

FOCUS POINT

FOCUS POINT HOLDINGS BERHAD
200901041088 (884238-U)



NEW *vision*
ANNUAL REPORT 2022 | **FOR THE FUTURE**

FOCUS POINT

CORPORATE OFFICE

Unit 1, 3, 5 & 7, Jalan PJU 1/37, Dataran
Prima, 47301 Petaling Jaya, Selangor.

Tel: 03-7880 5520
Fax: 03-7880 5530

CENTRAL

AEON Alpha Angle	03-4142 0478
AEON Bukit Raja	03-3341 4006
AEON Cheras Selatan	03-9075 3975
AEON Metro Prima Kepong	03-6259 0235
AEON Rawang	03-6092 0843
Alamanda Putrajaya	03-8889 3093
Ampang Point	03-4252 0758
Axis Atrium	03-4820 7117
Bukit Tinggi	03-3311 7306
Central I-City	03-5523 4589
Eko Cheras Mall	03-9133 7797
Encorp Strand Mall	03-6143 5822
Giant Batu Caves	03-6188 4799
Giant Kajang	03-8211 1717
Giant Klang	03-3323 5195
Giant Putra Heights	03-5191 5197
Giant Seri Kembangan	018-788 9908
Gombak	03-4021 1341
IOI City Mall Putrajaya	03-8959 9346
IOI Mall Puchong	03-8075 7556
Kajang	03-8736 0220
Kelana Jaya	03-7804 3013
KL East Mall	03-4162 5879
Leisure Mall	03-2856 0510
Lotus's Ampang	03-9285 7767
Lotus's Extra Cheras	03-9133 5130
Lotus's Kepong	016-232 4012
Lotus's Kuala Selangor	03-3289 6418
Lotus's Rawang	03-6091 4809
Lotus's Shah Alam	03-5512 1686
Mid Valley Megamall	03-2287 3790
Mitsui Lalaport BBCC	03-9772 4652
MyTown Shopping Centre	03-2710 4980
Nu Sentral	03-2272 2073
One Utama	03-7732 4128
Paradigm Mall	03-7887 1078
PJ Old Town	03-7781 5341
Plaza Shah Alam	03-5510 0026
Rawang	03 6092 2599
Seksyen 14 PJ	03-7960 2726
Selayang Mall	03-6136 9566
Setapak Central	03-4131 8977
Setia City Mall	03-3345 6510
Setia City Mall, UG	03-3358 2493
Sky Avenue Genting	03-6101 2039
Sri Gombak	03-6186 7721
SS2	03-7873 6220
Subang Parade	03-5622 1458
Sungai Buloh	03-6141 0976
Sunway Giza	03-6143 4472
Sunway Putra Mall	03-4040 0759
Sunway Pyramid	03-7494 0480
Sunway Velocity	03-2725 9263
Taman Putra	03-4821 6158
The Curve	03-7727 9852
The Mines	03-8941 6158
USJ Taipan	03-5637 1536

NORTHERN

AEON Bukit Mertajam	04-548 5797
AEON Kinta City	05-546 3566
AEON Klebang	05-291 4257
AEON Seri Manjung	05-687 0046
AEON Station 18, Ipoh	05-321 7225
AEON Taiping	05-804 8036
Alor Setar Mall	04-771 2150
Aman Central	04-733 5520
Central Square	04-422 1813
Gurney Paragon	04-226 1850
Gurney Plaza	04-228 0816
Ipoh Parade	05-243 5717
Kompleks Bukit Jambul	04-642 5155

NORTHERN

Lotus's Extra Prai	04-383 0620
Lotus's Sungai Petani Mutiara	04-425 9858
Lotus's Sungai Petani Utara	04-425 8858
Lotus's Penang	04-659 5070
Lotus's Station 18, Ipoh	05-322 3509
Queensbay Mall	04-641 1975
Sunway Carnival	04-390 5520
Taiping Mall	05-804 8129

SOUTHERN

AEON Ayer Keroh	06-232 8634
AEON Bukit Indah	07-236 5681
AEON Kulai	07-660 6308
AEON Melaka	06-292 1107
AEON Permas Jaya	07-380 5790
AEON Taman Universiti	07-520 1676
Batu Pahat Jalan Soga	07-431 3659
Batu Pahat Mall	07-435 2306
Batu Pahat Taman Flora	07-438 5520
City Square	07-226 0130
Giant JB	07-358 3318
Giant Nilai	06-794 0996
Giant Senawang	06-679 7696
Giant Tampoi	07-236 9588
Holiday Plaza LG25	07-333 2018
Holiday Plaza LG83	07-333 0257
Kluang	07-776 0303
Kota Tinggi	07-882 4967
Lotus's Desa Tebrau	07-353 9780
Lotus's Masai	07-388 6231
Lotus's Putra Nilai	06-799 8081
Lotus's Senawang	06-677 6672
Masai	07-251 8778
Mydin Seremban 2	06-601 7910
NSK Muar	06-952 9619
Palm Mall	06-765 6120
Paradigm Mall JB	07-244 4263
Plaza Kota Tinggi	07-883 9689
Segamat	07-931 3408
Sutera Mall	07-554 5753
Terminal One	06-763 9193
Ulu Tiram	07-861 8363
Wetex Parade	06-951 4379

EAST COAST

AEON Kota Bharu	09-744 0988
East Coast Mall	09-517 3136
Giant Kuala Terengganu	09-622 6967
Giant Kuantan	09-515 8279
KB Mall 1	09-747 7993
KB Mall 2	09-743 2636
KTCC Mall	09-628 5270
Lotus's Kota Bharu	09-741 6520
Mesra Mall	09-864 9469

EAST MALAYSIA

1 Borneo	088-447 581
AEON Kuching Central	082-237 108
Imago KK	088-274 800
Suria Sabah, 1st Floor	088-210 772
Suria Sabah, Lower Ground Floor	088-487 787
Vivacity Megamall	082-263 818
Vivacity Megamall 2	082-263 828

BRUNEI

Aman Hill Mall	+673 233 1013
Freshco Mall	+673 222 0099
KB Sentral	+673 334 3038
Kuala Belait	+673 333 2299
One City	+673 233 9920
The Mall	+673 242 8777
Times Square	+673 234 2903

Subsidiary brands of Focus Point:

FOCUS POINT
SIGNATURE

AEON Shah Alam	03-5524 5695
Empire Subang	03-5632 4171
Mid Valley Megamall	03-2282 0878
Pavilion KL	03-2141 4866
Suria KLCC	03-2166 8318

FOCUS POINT
CONCEPT STORE

AEON Bandar Dato' Onn	07-361 6713
AEON Bukit Tinggi	03-3319 8627
AEON Taman Equine	03-8949 9479
AEON Tebrau City	07-364 3145
Dpulze Cyberjaya	03-8322 5376
IOI City Mall 2	03-8959 2719
IPC Shopping Centre	03-7731 1358
Johor Premium Outlets	07-598 3243
Melawati Mall	03-4162 1445
Pavilion Bukit Jalil	03-8080 0796
The Mall, Mid Valley Southkey	07-336 5068
Wangsa Walk	03-4142 7063

FOCUS POINT
OUTLET

Design Village	03-3319 8627
Genting Premium Outlets	07-361 6713

FOCUS POINT *Lifestyle*

AEON Nilai	06-794 7114
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AEON Seremban 2	06-601 5018
Gurney Plaza	04-229 6482
Holiday Plaza LG28	07-335 4121
One Utama	03-7724 1395
Sunway Carnival	04-398 5520



AEON Bukit Mertajam	04-548 9408
AEON Rawang	03-6092 4757
AEON Tebrau City	07-364 1586
IOI City Mall	03-8959 3587
Melawati Mall	03-4162 6094
Mid Valley Megamall	03-2201 1691
Sunway Pyramid	03-5611 0301



eyefont

Suria KLCC	03-2181 2397
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iFocus

Mid Valley Megamall	03-2202 0944
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Malaysia

AEON Bukit Indah	07-236 9857
AEON Shah Alam	03-5523 8941
Aman Central	04-730 0459
Central I-City	03-5523 5461
Gurney Plaza	04-285 9291
Imago KK	088-274 248
Lotus's Seremban 2	06-633 3212
Mid Valley Megamall	03-2287 5520
Mydin Seremban 2	06-601 1138
Nu Sentral	03-2260 1306
Queensbay Mall	04-641 0631
Setia City Mall	03-3341 1625
Sunway Pyramid	03-5621 0308
Suria KLCC	03-2181 6386
Suria Sabah	088-204 187
The Curve	03-7710 0426
The Mall, Mid Valley Southkey	07-336 2367

Brunei

Freshco Mall	+673 222 0099
One City	+673 233 9921
Times Square	+673 234 1135
Tutung	+673 422 0024



Malaysia

Pavilion KL	+603 2110 5022
Mid Valley Megamall	+603 2201 2846
Main Place	+603 8021 6093
AEON Shah Alam	+603 5524 1614
Sunway Pyramid	+603 5612 4212
One Utama	+603 7733 1622
Paradigm Mall PJ	+603 7886 5611
AEON Nilai	+606 7953 202
SS2	+603 7865 2688
Wisma Conlay	+603 8604 0871
Mahkota Cheras	+603 9011 6017
Kuchai Lama	+603 7972 5013



Philippines

Landmark Makati, Makati City	+63 917 656 9433
SM City North EDSA, Quezon City	+63 977 837 3798
UP Town Center, Quezon City	+63 917 671 8963
Robinsons Place Manila	+63 977 859 8803
SM Mall of Asia	+63 905 325 4143
Robinsons Galleria	+63 917 178 3199
SM City North EDSA Kiosk	+63 977 824 1589
Festival Mall Alabang	+63 905 340 3863
Gateway Mall	+63 966 524 6908
SM City Fairview Mall	+63 995 955 8777
SM City Santa Rosa Mall	+63 919 074 9265
SM City Bacoor Mall	+63 945 593 9785
Ayala Malls Manila Bay	+63 916 690 7039
SM Southmall	+63 956 850 2017
SM City Dasmariñas Mall	+63 917 107 7943
SM City Clark Mall	+63 917 631 8430
SM Makati Mall	+63 917 656 9430
SM City Grand Central	+63 917 116 9637
SM City Baguio	+63 927 926 4880
SM City Rosales Mall	+63 917 876 1111



Brunei

Aman Hills Shopping Centre	+673 730 6069
KB Sentral Shopping Centre	+673 333 6595



OUTLET CONCEPT



FOCUS POINT

A professional eye care centre that caters for customers at all age groups.



FOCUS POINT SIGNATURE

Provides only the finest selection of products and brands.



FOCUS POINT OUTLET

For all bargain hunters, this is a store you should not miss! This store is always on sale for all products at up to 70%.



FOCUS POINT CONCEPT STORE

Created with the aim of becoming a one-stop solution for all customers by combining all key concepts of various Focus Point outlets & brands. It allows customers to get all the eyewear needs sort out in just one location conveniently and quickly.



FOCUS POINT LIFESTYLE

A new retail concept that houses Focus Point and homegrown KOMUGI bakery café under one roof.

OUTLET CONCEPT
(cont'd)



EYEFONT

A store that houses all major Luxottica brands under one roof.



OPULENCE

An exclusive optical centre for luxurious eyewear brands.



I-FOCUS

A store that provides comprehensive eye screening including screenings for eye related diseases such as hypertensive retinopathy and diabetic retinopathy that affects vision quality.



WHOOSH

Fast. Fresh. Forward. With a wide range of design in 3 distinctive styles, 4 fixed and affordable prices and a great team of professional opticians, a style revolution is coming your way faster than you can think.



OPTOMETRIS ANGGUN

A one-stop destination for classy eyewear blended with elegance. It was built under the concept of immersion into Malay aesthetic art culture with a touch of simplicity. A comprehensive eye screening service offering with the latest technological equipment is also available in-store.

OUTLET CONCEPT (cont'd)

Komugi is a stapler for those who appreciate quality bakery and pastry products with a Japanese soul.

Komugi offers more than 100 variety of deliciously authentic Japanese products that emphasises natural, simple, fresh daily, handmade and premium. Komugi Japanese products are led by team of experienced and passionate chef behind the scene bake everything daily to ensure our valued customers get only the freshest products. Komugi has been expanding locally in KL and internationally in Philippines and Brunei. Komugi also introduced the first Japanese Bakery mobile app, namely Komugi Malaysia, in 2017. Komugi Central Kitchen has also been halal certified in Jan 2018 and all its outlets have also obtained their Halal certification in August 2018 from there on Komugi expanded beyond retail business by starting the supply of pastries business to large corporate customers.

Komugi not only aspires to make all customers smile on the first bite but also satisfy with the Japanese culture customer service.



IT'S JAPAN
BAKED DAILY
手作りの菓子工房



EXCELVIEW LASER EYE CENTRE SDN. BHD.

The Group started ExcelView Laser Eye Centre Sdn. Bhd. in Mid Valley Megamall in year 2000 to provide private ophthalmology and optometric treatment services. Our core specialties are ReLEx SMILE treatment, Femto LASIK treatment, ICL surgery and CATARACT removal surgery with intraocular lens implantation. ExcelView has treated over 15,000 cases since it's humble inception. We have renewed the sights of patients from all walks of life, from near and far, such as USA, UK, Europe, China, Middle East, Japan, Singapore and Indonesia.



Premier Lasik & Cataract Eye Centre

Mid Valley Megamall

| 03-2280 0087





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CORPORATE PROFILE



It all started with the opening of the very first Focus Point outlet in Muar, Johor, back in 1989. At the time, it was simply called Focus Vision Care Centre, and the store was nothing more than a small counter in a shopping centre.

From those humble beginnings, we have grown from a small-town optical store to a company that not only leads the eyewear retail industry in the country, but one that is set to make its mark on the region.



Certainly, it has been quite a journey. Following the establishment of Focus Point Vision Care Group Sdn Bhd in 1993, a head office was set up in Johor Bahru to provide management and operational support to the growing number of retail branches. But more opportunities beckoned, and we eventually expanded to the nation's capital and set up home in Petaling Jaya in 2000.

As business continued to thrive, our management arrived at a turning point. The decision to formulate a franchise programme was sparked by the belief that people are the most important asset, plus a desire to create opportunities for rising young entrepreneurs.

In 2012, we ventured to Food and Beverages business and started our first Japanese concept bakery store – “Komugi” in Kuala Lumpur. In 2019, we have expanded beyond the bakery retail business to include supply of pastry products to large corporate customers supported by our Halal certified central kitchen in Kota Damansara and expansion of our licenced Komugi outlets in overseas markets.

Listed in 2010, we are now a leading optical player and Food and Beverages operator in the market.

VISION

To become a leading brand name in Asia through:

- our focused approach in vision care and;
- delivering of high quality breads and pastries

MISSION

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

OUR CORE VALUES

- **Focused Professionalism**
Beyond products and services, our teams strive to deliver our best.
- **Focused Customer Service & Quality**
To provide the best quality in our industry, we keep ahead of trends and services.
- **Focused Human Capital Management**
Like our customers, our employees are and remain as our first customer.
- **Focused Integrity & Reliability**
Being reliable is the very essence of our integrity.
- **Focused Sustainability**
ESG is a way of life in how we operate.

