30 days to 365 days (2011: 30 days to 365 days) with interest rates ranging from 2.55% to 3.25% (2011: 2.55% to 3.25%) and 2.85% (2011: 2.85%) per annum respectively.

(c) Included in fixed deposits with licensed banks of the Group are RM8,215,000 (2011: RM6,492,000) pledged to licensed banks as securities for banking facilities granted to the Group as disclosed in Notes 18, 20 and 21 to the financial statements.

(d) All cash and cash equivalents are denominated in RM.

(e) Information on financial risk of cash and cash equivalents are disclosed in Note 39 to the financial statements.

15. SHARE CAPITAL

	Group and Company			
	2012		2011	
	Number of ordinary shares	RM'000	Number of ordinary shares	RM'000
Ordinary shares of RM0.20 each:				
Authorised				
As at 1 January/31 December	250,000,000	50,000	250,000,000	50,000
Issued and fully paid-up				
As at 1 January/31 December	165,000,000	33,000	165,000,000	33,000

The owners of the parent are entitled to receive dividends as and when declared by the Company and are entitled to one (1) vote per ordinary share at meetings of the Company. All ordinary shares rank pari passu with regard to the Company's residual assets.

16. RESERVES

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Non-distributable:				
Share premium	7,096	7,096	7,096	7,096
Distributable:				
Retained earnings	13,379	10,644	1,109	493
	20,475	17,740	8,205	7,589

Retained earnings

The Company is under the single tier system and as a result, there is no restriction on the Company to frank the payment of dividends out of its entire retained earnings as at the end of the reporting period.

17. BORROWINGS

	Group	
	2012 RM'000	2011 RM'000
Current liabilities		
Term loans - secured (Note 18)	486	368
Bankers' acceptances - secured (Note 21)	11,352	10,911
Hire-purchase liabilities (Note 19)	1,512	1,201
Bank overdrafts - secured (Note 20)	3,586	-
	16,936	12,480

17. BORROWINGS (continued)

	Group	
	2012 RM'000	2011 RM'000
Non-current liabilities		
Term loans - secured (Note 18)	1,431	1,911
Hire-purchase liabilities (Note 19)	2,950	822
	4,381	2,733
Total borrowings		
Term loans - secured (Note 18)	1,917	2,279
Bankers' acceptances - secured (Note 21)	11,352	10,911
Hire-purchase liabilities (Note 19)	4,462	2,023
Bank overdrafts - secured (Note 20)	3,586	-
	21,317	15,213

All borrowings are denominated in RM.

18. TERM LOANS

(a) Term loans of the Group are secured by:

(i) a corporate guarantee from the Company;

(ii) a charge over the Group's freehold land, buildings and optical equipment as disclosed in Note 7(c) to the financial statements;

(iii) a charge over the Group's fixed deposits of RM8,215,000 (2011: RM6,492,000) as disclosed in Note 14(c) to the financial statements.

(b) The term loans of the Group bear interest ranging from 5.09% to 7.88% (2011: 4.15% to 7.60%) per annum respectively.

(c) The term loans are repayable by equal monthly instalments ranging from 36 to 120 months and there are no fixed repricing periods for these loans.

(d) Significant covenants for the secured term loans are as follows:

(i) Gearing ratio of the Group shall not at any time exceed 1.6 times throughout the tenure of the credit facilities granted in relation to the term loans amounting to RM146,000 (2011: RM277,000) of a subsidiary; and

(ii) Gearing ratio of the Group shall not exceed 3.0 times throughout the tenure of the facilities in relation to the term loans amounting to RM572,000 (2011: RM712,000) of a subsidiary.

(e) Information on financial risks of term loans and their remaining maturities are disclosed in Note 39 to the financial statements.

19. HIRE-PURCHASE LIABILITIES

	Group 2012 RM'000	 2011 RM'000
Minimum hire-purchase payments		
- not later than one (1) year	1,803	1,295
- later than one (1) year and not later than five (5) years	3,236	869
Total minimum hire-purchase payments	5,039	2,164
Less: Future interest charges	(577)	(141)
Present value of hire-purchase liabilities	4,462	2,023
Repayable as follows:		
Current liabilities:		
- not later than one (1) year	1,512	1,201
Non-current liabilities:		
- later than one (1) year and not later than five (5) years	2,950	822
	4,462	2,023

(a) Hire-purchase liabilities of the Group bear interest ranging from 2.22% to 4.50% (2011: 2.22% to 4.00%) per annum respectively.

(b) Hire-purchase facilities of the Group are secured by:

(i) a corporate guarantee from the Company;

(ii) personal guarantees from certain Directors of the Group;

(iii) a charge over the Group's optical equipment as disclosed in Note 7(c) to the financial statements;

(c) Information on financial risks of hire-purchase liabilities are disclosed in Note 39 to the financial statements.

20. BANK OVERDRAFTS

(a) Bank overdrafts of the Group are secured by:

(i) a corporate guarantee from the Company;

(ii) a charge over the Group's freehold land, buildings and optical equipment as disclosed in Note 7(c) to the financial statements; and

(iii) a charge over the Group's fixed deposits of RM8,215,000 (2011: RM6,492,000) as disclosed in Note 14(c) to the financial statements.

(b) The bank overdrafts of the Group bear interest at 7.60% (2011: Nil) per annum.

(c) Significant covenant for the secured bank overdrafts is that the gearing ratio of the Group shall not at any time exceed 1.5 times throughout the tenure of the credit facilities granted in relation to the bank overdrafts amounting to RM3,586,000 (2011: Nil).

21. BANKERS' ACCEPTANCES

(a) Bankers' acceptances of the Group are secured by:

- (i) a corporate guarantee by the Company;
- (ii) a charge over the Group's freehold land, buildings and optical equipment as disclosed in Note 7(c) to the financial statements;
- (iii) a charge over the Group's fixed deposits of RM8,215,000 (2011: RM6,492,000) as disclosed in Note 14(c) to the financial statements.

(b) The bankers' acceptances of the Group bear interest ranging from 4.35% to 5.10% (2011: 4.66% to 4.83%) per annum respectively.

22. TRADE AND OTHER PAYABLES

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Trade payables				
Third parties	7,749	12,749	-	-
Other payables and accruals				
Other payables				
- Third parties	4,881	3,124	15	*
- Amounts owing to associates	23	35	-	-
- Amounts owing to Directors	46	-	-	-
- Amount owing to a related party	-	80	-	-
- Amount owing to a subsidiary	-	-	200	-
Deposits received	3,945	4,080	-	-
Accruals	3,786	3,864	44	50
	12,681	11,183	259	50
	20,430	23,932	259	50

* Represents RM87

(a) Trade payables are non-interest bearing and the normal credit terms granted to the Group by suppliers range from 30 to 90 days (2011: 30 to 90 days) from date of invoice.

(b) Amounts owing to associates represent balances arising from payments made on behalf, which are unsecured, interest-free and payable upon demand in cash and cash equivalents.

(c) Amount owing to a related party represents non-trade transactions, which were unsecured, interest-free and payable upon demand in cash and cash equivalents.

(d) Amounts owing to Directors represent advances, which are unsecured, interest-free and payable upon demand in cash and cash equivalents.

(e) Amount owing to a subsidiary represents advances, which are unsecured, interest-free and payable upon demand in cash and cash equivalents.

(f) Included in deposits received of the Group are tenant deposits received from franchisees amounting to RM2,521,000 (2011: RM2,555,000), which are in respect of rental of business premises in accordance with rental agreements.

(g) Included in deposits received of the Group is a sinking fund amounting to RM799,000 (2011: RM693,000), which is in respect of funds received from the franchisees for the repair and maintenance of the franchise outlets.

22. TRADE AND OTHER PAYABLES (continued)

(h) The currency exposure profile of payables are as follows:

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
European Euro	814	1,799	-	-
United States dollar	739	1,512	-	-
Hong Kong dollar	-	*	-	-
Japanese Yen	12	1	-	-
Singapore dollar	1,621	121	-	-
Ringgit Malaysia	17,244	20,499	259	50
	20,430	23,932	259	50

* Represents RM358

(i) Information of financial risks of trade and other payables are disclosed in Note 39 to the financial statements.

