



FOCUS POINT HOLDINGS BERHAD

(Company No. 884238-U)
(Incorporated in Malaysia)

ADDENDUM TO THE CIRCULAR TO SHAREHOLDERS OF FOCUS POINT HOLDINGS BERHAD (“FOCUS POINT” OR “THE COMPANY”) DATED 28 MAY 2013 (“CIRCULAR”)

Reference is made to the Circular to Shareholders dated 28 May 2013 in relation to the 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.

We wish to inform that the purpose of this addendum is to provide the following additional statements to the Circular:-

Section 2.7 - Review procedures for Recurrent Related Party Transactions

- a) insertion and deletion of the following statements as underlined below to the existing Section 2.7 on page 7 of the Circular:-

Wherever practicable and/or feasible, at least two (2) other contemporaneous transactions with unrelated third parties for substantially similar products or services and/or quantities will be used as comparison to determine whether the price and terms offered to/by the related parties are fair and reasonable and comparable to those offered to/by other unrelated third parties, after taking into further consideration the delivery schedules, preferential terms and conditions, and the urgency that the goods or services are required for the same or substantially similar type of products/services and/or quantities.

- b) deletion of the following statement as underlined below to the existing Section 2.7 on page 8 of the Circular:-

~~(g) Wherever practicable and/or feasible, at least two (2) other contemporaneous transactions with unrelated third parties for substantially similar products or services and/or quantities will be used as comparison to determine whether the price and terms offered to/by the related parties are fair and reasonable and comparable to those offered to/by other unrelated third parties, after taking into further consideration the delivery schedules, preferential terms and conditions, and the urgency that the goods or services are required.~~

~~In the event that quotations or comparative pricing from unrelated third parties cannot be obtained for the proposed transactions, the Audit Committee shall review the transaction price based on their knowledge of industry norms to ensure that the RRPTs are not detrimental to the Company.~~

~~The Interested Directors or Interested Major Shareholders shall also ensure that his/its associates or persons connected to him/it, as the case may be, will abstain from voting on the resolution approving the transactions.~~

Section 2.9 - Audit Committee's Statement

- (c) insertion and deletion of the following statements as underlined below to the existing Section 2.9 on page 8 of the Circular:-

The Audit Committee of the Company has seen and reviewed the procedures mentioned in Section 2.7 and is of the view that procedures are sufficient to ensure that Recurrent Related Party Transactions are not more favourable to the related party than those generally available to the public and are not to the detriment of the minority shareholders.

The Audit Committee is of view that the group of companies has in place adequate procedures and processes to monitor, track and identify Recurrent Related Party Transactions in a timely and orderly manner, and the frequency of review of these procedures and processes is every quarter of a year.

~~The procedures and processes of Recurrent Related Party Transactions as set out in the Section 2.7 above are reviewed by the Audit Committee of the Company every quarter of a year. The Audit Committee has seen and reviewed the procedures set out in Section 2.7 above and are satisfied that the Group has in place adequate procedures and processes to monitor, track and identify Recurrent Related Party Transactions in a timely and orderly manner as well as to ensure that the Recurrent Related Party Transactions shall be undertaken:~~

- ~~(a) on arm's length basis;~~
- ~~(b) under normal commercial terms consistent with the Focus Point Group's business practices and policies;~~
- ~~(c) on terms not more favourable to the related parties than those generally available to the public; and~~
- ~~(d) not to the detriment of the minority shareholders of the Company.~~

Section 6 – Interests of Directors, Major Shareholders and/or Person(s) Connected to Them

- d) deletion of the following statement as underlined below to the existing Section 6 on page 10 of the Circular:-

~~The aforementioned Interested Directors / Interested Major Shareholders of the Company have also undertaken to ensure that the persons connected to them (if any) will abstain from deliberating and/or voting in respect of their direct and/or indirect shareholdings in Focus Point on the Proposed Shareholders' Mandate at the forthcoming AGM.~~

This Addendum is dated 5 June 2013.