**CORPORATE
INFORMATION****BOARD OF
DIRECTORS****Dato' Sri Suriani Binti Dato' Ahmad**

(Non-Independent Non-Executive Chairman)

Dato' Liaw Choon Liang

(President/Chief Executive Officer)

Datin Goh Poi Eong

(Executive Director)

Datin Sim Swee Yoke

(Independent Non-Executive Director)

Lee Tuan Meng

(Independent Non-Executive Director)

Dr. Haliza Binti Abdul Mutalib

(Independent Non-Executive Director)

CORPORATE INFORMATION
(cont'd)

NOMINATION COMMITTEE

Dr. Haliza Binti Abdul Mutalib
(Chairperson)

Datin Sim Swee Yoke
(Member)

Lee Tuan Meng
(Member)

REMUNERATION COMMITTEE

Datin Sim Swee Yoke
(Chairperson)

Dr. Haliza Binti Abdul Mutalib
(Member)

Lee Tuan Meng
(Member)

AUDIT COMMITTEE

Lee Tuan Meng
(Chairman)

Datin Sim Swee Yoke
(Member)

Dr. Haliza Binti Abdul Mutalib
(Member)

CORPORATE OFFICE

Unit 1, 3, 5 & 7, Jalan PJU 1/37
Dataran Prima
47301 Petaling Jaya
Selangor Darul Ehsan
Tel No. : 03-7880 5520
Fax No. : 03-7880 5530

REGISTERED OFFICE

Unit 30-01, Level 30
Tower A, Vertical Business Suite
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur
Tel No. : 03-2783 9191
Fax No. : 03-2783 9111

STOCK EXCHANGE LISTING

Bursa Malaysia Securities Berhad
Main Market
Stock Code : 0157

COMPANY SECRETARIES

Wong Wai Foong (MAICSA 7001358)
SSM PC No. 202008001472

Wong Peir Chyun (MAICSA 7018710)
SSM PC No. 202008001742

**SENIOR INDEPENDENT
NON-EXECUTIVE DIRECTOR**

Datin Sim Swee Yoke
Unit 1, 3, 5 & 7, Jalan PJU 1/37
Dataran Prima
47301 Petaling Jaya
Selangor Darul Ehsan
Email: 8nlssy@gmail.com

SHARE REGISTRAR

Tricor Investor & Issuing House Services Sdn Bhd
[197101000970 (11324-H)]
Unit 32-01, Level 32
Tower A, Vertical Business Suite
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur
Tel No.: 03-2783 9299
Fax No.: 03-2783 9222

AUDITORS

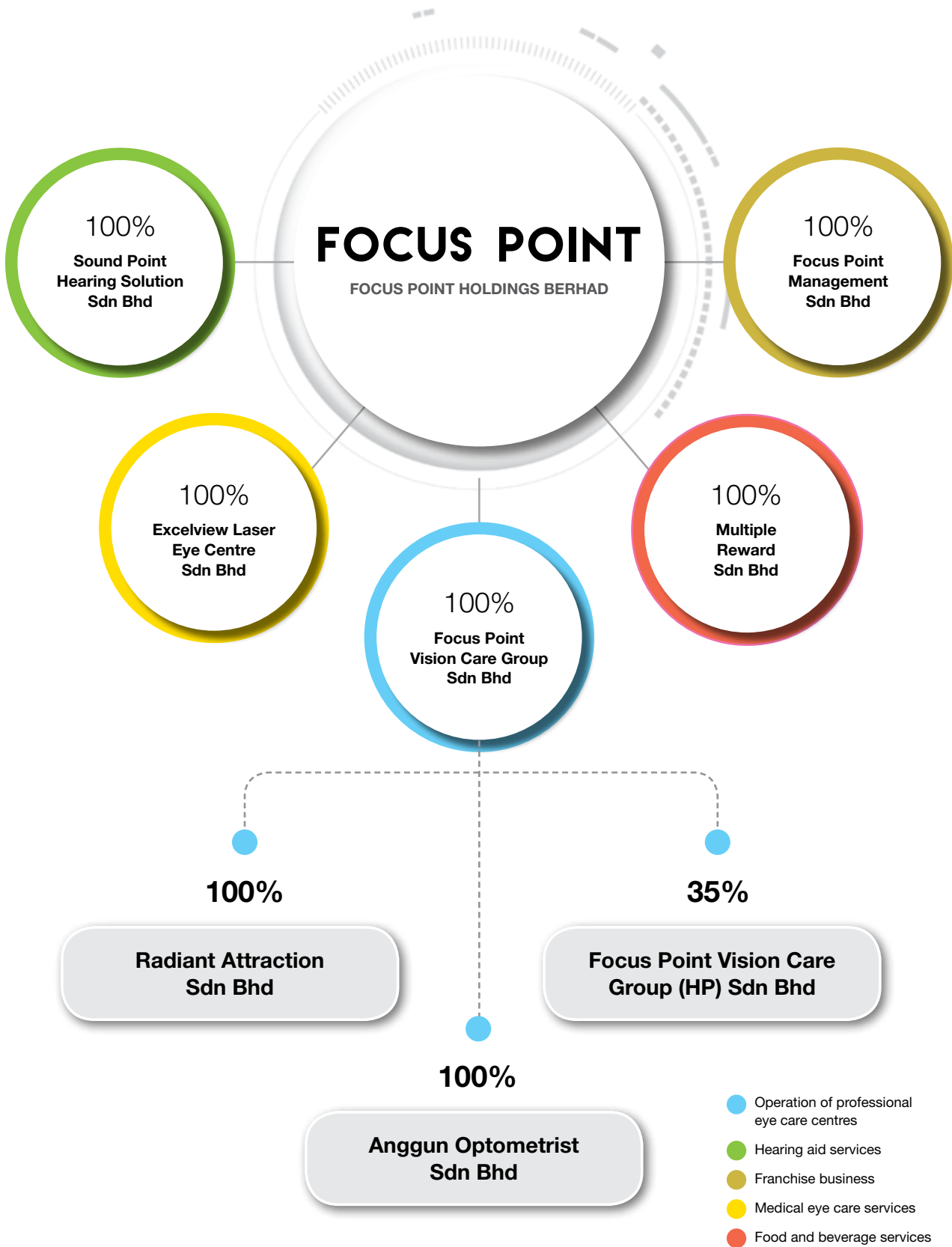
BDO PLT (LLP0018825-LCA & AF0206)
(29906000013 (LLP0018825-LCA) & AF 0206)
Chartered Accountants
Level 8, BDO @ Menara Centara
360 Jalan Tuanku Abdul Rahman
50100 Kuala Lumpur
Tel No.: 03-2616 2888
Fax No.: 03-2616 2970

COMPANY WEBSITE

www.focus-point.com.my



CORPORATE STRUCTURE



5-YEARS FINANCIAL HIGHLIGHTS

	2022	2021	2020	2019	2018
Revenue (RM'000)	248,822	170,427	159,612	191,025	179,272
Earnings before interest, tax, depreciation and amortisation (EBITDA) (RM'000)	90,469	60,189	56,432	49,474	21,637
Profit before tax (RM'000)	47,859	20,703	15,622	15,205	10,887
Profit/(Loss) after tax (RM'000)	35,855	14,048	10,637	9,888	7,099
Net profit/(loss) attributable to owners of the parent (RM'000)	35,855	14,048	10,637	9,888	7,099
Total assets (RM'000)	271,386	232,599	192,220	211,022	128,434
Total liabilities (RM'000)	169,677	156,845	123,914	148,953	71,154
Total borrowings (RM'000)	38,958	36,850	23,872	27,663	38,982
Total equity (RM'000)	101,709	75,754	68,306	62,069	57,280
Equity attributable to owners of the parent (RM'000)	101,709	75,754	68,306	62,069	57,280
Return on assets (%)	13	6	6	5	6
Return on equity (%)	35	19	16	16	12
Gearing ratio (%)	38	49	35	45	68
Net assets per share (sen)	30.82	22.96	20.70	18.81	31.24
Earnings/(Loss) per share (sen)	10.87	4.26	3.22	3.00	3.87
Dividend per share (sen)	3.00	2.00	2.00	2.50	1.00

PROFILE OF DIRECTORS

DATO' SRI SURIANI BINTI DATO' AHMAD ("DATO' SRI SURIANI")

Non-Independent Non-Executive Chairman

Nationality : Malaysian
Age/Gender : 54/Female

Dato' Sri Suriani is our Non-Independent Non-Executive Chairman and was appointed to our Board on 22 July 2022.

Dato' Sri Suriani obtained her Bachelor of Communication from Universiti Sains Malaysia (USM) in 1993, and a Master's degree in Arts, Strategy and Diplomacy from Universiti Kebangsaan Malaysia (UKM) in 2006. In addition to that, she holds a Diploma in Public Management (DPA) from the National Institute of Public Administration (INTAN), which she received in 1996.

Dato' Sri Suriani Dato' Ahmad is the current Secretary-General of the Ministry of Entrepreneur and Cooperatives Development (MECD), a position she assumed in November 2020. Dato' Sri Suriani has a solid track record of leadership, having held many prominent positions at various ministries and honing her expertise in diverse areas of governance, international trade, policy-making, negotiation and administration, among others.

Testament to her calibre and competence, Dato' Sri Suriani also held Secretary-General positions at the Ministry of Communications and Multimedia Malaysia from 2019 – 2020 and the Ministry of Women, Family and Community Development in 2017. She was also the Deputy Secretary-General (Policy & Control) at the Ministry of Home Affairs in 2015 and Deputy Secretary General (Policy) at the Ministry of Defence in 2014.

Giving clarity and direction to organisations she helms would be one of her many strong points. This is evident in the role she undertook as Director of the National Institute of Public Administration (INTAN) in 2018, and also as Director of the Policy & Multilateral Consultation Division and the Policy Coordination Division & Negotiation of Free Trade Agreements at the Ministry of International Trade and Industry (MITI) in 2008. Dato' Sri Suriani's more than 10 years stint at MITI (1996 – 2008) in various senior positions has allowed her to build up a wide repertoire of related skills and experience.

Professional versatility is another laudable quality Dato' Sri Suriani possesses, as seen in some of the sectors she had ventured into earlier in her career. From 1993 – 1994, she was Editorial Executive at BERNAMA PR, and from 2009 to 2010, she was Manager of the Corporate Planning Division, Proton Holdings (under the Public Sector & Private Sector Cross Fertilisation Programme). She is currently a board member of Bank Rakyat, UDA Holdings and Perbadanan Nasional Berhad.

She attended two (2) out of three (3) Board of Directors' Meetings held during the year after her appointment as a Director of the Company.

PROFILE OF DIRECTORS
(CONT'D)

DATO' LIAW CHOON LIANG
("DATO' LIAW")

President/ Chief Executive Director

Nationality : Malaysian
Age/Gender : 55/Male

Dato' Liaw is the President/Chief Executive Officer and was appointed to the Board on 30 December 2009. He is a registered optician with the Malaysian Optical Council. He brings with him invaluable industrial experience having accumulated over 30 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/Chief Executive Officer, 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. Further in 2014 itself, he was elected as President of MRCA for 2014 to 2016. Dato' Liaw was awarded Industry Advisory Council and CEO Faculty, Polytechnic Education Department for 2015 to 2017 by Politeknik Malaysia. He also holds several directorships in the companies within the Group. He is the spouse of Datin Goh Poi Eong, the Executive Director, and also a major shareholder of the Company.

He attended all the six (6) Board of Directors' Meetings held during the year.

DATIN GOH POI EONG
("DATIN GOH")

Executive Director

Nationality : Malaysian
Age/Gender : 56/Female

Datin Goh is the Executive Director and was appointed to the Board on 30 December 2009. She is a registered optician with the Malaysian Optical Council. She has accumulated more than 20 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 Choon Liang, the President/Chief Executive Officer, and also a major shareholder of the Company.

She attended all the six (6) Board of Directors' Meetings held during the year.

PROFILE OF DIRECTORS (CONT'D)

DATIN SIM SWEE YOKE

(“DATIN SIM”)

Independent Non-Executive Director

Nationality : Malaysian
Age/Gender : 62/Female

Datin Sim is our Independent Non-Executive Director. She was appointed to our Board on 3 August 2015. She is Chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee.

She holds a Bachelor Degree of Arts & Social Science from University Malaya, a Masters of Arts (Management & Organisational Analysis) from Warwick Business School of the United Kingdom, and is also a certified coach.

Datin Sim is a human resource practitioner and has close to 37 years of commercial experience in real estate/hospitality, management consulting and financial services (insurance and asset management) industries.

She started her career in marketing communications. Her working experiences were gained from both developed and emerging markets including start-ups in China, India and Vietnam. She has also worked regionally in Hong Kong, Tokyo, Indonesia, Maldives, Singapore and Philippines.

Her core expertise covers partnering with business leaders in setting-up new offices, information technology shops as well as sale and acquisition of businesses. She has extensive experience in human resource transformation, managing and delivering shared services practice, human resource & information technology outsourcing and change management.

Datin Sim is skillful in organisational development, talent acquisition as well as building bench strength and human capital for organisations. She has been a key leader in the insurance sector and has introduced the best in class practices when the insurance sector was undergoing critical skills shortage in the last decade. She has also led cross-cultural teams, and is adept in providing human resource solutions for organisations experiencing change especially in the context of mergers and acquisitions.

Prior to the appointment, her last employment was with Great Eastern Life Assurance (M) Berhad as Senior Vice-President of Human Capital.

She has also served as the President of the Association of Insurance Employers (AIE), Vice President of the Malaysian Employers Federation (MEF) and a Director of the Malaysian Employers Federation Academy (MEFA).

In her spare time, Datin Sim contributes time as a Mentor Coach for The Lead Women Women In Leadership (WIL) programme.

In 2018, Datin Sim co-authored her first book titled, “Creating Winning Culture & Building Supertalent, The Anthropillic Way, A Toolkit Based Book”.

Other than Focus Point Holdings Berhad, she does not hold any other directorship in other public companies and listed issuers in Malaysia.

She attended all the six (6) Board of Directors' Meetings held during the year.

PROFILE OF DIRECTORS
(CONT'D)

DR HALIZA BINTI ABDUL MUTALIB
(“DR HALIZA”)

Independent Non-Executive Director

Nationality : Malaysian
Age/Gender : 52/Female

Dr Haliza is our Independent Non-Executive Director and was appointed to our Board on 1 August 2021. She is the Chairman of the Nomination Committee and a member of the Audit Committee and Remuneration Committee.

Dr Haliza is an Associate Professor in Centre for Community Health Studies, Faculty of Health Sciences, Universiti Kebangsaan Malaysia (UKM) since year 2008. Previously she was a Senior Lecturer (2005-2008) and a Lecturer (2000-2004). Dr Haliza held her first administrative post as IACLE-UKM Coordinator (2003-2006) and was then appointed as the Head of Optometry Department (2006-2011). In 2003-2005 she was elected to be the member of Malaysian Optical Council (MOC) (representing the Optometrists), Ministry of Health Malaysia. She is also the Chairperson for MQA Panel of Assessors for Optometry courses for public and private universities (since 2007). In 2007 she was the Chief committee for building questions for Optician qualifying examination for MOC and was also the examiner for viva and practical examination. She has also actively involved in being the panel Doctor & You for an online forum by Today Publishing (since 2007). One of her biggest tasks was to develop the first curriculum for Diploma in Opticianry and Technology Optics Certificate for Institute Integrasi Utama Avicienna which has received its full accreditation in year 2016. In 2014 she was appointed to be the coordinator for CITRA (Entrepreneurship) for FSK then a year later she took responsibility as Chairperson for KRA5 in FSK. In 2012 she was the key person in handling the endowment of a mobile clinic known as Klinik Optometri Bergerak UKM (KOB). Currently she holds the post of Deputy Dean (Industry and Community Partnership) for Faculty of Health Sciences (2020-2023), UKM. She is currently an advisor and consultant to a few contact lens company and colleges. Other than Focus Point Holdings Berhad, she does not hold any other directorships in other public listed companies and listed issuers in Malaysia.

She attended five (5) out of six (6) Board of Directors' Meetings held during the year.

LEE TUAN MENG
(“MR LEE”)

Independent Non-Executive Director

Nationality : Malaysian
Age/Gender : 62/Male

Mr Lee is our Independent Non-Executive Director and was appointed to our Board on 3 January 2022. He is the Chairman of the Audit Committee and member of the Nomination Committee and Remuneration Committee.

Mr Lee is a Chartered Accountant and a member of the Malaysian Institute of Certified Public Accountants (“MICPA”) and Malaysian Institute of Accountants (“MIA”). He has more than thirty-five (35) years of experience in accounting, taxation, treasury, auditing as well as business information systems, operational strategy and project management. He has held various senior positions in multinational companies and acquired broad experience in managing the financial affairs of large companies with billion dollar revenue and net profits. Prior to his retirement in year 2021, he was the Group Chief Financial Officer of IOI Corporation Bhd Group.

Other than Focus Point Holdings Berhad, he does not hold any other directorship in other public companies and listed issuers in Malaysia.

He attended five (5) out of six (6) Board of Directors' Meetings held during the year.

Save as disclosed above, none of the Directors has:

- Any family relationship with any Director and/or major shareholder of the Company;
- Any conviction for offences within the past five (5) years other than traffic offences and particulars of any public sanction or penalty imposed by the relevant regulatory bodies during the financial year; and
- Any conflict of interest with the Company and the Group.

PROFILE OF KEY SENIOR MANAGEMENT

CHEE KOK HUA

(“MR CHEE”)

Head of Retail Sales & Operations

Nationality : Malaysian
Age/Gender : 48/Male

Mr Chee holds an optician qualification of FBDO (UK) from the Association of British Dispensing Opticians. He started his career as an optician in 1997 before joining Focus Point Vision Care Group Sdn Bhd on 1 June 2011 as Head of Retail Sales & Operations. He has since then been given the responsibility to oversee the operations of optical retail chain for wholly-owned outlets nationwide. He was also later been assigned to head the operation of corporate sales division in 2017. His main duty is to keep the optical business growing and profitable.

SOO ZIN CHUEN

(“MR SOO”)

Chief Financial Officer

Nationality : Malaysian
Age/Gender : 43/Male

Mr Soo joined Focus Point Holdings Berhad (“FPHB”) on 21 February 2022 as the Chief Financial Officer and is responsible for managing the group finance, operational finance, internal audit, treasury, taxation, corporate finance and investor relation functions of FPHB. He has completed his professional qualification in ACCA and is a member of the Malaysian Institute of Accountants. Prior to joining FPHB, Mr. Soo had accumulated 20 years of working experiences in auditing, finance and accounting in the commerce and public accounting firm.