23. DEFERRED INCOME

	Group	
	2012 RM'000	2011 RM'000
Balance as at 1 January	1,301	1,386
Franchise fees received during the financial year	498	540
Recognised as income during the financial year	(342)	(625)
Balance as at 31 December	1,457	1,301
Analysed as follows:		
Current liabilities:		
- not later than one (1) year	479	464
Non-current liabilities:		
- later than one (1) year and not later than five (5) years	978	837
	1,457	1,301

Deferred income of the Group represents franchise fees received in advance upon signing of agreement.

24. COMMITMENTS

(a) Operating lease commitments

The Group has entered into non-cancellable lease agreements for business premises, resulting in future rental commitments which may, subject to certain terms in the agreements, be revised accordingly or upon its maturity based on prevailing market rates. The Group has aggregate future minimum lease commitments as at the end of the reporting period as follows:

	Group	
	2012 RM'000	2011 RM'000
Branches		
Not later than one (1) year	14,703	13,928
Later than one (1) year and not later than five (5) years	13,076	8,954
Later than five (5) years	-	28
	27,779	22,910
Franchisees		
Not later than one (1) year	6,489	5,842
Later than one (1) year and not later than five (5) years	4,378	2,616
	10,867	8,458

Certain lease rentals are subject to contingent rental which are determined based on a percentage of sales generated from outlets.

The Group has back-to-back arrangement with its franchisees on the rental commitments. The Group enters into rental agreements for the business premises with third parties and subsequently, sub-lease these business premises to the franchisees. The rental expenses will be borne by the franchisees.

(b) Capital commitments

	Group	
	2012 RM'000	2011 RM'000
Capital expenditure in respect of purchase of property, plant and equipment:		
Contracted but not provided for	747	-

25. CONTINGENT LIABILITIES

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Secured corporate guarantees given to licensed banks for facilities granted to subsidiaries				
- Limit of guarantee	-	-	27,510	17,410
- Amount utilised	-	-	18,435	11,258
Financial guarantee given to landlord for rental of premises	597	-	-	-
Letter of credit	647	1,506	-	-

The fair value of such financial corporate guarantees is negligible as the probability of the Group defaulting on the financial facilities and rental payment is remote.

26. REVENUE

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Sale of goods	125,306	115,165	-	-
Services rendered	1,276	1,378	-	-
Franchise fees income	486	414	-	-
Licensing fees income	130	152	-	-
Royalty fees income	3,380	3,117	-	-
Gross dividend income from subsidiaries	-	-	4,425	4,192
	130,578	120,226	4,425	4,192

27. COST OF SALES

	Group	
	2012 RM'000	2011 RM'000
Inventories sold	54,413	49,240
Services rendered	416	472
	54,829	49,712

28. FINANCE COSTS

	Group	
	2012 RM'000	2011 RM'000
Interest expense on:		
- hire-purchase	208	158
- term loans	148	194
- bankers' acceptances	528	496
- bank overdrafts	8	1
- others	189	200
	1,081	1,049

29. PROFIT BEFORE TAX

		Group		Company	
	Note	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Profit before tax is arrived at after charging:					
Auditors' remuneration:					
BDO					
- statutory audits		163	166	37	41
- other services		20	7	20	7
Other auditors					
- statutory audits		1	-	-	-
Bad debts written off		6	45	-	-
Depreciation of property, plant and equipment	7	4,151	3,986	-	-
Directors' remuneration:					
- fees		126	119	126	119
- emoluments other than fees		3,747	2,780	-	-
Impairment losses on:					
- goodwill on consolidation	10	-	410	-	-
- investments in subsidiaries	8	-	-	-	48
- property, plant and equipment	7	98	406	-	-
- trade and other receivables	12	266	487	-	-
Interest expense on:					
- hire-purchase		208	158	-	-
- term loans		148	194	-	-
- bankers' acceptances		528	496	-	-
- bank overdrafts		8	1	-	-
- others		189	200	-	-
Inventories written off	13	434	150	-	-
Loss on disposal of property, plant and equipment		163	28	-	-
Property, plant and equipment written off	7	768	309	-	-
Realised loss on foreign currency transactions		196	196	-	-
Rental of premises		18,813	17,685	-	-
And crediting:					
Gain on disposal of property, plant and equipment		38	65	-	-
Gain on disposal of held-to-maturity investment		-	1	-	-
Gross dividends received from:					
- subsidiaries (unquoted)		-	-	4,425	4,192
- associate (unquoted)		257	47	-	-
Interest income received from:					
- fixed deposits		230	271	4	91
- others		456	584	16	10
Realised gain on foreign currency transactions		210	57	-	-
Rental income		159	129	-	-
Reversal of inventories previously written down	13	-	20	-	-
Reversal of impairment losses on receivables	12	-	140	-	-

30. TAXATION

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Current tax expense based on profit for the financial year	3,566	2,923	4	38
Deferred tax (Note 11)	(141)	73	-	-
	3,425	2,996	4	38
(Over)/Under-provision in prior years:				
Income tax	(49)	(768)	(16)	8
Deferred tax (Note 11)	82	(19)	-	-
	33	(787)	(16)	8
	3,458	2,209	(12)	46

Malaysian income tax is calculated at the statutory tax rate of 25% (2011: 25%) of the estimated taxable profits for the fiscal year.

The numerical reconciliations between the tax expense and the product of accounting profit multiplied by the applicable tax rates of the Group and of the Company are as follows:

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Profit before tax	9,477	9,208	3,904	3,803
Taxation at Malaysian statutory tax rate of 25% (2011: 25%)	2,369	2,302	976	951
Tax effect in respect of:				
Non-allowable expenses	852	677	135	118
Non-taxable income	(1)	(1)	(1,107)	(1,031)
Unused tax losses and unabsorbed capital allowances not recognised in loss making subsidiaries	205	18	-	-
	3,425	2,996	4	38
(Over)/Under-provision in prior years:				
- income tax	(49)	(768)	(16)	8
- deferred tax	82	(19)	-	-
	3,458	2,209	(12)	46

31. EARNINGS PER SHARE

(a) Basic earnings per ordinary share

Basic earnings per ordinary share for the financial year is calculated by dividing the profit for the financial year attributable to equity holders of the parent by the weighted average number of ordinary shares outstanding during the financial year.

	Group	
	2012 RM'000	2011 RM'000
Profit attributable to equity holders of the parent	6,035	7,012
Weighted average number of ordinary shares in issue ('000)	165,000	165,000

	2012 Sen	2011 Sen
Basic earnings per ordinary share	3.66	4.25

(b) Diluted earnings per ordinary share

Diluted earnings per ordinary share is not presented as there is no dilutive potential ordinary share.

32. DIVIDENDS

	Group and Company			
	2012		2011	
	Gross dividend per share Sen	Amount of dividend after tax RM'000	Gross dividend per share Sen	Amount of dividend after tax RM'000
2010				
Interim single tier tax exempt dividend	-	-	1.5	2,475
Final single tier tax exempt dividend	-	-	0.5	825
2011				
Final single tier tax exempt dividend	2.0	3,300	-	-
	2.0	3,300	2.0	3,300

The interim and final single tier tax exempt dividend of 1.5 sen and 0.5 sen per ordinary shares respectively were in respect of the financial year ended 31 December 2010 and were declared after the financial year ended 31 December 2010 and paid to shareholders on 4 April 2011 and 1 August 2011 respectively.

The final single tier tax exempt dividend of 2.0 sen per ordinary shares was in respect of the financial year ended 31 December 2011 and was declared after the financial year ended 31 December 2011 and paid to shareholders on 26 July 2012.

An interim single tier tax exempt dividend of 1.0 sen per ordinary share amounting to RM1,650,000 in respect of the financial year ended 31 December 2012 was declared on 26 February 2013 and the payment date is fixed on 26 April 2013.

The Directors do not recommend any payment of final dividend in respect of the current financial year.