Save as disclosed above, none of the Key Senior Management has:

- Any family relationship with any Director and/or major shareholder of the Company;
- Any conviction for offences within the past five (5) years other than traffic offences and particulars of any public sanction or penalty imposed by the relevant regulatory bodies during the financial year; and
- Any conflict of interest with the Company and the Group; and
- Any directorship in public companies and listed issuers.

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 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022.



CHAIRMAN'S STATEMENT (CONT'D)

I am very happy to have been appointed the new Chairman of Focus Point Holdings Berhad and it is indeed a pleasure to be helming an organization as well managed as Focus Point in today's extremely tough and challenging environment.

My sincere thanks go to the previous two Chairman and board members that have worked with Dato Liaw to bring the organization thus far.

Focus Point is now 33 years old and we have come a long way since its opening of the first shop in Batu Pahat.

Today we are a household name, offering jobs to many Malaysians and have served thousands of Malaysian customers. In terms of our supply chain, we have also grown with our suppliers and they too have helped us enlarge our footprint regionally in countries like Philippines and Brunei.

2022 has been a tremendous year in terms of achievement for Focus Point Holdings Berhad as we scored many first in our corporate history and in our sector:

1. We became the first full-fledged vision care firm with 186 fully owned and franchised outlets to be listed on the Main Market of Bursa Securities after having been listed in the ACE market for 12 years from 2010 until 2022.
2. Riding on the coat tails of the Covid Pandemic between March 2020 until October 2021, we were also compelled to review our business models in both our vision care, food and beverage business.
3. We also achieved very high incremental business of close to 46% in both our retail businesses and grossing one of the highest revenues of RM248.82 million for the Group with the Optical Segment contributing RM202.64 million whilst the F&B segment contributed RM36.89 million.

To sustain our business in the medium to long term, we are also aware that much needs to be done and there is much more pressure and also compliance matters that needs to be adhered to being listed on the main market.

We wish to take this opportunity to express our gratitude to our government for their continuous financial assistance and support through Perbadanan Nasional Berhad (Pernas) agency under Ministry of Entrepreneur and Cooperative Development. Pernas had invested in Focus Point Holdings Berhad in July 2010 as a long-term equity investment representing 15% shareholding with the given mandate to support franchise development in Eye Care Industry.

Besides increasing and sustained revenue targets, we are also considering the following:

- Identifying new locations and opening on high streets so that we can better serve our customers;
- Establishing and building the Anggun brand within Malaysia first and then establishing it in our country's heartland
- Recruiting and training Optometrists to better serve our customers and this is also in line with our aim to be the number 1 eye health care provider for prescriptive wear
- Rotating our board members so that there is better succession planning
- Rolling out ESG (Environmental, Social, and Governance) initiative so that it becomes a companywide initiatives with board oversight
- And strategically supporting the CEO and his team to lay the foundation for solid expansion and increased revenues

With the economy now fully opened and also the prospects of the regional economies like China and Hong Kong becoming fully opened within the next six months to one year, we are also hopeful that increased tourism arrivals and regional travel will enable us to enjoy higher revenue and increased our market share.

As companies re-open and work from home activities become reduced, more families and office workers are also flocking back to our food and beverage outlets-Komugi.

Thus, initiative is also under way as part of our ESG goals to increase our ability to offer and deliver more nutritious meals. In terms of potential, both our brands -Focus Point and Komugi offer us many opportunities to grow and also increase our revenue healthily while we also keep an eye on increased rising operating costs and employee wages.

Malaysia is expected to enjoy close to 4% GDP growth in the coming years and we are very keen to be a part of this growth engine and play an integral role the challenging retail sector of Malaysia.

I would also like to thank my fellow board members for their active contribution, and also thank Dato Liaw, President/CEO of FPHB and his team for their great efforts in 2022.

PRESIDENT / CHIEF EXECUTIVE OFFICER

DATO' LIAW CHOON LIANG
PRESIDENT/CHIEF EXECUTIVE OFFICER



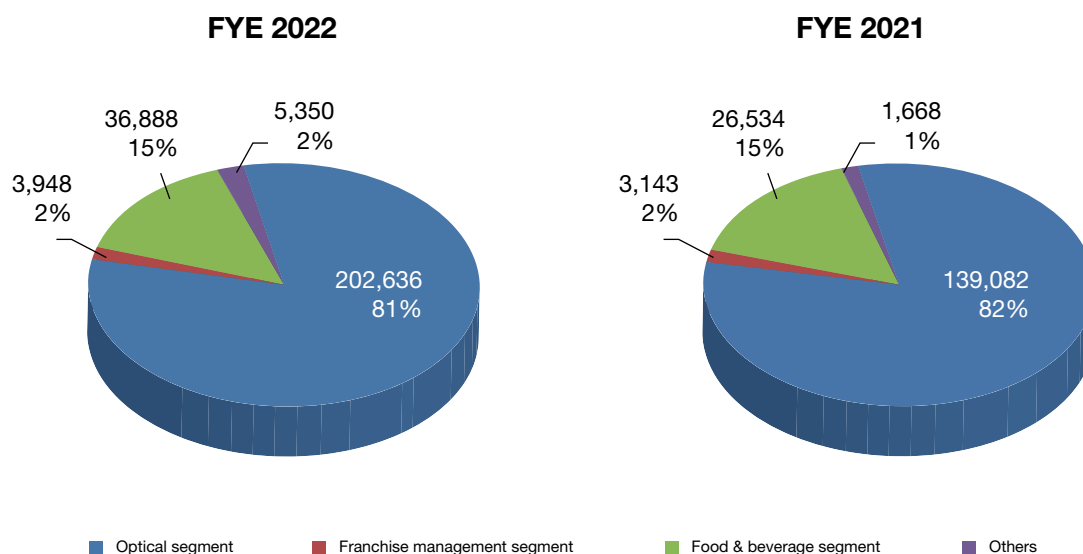
MANAGEMENT DISCUSSION & ANALYSIS

The Group is principally engaged in the operation of professional eye care centers, trading of eyewear and eye care products, management of franchised professional eye care centers, provision of food & beverage services and management of franchised food & beverage outlets.

Providing the best vision care and eyewear services as well as upholding the highest standard in reliability, quality and professionalism are the main components of the Group's vision and strategies to maintain our leading optical brand name in the industry.

Revenue review by segment

	FYE 2022 (RM'000)	%	FYE 2021 (RM'000)	%
Optical	202,636	81	139,082	82
Franchise Management	3,948	2	3,143	2
Food & beverage	36,888	15	26,534	15
Others	5,350	2	1,668	1
Total	248,822	100	170,427	100



The Group recorded revenue of RM248.8 million which represent an increase of 46.0% as compared with RM170.4 million in the previous year due to the low base effect as the country are transitioning to normalization from the Covid-19 pandemic in FY2021.

The increase is due to the higher revenue contributions from the Optical segment of RM63.6 million (45.7%) and food & beverage segment of RM10.4 million (39.0%) which was driven by the stronger footfalls and higher consumer spending post pandemic. The franchise management business' revenue saw an also increased to RM3.9 million from RM3.1 million in previous year.

MANAGEMENT DISCUSSION & ANALYSIS
(CONT'D)

Profit/(Loss) review by segment

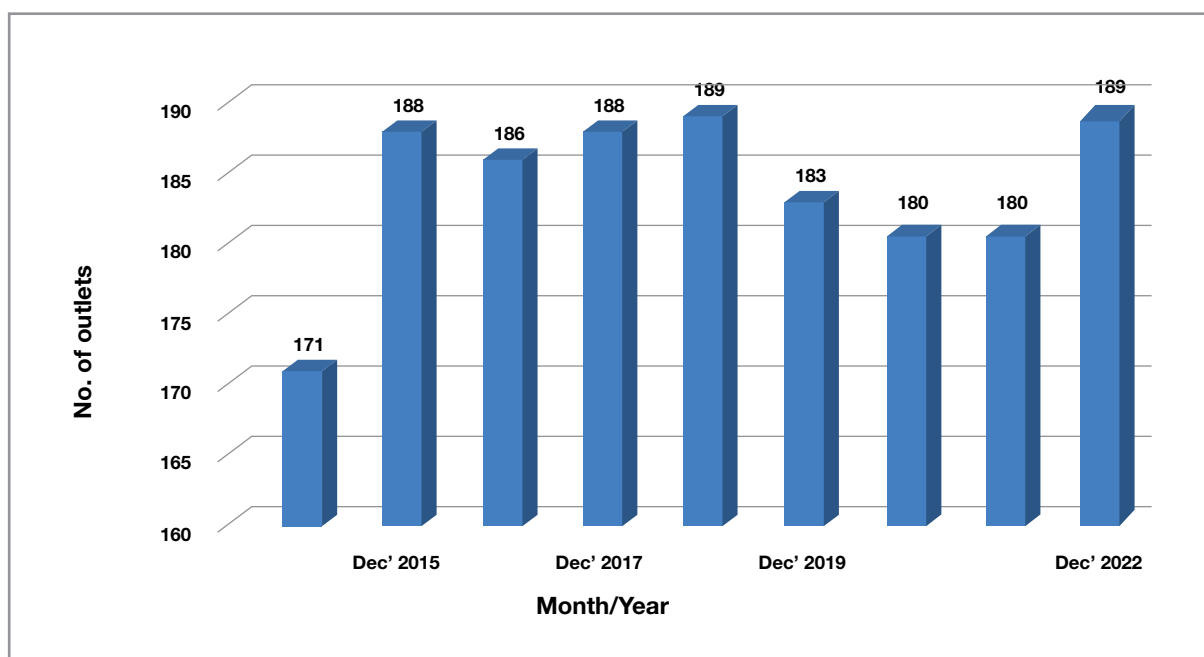
	FYE 2022 (RM'000)	FYE 2021 (RM'000)
Optical	43,451	20,179
Franchise Management	2,791	2,156
Food & beverage	2,274	(1,079)
Others	(657)	(553)
Total	47,859	20,703

Profit before tax (“PBT”) stood at RM47.9 million, as compared with RM20.7 million recorded in previous year. The improved performance of optical and related products segment was mainly due to higher sales contribution from both the Optical and Food & Beverage segments. The reopening of the border in April 2022 and the strong consumer spending especially during the year-end festivities period has contributed to the higher sales recorded by our retail outlets.

The contribution from Franchise Management business was also higher by 29.5% in FY2022 as compared to FY2021.

The Food & beverage business recorded a turnaround with a PBT of RM2.3 million as compared to loss before tax of RM1.08 million in previous year mainly due to the higher contribution from both retail and corporate sales.

Total number of outlets



We will continue to invest in new stores at the right location to enhance our market share and will also focus on concept stores to cater to increasing consumers needs in this segment.

MANAGEMENT DISCUSSION & ANALYSIS (CONT'D)

Financial position review

Total assets of the Group stood at RM271.4 million (2021: RM232.6 million) and rose by 17% year-on-year mainly from the higher cash and bank balances of RM10.9 million and additional capital expenditures of RM14.4 mil mainly from opening of new outlets during the current financial year. The Group's net asset value (NAV) per share increased to 30.82 cents compared to 22.96 cents in FY2021.

Total equity attributable to owners of the Company RM101.7 million (2021: RM75.8 million), increased 34% from FY2021.

The Group continues to maintain a healthy cash flow position and the cash equivalents of the Group stood at RM53.9 million. Net cash generated from operating activities was RM74.6 million in FY2022 higher by 27.1% compared to FY2021. Total borrowings has increased slightly to RM39.0 million from RM36.9 million in FY2021 due to additional drawdown of term loans to fund business growth and working capital. Other than bank borrowings, the Group has no other debt instrument.

The Group incurred approximately RM14.4 million of capital expenditure during the year for opening and upgrading of outlets for both the Optical and F&B segment. The additions were funded through a combination of internally generated funds and bank borrowings. The level of capital expenditure for 2022 has been approved by the Board and the Group has worked within the approved limit.

Dividends

For the financial year ended 2022, the Group had paid two interim single-tier dividend totaling 3 cents (2021: 2.00 cents), which represent a payout ratio of approximately 27.61% of the profit attributable to shareholders of the Group.

The Board adopted a dividend policy to pay out at least 30% of its audited consolidated profit after taxation which is subject to availability of distributable reserve, the cashflow requirement for working capital and projected level of investment. This represents our commitment to deliver a healthy value to our shareholders every year.

Risks Relating to Business and Mitigation Plan

The Group's business activities, operations, financial performance and growth are subject to the economic and regulatory uncertainties and the unexpected global pandemic. The following are the key risks facing by the Group and they are revisited annually and as and when required:

(a) Competition Risk

The professional eye care industry is subject to competition and low barriers of entry. Our competitors include chain operators to smaller single operator offering professional eye care products and services.

However, we believe that we can leverage on our competitive strengths to mitigate the competition from the existing and potential competitors, through:-

- Our ability to achieve economies of scale attributed to the size of our operations;
- Our established brand name and market reputation; and
- Our experience in providing good quality of professional eye care services to our customers.

MANAGEMENT DISCUSSION & ANALYSIS (CONT'D)

(b) Economic Uncertainty

Adverse development in political, economic and regulatory conditions in Malaysia could affect our financial and business prospects. The COVID-19 pandemic has reshaped the way we do business and our way of life.

In order to minimise the impact and disruption from any economic uncertainty, the Group will continue to:-

- review and refine the group's operation strategies;
- focus on offering more affordable eyewear to all levels of income group (eyecare is a necessity); and
- work closely with all stakeholders.

(c) Supply of Eyewear Products

The ability of the Group to provide an extensive range of eyewear, prescription lenses, contact lens and sunglasses brands at competitive price is crucial to our business.

We rely on overseas sources for the supply of exclusive and non-exclusive brands of eyewear and eye care products. Any interruption in the supply of eyewear and eye care products would adversely affect our outlets' operations and thereafter our profitability.

There are numerous sources of supply of eyewear products overseas. As such, there is a low likelihood of a worldwide shortage of eyewear products to the extent that it may materially affect our operation. Beside maintaining good relationship with existing reliable suppliers and continuous sourcing of new suppliers will help to mitigate the supply shortage issue. Nevertheless, we will continue to monitor our supply chain and try and balance between healthy inventory and also changing consumer tastes in our procurement policy. The same applies for our food and beverage business.

Sustaining Momentum for Growth

The Group continued to expand its presence nationwide by embarking on aggressive marketing and promotional activities as well as opening new outlets at various locations to increase market share. In 2022, a total of 15 new outlets were opened while we also consolidated 6 under-performing outlets. We have to-date built 126 own-outlets comprising:

- 105 Focus Point outlets;
- 21 Whoosh outlets; and
- 60 Franchised outlets

Apart from that, we continue to build cordial relationship with our local and international principals as well as shopping malls to maintain Focus Point's lead position in the market place. It is through our commitment to deliver quality products and good customer service all these years that the brand has received strong recognition from consumers. With the Group's geographical reach and number of outlets within Malaysia, we are now the largest retail chain of professional eye care centres in Malaysia. During the current financial year, the sales from e-commerce for optical segment has declined by 30.55% compared to 2021 due to the new guidelines issued by Malaysian Optical Council ("MOC") in August 2021 that prohibited the sale of optical appliance and contact lenses through e-commerce platform. Moving forward, the Group will continue to expand the e-commerce business with different products offering that are in compliance with the guidelines issued by MOC.

In respect of the food & beverage business, total number of own Komugi outlets has increased to Eleven (2021: Ten) outlets with the opening of two high street Komugi outlet in Taipan USJ, Subang in January 2022 and Makhota Cheras, KL in June 2022. Our sales to corporate clients registered a growth of 25% and sales in retail outlets grown by 59% compared to year 2021. Both our Komugi's central kitchen have attained the ISO 22000 certification status and these accreditations will support us in our goals to increase the corporate client segment in the future.

In terms of the food & beverage licensing business, our oversea licensee continued to expand its outlets with net opening of two new outlet during the year which brought the total number to 22 overseas licensed outlets. We intend to expand the licensing business both locally and overseas.

MANAGEMENT DISCUSSION & ANALYSIS (CONT'D)

Strategic Initiatives

To continuously improve our workforce, relevant programs have been provided internally and externally to further enhance the skills and knowledge of our optometrists and opticians, management and operational staff.

The pandemic has accelerated our growth towards digital learning, and we have successfully conducted trainings, workshops, and seminars online.

- Eye Care for You Virtual Convention for Branch Managers and Eyecare Practitioners
- Upskilling workshops
- Product trainings / webinars
- Continued Education Program for Eyecare Practitioners

The Group has employed sufficient optometrists and opticians who are qualified to dispense spectacles and contact lenses in our optical outlets. We are proud that we have the highest number of optometrists and opticians within Malaysia providing professional customer service to the consumers.

To promote product loyalty and lessen the rising cost of living, attractive discount are also given to staff who purchase the Group's products.

The Group will continue to invest in Primary Eye Care equipment to provide an entry point for patients to receive refractions and glasses or contact lenses, screenings for eye conditions or diseases, and referral to specialists when necessary.

Prospect and Moving forward

Malaysia's projected growth is expected to be at a moderate rate of 4% as our economy will likely to continue its recovery trajectory for year 2023. With economic activities gradually picking up and consumer spending to normalize post pandemic era, the Group is expected to maintain its satisfactory revenue growth momentum and operating results for year 2023.

However, the Group is aware that the trading condition will remain uncertain and challenging and will continue to focus on business planning to limit its business risks, and are taking the following steps to improve our financial position:-

- control and prioritise our inventory and improve cash flow management;
- managing effectively the operating and overhead cost;
- introduce attractive sale promotion;
- closely monitor our underperforming optical and food & beverage's outlets in order to maintain and improve our profitability
- invest in technology

For the continued growth of our food & beverage business, we have opened another high street Komugi outlet in Kuchai Lama, KL in February 2023. We will continue to look for new locations to open our high street concept Komugi outlet to serve the local communities in the residential area.

Lastly, we expect our economy to continue to recover to pre-pandemic level with the various measures proposed in the re-tabled Budget 2023 which will support more consumer spending and the country's political stability will help restore confidence of consumers and businesses in year 2023.

SUSTAINABILITY REPORT

ABOUT THE REPORT

This Sustainability Report elaborates the Group’s approach towards environmental, social and governance (“ESG”), its review of current policies, protocols and practices. Hereafter, Sustainability will be used as the reference to describe all ESG initiatives.

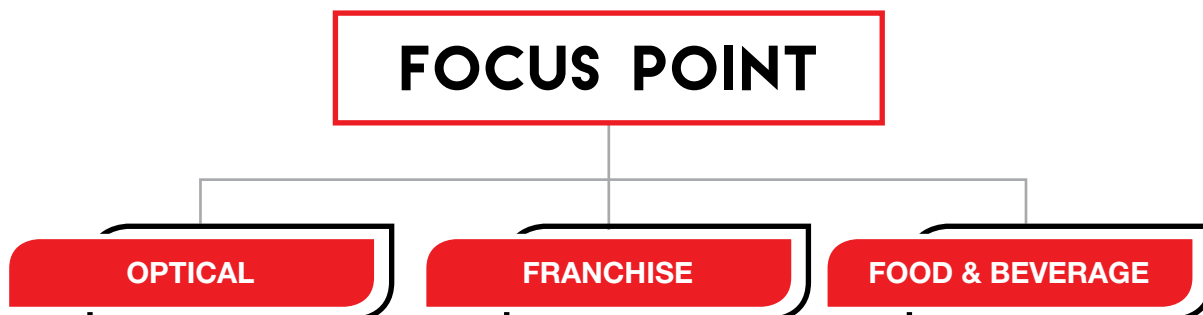
It also outlines the work in progress of the Group and its achievements of ESG initiatives for the financial year ended (“FYE”) 31 December 2022 from an economic, environmental and social (“EES”) and governance perspective.

The Report is prepared in accordance to the principles and requirements of Listing Requirements of Bursa Malaysia on Sustainability Reporting and guided by the Sustainability Reporting Standards (“GRI Standards”).

Scope of this Report

The Report covers Focus Point and its subsidiaries (collectively known as “the Group”). Information disclosed here encompasses major activities related to eye care and food and beverage (“F&B”) services.

Revenue from other business segments of the Group account for a very small percentage of total revenue and has a minimal impact on the overall performance of the Group, so it is not included in this Report.



The Report covers the period from 1 January 2022 to 31 December 2022 and information disclosed is on a Group level.

GOVERNANCE FRAMEWORK

In line with Bursa Malaysia Sustainability Reporting Guide and the Malaysian Market Listing Requirements, this Report discloses the EES risks and opportunities which are tied to our governance framework. Through our ESG initiatives, it enables our stakeholders and shareholders to appreciate how our organization’s functional teams come together to promote greater transparency and also train our employees to drive our business in a more sustainable manner.

Sustainability is embedded in our organisational approach and is led from the top. Our Board members (“Board”), both Datin Sim Swee Yoke and Dr. Haliza Abdul Mutalib has an oversight role in advancing sustainability across the organisation with the assistance from our President/Chief Executive Officer (“CEO”) and Head of Departments (“HOD”).

To date, a team comprising board members and our functional teams has met on several occasions to conduct a gap’s analysis, and also to oversee that the implementation of the organisation’s sustainability approach is planned, tracked and reported. This is also to pave the way for more structured reporting under the Bursa Sustainability Framework (Third Edition) which is expected to be fully complied within the stipulated deadlines.

SUSTAINABILITY REPORT (CONT'D)

At this juncture, it must be stressed that Board members must have the competence/in the process of acquiring the competence to understand how sustainability concepts work and when executed well how they assist in strategic decision making to move the organization towards a more sustainable practices.

The Board must have a wholistic view of the various frameworks and models which organizations has adopted in the various sector and be able to ask the right questions and ultimately tie sustainability back to the business and strategic decision making. At Focus Point, we have now adopted the GRI Framework.

Like the risk, compliance, human resource, finance and IT function – sustainability cuts across an organization. Thus, to integrate sustainability into our daily business operations, our sustainability governance structure also attempts to create accountability for sustainability at every level of the organization.

The responsibility of the Board is to promote and embed sustainability practices in the Group, and includes overseeing the following:

- Keeping abreast of the dynamic ESG frontier on a regulatory level and disclosures required
- Identification of appropriate framework/s to adopt for our sector and its application
- Continuous stakeholder's engagement
- Materiality assessment and identification of sustainability risks and opportunities relevant to us
- Management of material sustainability risks and opportunities
- Tracking and communication of sustainability strategies, priorities and targets as well as performance against targets to internal and external stakeholders
- Ascertain and apply internal audit procedures on the ESG sustainability disclosures
- Prevent any adverse form of greenwashing

The Board also cascades sustainability matters to Group's functional teams in the form of policies, internal memos, communication sessions and updates to the Group's Standard Operating Procedures ("SOPs") so as to embed on a continuous basis sustainable practices in every aspect of the Group's daily operation. In addition to that, internal and external stakeholders remain informed of the Company's sustainability strategies, priorities as well as targets and performance against target through engagements and disclosures in the Company's Annual Report.

The Board also acknowledges that risk management and internal controls are integral to our corporate governance and it is responsible for establishing a sound risk management framework and internal control system as well as to ensure their adequacy and effectiveness. The review of the adequacy and effectiveness of the risk management framework and the internal control system is delegated by the Board to the Audit Committee.

The Group's performance is also tracked with the assistance of the Nomination and Remuneration Committee. Performance evaluation of the Board and Senior Management include a review of the performance of the Group in addressing the Group's material sustainability risks and opportunities.

The Group continued success in maintaining a sustainable business and generating long-term shareholders' value is influenced by several internal and external factors. Each material factor presents unique risks and opportunities to our organisation and is a key consideration in our approach to strategies formulation and execution as it substantially influences the assessments and decisions of our stakeholders. The Board regularly reviews these factors to assess their impacts on our business model over the near, medium and long term.

STAKEHOLDERS' ENGAGEMENT AND COMMUNICATION

The Board engages our stakeholders actively and this enables us to gain a more complete understanding of our materiality issues which impacts our journey to sustainability.

SUSTAINABILITY REPORT
(CONT'D)

Below our stakeholder groups and their respective areas of interest as well as methods by which the Board engages them has been identified.

STAKEHOLDERS	ENGAGEMENT METHODS	ENGAGEMENT AREA
Shareholders	<ul style="list-style-type: none"> Annual & Extraordinary General Meetings Media releases Bursa announcements Quarterly report Annual report Corporate website updates 	<ul style="list-style-type: none"> Financial and operational performance Dividend policy Return on investments Corporate governance
Government	<ul style="list-style-type: none"> Compliance with laws and regulations 	<ul style="list-style-type: none"> Operation regulations Bursa listing requirements Companies Act Labour law Taxation Anti-Bribery and Corruption
Board of directors	<ul style="list-style-type: none"> Board meetings 	<ul style="list-style-type: none"> Corporate strategy Corporate governance Site visits Engagement with Heads of Departments
Employees	<ul style="list-style-type: none"> CEO Message Technical and skill trainings Performance management Team building activities 	<ul style="list-style-type: none"> Recruitment/Career Development Remuneration policy Fair employment practices Protection against COVID-19 Official Health & Safety (OHSA) Diversity & Inclusion New Policies Development
Financial Institutions	<ul style="list-style-type: none"> Bursa announcements Quarterly reporting Annual reporting Corporate website updates 	<ul style="list-style-type: none"> Financial and operational performance Funding requirement
Customers	<ul style="list-style-type: none"> Marketing campaigns Education and social media awareness Retail Expansion 	<ul style="list-style-type: none"> Customer satisfaction After-sales services Quality assurance Routine eye checks Social Media communication
Suppliers	<ul style="list-style-type: none"> New supplier evaluation form Regular meetings Quality audit on products Contract negotiation 	<ul style="list-style-type: none"> Products' quality Supply commitment
Communities	<ul style="list-style-type: none"> Targeted Community events Collaboration with other NGO's 	<ul style="list-style-type: none"> Social contribution Job opportunities, sponsorship and giving aid to underprivilege
Analyst/Media	<ul style="list-style-type: none"> Annual & Extraordinary General Meetings Press conferences and media releases 	<ul style="list-style-type: none"> Financial and operational performance General media announcements Social media communication

SUSTAINABILITY REPORT
(CONT'D)

SUSTAINABILITY RISKS AND RESPONSES

The Board understands the importance of addressing sustainability risks and opportunities in an integrated and strategic manner to support the Group's long-term strategy and success. With this in mind, the Board proactively considers sustainability issues when giving insights to the strategic planning of the Group, to promote organizational resilience. This paves the way to help us deliver more durable and sustainable value as well as maintain stakeholders confidence.

RISK	RISK ANALYSIS	RISK RESPONSES
Rapid development of the market	<p>Retail transformation: in recent years, retail transformation has continued to transcend.</p> <p>Consumption habits have changed, and retail sales have moved from offline to online and then to online and offline integration.</p> <p>Traditional channels were unable to satisfy all consumer segments.</p> <p>Changing customer needs and expectation: Customers now focus on products with value for money, ease of shopping experience and product quality.</p>	<p>The Group strives to expand the coverage of e-commerce channels. Our online store has been enhanced for a better shopping experience such as virtual try on, contact lens subscription plan, door to door delivery, free shipping and introduction of buy now pay later schemes.</p> <p>Strengthening and creating stickiness with our consumers: we also interact actively and engage in multiple social media platforms such as Instagram, Facebook, etc. for new products launches, promotions, and targeting the public to attend to annual eye checks.</p> <p>Online platforms- Shopee and Lazada are in collaboration with us to expand our online presence.</p> <p>With more than 140 brands to satisfy our customer needs, our product development team also works closely with suppliers to keep abreast of the latest technology products.</p> <p>Ex: Designing contact lens with proprietary technology and which provide long lasting surface moisture and operates well with natural eyelid movement and forth.</p>

SUSTAINABILITY REPORT
(CONT'D)

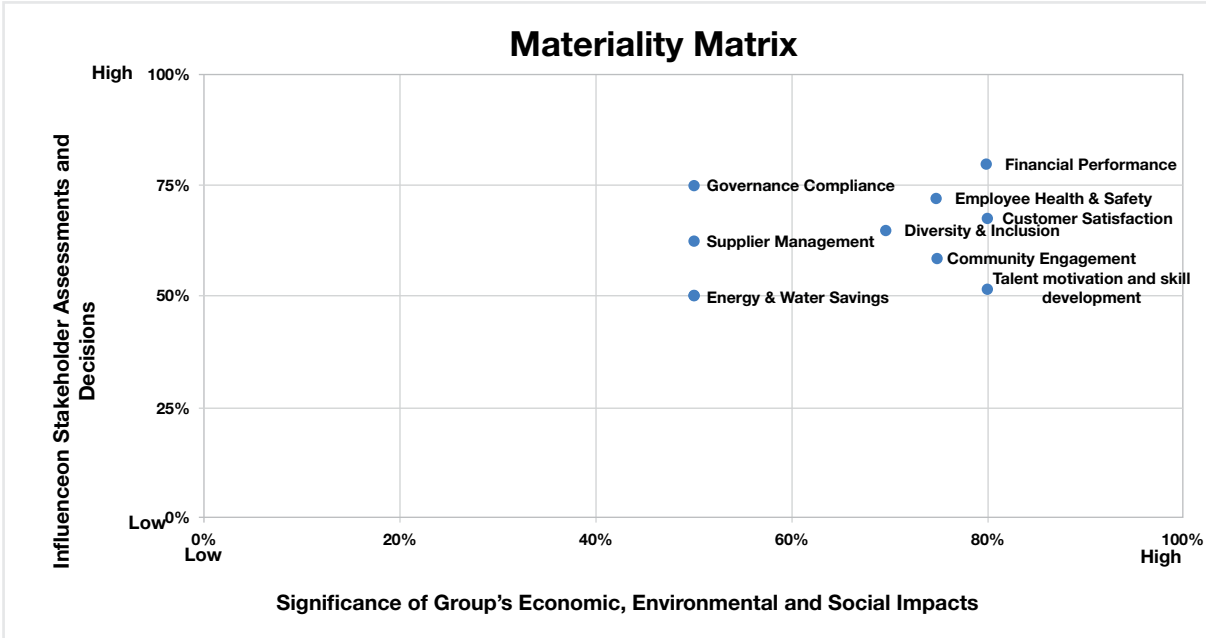
RISK	RISK ANALYSIS	RISK RESPONSES
Public health emergencies	<p>COVID-19 has severely impacted public health. Economy uncertainty brought by COVID-19 continues to cloud the growth of Malaysia's retail industry.</p> <p>Our rapid respond to public health emergencies reflects how capable we are as an enterprise in managing such crisis.</p> <p>A lack of management capabilities and poor safety management processes would impact our day to day operations especially with our large retail network.</p>	<p>In 2022, the Group continued to implement strict safety measures and SOPs to ensure that everyone could return to work safely.</p> <p>All our employees are fully vaccinated and has complete their booster doses.</p> <p>Self-test kits are provided for self-testing and as we are vigilant about providing a safe workplace for our employees.</p>
Staff engagement	<p>Staff engagement: with rapid change in our industry and our diverse network we continue to engage our employees on the ground.</p> <p>Workplace wellness: Expectation on work-life balance and workplace health and safety are even higher after the pandemic</p>	<p>To cultivate a high-performance culture and to nurture a vibrant and diverse workforce with robust we deploy regular training.</p> <p>Our leadership teams also organize many visits to the region.</p> <p>Human Resource and the line function plays an integral role and they try to keep abreast of the dynamic changing labour force and their expectations.</p>

MATERIALITY ASSESSMENT

The Board conducted a materiality assessment, collecting views from our stakeholders on key material sustainability matters that may have a significant economic, environmental and social impact on our business or substantively influence the assessment and decisions of our stakeholders.

The Board assesses our material sustainability matters annually to fully understand how to manage the risks and opportunities they present. This ensures that we prioritise the issues that have the greatest impact on the economy, society and the environment.

SUSTAINABILITY REPORT
(CONT'D)



The table below shows key relationships between the Group's top material sustainability matters, and the related SDGs.

Ranking	Material Sustainability Matters	ESS Pillars	Related SDGs
1.	Financial Performance	Economic	
2.	Employee Health & Safety	Social	
3.	Customer Satisfaction	Economic	
4.	Diversity & Inclusion	Social	

SUSTAINABILITY REPORT
(CONT'D)

Ranking	Material Sustainability Matters	ESS Pillars	Related SDGs
5.	Community Engagement	Social	  
6.	Talent Motivation and Skill Development	Social	
7.	Governance Compliance	Economic	
8.	Supplier Management	Economic	 
9.	Energy & Water Savings	Environmental	  

ECONOMIC

Financial Performance

Our shareholders are the ultimate owners of the Company and as such, the Group’s healthy and sustainable financial performance and position is one of primary material importance.

Financial sustainability is critical and the Group takes the view that long-term profitability and shareholders’ value are ensured by taking into account the interests of its stakeholders, such as shareholders, employees, suppliers and communities as a whole.

To promote transparency, our shareholders are provided with timely and quality information on the Group’s financial performance. Apart from its Annual General Meeting where shareholders are encouraged to ask questions to the Board and Executive Management on its business operations, and the financial performance of the Group, the Group’s corporate website at www.focus-point.com.my also provides a link on investor relations where quarterly and annual financial statements, announcements, financial information, annual reports, circulars/statements to shareholders and other pertinent information are posted and updated on a timely basis.