33. ACQUISITION OF SUBSIDIARIES

(a) On 29 March 2012, the Company undertook an internal reorganisation by entering into a sale of shares agreement with its wholly-owned subsidiary, Focus Point Vision Care Group Sdn. Bhd. to acquire the entire equity interests of Multiple Reward Sdn. Bhd. ("MRSB") for a cash consideration of RM20,503. Arising therefrom, MRSB is a directly wholly-owned subsidiary of the Company. Following the acquisition, the Company subscribed for an additional 2,500,000 ordinary shares of RM1.00 each in Multiple Reward Sdn. Bhd. which was satisfied by a cash consideration of RM900,000 and capitalisation of RM1,600,000 of the amount owing by MRSB.

The acquisition has no material impact to the financial statements of the Group.

(b) On 27 September 2012, a wholly-owned subsidiary, Focus Point Vision Care Group Sdn. Bhd. incorporated a 90% owned subsidiary known as Care Point Optical Sdn. Bhd. ("CPOSB") with an initial issued and paid-up share capital of RM10 comprising 10 ordinary shares of RM1.00 each. The total cash consideration paid was RM9.

The fair value of the identifiable assets and liabilities of CPOSB as at the date of incorporation are as follows:

	2012 **RM'000**
Cash/Total cost of acquisition	*

The effects of the incorporation of CPOSB on cash flows are as follows:

	2012 **RM'000**
Incorporation expenses settled in cash	*
Cash and cash equivalents of subsidiary incorporated	*
Net cash outflow of the Group on incorporation	-

* represents RM9.00

CPOSB has contributed the following results to the Group for the financial year from the incorporation date:

	2012 **RM'000**
Revenue	5
Loss for the financial year	(18)

33. ACQUISITION OF SUBSIDIARIES (continued)

(c) In the previous financial year, a wholly-owned subsidiary, Focus Point Vision Care Group Sdn. Bhd. acquired the remaining 49% of the issued and paid-up ordinary share capital of Eye-Zed Sdn. Bhd. ("EZSB") for a total cash consideration of RM97,086.

The fair value of the identifiable assets and liabilities of EZSB as at the date of acquisition were as follows:

	2011 **RM'000**
Property, plant and equipment	80
Inventories	95
Trade and other receivables	59
Cash and cash equivalents	20
Trade and other payables	(54)
Total identifiable net assets	200
Less: Fair value of 51% equity interest held previously as subsidiary	(102)
Total identifiable net assets acquired (at 49%)	98
Purchase consideration settled in cash	(97)
Gain on bargain purchase	1

The acquisition had no material impact to the Group financial statements.

(d) In the previous financial year, a wholly-owned subsidiary, Focus Point Vision Care Group Sdn. Bhd. incorporated a 60% owned subsidiary known as Truesight Eyewear Optical Sdn. Bhd. ("TEOSB") with an initial issued and paid-up share capital of RM10 comprising 10 ordinary shares of RM1.00 each. The total cash consideration paid was RM6.

The fair value of the identifiable assets and liabilities of TEOSB as at the date of incorporation were as follows:

	2011 **RM'000**
Cash/Total cost of acquisition	*

The effects of the incorporation of TEOSB on cash flows were as follows:

	2011 **RM'000**
Incorporation expenses settled in cash	*
Cash and cash equivalents of subsidiary incorporated	*
Net cash outflow of the Group on incorporation	-

* represents RM6.00

TEOSB had contributed the following results to the Group for the financial year from the incorporation date:

	2011 **RM'000**
Revenue	179
Loss for the financial year	(22)

34. ACQUISITION OF BUSINESS OPERATIONS AND ASSETS

On 31 October 2012, a wholly-owned subsidiary, Multiple Reward Sdn. Bhd. entered into a Sale and Purchase Agreement with Eagle Quantum Sdn. Bhd. to acquire the bakery and café business operations and certain assets for a total cash consideration of RM800,000.

The summary of effects on the acquisition of the identifiable assets of the bakery and café business operations as at the date of acquisition are as follows:

	2012 **RM'000**
Property, plant and equipment	800
Total identifiable net assets acquired	800
Purchase consideration settled in cash	(800)
Goodwill	-

There is no significant contribution of revenue and profit of the acquisition of all the business operations and assets to the Group.

35. EMPLOYEE BENEFITS

	Group		**Company**	
	2012 **RM'000**	**2011** **RM'000**	**2012** **RM'000**	**2011** **RM'000**
Wages, salaries and bonuses	25,030	23,482	126	119
Contributions to defined contribution plan	3,830	3,325	-	-
Social security contributions	326	301	-	-
Other benefits	6,048	5,185	-	-
	35,234	32,293	126	119

Included in the employee benefits of the Group and of the Company are Directors' remuneration amounting to RM3,873,000 (2011: RM2,899,000) and RM126,000 (2011: RM119,000) respectively.

36. RELATED PARTY DISCLOSURES

(a) Identities of related parties

Parties are considered to be related to the Group if the Group has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group and the party are subject to common control or common significant influence. Related parties may be individuals or other entities.

The Company has controlling related party relationship with its direct and indirect subsidiaries.

Related parties of the Group include:

(i) Direct and indirect subsidiaries as disclosed in Note 8 to the financial statements;

(ii) Indirect associates as disclosed in Note 9 to the financial statements;

(iii) Companies in which certain Directors of the Company have substantial financial interest; and

(iv) Key management personnel who are defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Group either directly or indirectly. The key management personnel include all the Directors of the Company, and certain members of the senior management of the Group.

36. RELATED PARTY DISCLOSURES (continued)

(b) Significant related party transactions

In addition to the transactions detailed elsewhere in the financial statements, the Group had the following transactions with related parties during the financial year:

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Subsidiaries:				
Dividend received	-	-	4,425	4,192
Associate:				
Sale of goods	1,467	1,269	-	-
Licensing fees received/ Receivable	130	111	-	-
Dividend received	257	47	-	-
Company in which a Director of the Company has substantial financial interests:				
Rental paid/payable	60	-	-	-

The related party transactions described above were carried out on terms and conditions not materially different from those obtainable from transactions with unrelated parties except for licensing fees received/ receivable from an associate which are charged at 2% (2011: 2%) of monthly gross sales while other licensees of the Group are charged at 5% (2011: 5%) of monthly gross sales.

Information regarding outstanding balances arising from related party transactions as at 31 December 2012 are disclosed in Notes 12 and 22 to the financial statements.

(c) Compensation of key management personnel

Key management personnel are those persons having the authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any Director (whether executive or otherwise) of the Group and the Company.

The remuneration of Directors and other key management personnel during the financial year were as follows:

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Short term employee benefits	3,905	3,022	126	119
Contributions to defined contribution plan	471	365	-	-
	4,376	3,387	126	119

37. OPERATING SEGMENTS

Focus Point Holdings Berhad and its subsidiaries are principally engaged in operation of professional eye care centres, trading of eyewear and eye care products, management of franchised professional eye care centres, provision of medical eye care services, provision of food and beverages services, trading of hearing aid solutions and related accessories and investment holding.

The Group has arrived at three (3) reportable segments that are organised and managed separately according to the nature of products and services, specific expertise and technologies requirements, which requires different business and marketing strategies. The reportable segments are summarised as follows:

(i) Optical related products

Retailing of optical related products.

(ii) Franchise management

Franchise management relating to optical and optometric products.

(iii) Food and beverages

Provision of food and beverages services.

Other operating segments that do not constitute reportable segments comprise investment holding, laser eye surgery treatment activities as well as retailing of hearing solutions and related accessories.

The accounting policies of operating segments are the same as those described in the summary of significant accounting policies.

The Group evaluates performance on the basis of profit or loss from operations before tax excluding non-recurring losses, such as goodwill impairment.

Inter-segment revenue is priced along the same lines as sales to external customers and is eliminated in the consolidated financial statements. These policies have been applied consistently throughout the current financial year.

Segment assets exclude tax assets and segment liabilities exclude tax liabilities. Details are provided in the reconciliations from segment assets and liabilities to the Group position.