For detailed financial results, please refer to the following sections in our Annual Report 2022:

- Group Financial Highlights, page 13
- Financial Statements, pages 67 to 137

Customer Satisfaction

In this competitive business world and digital era, offering excellent customer service has become a necessity for retail businesses to stay ahead of the curve.

Customer satisfaction is one of the major factors that contribute to our business success. We are constantly offering a wide variety of vision care products, improving our professional services and convenience by extending the shopping experience through to online and offline channels.

SUSTAINABILITY REPORT (CONT'D)

As a market leader, our points of differentiation has been our exceptional range of merchandise, vision care service, comfortable retail ambience and overall hopping experience.

Focus Point adheres to the “consumer-oriented” business concept, and continues to pursue innovation and reform, actively optimizing our product portfolio and strictly manages its suppliers to promote long-term and sound business relationship so that collaboratively we can continue to provide quality products to our customers. In our pursuit to innovate the retail experience, we rely on our customers as innovation partners. Obtaining regular customer feedback is invaluable and assist our product development teams and compels our teams to identify new means to innovate.

Hence, we collect feedback from our customers through various channels i.e. social media, e-commerce platform, website, hotline, frontline staff, and via customer satisfaction survey so that we listen to their expectations and thus advance and improve.

Customer’s feedbacks and recommendations are delicately handled by an experienced team to ensure timely response is given.

To illustrate, through using Google Review to compile customer feedbacks and addressing product and/or services issues, we note that 85% of our customers leave 4-star and 5-star review on this platform.

Product Innovation

Focus Point houses over 140 brands of prescription frames and fashion eyewear to keep up with the changing trends of customers. Our product development team works closely with suppliers to keep abreast of the latest technology advances in eyecare. We have introduced various contact lens designed with proprietary technology for the wellness of our customers i.e. contact lens contact lens with latest technology such as Acuvue Moist, Alcon Total 30, CooperVision Biofinity & B+L Ultra.

Quality Assurance

When customers choose to shop at Focus Point, they have cast their vote of confidence in the quality of our products. To reciprocate this trust, we serve wholeheartedly to satisfy their needs and expectations by offering a diverse range of high-quality products to support our customers to pursue vision care.

CUSTOMERS’ SATISFACTION

Internationally recognised best practices and international quality and safety accreditation

Experienced workforce that equipped with professional knowledge and comprehensive training

Prompt delivery and reliable customer service

Efficient after-sales service, create an integrated and resilient workforce

Although Focus Point houses over 140 brands, product quality and safety comes first. Our teams in quality control, optometry, optical, frontline sales and customer service go the extra mile to ensure the quality and safety of each and every product that we carry.

Our professional service quality reflects our commitment to our customers.

SUSTAINABILITY REPORT (CONT'D)

We deploy these measures to provide quality and worry-free service:

- Assurance of authentic products through vendors' evaluation, contractual measures, quality control undertaken at the warehouses and stores
- One year warranty offered for all eye wears
- All products sold i.e. contact lens comes with a shelf life of at least twelve(12) months
- A 14-day return policy for Malaysia online purchase
- Customer feedback via customer satisfaction survey
- Qualified professional optometrist and optician with professional knowledge are at hand to provide face to face advice
- Customer experience training for frontline staff, providing on-site guidance and up-to-date product and other information so that the customers are well-informed of the products before purchase.
- Customer complaints are addressed promptly
- Investing and upgrading our eyecare equipment and offering the latest state of the art technology at our retail outlets.

Customer Relationship

In response to the fast-changing retail landscape, Focus Point has adopted an online store model as the core of our strategic development in the medium to long term. Since 2017, we have setup our online store and this has mitigated risks especially during the recent pandemic. The online store has been enhanced to drive and promote better customer shopping experience and we have also introduced interactive experiences such as; virtual fitting, contact lens subscription plan, doorstep delivery, free shipping and a buy now pay later scheme.

Tapping into the expansion of social commerce, we also engage actively in multiple social media platforms like Instagram, Facebook so as to interact with our customers. Communication messages include new products, promotions, encouraging the public to attend to annual eye checks.

With the rise of diabetes in the country, and the related eye diseases that it can bring forth such as; diabetic retinopathy, macular edema, cataracts and glaucoma we have also develop many online videos and postings to educate our customers on how to take care of their eyes.

One of the first stop is definitely the annual eye check and this is the area that are stepping up on with high intensity. Another area of concern is creating awareness amongst school going children parents to bring the children in for annual eye checks. We believe prevention is better in the long term.

Popular E-commerce platforms such as Shopee and Lazada also helps to expand our online presence. To empower our customers in pursuing vision care, a consistent shopping experience must include both across offline and online channels.

Safety and wellness of our frontline staff and customers matter the most to Focus Point.

To prevent the spread of COVID-19, we have planned and sustained our sanitisation measures at our retail stores:

- Regular sanitisation of shop displays
- Encouraging customers to wear face masks especially when undergoing eye checks
- Hand sanitiser dispenser available at shop entrance
- Hand sanitiser before product trials
- As of 31 December 2022, 100% of our employees are fully vaccinated and we are in the process of ensuring all our employees complete their booster doses.

SUSTAINABILITY REPORT (CONT'D)

Data Governance & Privacy

Cybersecurity and privacy are core elements of customer trust. We abide by the prescribed laws in the Malaysian Personal Data Protection Act 2010 (“PDPA”), which mandates the protection of the private data of our customers, employees and business partners. We implement only the best practices when it comes to privacy and security controls so that our customers, employees and business partners can rest assured that their data are safe and secured.

We conduct our business in compliance with the PDPA's guidance with the collection, use and disclosure of personal data. We have also safeguarded against external attempts to breach any confidential information.

There were no reported cases of corruption and non-compliance with Personal Data Protection Act 2010 in FYE 2022.

Supplier Management

We have built a competent pool of suppliers based on integrity, trust, and reliability. As such, we have maintained good long-term relationships with existing suppliers who have adapted well to our working culture, integrated similar sustainability measures in their operations and are willing to go the extra mile in terms of quality and services.

We value the long-term cooperation with our suppliers, which has resulted in better efficiency, reliability of delivering of product. Periodic assessments are conducted to ensure that the quality of products and services are on par with our requirements and standards. New suppliers are required to ensure quality of their products and services which are based on the quality standards expected by our customers.

To our suppliers, we are committed to enhance our processes and engage with our suppliers to identify and manage risks, increase productivity and efficiency within the supply chain, underpinned by values of integrity and transparency. We look to create value, by looking for opportunities to collaborate and to share best practices with our suppliers.

With regard to supplier acceptance, our suppliers are filtered through careful selection ensuring only the ones with appropriate criteria met are engaged. We established internal checklists including Supplier/Vendor Evaluation Form and Third-Party Declaration Form, and review suppliers' qualification to screen out qualified suppliers for verification. The Group will carry out assessment on quality management, environment, social and governance risk and etc.

Focus Point is committed to addressing the environmental and social impacts of our business within our operations and across our supply chain. We promote sustainable supply chain by embedding this into the Group's value chain creates a sense of corporate responsibility on resource management. We trust operating a sustainable business will enable us to serve our customers for generations to come. Operating over 180 retailer stores in Malaysia, we also aspire to use our influence to engage our stakeholders to promote sustainable supply chain and thus strengthen the resilience of our business.

We encourage our suppliers to adopt responsible and sustainable practises with respect to a range of environmental and social issues outlined in our Code of Conduct and Ethics. This process gives preference to suppliers which integrate considerations for environmental conservation, protection of endangered species, protection of labour rights and welfare, equal opportunities, no corruptions or bribery and no pending environmental issues.

The Group conducts daily inspection on products received from suppliers. On top of that, the Group conducts periodic performance evaluation on suppliers on the criteria mentioned above. If the suppliers fail inspection or annual review, we will conduct a meeting to discuss on area of improvements.

Governance Compliance

Ethical Business Practices and Anti-Corruption & Anti-Bribery Policy

The Board recognises the importance of ethical business conduct across the operations to maintain our stakeholders' trust. Our businesses are conducted with integrity through good governance as mentioned by the Group's Code of Conduct and Ethics.

Good governance is the bedrock of our business, led by ethical business practices and integrity. We have embedded the highest standards of governance in our business not only by complying with the law but through processes and directives that continue to reinforce the principles.

The Group is committed to uphold a high standard of ethics and corporate governance. The Group has established and adopted Anti-Corruption and Anti-Bribery Policy as we are committed to a zero-tolerance approach in our efforts to prevent corrupt and bribery practices. We are committed to conduct our business ethically, as well as in conformity with all applicable laws. This Anti-Corruption and Anti-Bribery Policy is applicable to the Board, our employees as well as any Third Parties associated with us.

The Group inducts all new employees on the Company's Anti-Corruption and Anti-Bribery Policy as well as Code of Conduct and Ethics, during the dedicated in-house orientation programme. Any updates to the Employee Handbook are done through the internal network and all employees sign off on the Company's policies on confidentiality and conflict of interest, integrity and prevention of staff fraud once they have attended the Group's internal briefings.

We expect our employees to act responsibly, honestly and ethically when carrying out their duties and responsibilities and the established policies and procedures will guide our employees and partners towards fostering the growth of a business environment that is free of corruption. We do not condone acts of bribery and corruption as espoused by the Malaysian Anti-Corruption Commission (Amendment) Act 2018.

The Group practices ethical and transparent purchasing activities and we treat all of our suppliers with fairness. We encourage fair competition wherein our purchasing officers cannot favour one supplier over another. Open tendering is conducted on applicable contractual services. All employees are prohibited from accepting gifts and freebies if any conflict of interest is identified. The Group has a strong stance against bribery and corruption in our operations, and in our bid to ensure that our employees operate with integrity, we require all employees and directors to submit their Declaration From in relation to our anti-bribery and corruption policy.

To promote integrity and respect in our activities, our Code of Conduct and Ethics sets out the guiding principles for our employees and partners when they conducting business activities. Where the Code of Conduct and Ethics does not provide adequate guidance, employees are expected to act in good faith, use their own good judgement to arrive at a right decision. Any alleged violation of the Code of Conduct and Ethics will be investigated by the management. If an employee is found to have breached the Code, he/ she will be disciplined accordingly.

The Whistle Blowing Policy provides an anonymous platform where all our stakeholders can raise concerns about possible breaches of policies and other questionable practices without fear of reprisals or retaliation. Our policies are published on our website and disseminated to our employees and business partners.

ENVIRONMENT

Energy and Water Savings

Responding to the call for decarbonization, and to strengthen our efforts to transit to a net zero economy we have evaluated our operations to enhance energy efficiency to reduce our carbon footprint to support cleaner and sustainable growth. We aspire to protect the environment by integrating environmental considerations into our decision-making process. We implement appropriate measures to advance energy efficiency to minimise the impacts on the environment brought about by our daily operations.

SUSTAINABILITY REPORT (CONT'D)

Our initiatives to reduce our energy consumption every year are:

- Regular inspection of air-conditioning system
- Installing and replace lightings with energy saving LED lights, switching off unnecessary ventilation, air conditioning systems, lighting when not in use and during non-business hours.
- Conserving water
- Managing waste in our food manufacturing plant

SOCIAL

Employee Health and Safety

The Group believes that the safety and well-being of its employees are the foundation of its success. To provide a safe and healthy environment for our employees and to ensure safe practices in all aspects of our business operations, the Group has in place a policy that highlights our commitments to:

- Ensure compliance with laws and regulations in relation to occupational safety and health(OHSA);
- Setting targets and measures to drive occupational safety and health performance across the organisation; and
- Promoting a culture where all employees share the commitment to prevent harm to the safety and health of our employees, contractors and the general public.

The Group's target for Health and Safety was to reach a zero-accident rate for FYE 2022. This KPI has been met as there were no accidents or claims for work-related injury in the year under review.

We are committed to provide and respect fundamental human rights and safeguard against violation of human rights. The freedoms enshrined in this include freedom from forced and child labour, adherence to minimum wages and fair compensation and provision of reasonable working hours per stipulated by Labour Law.

We guarantee an anti-discriminatory and anti-harassment workplace, one that is safe and healthy and above all, ethical in conduct. Employees are not restricted from unionising and are afforded the freedom of association per local laws and practice.

Foreign labour best practices have also been introduced and both human resources and line function leaders have been trained to respect and treat foreign labour fairly.
Talent Motivation and Skill Development

Growing Focus Point's human capital is one of our key missions. We have invested and trained both old and new employees as the eyecare business requires niche skills and also be able to provide our customers with excellent service.

Annual learning and development plans and programmes are rolled out to ensure that our employees continue to embrace lifelong learning and meet the full potential. The Group recognises that employees are our greatest assets hence we proactively provide opportunities for growth and development for talent in the organisation through targeted development plans and succession planning. Ensuring our long-term sustainability, we continuously invest time and effort in recruiting (internal and external), job rotation, upskilling, engaging and rewarding talents/employees of the organisation accordingly.

In recognition and appreciation of our loyal employees, we have a long service award to commemorate 10, 15, 20 and 25 years of services by our employees during our 33rd Annual Dinner in year 2022.

The Group also recognises that the Industrial Revolution 4.0 will place pressure in organisations to continuously upskill and reskill our workforce, to stay relevant and productive. Employees are encouraged to attend internal or external training or pursue professional development to enhance their knowledge and skill for career enhancement and personal development, human resource management, technical skills, and others.

SUSTAINABILITY REPORT
(CONT'D)

For our eye-care professionals (optometrist and optician), the Group has structured training so that employees can obtain Continuing Professional Development (CPD) points for annual certificate renewal. Focus Point also provides training to upskill help our talent to acquire professional qualification in the vision care industry.

Further education programmes are also encouraged and we provide study loans and scholarship. In year 2022, the average training hours per employee:

- 106 hours for our Eye-Care Practitioners (ECP) and;
- 62 hours for non-ECP which includes on-job learning, external learning platforms and self-paced learning for our employee's continuous professional development.

Our talent pool is sourced via recruitment from the open market, employee referrals, internships, campus recruitment. To attract potential employees, we also offer a Zero Interest Study Loan Program.

Succession planning is vital to our long-term performance and as part of our Group's sustainability initiative our Nomination and Remuneration Committee together with the CEO office reviews the Group's human resources strategic plan which includes;

- Succession and senior hires
- Salary benchmarking
- Attraction and retention strategies
- Performance management

We have achieved a retention rate of 66.04% in 2022 and we are committed to improve the retention rate in 2023.

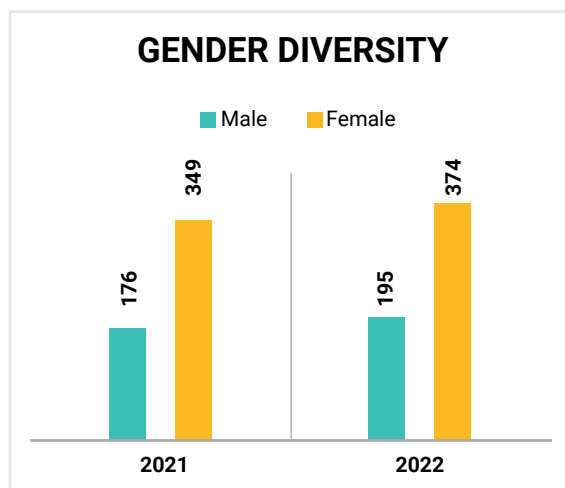
Diversity and Inclusion

Diversity refers to the differences in workforce by gender, age, ethnicity and disability. This measure is considered across the Board, from the Directors to the Management and the rest of the workforce especially when making hiring and promotion decisions.

In the appointment and recruitment process, we pride ourselves being an employer that provides equal opportunities and continuously seek to promote it regardless of religious belief, age, marital status, gender, family status or any disability.

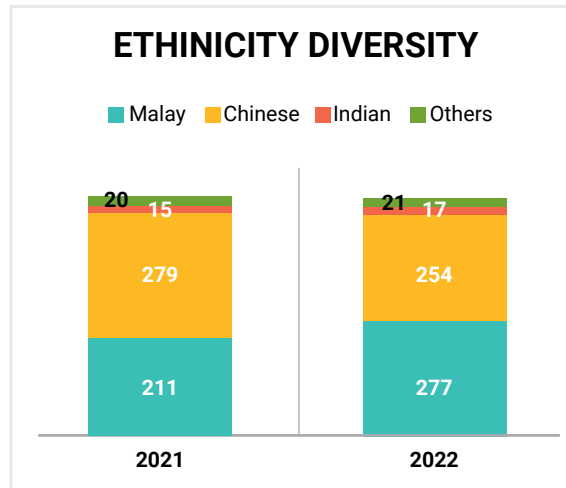
Our commitment in that respect applies to all areas of the working environment, all employment activities, resource allocation and all employment terms and conditions. Every employee is given an equal opportunity to rise up in their careers through hard work and dedication.

We draw strength from the diversity and inclusiveness that is prevalent in our workplace. In 2022, the total number of employees stood at 569 employees, of which 66% is female and the 34% male.



SUSTAINABILITY REPORT
(CONT'D)

Diverse teams across age, gender and industry experience, encourages open-minded strengthens our versatility to serve and plan for a better future.



Community Engagement

Since 2007, our Group’s Foundation have made a positive impact on the community and beyond. Driven by the motto of “Together, We Make a Difference”, the Foundation has spearheaded many charitable initiatives and fund-raising activities.

These include the foundation’s annual program, such as the World Sight Day, eye screening projects for students and under privilege and visits to charitable homes.

Annually, we provide vision screening for students and have partnered with various organizations to sponsor eyewear for needy students and sponsored approximately 2,600 prescription glasses. Through our joint effort with the Medical Awareness Camp Outreach (MACO), we have also visited several schools in the Klang Valley, Nilai and Ipoh to provide aid for students that needs vision correction.



Students from SJK (C) Yuk Kwan receiving their prescription glasses.

SUSTAINABILITY REPORT
(CONT'D)

In 2022, the following projects were initiated;



Focus Point Caring Hearts Charity Foundation partnered with Lions Club, Rotary Club, Foundation L'Occitane and Essilor Malaysia to rolled out mass vision screening. Prescription glasses were sponsored for students from SJKT Ladang Bukit Cheraka, SJKC Pui Teh, SJKT Bukit Rotan Baru, SJKT Ladang Jalan Acob and SJKT Ladang Braunston.



Together with Kiwanis Malaysia, Hoya Malaysia and Rohto Malaysia, we visited Sekolah Kebangsaan Parit Mahang, Jeram and held a talk on "Management of Myopia". We also provided free eye screening and sponsored prescription glasses to the students.



With PERNAS, we visited SMK Seri Pantai and held a talk on "Management of Myopia" and sponsored prescription glasses for students in need.



Partnered Medical Awareness Camp Outreach and donated refurbished computers to SJKC Lintang, Sungai Siput Utara



With Yayasan Tengku Abdullah Ibni Sultan Abu Bakar, we offered complimentary eye screening also sponsored to more than 150 students of SJK (T) Segambut and prescription glasses.



With MACO and HOYA Malaysia, we sponsored prescription glasses for the students of SJKC Jinjang Utara.

SUSTAINABILITY REPORT
(CONT'D)

Good sight and healthy vision is vital for school going children and we will continue to invest in our programmes to ensure that we are consistently extending vision care services to those in need.

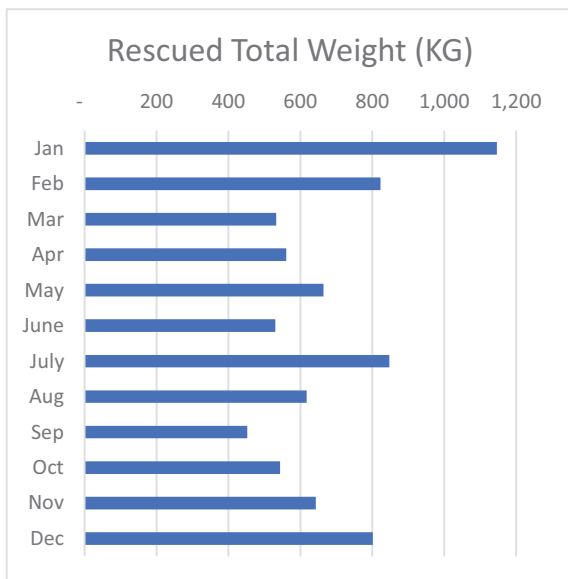
The Lost Food Project (“TLFP”) is our food and beverage division initiative and we donate breads and buns to the needy. This is part of our sustainability effort to reduce food waste.

Other sustainable initiatives which are now embedded in our Food and Beverage Division includes:

- Developing food with less sugar and making bread more nutritional
- Identifying reliable partners in our supply chain so that we know our food source
- Managing waste at our central kitchen 1 and 2
- Careful planning of bread and pastry production

To illustrate the above, in 2022, our contribution to TLFP can be summarised as follows:

- approximately 8,162 kg of surplus bread was sponsored to the need and this amounts to 23,318 meals
- It benefited 235 Non-Governmental Organisations and charities
- It prevented 20,403 kg of greenhouse gasses from being emitted.



CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board of Directors (the “Board”) of Focus Point Holdings Berhad (the “Company”) is committed to uphold 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 principles and best practices of corporate governance established by ACE Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the Malaysian Code on Corporate Governance (“MCCG”) issued by Securities Commission Malaysia.

This corporate governance overview statement is prepared in compliance with Paragraph 15.25 of the Listing Requirements of Bursa Securities and it is to be read together with the Corporate Governance Report 2022 (“CG Report”) which detailed the application of each Practice of MCCG. The CG Report is available on the corporate website: www.focus-point.com.my. The key focus areas of the Group’s Corporate Governance practices are further described below.

The Company has successfully transferred its listing status to Main Market of Bursa Securities on 5 January 2023.

The Board are of the opinion that for financial year ended 31 December 2022, the Company complied with the principals and practices as set out in the MCCG, apart from departures on the following practices:-

- Practice 8.2 - The board discloses on a named basis the top five senior management’s remuneration component including salary, bonus, benefits in-kind and other emoluments in bands of RM50,000.
- Practice 13.2 - All directors attend General Meetings. The Chair of the Audit, Nominating, Risk Management and other committees provide meaningful response to questions addressed to them.
- Practice 13.3 – Listed companies should leverage technology to facilitate voting and remote shareholders’ participation at general meetings.

The Company has provided clear explanations for the non-application of the departed Practices in the CG Report. The Board comprehends the Intended Outcome envisaged by the MCCG and has adopted alternative measures that would deliver similar outcomes. The Board will undertake an appropriateness assessment to evaluate the adoption of the departed Practices as it is the Board’s foremost priority to ensure corporate governance practices are aligned to the needs of the Company from time to time.

A) BOARD LEADERSHIP AND EFFECTIVENESS

PART I - BOARD RESPONSIBILITIES

1. Board’s Leadership on Objectives and Goals

1.1 Strategic Aims, Values and Standards

The Board has overall responsibility for the strategic direction of the Group. The Board meets regularly to review corporate strategies, operations and performance of business units within the Group. All Board members bring their independent judgement to bear on issues of strategy, performance, resources and standards of conduct. The roles and responsibilities of the Board as set out in the Board Charter are clear and distinct from that of the President/Chief Executive Officer (“President/CEO”). The matters reserved for the deliberation and collective decision of the Board to ensure the direction and control of the Group’s businesses are listed in the Board Charter which is available on the corporate website: www.focus-point.com.my

The Board has oversight on matters delegated to the Management whereby updates are periodically reported. All Board authority conferred on Management is delegated through the President CEO so that the authority and accountability of management is considered to be the authority and accountability of the President/CEO so far as the Board is concerned.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

A) BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

PART I - BOARD RESPONSIBILITIES (CONT'D)

1. Board's Leadership on Objectives and Goals (cont'd)

1.1 Strategic Aims, Values and Standards (cont'd)

Other than the President/CEO, the Board also facilitates its principal responsibilities which include reviewing and adopting a strategic plan, overseeing the conduct of business, risk management, succession planning, developing and implementing investor relations and reviewing internal controls. Towards this, the Board has delegated specific responsibilities to the following Board Committees:-

- i. Audit Committee ("AC")
- ii. Nomination Committee ("NC")
- iii. Remuneration Committee ("RC")

The powers delegated to the Board Committees are set out in the Terms of Reference ("TOR") of the respective Committees approved by the Board.

The Board Committees review matters within their TORs and make recommendations to the Board for approval. The Board is kept apprised of the activities of the Board Committees through circulation meeting minutes of the Board Committees and updated on meeting deliberations and outcomes by the respective chairman and/ or chairpersons of the Board Committees at meetings. The ultimate responsibility for the final decision on the recommendations lies with the entire Board.

The Board owes the fiduciary duties to the Company and, while discharging its duties and responsibilities, shall individually and collectively exercise reasonable care, skill and diligence at all times. Aside from the key responsibilities as delineated in the Board Charter, each Board member is also expected to demonstrate and adhere with the following:

a. Time commitment

i. Attendance of meetings

Notwithstanding that no specific quantum of time has been fixed, each member of the Board is expected to devote sufficient time and attention to the affairs of the Company. Any Director is, while holding office, at liberty to accept other Board appointment(s) in other companies so long as the appointment is not in conflict with the Company's business and does not affect the discharge of his/her duty as a Director of the Company.

The Board ordinarily schedules at least five (5) meetings a year. Board and Board Committee meetings are scheduled well in advance. Additional meetings are convened when urgent and important decisions need to be made between scheduled meetings.

To facilitate the Directors' time planning, an annual meeting calendar will be prepared and circulated to them before the beginning of each year. It will provide the scheduled dates for meetings of the Board and Board Committees, the Annual General Meeting ("AGM"), major briefings to be conducted by the Company, as well as the closed periods for dealings in securities by Directors based on the targeted dates of announcements of the Group's quarterly results.

During the financial year 2022, the Board and Board Committees met to approve, amongst others, the quarterly and annual financial results, to review business performance of the Company and to ensure that the proper internal control systems are in place.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(CONT'D)

A) BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

PART I - BOARD RESPONSIBILITIES (CONT'D)

1. Board's Leadership on Objectives and Goals (cont'd)

1.1 Strategic Aims, Values and Standards (cont'd)

a. Time commitment (cont'd)

i. Attendance of meetings (cont'd)

The details of attendance of each Director at the Board and Committees meetings held during the financial year 2022 were set out below.

Name of Director	Attendance at Meetings (Attended/Held)			
	Board	AC	NC	RC
Dato' Sri Suriani Binti Dato' Ahmad#	2/3	–	–	–
Dato' Liaw Choon Liang	6/6	–	–	–
Datin Goh Poi Eong	6/6	–	–	–
Datin Sim Swee Yoke	6/6	5/5	3/3	2/2
Dr. Haliza binti Abdul Mutalib	5/6	5/5	3/3	2/2
Lee Tuan Meng	5/6	5/5	1/1	1/1
Leow Ming Fong @ Leow Min Fong*	2/2	2/2	2/2	1/1
Dato' Suhaili Bin Abdul Rahman *	0/2	–	–	–

Appointed w.e.f 22 July 2022

* *Retired w.e.f. 25 May 2022*

ii. New Directorships

Prior to the acceptance of new Board appointment(s) in other public listed companies ("PLC"), the Directors are to notify the Chairman and/or the Company Secretaries in writing which includes an indication of time that will be spent on the new appointment. In this respect, Directors are at liberty to accept other board appointments (outside the Group) so long as the appointment is not in conflict with the business of the Group and that it would not detrimentally affect his or her performance as a board member of the Company.

To ensure the Directors have the time to focus and fulfil their roles and responsibilities effectively, a criteria as agreed by the Board is that they must not hold directorships at more than five (5) PLCs as prescribed in the Listing Requirements of Bursa Securities. As at the date of this Statement, none of the Directors of the Company has hold more than 5 public directorships.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(CONT'D)**A) BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)****PART I - BOARD RESPONSIBILITIES (CONT'D)****1. Board's Leadership on Objectives and Goals (cont'd)****1.1 Strategic Aims, Values and Standards (cont'd)****b. Training**

The Board takes a strong view of the importance of continuing education for its Directors and through NC, reviews annually the training needs of each Director as to ensure they are equipped with the necessary skills and knowledge to meet the challenges of the Board. Although the Board does not have a policy requiring each Director to attend a specific number and types of training sessions each year, to keep abreast of industry developments and trends, each Director shall determine the areas of training that he or she may require for personal development as a Director or as a member of a Board Committee.

Any Director appointed to the Board is required to complete the Mandatory Accreditation programme ("MAP") within 4 months from the date of appointment.

The external auditors brief the Board members on any changes to the Malaysian Financial Reporting Standards that affect the Group's financial statements during a particular year. In addition, the Board is updated or briefed at Board meetings on any significant changes in laws and regulations that are relevant by the Company Secretaries. The Directors are also encouraged to attend appropriate external trainings on subject matter that aids the Directors in the discharge of their duties as Directors, either at the Company's expense or through self-reading.

All the Directors have attended the MAP. During the financial year 2022, the external training program attended by the Directors were as follows:

Director	Name of conferences, seminars and training programmes	Date
Dato' Sri Suriani Binti Dato' Ahmad	Mandatory Accreditation Programme For Directors of Public Listed Companies	26 – 27 October 2022
Dato' Liaw Choon Liang	BursaSustain: Introduction to Sustainability	7 December 2022
Datin Goh Poi Eong	BursaSustain: Introduction to Sustainability	28 September 2022

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(CONT'D)

A) BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

PART I - BOARD RESPONSIBILITIES (CONT'D)

1. Board's Leadership on Objectives and Goals (cont'd)

1.1 Strategic Aims, Values and Standards (cont'd)

b. Training (cont'd)

Director	Name of conferences, seminars and training programmes	Date
Datin Sim Swee Yoke	EY's The Board Series titled "Creating long-term value with ESG strategy"	24 March 2022
	ICDM's Emerging Trends Talk: Cyber Kill Chain and Security Capabilities	28 April 2022
	Sunway University - What Matters Now. The next generation city: Health, Green and Resilient	9 September 2022
	ICDM's Audit Committee: The Megatrends & Priorities for Board	8 November 2022
	AOB's Conversation with Audit Committees	8 December 2022
	IIAM's ESG Audit Techniques: Providing Assurance on the Sustainability Statement or Report	5 December 2022
Lee Tuan Meng	Mandatory Accreditation Programme For Directors of Public Listed Companies	15 – 17 March 2022
	Enhanced Sustainability Reporting & Amendments to Listing Requirements 2022	14 December 2022
Dr. Haliza binti Abdul Mutalib	Sustnet's Business Forum – Women CEO in Sustainability & Steps towards getting a recognition award	1 April 2022

c. Conflict of interest and related party transactions

To assure accountability and prevent conflict of interest in relation to issues that come before the Board, Directors are reminded by the Company Secretaries of their statutory duties and responsibilities and are provided with updates on any changes thereon. Hence, all related party transactions (if any) will be submitted to the AC for review on a quarterly basis.

The Directors further acknowledged that they are also required to abstain from deliberation and voting on relevant resolutions in which they have an interest at the Board or any general meeting convened. In the event a corporate proposal is required to be approved by shareholders, the interested Directors will abstain from voting in respect of their shareholdings and will further undertake to ensure that persons connected to them will similarly abstain from voting on the resolutions.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

A) BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

PART I - BOARD RESPONSIBILITIES (CONT'D)

1. Board's Leadership on Objectives and Goals (cont'd)

1.2 The Chairman of the Board

The Chairman of the Board is primarily responsible for matters pertaining to the Board and the overall conduct of the Board. He is committed to good corporate governance practices and to lead the Board towards a high performing culture.

The Chairman will act as facilitator at meetings of the Board and ensure that no Board member, whether Executive or Non-Executive, dominates the discussion, and that appropriate discussion takes place and that the relevant opinions among the members of the Board are forthcoming. Together with the other Non-Executive and Independent Directors, he leads the discussion on the Group's strategies and policies as recommended by the Management. He also chairs the meetings of the Board and the shareholders.

Dato' Sri Suriani Binti Dato' Ahmad, the Chairman of the Board is not a member of the AC, NC and RC and she does not sit in the meeting of the AC, NC and RC.

1.3 Chairman and President/CEO

The positions of Chairman and President/CEO are held by two different individuals. The distinct and separate roles of the Chairman and President/CEO, with a clear division of responsibilities, ensure a balance of power and authority, such that no one individual has unfettered powers of decision-making. The President/CEO oversees the day-to-day management and running of the Group and the implementation of the Board's decisions and policies.

The key roles and accountabilities of the Chairman and President/CEO are set out in the Board Charter which is available on the corporate website: www.focus-point.com.my.

1.4 Qualified and competent Company Secretaries

The Company Secretaries of the Company have the requisite credentials, and are suitably qualified to act as company secretaries under Section 235(2) of the Companies Act 2016 ("the Act"). The Company Secretaries play a significant role in supporting the Board to ensure that all governance matters and Board procedures are followed and that the applicable laws and regulations and the MCCG are complied with. These include obligations of Directors relating to disclosure of interests and disclosure of any conflicts of interest in transactions with the Group. The details of the role and responsibilities of the Company Secretaries are disclosed in the CG Report.

1.5 Access to information and advice

The Directors have individual and independent access to the advice and dedicated support services of the Company Secretaries as well as to all information within the Group. Senior Management provides Directors with the required information or updates either personally or at meetings. All Directors are furnished with a comprehensive Board paper including the meeting agenda usually five (5) business day before each Board meeting.