2012	**Optical related products RM'000**	**Franchise management RM'000**	**Food and beverages RM'000**	**Others RM'000**	**Total RM'000**
Revenue					
Total revenue	123,903	4,087	1,426	5,716	135,132
Inter-segment revenue	(38)	(91)	-	(4,425)	(4,554)
Revenue from external customers	123,865	3,996	1,426	1,291	130,578
Results					
Segment results	10,231	1,044	(1,072)	(487)	9,716
Interest income	655	6	1	24	686
Finance costs	(1,008)	-	(47)	(26)	(1,081)
Share of profit of associates	156	-	-	-	156
Profit before tax					9,477
Income tax expense					(3,458)
Profit for the financial year					6,019

37. OPERATING SEGMENTS (continued)

2012	Optical related products RM'000	Franchise management RM'000	Food and beverages RM'000	Others RM'000	Total RM'000
Assets					
Segment assets	85,792	1,746	8,771	1,696	98,005
Investments in associates	435	-	-	-	435
	86,227	1,746	8,771	1,696	98,440
Liabilities					
Segment liabilities	35,028	2,468	4,944	764	43,204
Other segment information					
Depreciation	3,896	-	147	108	4,151
Impairment losses on property, plant and equipment	98	-	-	-	98
Impairment losses on trade and other receivables	266	-	-	-	266
Bad debts written off	6	-	-	-	6
Property, plant and equipment written off	768	-	-	-	768
Inventories written off	434	-	-	-	434
Net loss on disposal of property, plant and equipment	125	-	-	-	125
Capital expenditure	3,070	-	6,905	652	10,627

2011 (restated)	Optical related products RM'000	Franchise management RM'000	Food and beverages RM'000	Others RM'000	Total RM'000
Revenue					
Total revenue	116,557	3,852	-	5,618	126,027
Inter-segment revenue	(1,439)	(170)	-	(4,192)	(5,801)
Revenue from external customers	115,118	3,682	-	1,426	120,226
Results					
Segment results	8,682	950	-	(358)	9,274
Interest income	751	2	-	102	855
Finance costs	(1,046)	-	-	(3)	(1,049)
Share of profit of associates	128	-	-	-	128
Profit before tax					9,208
Income tax expense					(2,209)
Profit for the financial year					6,999

37. OPERATING SEGMENTS (continued)

2011 (restated)	Optical related products RM'000	Franchise management RM'000	Food and beverages RM'000	Others RM'000	Total RM'000
Assets					
Segment assets	85,444	1,417	-	4,488	91,349
Investments in associates	472	-	-	-	472
	85,916	1,417	-	4,488	91,821
Liabilities					
Segment liabilities	38,153	2,133	-	160	40,446
Other segment information					
Depreciation	3,908	-	-	78	3,986
Impairment losses on property, plant and equipment	406	-	-	-	406
Impairment losses on goodwill	400	-	-	10	410
Impairment losses on trade receivables	487	-	-	-	487
Bad debts written off	45	-	-	-	45
Property, plant and equipment written off	309	-	-	-	309
Reversal of impairment losses on receivables	(140)	-	-	-	(140)
Inventories written off	150	-	-	-	150
Reversal of inventories previously written down	(20)	-	-	-	(20)
Net gain on disposal of property, plant and equipment	(34)	-	-	(3)	(37)
Capital expenditure	6,776	-	-	19	6,795

Reconciliations of reportable segment assets and liabilities to the Group's corresponding amounts are as follows:

	2012 RM'000	2011 RM'000
Assets		
Total assets for reportable segments	98,440	91,821
Tax assets	455	641
Group's assets	98,895	92,462
Liabilities		
Total liabilities for reportable segments	43,204	40,446
Tax liabilities	2,161	1,285
Group's liabilities	45,365	41,731

Geographical information

The Group operates predominantly in Malaysia.

Major customers

The Group does not have significant reliance on a single major customer, with whom the Group transacted ten (10) per cent or more of its revenue during the financial year.

38. FINANCIAL INSTRUMENTS

(a) Capital management

The objective of the Group's capital management is to ensure that it maintains healthy ratios in order to support its business operations and to provide fair returns for shareholders and benefits for other stakeholders. The overall strategy of the Group remains unchanged from that in the previous financial year.

The Group manages its capital structure and makes adjustments to it, as deemed appropriate. In order to maintain or adjust the capital structure, the Group may, from time to time, adjust the dividend payout to shareholders, issue new shares and redeem debts, where necessary. No changes were made in the objectives, policies or processes during the financial years ended 31 December 2012 and 31 December 2011.

The Group is not subject to any externally imposed capital requirements.

The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group includes within net debt, loans and borrowings, trade and other payables, less cash and bank balances. Capital represents equity attributable to the owners of the parent.

	Group		**Company**	
	2012 RM'000	**2011 RM'000**	**2012 RM'000**	**2011 RM'000**
Loans and borrowings	21,317	15,213	-	-
Trade and other payables	20,430	23,932	259	50
Total liabilities	41,747	39,145	259	50
Less: Cash and bank balances	(16,100)	(13,980)	(209)	(3,585)
Net debt/(assets)	25,647	25,165	50	(3,535)
Total capital	53,530	50,731	41,205	40,589
Net debt	25,647	25,165	50	(3,535)
Equity	79,177	75,896	41,255	37,054
Gearing ratio (%)	32.4	33.2	0.1	Nil

Pursuant to the requirements of Guidance Note No. 3/2006 of the Bursa Malaysia Securities Berhad, the Group is required to maintain a consolidated shareholders' equity equal to or not less than 25% of the issued and paid-up capital. The Group has complied with this requirement during the financial year ended 31 December 2012.

38. FINANCIAL INSTRUMENTS (continued)

(b) Financial instruments

(i) Categories of financial instruments

Group	**2012** **RM'000**	**2011** **RM'000**
Financial assets		
Loan and receivables - Trade and other receivables, exclude prepayment	17,304	17,171
Cash and cash equivalents	16,100	13,980
	33,404	31,151
Financial liabilities		
Other financial liabilities		
- Borrowings	21,317	15,213
- Trade and other payables	20,430	23,932
	41,747	39,145
Company		
Financial assets		
Loan and receivables - Trade and other receivables	9,480	7,831
Cash and cash equivalents	209	3,585
	9,689	11,416
Financial liabilities		
Other financial liabilities		
- Trade and other payables	259	50

(ii) Fair values of financial instruments

The fair values of financial instruments that are not carried at fair values and whose carrying amounts do not approximate their fair values are as follows:

	Group	
2012	**Carrying amount** **RM'000**	**Fair value** **RM'000**
Recognised		
Financial liabilities:		
Hire-purchase liabilities	4,462	4,310
Unrecognised		
Financial liabilities:		
Contingent liabilities	-	*

38. FINANCIAL INSTRUMENTS (continued)

(b) Financial instruments (continued)

(ii) Fair values of financial instruments (continued)

	Group	
2011	**Carrying amount RM'000**	**Fair value RM'000**
Recognised		
Financial liabilities:		
Hire-purchase liabilities	2,023	1,959
Unrecognised		
FInancial liabilities:		
Contingent liabilities	-	*

* The Group and the Company provide corporate guarantees to financial institutions for banking facilities granted to subsidiaries, financial guarantee given to landlord for rental of premises and letter of credit as disclosed in Note 25 to the financial statements. The fair value of such financial corporate guarantees is negligible as the probability of the Group defaulting on the financial facilities and rental payment is remote.

(c) Determination of fair values

Methods and assumptions used to estimate fair values

The fair values of financial assets and financial liabilities are determined as follows:

(i) Financial instruments that are not carried at fair values and whose carrying amounts are at reasonable approximation of fair values

The carrying amounts of financial assets and financial liabilities, such as trade and other receivables, trade and other payables and borrowings, are reasonable approximation of fair values, either due to their short-term nature or that they are floating rate instruments that are re-priced at market interest rates on or near the end of the reporting period.

The carrying amounts of the current portion of loans and borrowings are reasonable approximations of fair values due to the insignificant impact of discounting.

(ii) Hire-purchase liabilities

The fair values of the hire-purchase liabilities are estimated based on the future contractual cash flows discounted at current market interest rates available for similar financial instruments and of the same remaining maturities.

(iii) Trade receivables (amounts owing by franchisees including the sales of initial stocks and fixed assets)

The fair values of these financial instruments are estimated by discounting expected future cash flows at market lending rates for similar types of lending, borrowing or leasing arrangements at the end of the reporting period. At the end of the reporting period, these amounts are carried at amortised costs and the carrying amounts approximate to their fair values.

(iv) Financial guarantee

The Group and the Company provide corporate guarantees to financial institutions for banking facilities granted to subsidiaries, financial guarantee given to landlord for rental of premises and letter of credit. The fair value of such financial corporate guarantees is negligible as the probability of the Group defaulting on the financial facilities and rental payment is remote.

39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's financial risk management objective is to optimise value creation for shareholders whilst minimising the potential adverse impact arising from fluctuations in foreign currency exchange and interest rates and the unpredictability of the financial markets.

The Group operates within an established risk management framework and clearly defined guidelines that are regularly reviewed by the Board of Directors and does not trade in derivative financial instruments. Financial risk management is carried out through risk review programmes, internal control systems, insurance programmes and adherence to the Group financial risk management policies. The Group is exposed mainly to foreign currency risk, interest rate risk, liquidity and cash flow risk and credit risk. Information on the management of the related exposures is detailed below.

(i) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

During the financial year, the Group had exposure of foreign exchange risk on purchases that are denominated in currencies other than Ringgit Malaysia ("RM"). The currency that gives rise to this risk is primarily the United States dollar ("USD"), European Euro ("EURO"), Japanese Yen ("JPY"), Hong Kong dollar ("HKD") and Singapore dollar ("SGD"). The Group monitors its foreign currency exposure on an ongoing basis.

During the financial year, the Group did not enter into any forward currency contract to manage exposures to currency risk for payables which are denominated in currencies other than the functional currency of the Group.

Sensitivity analysis for foreign currency risk

The following table demonstrates the sensitivity of the Group's profit after tax to a reasonably possible change in the USD, EURO, JPY, HKD and SGD exchange rates against RM, with all other variables held constant.

		Group	
		2012	**2011**
		RM'000	**RM'000**
		Profit after tax	Profit after tax
USD/RM	- strengthen by 3%	-21	-42
	- weaken by 3%	+21	+42
EURO/RM	- strengthen by 3%	-23	-55
	- weaken by 3%	+23	+55
HKD/RM	- strengthen by 3%	-	-2
	- weaken by 3%	-	+2
JPY/RM	- strengthen by 3%	*	#
	- weaken by 3%	*	#
SGD/RM	- strengthen by 3%	-49	-4
	- weaken by 3%	+49	+4

* *Represents RM368*
\# *Represents RM180*

39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group and Company's financial instruments will fluctuate because of changes in market interest rates.

The Group and Company's exposure to interest rate risk arises primarily from their fixed deposits with licensed banks and loans and borrowings. The Group borrows at both fixed and floating rates of interest to generate the desired interest profile and to manage the Group's exposure to interest rate fluctuations. The Group's deposits are placed at fixed rates and management endeavours to obtain the best rate available in the market.

Sensitivity analysis for interest rate risk

The following table demonstrates the sensitivity of the Group's and of the Company's profit after tax to a reasonably possible change in 100 basis points against interest rates, with all other variables held constant.

		Group	
		2012 **RM'000** Profit after tax	**2011** **RM'000** Profit after tax
Fixed deposits	- 100 basis points higher	+55	+58
	- 100 basis points lower	-55	-58
Hire-purchase liabilities	- 100 basis points higher	-21	-25
	- 100 basis points lower	+21	+25
Bankers' acceptances	- 100 basis points higher	-83	-86
	- 100 basis points lower	+83	+86
Term loans	- 100 basis points higher	-16	-22
	- 100 basis points lower	+16	+22
Bank overdrafts	- 100 basis points higher	#	-
	- 100 basis points lower	#	-

represents RM392

		Company	
		2012 **RM'000** Profit after tax	**2011** **RM'000** Profit after tax
Fixed deposits	- 100 basis points higher	-	+29
	- 100 basis points lower	-	-29

The sensitivity was lower in 2012 than 2011 because the Group drew down additional borrowings towards the end of the reporting period.

The assumed movement in basis points for interest rate sensitivity analysis is based on the currently observable market environment.

39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(ii) Interest rate risk (continued)

The following tables set out the carrying amounts, the weighted average effective interest rates as at the end of the reporting period and the remaining maturities of the Group's and the Company's financial instruments that are exposed to interest rate risk:

Group	Note	Weighted average effective interest rate %	Within 1 year RM'000	1 - 2 years RM'000	2 - 3 years RM'000	3 - 4 years RM'000	4 - 5 years RM'000	More than 5 years RM'000	Total RM'000
At 31 December 2012									
Fixed rates									
Fixed deposits with licensed banks	14	2.77	8,215	-	-	-	-	-	8,215
Hire-purchase liabilities	19	7.76	(1,512)	(1,285)	(1,048)	(565)	(52)	-	(4,462)
Floating rates									
Term loans	18	7.10	(486)	(597)	(500)	(194)	(103)	(37)	(1,917)
Bank overdrafts	20	0.23	(3,586)	-	-	-	-	-	(3,586)
Bankers' acceptances	21	4.65	(11,352)	-	-	-	-	-	(11,352)
At 31 December 2011									
Fixed rates									
Fixed deposits with licensed banks	14	2.93	7,856	-	-	-	-	-	7,856
Hire-purchase liabilities	19	6.54	(1,201)	(514)	(215)	(93)	-	-	(2,023)
Floating rates									
Term loans	18	6.26	(368)	(1,256)	(280)	(147)	(105)	(123)	(2,279)
Bankers' acceptances	21	4.55	(10,911)	-	-	-	-	-	(10,911)
Company									
At 31 December 2012									
Fixed rates									
Fixed deposits with a licensed bank	14	-	-	-	-	-	-	-	-
At 31 December 2011									
Fixed rates									
Fixed deposits with a licensed bank	14	2.85	1,364	-	-	-	-	-	1,364

39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(iii) Liquidity and cash flow risk

The Group actively manages its debt maturity profile, operating cash flows and the availability of funding so as to ensure that all operating, investing and financing needs are met. In liquidity risk management strategy, the Group measures and forecasts its cash commitments and maintains a level of cash and cash equivalents deemed adequate to finance the Group's activities.

The Group is actively managing its operating cash flow to ensure all commitments and funding needs are met. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities. Due to the dynamic nature of the underlying businesses, the Group aims at maintaining flexibility in funding by keeping committed credit lines available.

Analysis of financial instruments by remaining contractual maturities

The table below summarises the maturity profile of the Group and Company's liabilities at the end of the reporting period based on contractual undiscounted repayment obligations.

	2012			
Group	**On demand or within 1 year RM'000**	**1-5 years RM'000**	**More than 5 years RM'000**	**Total RM'000**
Financial liabilities:				
Trade and other payables	20,430	-	-	20,430
Loans and borrowings	17,227	4,630	37	21,894
Total undiscounted financial liabilities	37,657	4,630	37	42,324
Company				
Financial liabilities:				
Trade and other payables	259	-	-	259
Total undiscounted financial liabilities	259	-	-	259

	2011			
Group	**On demand or within 1 year RM'000**	**1-5 years RM'000**	**More than 5 years RM'000**	**Total RM'000**
Financial liabilities:				
Trade and other payables	23,932	-	-	23,932
Loans and borrowings	12,574	2,657	123	15,354
Total undiscounted financial liabilities	36,506	2,657	123	39,286
Company				
Financial liabilities:				
Trade and other payables	50	-	-	50
Total undiscounted financial liabilities	50	-	-	50

39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(iv) Credit risk

Cash deposits and trade receivables may give rise to credit risk, which requires the loss to be recognised if a counter party fails to perform as contracted. The major counter parties are major licensed financial institutions and reputable organisations. It is the Group's policy to monitor the financial standing of counter parties on an ongoing basis to ensure that the Group is exposed to minimal credit risk.