Sufficient time is given to enable the Directors to solicit further explanations and/or information, where necessary, so that deliberations at the meeting are focused and constructive. The Board papers includes, amongst others, financial results and forecasts, status of major projects (if any), minutes of meetings of the Board and of the AC and other major operational, financial, compliance and legal issues. In addition, there is a schedule of matters reserved specifically for the Board's decision.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(CONT'D)

A) BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

PART I - BOARD RESPONSIBILITIES (CONT'D)

1. Board's Leadership on Objectives and Goals (cont'd)

1.5 Access to information and advice (cont'd)

In the intervals between Board meetings, for exceptional matters requiring urgent Board decisions, approvals will be obtained via written resolutions which are supported with information necessary for an informed decision.

Individual Directors may also obtain independent professional or other advice in furtherance of their duties at the Company's expense on specific issues, subject to approval by the Chairman or the Board, depending on the quantum of the fees involved. Wherever necessary, consultants and experts will be invited to brief the Board on their areas of expertise or their reports.

2. Demarcation of Responsibilities

2.1 Board Charter

The Board has adopted the Board Charter since 16 April 2013 and undertake periodic review with the last review conducted on 14 April 2023. Apart from setting out the roles and responsibilities, authorities, procedures, evaluations and structures of the Board and Board Committees, the Board Charter also outlines the Board membership guidelines, procedures for Board Meetings, Directors' remuneration, Board and member assessment and Investors Relation and Effective Communication.

The Board Charter would be periodically reviewed and updated in accordance with the needs of the Company and any new regulations that may have an impact on the discharge of the Board's responsibilities. The Board Charter is available on the corporate website: www.focus-point.com.my.

3. Good Business Conduct and Corporate Structure

3.1 Code of Conduct and Ethics for Directors and Senior Management

The Board is committed to maintain a corporate culture which engenders ethical conduct. A Code of Ethics is formalised through the Company's Code of Conduct, which summarises what the Company must endeavour to do proactively in order to increase corporate value, and which describes the areas in daily activities that require caution in order to minimise any risks that may occur. The Code of Conduct and Ethics will be reviewed periodically.

The Code of Conduct and Ethics for the Directors and Senior Management is available on the corporate website: www.focus-point.com.my.

3.2 Formalised policies and procedures on Whistleblowing

The Board also has a separate Whistleblowing Policy stating the appropriate communication and feedback channels to facilitate whistleblowing. The implementation of such policy is in line with Section 587 of the Act where provisions have been made to protect the Company's officers or stakeholders who make disclosures on breach or non-observance of any requirement or provision of the Act or on any serious offence involving fraud and dishonesty.

The Whistleblowing Policy is available on the corporate website: www.focus-point.com.my.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

A) BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

PART II - BOARD COMPOSITION (CONT'D)

4. Board's Objectivity (cont'd)

4.1 Composition of the Board

As at 31 December 2022, the composition of the Board as set out below:

- 1) Dato' Sri Suriani Binti Dato' Ahmad – Non-Independent Non-Executive Chairman
- 2) Dato' Liaw Choon Liang – President/Chief Executive Officer
- 3) Datin Goh Poi Eong – Executive Director
- 4) Datin Sim Swee Yoke - Independent Non-Executive Director
- 5) Dr. Haliza binti Abdul Mutalib - Independent Non-Executive Director
- 6) Lee Tuan Meng - Independent Non-Executive Director

The Company also complies with MCCG whereby 50% of the Board members are Independent Director and the Listing Requirements of Bursa Securities for Independent Non-Executive Directors to make up at least one-third (1/3) of the Board membership. This fairly reflects the investment by minority shareholders through Independent Directors.

The Board comprises members from various professions with individual personalised quality, expertise, skills and relevant market and industry knowledge and ensures at all times that necessary financial and human resources are in place for the Company to meet its strategic objectives. With the age of the Directors ranging from 52 to 62, the Board believes that this creates an environment where each generation brings different skills, experience and talents to the Board. The Board will continue to monitor and review the Board size and composition as may be needed.

The Board has appointed Ms Datin Nancy Sim Swee Yoke, as Senior Independent Non-Executive Director to whom any concerns pertaining to the Company may be conveyed to her. She can be reached via email at 8nlssy@gmail.com or via letter stamped "Private & Confidential" to Unit 1, 3, 5 & 7, Jalan PJU 1/37, Dataran Prima, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia.

4.2 Independent Director's Tenure

The Board Charter stipulates that the tenure of an Independent Non-Executive Directors shall not exceed a cumulative term of 9 years. Upon completion of the 9 years, an Independent Director may continue to serve on the Board subject to the Director's re-designation as a Non-Independent Director. In the event such Director was to be retained as an Independent Director, the Board would have to justify in the notice convening the AGM and seek shareholders' approval the retention of such Independent Director at every AGM through a two-tier voting.

As at 31 December 2022, none of the Independent Directors have exceeded the nine (9) years term of service.

4.3 Diverse Board and Senior Management Team

Appointment of Board and Senior Management is based on objective criteria, merit and besides gender diversity, due regard is placed for diversity in skills, experience, age and cultural background. Please refer to the Profile of Directors and Profile of Key Senior Management of this Annual Report on pages 14 to 18 for further information.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(CONT'D)

A) BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

PART II - BOARD COMPOSITION (CONT'D)

4. Board's Objectivity (cont'd)

4.4 Gender Diversity

The Board is supportive of the gender boardroom diversity recommended by the MCCG. The Board currently has 4 female Directors, which representing 67% of the Board members. The Board, through the NC will continuously review the proportion of the female and male Board members during the annual assessment of the Directors' performance taking into consideration the appropriate skills, experience and characteristics required by the members of the Board, in the context of the needs of the Company.

The Board shall be responsible for recommending its members for election by the shareholders. The Board Diversity Policy is available on the corporate website: www.focus-point.com.my.

4.5 New Candidates for Board Appointment and Re-election of Directors

The screening and evaluation process for potential candidates to be nominated as Directors are delegated to the NC.

The process involves the NC's consideration and submission to the Board of its recommendation of suitable candidates from either the Management, the existing Board member(s) or major shareholder(s) for the proposed appointment as Directors of the Company. The NC may also obtain and rely upon independent sources such as a directors' registry, open advertisement or use of independent search firms in furtherance of their duties at the Company's expense, subject to approval by the Chairman or the Board, depending on the quantum of the fees involved. If the selection of candidates was solely based on the recommendations made by the Management, the existing Board member(s) or major shareholder(s), the NC will explain why other sources were not used.

The criteria to be used in the appointment process to the Board of Directors largely focuses on ensuring a good mix of skills, experience and strength in the qualities that are relevant for the Board to discharge its responsibilities in an effective and competent manner.

The other factors considered by the NC in its review include the candidates' ability to spend sufficient time and commitment on the Company's matters, the ability to satisfy the test of independence taking into account the candidate's character, integrity and professionalism, as well as having a balanced mix of age and diversity of Directors on the Board. The Board diversity factor as reviewed by the NC includes experience, skills, competence, race, gender, culture and nationality, to facilitate optimal decision-making by harnessing different insights and perspectives.

The shortlisted candidates who are not known to the existing Board members, will be interviewed by the NC and thereafter, will met with the Board of Directors for endorsement of appointment.

In accordance with the Clause 76(3) of the Company's Constitution, one third of the Board shall retire from the office and be eligible for re-election at each AGM and all Directors shall retire from office once at least in each three years but shall be eligible for re-election.

The Director appointed by the Board during the financial year shall be subject to retirement and re-election by shareholders in the next AGM held following his or her appointment.

The Board had through the NC carried out the assessment on all the Directors particularly the Directors who are standing for re-election at the 13th AGM. The NC found that they meet the criteria as prescribed by the Listing Requirements of Bursa Securities on character, experience, integrity, competence and time to effectively discharge their role as Directors.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

A) BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

PART II - BOARD COMPOSITION (CONT'D)

4. Board's Objectivity (cont'd)

4.6 NC

The NC was established with clearly defined TOR and comprises three (3) Independent Non-Executive Directors. The TOR of the NC is set out in the Board Charter and is available on the corporate website: www.focus-point.com.my.

The NC's key activities during the financial year 2022 were as follows:

- Carried out the assessment on contribution and performance of the Board as a whole, the Committees of the Board and individual director including assessment on independence of the Independent Directors through self-assessment and peer-assessment practice for financial year 2021. Appraisal forms which encompass a wide range of questionnaires, including but not limited to professionalism, availability, business knowledge, industry knowledge, meeting attendance, Board participation, composition, relevant skill and experience are distributed to the Directors for their input and completion. Based on the outcome of the assessment, the NC deliberates the scores obtained by individual director, Board Committee as well as the Board as a whole to determine if there is any further improvement to be made and relevant training to be recommended. The Board was satisfied with the contribution and performance of individual director. The Independent Directors also comply with the criteria of independence based on the Listing Requirements of Bursa Securities.
- Reviewed and recommended to the Board on the proposal for re-election of Directors retired at the annual general meeting in accordance with the Company's Constitution.
- Reviewed and recommended to the Board the appointment of Dato' Sri Suriani Binti Dato' Ahmad as Non-Independent Non-Executive Chairman of the Company.
- Reviewed and recommended the Directors' Fit and Proper Policy to the Board for approval.
- Reviewed the composition of the Board Committees and recommended the change of the composition of Nomination Committee and Remuneration Committee to the Board for approval.
- Reviewed the mid-term performance evaluation results for financial year 2022.

5. Overall Board Effectiveness

5.1 Annual Evaluation

The Board's effectiveness will be assessed in the following key areas of composition, administration and process, accountability and responsibility, Board conduct, communication and relationship with Management, performance of the Chairman and CEO, the time commitment in discharging their role and responsibilities through attendance at their respective meetings as well as the application of good governance principles to create sustainable shareholder's value.

The Board will undertake an annual assessment of Independent Directors as to justify whether they continue to bring independent and objective judgement to board deliberations. Peer and self-assessment will be carried out by the Directors and the AC members once every year. The results, in particular the key strengths and weaknesses identified from the evaluation, will be shared with the Board to allow enhancements to be undertaken.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(CONT'D)

A) BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

PART II - BOARD COMPOSITION (CONT'D)

5. Overall Board Effectiveness (cont'd)

5.1 Annual Evaluation (cont'd)

The Company Secretaries will facilitate the NC in carrying out the annual assessment exercise. Given the evaluation and annual assessment exercise will be extensively conducted via the AC Evaluation Form, Individual Director Evaluation Form, Performance Evaluation Form of the Board and Board Committees. Based on the annual assessment conducted, the NC was satisfied that the existing Board composition and each Director possess requisite competence and capability to serve on the Board. The NC viewed that all the Directors have good personal attributes and possess sufficient experience and knowledge in various fields that are vital to the Company's industry.

As for the Board evaluation, the NC agreed that all the Directors have discharged their stewardship duties and responsibilities towards the Company as a Director effectively.

PART III - REMUNERATION

6. Level and Composition of Remuneration

The RC was established with clearly defined TOR and comprises three (3) Independent Non-Executive Directors. The TOR of the RC is set out in the Board Charter and is available on the corporate website: www.focus-point.com.my.

The RC reviews the remuneration of 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/ Chief Executive Director and Executive Directors, the component parts of remuneration are structured so as to link rewards to corporate and individual performance, and involved 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 RC evaluates the board remuneration package (which amongst other, include the salary, statutory employees provident fund contribution, bonus and benefit in kind). To uphold the corporate governance and public confidence in the Company, Executive Directors should not be involved in deciding their own remuneration. In addition, Directors who are shareholders should abstain from voting at general meetings to approve their fees.

The remuneration payable to Non-Executive Directors are fixed Directors' fee and the Non-Executive Directors' fees are determined by the Board as a whole with the Director concerned abstaining from deliberations and voting on decisions in respect of his/her fee.

The RC had reviewed the Remuneration Policy for Directors and Senior Management and recommended to the Board for approval on 22 November 2022. A copy of the Remuneration Policy for Directors and Senior Management is available at the Company's website.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(CONT'D)

A) BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

PART III - REMUNERATION (CONT'D)

7. Remuneration of Directors (cont'd)

7.1 Details of Directors' Fees and Benefit

The Directors' fees payable to the Independent Non-Executive Directors and any benefit payable to the Directors of the Company are to be approved by the shareholders of the Company. The Company had obtained approval from the shareholders for the payment of Directors' fees and benefits from the last 13th AGM until this forthcoming 14th AGM.

7.2 Remuneration of Directors

The aggregate remuneration of directors for the financial year ended 31 December 2022 was summarised as follows:

	Salaries and bonus ^{^^}	Fees [^]	Other Remuneration	Benefits-in-kind ^{^^}	Total
	RM	RM	RM	RM	RM
Executive Directors					
Dato' Liaw Choon Liang	2,293,000	–	396,880	176,382	2,866,262
Datin Goh Poi Eong	570,000	–	91,200	27,692	688,892
Non-Executive Directors					
Dato' Sri Suriani Binti Dato' Ahmad*	–	21,290	500	2,915	24,705
Datin Sim Swee Yoke	–	48,000	1,250	2,379	51,629
Dr. Haliza binti Abdul Mutalib	–	48,000	1,250	–	49,250
Lee Tuan Meng	–	48,000	1,250	–	49,250
Leow Ming Fong @ Leow Min Fong**	–	20,000	750	–	20,750
Dato' Suhaili Bin Abdul Rahman**	–	22,500	–	–	22,500
Total	2,863,000	207,790	493,080	209,368	3,570,817

* Appointed w.e.f 22 July 2022

** Retired w.e.f. 25 May 2022

^ Received and receivable from the Company

^^ Received and receivable on Group basis.

Benefits in kind for Non-Executive Directors include training expenses.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(CONT'D)

B) EFFECTIVE AUDIT AND RISK MANAGEMENT

PART I – AC

8. Effective and Independent AC

The Board had established the AC for the Company which governed by its TOR. The AC comprises members who have a wide range of necessary skills to discharge their duties.

The AC has incorporated a policy in its TOR that any former audit partner of the external auditors' firm is required to observe a cooling-off period of at least three (3) years before being appointed as a member of the AC. This shall apply to all former partners of the external audit firm and/or the affiliate firm (including those providing advisory services, tax consulting, etc.).

For details on the composition, the attendance record, and the activities carried out by the AC are set out in the AC Report of this Annual Report on pages 58 to 60.

PART II – RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK

9. Effective Risk Management and Internal Control Framework

9.1 Sound framework to manage risks

The Board recognises the importance of an effective enterprise risk management in order to achieve a steady growth in profitability and strong assets base that in turn will optimise the Group's value to its shareholders. The Board, with the assistance of the AC, oversees the Group's risk management activities. The benefits of enterprise risk management include timely reporting and transparency of risks across the whole organisation, increased effectiveness and coordination of risk management activities, and better alignment of its business strategies with its risk appetite and tolerance. The risk scorecards of the three (3) businesses are presented to the AC and the Board for review and deliberation twice a year.

Details of the main features of the Company's risk management and internal controls framework are further elaborated in the AC Report and the Statement on Risk Management and Internal Control on pages 58 to 60 and pages 61 to 63 of the Annual Report 2022 respectively.

9.2 Implementation of mitigating measures

The responsibilities of identifying and managing risks are delegated to the head of department. The AC is responsible to review the effectiveness of the processes. Any material risk identified will be discussed and appropriate actions or controls will be implemented. This is to ensure the risk is properly monitored and managed to an acceptable level.

The AC will assist the Board in implementing and overseeing the risk management framework of the Group and reviewing the risk management policies formulated by Management and to make relevant recommendations to the Board for approval.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

B) EFFECTIVE AUDIT AND RISK MANAGEMENT (CONT'D)

PART II – RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK (CONT'D)

10. Internal Audit Function

The Board of Directors has always placed significant emphasis on sound internal controls which are necessary to safeguard the Group's assets and shareholders' investment. To this end, the Board affirms its overall responsibility to the AC for the Group's internal controls system which encompasses risk management practices as well as financial, operational and compliance controls. However, it should be noted that such system, by its nature, manages but not eliminates risks and therefore can provide only reasonable and not absolute assurance against material misstatement, loss or fraud.

On-going reviews will be performed by AC throughout the year to identify, evaluate, monitor and manage significant risks affecting the business and ensure that adequate and effective controls are in place. The Company also outsources the internal audit function to an independent assurance provider ("Internal Auditors") to provide an independent appraisal over the system of internal control of the Group to the AC.

To ensure that the responsibilities of Internal Auditors are fully discharged, the AC shall review the adequacy of the scope, functions and resources of the internal audit function as well as the competency i.e., qualification and experience of the Internal Auditors on a yearly basis.

An overview of the state of internal controls function within the Group, which includes the risk and key internal control structures, are set out in the AC Report and the Statement on Risk Management and Internal Control on pages 58 to 60 and pages 61 to 63 of the Annual Report 2022 respectively.

C) INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS

PART I – COMMUNICATION WITH STAKEHOLDERS

11. Continuous Communication between Company and Stakeholders

11.1 Effective, transparent and regular communication with its stakeholders

The Board recognises the importance of an effective communication channel between the Board, shareholders and general public, and at the same time, full compliance with the disclosure requirements as set out in the Listing Requirements. The annual reports, press releases, quarterly results, Annual Audited Financial Statements and any announcements on material corporate exercises are the primary modes of disseminating information on the Group's business activities and financial performance.