The Group's and the Company's exposure to credit risks, or the risk of counterparties defaulting, arises mainly from receivables and amounts owing by subsidiaries respectively. The Group's trading terms with its customers are mainly on credit except for walk-in customers at its branches. The credit period is generally for a period of 75 days (2011: 75 days). Each customer has a maximum credit limit and the Group seeks to maintain strict control over its outstanding receivables via a credit control officer to minimise credit risk. Overdue balances are reviewed regularly by senior management.

The Group's major classes of financial assets are current tax assets, trade and other receivables and cash and cash equivalents.

Deposits with banks and other financial institutions that are neither past due nor impaired are placed with or entered into with reputable financial institutions with high credit ratings and no history of default.

<u>Exposure to credit risk</u>

As at 31 December 2012, other than the amounts owing by subsidiaries constituting approximately 100% (2011: 100%) of the total receivables of the Company, the Group does not have any significant concentration of credit risk related to any individual customer or counterparty. The Group's and the Company's maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised in the statements of financial positions.

40. SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR

(a) On 23 April 2012, a wholly-owned subsidiary, Focus Point Vision Care Group Sdn. Bhd. entered into the sale of business and asset agreement with its wholly-owned subsidiaries, Radiant Attraction Sdn. Bhd., Eye-Zed Sdn. Bhd. and Esprit Shoppe Sdn. Bhd. ("the Subsidiaries") for the purchase of the business and the assets of the Subsidiaries at a consideration of RM371,743, RM206,657 and RM543,673 respectively.

(b) On 31 October 2012, a wholly-owned subsidiary, Multiple Reward Sdn. Bhd. entered into a Sale and Purchase Agreement with Eagle Quantum Sdn. Bhd. to acquire the bakery and café business operations and certain assets for a total cash consideration of RM800,000.

41. EXPLANATION OF TRANSITION TO MFRS

The Group and the Company are non-transitioning entities as defined by the MASB, and have adopted the MFRS Framework during the financial year ended 31 December 2012. Accordingly, these are the first financial statements of the Group and of the Company prepared in accordance with MFRSs.

The accounting policies set out in Note 4 to the financial statements have been applied in preparing the financial statements of the Group and of the Company for the financial year ended 31 December 2012, as well as comparative information presented in these financial statements for the financial year ended 31 December 2011 and in the preparation of the opening MFRS statements of financial position at 1 January 2011 (the date of transition of the Group to MFRSs).

There is no impact arising from the transition from FRSs to MFRSs on the Company's financial position, financial performance and cash flows. Thus, the Company has not adjusted any amount previously reported in financial statements that were prepared in accordance with the previous FRS Frameworks.

41. EXPLANATION OF TRANSITION TO MFRS (continued)

The Group has adjusted amounts previously reported in financial statements that were prepared in accordance with the previous FRS Frameworks. In preparing the opening statements of financial position at 1 January 2011, an explanation on the impact arising from the transition from FRSs to MFRSs on the Group's financial position, financial performance and cash flows is set out as follows:

(a) Reconciliation of financial position as at 1 January 2011

	Previously reported under FRSs RM'000	Group Effect on adoption of MFRSs RM'000	Restated under MFRSs RM'000
ASSETS			
Non-current assets			
Property, plant and equipment	22,779	807	23,586
Investments in associates	379	-	379
Held-to-maturity investment	500	-	500
Goodwill on consolidation	410	-	410
Deferred tax assets	283	-	283
Trade and other receivables	1,665	-	1,665
	26,016	807	26,823
Current assets			
Inventories	25,400	-	25,400
Trade and other receivables	16,931	-	16,931
Current tax assets	162	-	162
Cash and cash equivalents	19,803	-	19,803
	62,296	-	62,296
TOTAL ASSETS	88,312	807	89,119

	Previously reported under FRSs RM'000	Group Effect on adoption of MFRSs RM'000	Restated under MFRSs RM'000
EQUITY AND LIABILITIES			
Equity attributable to owners of the parent			
Share capital	33,000	-	33,000
Reserves	13,324	703	14,027
	46,324	703	47,027
Non-controlling interests	102	-	102
TOTAL EQUITY	46,426	703	47,129

41. EXPLANATION OF TRANSITION TO MFRS (continued)

(a) Reconciliation of financial position as at 1 January 2011 (continued)

	Previously reported under FRSs RM'000	Group Effect on adoption of MFRSs RM'000	Restated under MFRSs RM'000
LIABILITIES			
Non-current liabilities			
Deferred tax liabilities	1,104	104	1,208
Borrowings	4,883	-	4,883
Deferred income	998	-	998
	6,985	104	7,089
Current liabilities			
Trade and other payables	16,543	-	16,543
Deferred income	388	-	388
Borrowings	16,398	-	16,398
Current tax liabilities	1,572	-	1,572
	34,901	-	34,901
TOTAL LIABILITIES	41,886	104	41,990
TOTAL EQUITY AND LIABILITIES	88,312	807	89,119

(b) Reconciliation of financial position as at 31 December 2011

	Previously reported under FRSs RM'000	Group Effect on adoption of MFRSs RM'000	Restated under MFRSs RM'000
ASSETS			
Non-current assets			
Property, plant and equipment	24,287	845	25,132
Investments in associates	472	-	472
Deferred tax assets	296	-	296
Trade and other receivables	1,328	-	1,328
	26,383	845	27,228
Current assets			
Inventories	34,064	-	34,064
Trade and other receivables	16,845	-	16,845
Current tax assets	345	-	345
Cash and cash equivalents	13,980	-	13,980
	65,234	-	65,234
TOTAL ASSETS	91,617	845	92,462

41. EXPLANATION OF TRANSITION TO MFRS (continued)

(b) Reconciliation of financial position as at 31 December 2011 (continued)

		Group	
	Previously reported under FRSs RM'000	Effect on adoption of MFRSs RM'000	Restated under MFRSs RM'000
EQUITY AND LIABILITIES			
Equity attributable to owners of the parent			
Share capital	33,000	-	33,000
Reserves	16,999	741	17,740
	49,999	741	50,740
Non-controlling interests	(9)	-	(9)
TOTAL EQUITY	49,990	741	50,731
LIABILITIES			
Non-current liabilities			
Deferred tax liabilities	1,171	104	1,275
Borrowings	2,733	-	2,733
Deferred income	837	-	837
	4,741	104	4,845
Current liabilities			
Trade and other payables	23,932	-	23,932
Deferred income	464	-	464
Borrowings	12,480	-	12,480
Current tax liabilities	10	-	10
	36,886	-	36,886
TOTAL LIABILITIES	41,627	104	41,731
TOTAL EQUITY AND LIABILITIES	91,617	845	92,462

41. EXPLANATION OF TRANSITION TO MFRS (continued)

(c) Reconciliation of profit and loss and other comprehensive income as at 31 December 2011

The statements of comprehensive income for the financial year ended 31 December 2011 have been restated arising from the adoption of MFRSs as follows:

	Previously reported under FRSs RM'000	Group Effect on adoption of MFRSs RM'000	Restated under MFRSs RM'000
Revenue	120,226	-	120,226
Cost of sales	(49,712)	-	(49,712)
Gross profit	70,514	-	70,514
Other operating income	4,971	-	4,971
Selling and distribution costs	(26,592)	-	(26,592)
Administrative expenses	(38,802)	38	(38,764)
Finance costs	(1,049)	-	(1,049)
Share of profits in associates	128	-	128
Profit before tax	9,170	38	9,208
Tax expense	(2,209)	-	(2,209)
Profit for the financial year	6,961	38	6,999
Other comprehensive income	-	-	-
Total comprehensive income	6,961	38	6,999

(d) Notes to reconciliation

(i) Property, plant and equipment – use fair values as deemed cost

The Group elected to apply the optional exemption to measure certain categories of property, plant and equipment at fair value at the date of transition to MFRSs and use that fair value as deemed cost.

The aggregate fair value of these property, plant and equipment at 1 January 2011 was determined to be RM23,586,000 compared to the then carrying amount of RM22,779,000 under FRSs.

(ii) Income tax

All of the changes described earlier resulted in the following impact on deferred tax liabilities:

	Group 31.12.2011 RM'000	1.1.2011 RM'000
Increase in deferred tax liabilities	104	104

(iii) Retained earnings

All of the changes described earlier resulted in the following impact on retained earnings:

	Group 31.12.2011 RM'000	1.1.2011 RM'000
Increase in retained earnings	741	703

42. SUPPLEMENTARY INFORMATION ON REALISED AND UNREALISED PROFITS OR LOSSES

The retained earnings as at the end of reporting period may be analysed as follows:

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Total retained earnings of Focus Point Holdings Berhad and its subsidiaries:				
- Realised	32,689	28,752	1,109	493
- Unrealised	(920)	(979)	-	-
	31,769	27,773	1,109	493
Total share of retained earnings from associates:				
- Realised	161	133	-	-
- Unrealised	(5)	(5)	-	-
	156	128	-	-
	31,925	27,901	1,109	493
Less: Consolidation adjustments	(18,546)	(17,257)	-	-
Total retained earnings as per consolidated accounts	13,379	10,644	1,109	493

LIST OF PROPERTIES

Address	Description/ Existing use/ Tenure	Approx. age of building (years)	Build-up area (square feet)	Net carrying amount (RM'000)	Date of acquisition	Year of revaluation
Unit 1, Block 1, Jalan PJU 1/37, Dataran Prima, 47301 Petaling Jaya	5-storey shop office/ Head office/ Freehold	13	7,216	1,938	23.8.2001	2011
Unit 3, Block 1, Jalan PJU 1/37, Dataran Prima, 47301 Petaling Jaya	5-storey shop office/ Head office/ Freehold	13	7,216	1,871	1.8.2000	2011
Unit 5-1, Block 1, Jalan PJU 1/37, Dataran Prima, 47301 Petaling Jaya	Ground floor of a 5-storey shop office/ Head office/ Freehold	13	1,282	553	8.8.2007	2011
Unit 5-4, Block 1, Jalan PJU 1/37, Dataran Prima, 47301 Petaling Jaya	3rd floor of a 5-storey shop office/ Head office/ Freehold	13	1,480	334	11.12.2009	2011
Unit 5-5, Block 1, Jalan PJU 1/37, Dataran Prima, 47301 Petaling Jaya	4th floor of a 5-storey shop office/ Head office/ Freehold	13	1,487	440	15.9.2010	2011

ANALYSIS OF SHAREHOLDINGS AS AT 30 APRIL 2013

Authorised Share Capital	:	RM 50,000,000
Issued and Paid-up Share Capital	:	RM 33,000,000 divided into 165,000,000 ordinary shares of RM0.20 each
Class of share	:	Ordinary shares of RM0.20 each
Voting right	:	One vote per ordinary share

ANALYSIS BY SIZE OF HOLDINGS AS AT 30 APRIL 2013

SIZE OF HOLDINGS	NO. OF HOLDERS	%	NO. OF SHARES	%
1 - 99	6	0.936	200	0.000
100 - 1,000	119	18.565	80,900	0.049
1,001 - 10,000	252	39.313	1,445,000	0.876
10,001 - 100,000	212	33.073	7,644,500	4.633
100,001 - 8,249,999 (*)	49	7.645	32,771,700	19.862
8,250,000 and above (**)	3	0.468	123,057,700	74.580
TOTAL	**641**	**100.000**	**165,000,000**	**100.000**

REMARK : *** - less than 5% of issued shares**
**** - 5% and above of issued shares**

LIST OF TOP 30 HOLDERS AS AT 30 APRIL 2013

NO.	NAME	HOLDINGS	%
1	LIAW CHOON LIANG	75,843,001	45.965
2	PERBADANAN NASIONAL BERHAD	24,750,000	15.000
3	GOH POI EONG	22,464,699	13.615
4	WONG LEE SEONG	3,967,800	2.405
5	TAN YAN PIN	3,515,000	2.130
6	TEO KWEE HOCK	3,069,600	1.860
7	WAN SIEW TING	1,958,000	1.187
8	HUNTERSVILLE (M) SDN BHD	1,551,600	0.940
9	SIM AH HENG	1,538,400	0.932
10	LAI YEU FUNG	1,227,000	0.744
11	HAN LONG CHEN	1,030,900	0.625
12	HO LEE LING	1,000,000	0.606
13	SHU SIEW YIN	1,000,000	0.606
14	HOH HON BING	800,000	0.485
15	KOH ENG KHOON	773,000	0.468
16	ONG HUNG HENG	760,000	0.461
17	ONG BOON SENG	630,000	0.382
18	WAN SIEW TING	610,000	0.370
19	TAN YAN PIN	538,000	0.326
20	JF APEX NOMINEES (TEMPATAN) SDN BHD *PLEDGED SECURITIES ACCOUNT FOR TEO SIEW LAI (MARGIN)*	524,100	0.318
21	CIMSEC NOMINEES (TEMPATAN) SDN BHD *CIMB FOR LEOW MING FONG @ LEOW MIN FONG (PB)*	500,000	0.303

LIST OF TOP 30 HOLDERS AS AT 30 APRIL 2013 (continued)

NO.	NAME	HOLDINGS	%
22	LEE SOON FAH	500,000	0.303
23	LIM KIM SOW	500,000	0.303
24	TA NOMINEES (TEMPATAN) SDN BHD *PLEDGED SECURITIES ACCOUNT FOR WONG TAK MING*	500,000	0.303
25	WONG LAI HENG	463,000	0.281
26	VIVIEN LEE XIN RUI	405,400	0.246
27	GOH HOCK CHUAN	385,500	0.234
28	MAYBANK NOMINEES (TEMPATAN) SDN BHD *PLEDGED SECURITIES ACCOUNT FOR TAN BOON HOCK*	382,000	0.232
29	POH CHOO LIP	360,000	0.218
30	LUM SHEAU FEN	300,000	0.182
	Total	151,847,000	92.030

Directors' Shareholdings as at 30 April 2013 based on the Register of Directors' Shareholdings

Name of Directors	No. of Shares held (Direct)	%	No. of Shares held (Indirect)	%
Dato' Liaw Choon Liang	75,843,001	45.965	22,464,699*	13.615
Datin Goh Poi Eong	22,464,699	13.615	75,843,001**	45.965
Leow Ming Fong @ Leow Min Fong	500,000	0.303	-	-
Dato' Hamzah bin Mohd Salleh	-	-	-	-
Datuk Idris bin Hashim	-	-	-	-

* Deemed interest by virtue of the interest of his spouse, Datin Goh Poi Eong.
** Deemed interest by virtue of the interest of her spouse, Dato' Liaw Choon Liang.

Substantial Shareholders as at 30 April 2013 based on the Register of Substantial Shareholders

Name of Shareholders	No. of Shares held (Direct)	%	No. of Shares held (Indirect)	%
Dato' Liaw Choon Liang	75,843,001	45.965	22,464,699*	13.615
Datin Goh Poi Eong	22,464,699	13.615	75,843,001**	45.965
Perbadanan Nasional Berhad	24,750,000	15.000	-	-

* Deemed interest by virtue of the interest of his spouse, Datin Goh Poi Eong.
** Deemed interest by virtue of the interest of her spouse, Dato' Liaw Choon Liang.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fourth Annual General Meeting of Focus Point Holdings Berhad ("the Company") will be held at Green II function room, Main Wing at Level 1, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 19 June 2013 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 2012 and the Reports of the Directors and Auditors thereon. **(Please refer to Explanatory Note 1)**

2. To approve the payment of Directors' fees of RM126,000.00 for the financial year ended 31 December 2012. **(Resolution 1)**

3. To re-elect the following Directors who retire pursuant to Article 85 of the Company's Articles of Association:-

   (i) Dato' Hamzah Bin Mohd Salleh **(Resolution 2)**
   (ii) Datin Goh Poi Eong **(Resolution 3)**

4. To re-appoint Messrs BDO 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 resolution, with or without modifications as Ordinary/Special Resolutions of the Company:-

5. **ORDINARY RESOLUTION I**
   AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

   "THAT pursuant to Section 132D of the Companies Act, 1965, the Directors of the Company be and are hereby empowered to issue 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 issued pursuant to this resolution does not exceed 10% of the issued share capital 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 on 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 unless revoked or varied by the Company at a general meeting." **(Resolution 5)**

6. **ORDINARY RESOLUTION II**
   PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR EXISTING RECURRENT RELATED PARTY TRANSACTIONS AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")

   "THAT pursuant to Rule 10.09 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("ACE Listing Requirements"), the Company and its subsidiaries ("the Group") 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 party as set out in Section 2.3 of the Circular to Shareholders dated 28 May 2013 ("Related Party") 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 which are not more favourable to the Related Party than those generally available to the public; and
   (c) are not detrimental to the minority shareholders of the Company,

(collectively known as "Shareholders' Mandate");

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

(a) the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless by an ordinary resolution passed at such AGM, the authority is renewed; or
(b) the expiration of the period within the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
(c) revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting,

whichever is earlier;

AND THAT the estimated aggregate value of the transactions conducted pursuant to the Shareholders' Mandate during the financial year will be disclosed, in accordance with the ACE Listing Requirements, in the Annual Report of the Company for the said financial year;

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 Shareholders' Mandate." **(Resolution 6)**

7. To consider any other business of which due notice shall be given in accordance with the Companies Act, 1965.

BY ORDER OF THE BOARD

WONG WAI FOONG (MAICSA 7001358)
WONG PEIR CHYUN (MAICSA 7018710)
Secretaries

Kuala Lumpur

Date: 28 May 2013

NOTES:

1. Notes on Appointment of Proxy

(a) A member entitled to attend and vote at the Meeting is entitled to appoint proxy(ies) (or in case of a corporation, a duly authorised representative) to attend and vote in his stead. A proxy need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.

(b) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointer is a corporation, either under the corporation's Seal or under the hand of an officer or attorney duly authorised.

(c) A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meetings and that where the member appoints 2 proxies, such appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.

(d) Where a Member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.

(e) Where a Member of the Company is an exempt authorised nominee as defined under the SICDA which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.

1. **Notes on Appointment of Proxy (cont'd)**

   (f) Where the authorised nominee appoints two (2) proxies or an exempt authorised nominee appoints two (2) or more proxies, the proportion of the shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.

   (g) The instrument appointing a proxy must be deposited at the Registered Office of the Company at Level 18 The Gardens North Tower Mid Valley City Lingkaran Syed Putra 59200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting i.e. on or before **10.00 a.m., Monday, 17 June 2013.** Provided That in the event the Member(s) duly executes the form of proxy but does not name any proxy, such Member(s) shall be deemed to have appointed the Chairman of the meeting as his/their proxy, Provided Always that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the Member(s).

   (h) Only the member whose names appear on the Record of Depositors as at 10 June 2013 shall be entitled to attend and vote at this meeting or appoint proxy(ies) to attend and vote on their behalf.

2. **Audited Financial Statements for the year ended 31 December 2012**

   The Audited Financial Statement in Agenda 1 is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.

3. **Ordinary Resolution 2 - Re-election of Director**

   The Board had carried out assessment on the contribution and performance as well as the independence of the Independent Director standing for re-election and satisfied that he meets the criteria of independence as prescribed in the ACE Market Listing Requirements of Bursa Malaysia Securitas Berhad.

4. **Explanatory Notes on Special Business**

   (i) Resolution No. 5 - Authority to Issue Shares

   The proposed Resolution 5 is prepared for the purpose of granting a renewed general mandate ("General Mandate") and empowering the Directors to issue shares in the Company up to an amount not exceeding in total per centum (10%) of the issued share capital of the Company for such purposes as the Directors consider would be in the interest of the Company.

   This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting.

   The renewed general mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of bank borrowings acquisitions and/or for issuance of shares as settlement of purchase consideration. This authorisation will expire at the conclusion of the next Annual General Meeting of the Company.

   As at the date of this notice, the Company did not issue any shares pursuant to the mandate granted to the Directors at the Third Annual General Meeting because there were no investment(s), acquisition(s) or working capital that require fund raising activity.

   (ii) Resolution No. 6 - Proposed Renewal of Shareholders' Mandate for Existing Recurrent Related Party Transactions And Proposed New Shareholders' Mandate for Additional Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")

   The Resolution 6, if passed, will allow the Group to enter into recurrent related party transactions made on an arm's length basis and on normal commercial terms and which are not detrimental to the interest of the minority shareholders. Please refer to the Circular to Shareholders dated 28 May 2013 enclosed together with the Company's Annual Report 2012.

FOCUS POINT HOLDINGS BERHAD (884238-U)
(Incorporated in Malaysia)

FORM OF PROXY

I/We ____ of *NRIC No./Passport No./Company No.

____________ of ____ being *a member/members

of Focus Point Holdings Berhad hereby appoint ____

of *NRIC No./Passport No. ________________ of ____________________________

or failing him/her, the Chairman of the Meeting as *my/our proxy to vote for *me/us and on *my/our behalf at the Fourth Annual General Meeting of the Company to be held at Green II function room, Main Wing at Level 1, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 19 June 2013 at 10.00 a.m. and at any adjournment thereof.

My/our proxy is to vote as indicated below :

Item	**Agenda**			
1.	To receive the Audited Financial Statements for the financial year ended 31 December 2012 and the Reports of Directors and Auditors thereon.			
		Resolution	**For**	**Against**
2.	To approve the payment of Directors' fees of RM126,000.00 for the financial year ended 31 December 2012.	1		
3 (i)	To re-elect Dato' Hamzah Bin Mohd Salleh as Director who retires pursuant to Article 85 of the Company's Articles of Association.	2		
3 (ii)	To re-elect Datin Goh Poi Eong as Director who retires pursuant to Article 85 of the Company's Articles of Association.	3		
4.	To re-appoint Messrs BDO as the Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.	4		
Special Business				
5.	To approve the Authority to Issue Share Pursuant to Section 132D of the Companies Act, 1965.	5		
6.	To approve the Proposed Renewal of the Shareholders' Mandate for Existing Recurrent Related Party Transactions and Proposed New Shareholders' Mandate for Additional Recurrent Related Party Transactions of a Revenue or Trading Nature	6		

Please indicate with an "X" in the appropriate space how you wish your proxy to vote. If you do not indicate how you wish your proxy to vote on any resolution, the proxy shall vote as he thinks fit or, at his discretion, abstain from voting.

Dated this day ____________ of ______________2013

Number of ordinary shares held	

____

*Signature/Common Seal of Shareholder

** Delete if not applicable*

Notes:

(a) A member entitled to attend and vote at the Meeting is entitled to appoint proxy(ies) (or in case of a corporation, a duly authorised representative) to attend and vote in his stead. A proxy need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.

(b) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointer is a corporation, either under the corporation's Seal or under the hand of an officer or attorney duly authorised.

(c) A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meetings and that where the member appoints 2 proxies, such appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.

(d) Where a Member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.

(e) Where a Member of the Company is an exempt authorised nominee as defined under the SICDA which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.

(f) Where the authorised nominee appoints two (2) proxies or an exempt authorised nominee appoints two (2) or more proxies, the proportion of the shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.

(g) The instrument appointing a proxy must be deposited at the Registered Office of the Company at Level 18 The Gardens North Tower Mid Valley City Lingkaran Syed Putra 59200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting i.e. on or before **10.00 a.m., Monday, 17 June 2013.** Provided That in the event the Member(s) duly executes the form of proxy but does not name any proxy, such Member(s) shall be deemed to have appointed the Chairman of the meeting as his/their proxy, Provided Always that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the Member(s).

(h) Only the member whose names appear on the Record of Depositors as at 10 June 2013 shall be entitled to attend and vote at this meeting or appoint proxy(ies) to attend and vote on their behalf.

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AFFIX
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The Company Secretary

Focus Point Holdings Berhad (884238-U)
Level 18, The Gardens North Tower
Mid Valley City, Lingkaran Syed Putra
59200 Kuala Lumpur

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FOCUS POINT®

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