The Executive Director is the designated spokesperson for all matters related to the Group and dedicated personnel are tasked to prepare and verify material information for timely disclosure upon approval by the Board. The Group maintains a corporate website: www.focus-point.com.my for shareholders and the public to access information on, amongst others, the Group's background and products, financial performance, frequently-asked questions (FAQs) and updates on its various sponsorships and promotions. Stakeholders can at any time seek clarification or raise queries through the corporate website, by email or phone. Primary contact details are set out at the Group's corporate website.

11.2 Integrated reporting

The Company has provided concise information in relation to its strategy, performance, governance and prospects through the Management Discussion and Analysis and Sustainability Report on pages 22 to 26 and pages 27 to 42 of the Annual Report 2022 respectively. This is to ensure that the stakeholders are well informed of the business and performance of the Company and to promote transparency and accountability of the Company.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(CONT'D)

**C) INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH
STAKEHOLDERS (CONT'D)**

PART II – CONDUCT OF GENERAL MEETINGS

12. Strengthen Relationship between the Company and Shareholders

12. Encourage shareholder participation at general meetings

The AGM represents the principal forum for dialogue and interaction with shareholders. Shareholders are encouraged to participate in the subsequent Question & Answer (“Q&A”) session wherein the Directors, Company Secretaries, as well as the Group’s External Auditors are available to respond to the queries raised. In the event that an answer cannot be readily given at the meeting, the Chairman will undertake to provide a written reply to the shareholder. Each item of special business included in the notice of meeting will be accompanied by a full explanation on the effects of a proposed resolution.

The Company dispatched its notice of AGM to shareholders at least 28 days before the AGM in 2022, in advance of the 21 days requirement under the Act. The Board believes the current practice would still allow the shareholders to make necessary arrangements to attend and participate either in person, by corporate representative, by proxy or by attorney.

At the commencement of all general meetings, the Chairman will inform the shareholders of their rights in voting. Separate resolutions are proposed for substantially separate issues at the meeting. The outcome of a general meeting will be announced to Bursa Securities on the same meeting day.

12.2 Effective communication and proactive engagements

All the Directors shall endeavor to present in person to engage directly with, and be accountable to the shareholders for their stewardship of the Company at the AGM.

The chairperson will invite shareholders to raise questions pertaining to the Company’s financial statements and other items for adoption at the meeting before putting a resolution to vote. The Board also ensures shareholders are given the opportunity to speak and seek clarification during the Company’s AGM for effective and transparent communication with its stakeholders.

12.3 Facilitate greater shareholder participation at general meetings

Under Paragraph 8.29A(1) of the Listing Requirements of Bursa Securities, a PLC must, among others, ensure that any resolution set out in the notice of any general meeting, is voted by poll. For this purpose, the share registrar will be appointed as the Poll Administrator and an independent scrutineer will be appointed to validate the votes cast at the forthcoming 14th AGM.

The Company will always make sure that its general meeting is to be held at an accessible location but not in remote areas in order to encourage shareholders to attend and participate in the meeting. Having considered that the shareholder base of the Company is not that large, the Board is of the view that there is no immediate need for the Company to leverage on technology to facilitate electronic poll voting and remote shareholder participation at this juncture of time. The Group would consider introduce electronic voting (e-voting) facilities and make available such facilities in the future meetings if the number of attendees at general meeting increase. This is to ensure that the mandatory poll voting process at all general meetings to be carried out efficiently.

In addition, the Company had amended its Constitution to allow the Company to leverage on technology to enhance the communication with the shareholders of the Company and the conduct of the general meetings in future.

AUDIT COMMITTEE REPORT

The Audit Committee (“AC”) was established to assist the Board to ensure timely and accurate financial reporting, proper implementation of risk management policies and internal control, and compliance with legal and regulatory requirements by the Company and its subsidiaries.

Composition of the AC

As at 31 December 2022, the composition of the AC comprised the following:

Name	Designation	Directorship
Lee Tuan Meng	Chairman	Independent Non-Executive Director
Datin Sim Swee Yoke	Member	Independent Non-Executive Director
Dr. Haliza Binti Abdul Mutalib	Member	Independent Non-Executive Director

All the AC members are financially literate. Mr Lee Tuan Meng is a member of the Malaysian Institute of Certified Public Accountants and the Malaysian Institute of Accountants.

Accordingly, the Company had complied with Paragraph 15.09 of Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and Practice 9.4 of the Malaysian Code on Corporate Governance (“MCCG”).

The AC Chairman is not the Chairman of the Board which is in compliance with Practice 9.1 of the MCCG.

In compliance with Paragraph 15.20 of the MMLR of Bursa Securities, the term of office and performance of the AC and each of its members are being assessed by the Nomination Committee prior to recommending to the Board for notation. During the financial year 2022, the Board through the Nomination Committee assessed the performance of AC as part of the Board and Board Committee Effectiveness assessment. The Board is satisfied that the AC has discharged its function, duties and responsibilities in accordance with the terms of reference of the AC.

The Terms of Reference of the Audit Committee is accessible via the Company’s website at www.focus-point.com.my.

Attendance and Meetings of the AC

During the financial year 2022, five (5) AC meetings were held and the details of attendance of the AC at the meetings were as follows:

Name	Total meetings attended by AC	Percentage of attendance (%)
Lee Tuan Meng	5/5	100
Datin Sim Swee Yoke	5/5	100
Dr. Haliza Binti Abdul Mutalib	5/5	100
Leow Ming Fong @ Leow Min Fong <i>(retired and ceased as member of AC on 25 May 2022)</i>	2/2	100

The representatives of the External Auditors, Internal Auditors and Management of the Company were invited to attend and brief the AC on specific issues during the AC meetings.

AUDIT COMMITTEE REPORT
(CONT'D)

Summary of Work of the AC

During the financial year 2022, the AC 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 and work undertaken by the AC during the financial year 2022 were as follows:

- Reviewed external auditors' scope of work and audit plan of the Group and the Company. Prior to the audit, representatives from external auditors presented their audit strategy and plan to the AC at its meeting;
- Reviewed, with external auditors, results of the audit, management letter and the auditors' report of the Group and the Company for recommendation to the Board for approval;
- Assessed the competency, independence and suitability of external auditors including adequacy of their resources, experience of the firm and staff strength, level of non-audit fee and rotation of partner. Having satisfied with the competency, independence and suitability of Messrs BDO PLT, AC at its meeting held on 22 February 2022 made recommendation to the Board for approval on the re-appointment of Messrs BDO PLT as external auditors for the financial year ended 31 December 2022;
- Reviewed the Audit Committee Report and Statement on Risk Management and Internal Control for inclusion in the Annual Report 2022 at the AC meeting held on 7 April 2022;
- Met with external auditors twice without the present of the Executive Directors and Management on 22 February 2022 and 22 November 2022;
- Reviewed quarterly announcements of unaudited financial results and audited year-end financial statements of the Group and the Company before submitting to the Board for approval, focusing particularly: -
 - any changes in or implementation of major accounting policies and practices;
 - significant adjustments made by the Management;
 - significant matters highlighted including financial reporting issues;
 - significant or unusual events or transactions;
 - going-concern assumption; and
 - compliance with applicable accounting standards and other legal requirements.
- Reviewed the Audited Financial Statements of the Group and the Company prior to the submission to the Board for their consideration and approval at the meeting held on 7 April 2022 so to ensure that the Audited Financial Statements were drawn up in accordance with the provisions of Companies Act 2016 and applicable accounting standards. Any significant issues arising from the audit of the Group financial statements by external auditors were deliberated upon at the meeting;
- Reviewed significant audit issue brought up by the external auditor on the valuation of inventories. The AC took note of the audit response presented by the external auditors including audit work done carried out to arrive at an opinion, audit findings as well as audit conclusion and were satisfied that these issues were adequately dealt with and fairly stated.
- Reviewed with the internal auditors, internal audit reports which highlighted 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 internal audit reports;
- Reviewed the Enterprise Risk Management Scorecards and Report which covers the risks relating the Group's operation and mitigations plans implemented by Management twice a year;
- Reviewed the circular/statement to shareholders in relation to the renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature and shareholders' mandate for the authority to the Company to purchase its own shares;

AUDIT COMMITTEE REPORT (CONT'D)

Summary of Work of the AC (cont'd)

- Reviewed the updates relating to any bribery or corruption incidents within the Company and the corresponding mitigating activities, if any;
- Reviewed related party transactions entered into by the Group and the Company 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;
- Reviewed the 2022 Business Plan and Budget for the Group and recommended to the Board for approval;
- Reviewed and approved the Internal Audit Plan 2022 by the outsourced Internal Auditors;
- Reviewed and approved the Internal Audit Plan 2023 by the outsourced Internal Auditors; and
- Reviewed the effectiveness of the outsourced Internal Auditors and approved their re-appointment as Internal Auditors.

Internal Audit Function

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

During the financial year 2022, the Internal Auditors carried out, inter alia, the following activities:

- Formulated and agreed with the AC 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;
- Analysed and assessed certain key business processes, reported findings, and made recommendations to improve their effectiveness and efficiency;
- Assessed the competency, independence and suitability of outsourced internal auditors;
- Attended the AC meeting to table and discuss the audit report; and
- Performed internal audit reviews by the outsourced internal auditors on the following areas:
 - Review of HACCP Procedures of Multiple Reward Sdn Bhd and follow-up on previous audit performed on Internal Compliance Audit Department
 - Review of Franchise Management function of optical business and follow-up on previous audit performed on Payroll Processing function of optical business
 - Review of Sales and Marketing function of optical business and follow-up on previous audit performed on HACCP Procedures
 - Review the process for negotiation and review of supply agreements to Corporate Customer of Multiple Reward Sdn Bhd

The Internal Auditor's reports were deliberated by the AC and recommendations were duly acted upon by the Management. Follow-up reviews were also conducted by the Internal Auditor on previous audit performed to ensure that all matters arising from each audit are adequately and promptly addressed by the Management.

During the financial year 2022, the AC has met four (4) times with the Internal Auditors to carry out its responsibilities in reviewing the internal audit function and to assure itself on the soundness of internal control system.

The costs incurred by the Group on the outsourced Internal Auditors and in-house internal functions during the financial year ended 31 December 2022 were RM56,731 and RM350,735 respectively (FY2021: RM62,218 and RM357,644 respectively).

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

The Board of Directors (“Board”) is pleased to present herewith the Statement on Risk Management and Internal Control (“SORMIC”) which outlines the nature and scope of internal controls and risk management of the Company and its subsidiaries (“Group”) during the financial year ended 31 December 2022. This SORMIC is prepared pursuant to Paragraph 15.26 (b) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.

BOARD RESPONSIBILITY

The Board of Directors (the “Board”) recognises the importance of good risk management practices and sound internal controls as a platform to good corporate governance.

The Board acknowledges that its overall responsibility for maintaining a sound system of risk management and internal control, and for reviewing its adequacy and integrity. The Board has also received assurance from the Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”) that the Group’s risk management and internal control system are operating adequately and effectively, in all material aspects.

Due to inherent limitations in any risk management and internal control system, such systems put into effect by Management are designed to manage rather than eliminate risks that may impede the achievement of the Group’s business objectives.

Therefore, the risk management and internal control system can only provide reasonable and not absolute assurance against material misstatement, operational failure, fraud or loss.

KEY FEATURES OF THE GROUP’S RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM

Key elements of the Group’s risk management and internal control system that have been established to facilitate the proper conduct of the Group’s businesses are described below:

1. Risk Management System

The Board is dedicated to strengthen the Group’s risk management by managing its key business risks within the Group and to implement appropriate controls to manage these risks. Whilst the Board maintains ultimate control over risk and control issues, it has been delegated to the senior management the implementation of the system of risk management and internal control within an established framework. Key management staff and heads of department are delegated with the responsibility to manage identified risks within defined parameters and standards.

During the year, the senior management reviewed the existence of new risks and assesses the relevance of the Group’s existing risks profile. Significant risks that may affect the Group’s business objectives have been continually monitored and any new significant risks identified are subsequently evaluated and managed.

The Board affirms that there is a systematic and continuous process to identify and manage significant risks of the Group. Every half-yearly, key risks relating to the Group’s operations are identified and communicated to the Audit Committee and the Board in terms of likelihood exposures and impact on the Group’s businesses. The CFO has assumed the role of risk management facilitator.

With Section 17A of the Malaysian Anti-Corruption Commission Act 2009 (Amendment 2018) (MACC Act 2009) that has come into force on 1 June 2020, the Group has also undertaken the assessment of bribery and corruption risks and identified areas of improvements required to be put in place in compliance with the Guideline on Adequate Procedures issued by MACC.

The Group conducted corruption risk assessment according to the 5 principles of the Guidelines on adequate Procedures (GAP), pursuant to Section 17A(5) of the MACC Act 2009 and any of its amendments or re-enactments.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL (CONT'D)

1. Risk Management System (cont'd)

The global COVID-19 endemic has significantly impacted the business environment and thus, the Group's management has developed and will implement a Business Continuity Plan ("BCP") within the Group. The objective of the BCP is aimed at mitigating risk impacts that would impose the barriers to the sustainability of the Group. It is also developed a Work From Home Policy (WFH) and this policy is aimed at supporting the group continuous operations.

It has also been suggested at Audit Committee level that all core policies would be reviewed annually.

The Board will continue to manage the risks of the Group continuously.

2. Internal Control System

The key processes that the Board has established in reviewing the adequacy, effectiveness, 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/CEO in the day-to-day business operations of the Group including periodical visit 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 review of the adequacy and the integrity of the Group's internal control system and management information system, including system for compliance with applicable laws, regulations, rules, directives and guidelines.

The outsourced internal auditors, namely Tricor Axcelasia Sdn. Bhd., carried out four (4) reviews on the Group's businesses and reported to the Audit Committee accordingly.

Arising from the reviews, corrective actions were communicated to the management and the Board for subsequent implementation by the management. Follow up audits were also carried out by the outsourced internal auditors.

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 system and highlight significant findings in respect of any non-compliance. The outsourced internal auditors report directly to the Audit Committee. Audits are carried out by the internal audit teams on head office, branches and franchisees, the frequency of which is determined by the level of risk assessed. The finding of the internal audit 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. Follow-up audit will also be carried out to ensure that management has implemented improvement process as recommended in the internal audit report. The annual audit plan is reviewed and approved by the Audit Committee. A statement of the internal audit function is set out on pages 58 to 60 of the Audit Committee Report in the Annual Report 2022.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL (CONT'D)

Anti-Bribery and Corruption

The Group's Anti-Bribery and Corruption Policy was approved by the Board on 27 May 2020. The policy has been designed to provide the Group with a framework to establish the necessary measures to prevent corruption and bribery from happening, and to provide a defence against corporate liability as introduced by the MACC Act 2009.

The policy states the Group's commitment to conduct business ethically and in full compliance with all applicable laws and regulations in every jurisdiction that the Group of companies operates. The policy was communicated to the operating companies' level for adoption.

Conclusion

As required by Paragraph 15.23 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the external auditors have reviewed this Statement of Risk Management and Internal Control. As set out in their terms of engagement, the procedures were performed in accordance with Audit and Assurance Practice Guide ("AAPG") 3 issued by Malaysian Institute of Accountants. AAPG 3 does not require the external auditors to consider whether this Statement covers all risks and controls, or to form an opinion on the adequacy and effectiveness of the risk management and internal control system of the Group. Based on their procedures performed, the external auditors have reported to the Board that nothing has come to their attention that caused them to believe that this Statement is not prepared in all material respects, in accordance with the disclosures required by paragraphs 41 and 42 of the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers, nor is it factually inaccurate.

Through the review of the risk management system adopted by the Group and internal audits performed by the outsourced internal auditors, the Board is satisfied that the Risk Management and Internal Control system are in place.

The Statement was approved by Board of Directors on 14 April 2023.

OTHER DISCLOSURE INFORMATION

1. Audit and Non-Audit fees

The audit and non-audit fees paid and payable (inclusive of out-of-pocket expenses) of the Group and the Company were as follows:-

	Audit Fee RM	Non- audit Fee RM	Total RM
Group	174,000	7,000	181,000
Company	40,000	7,000	47,000

2. 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.

3. Utilisation of Proceeds

There were no proceeds raised from any corporate proposal during the financial year ended 31 December 2022.

4. Recurrent Related Party Transactions of Revenue or Trading Nature ("RRPT")

The Company had at the 13th Annual General Meeting of the Company held on 25 May 2022 obtained shareholders' mandate for the Group to enter into RRPT, which are necessary for its day-to-day operations and are in the ordinary course of business with related parties. The shareholders' mandate shall lapse at the conclusion of the Company's forthcoming Annual General Meeting. The Company intends to seek shareholders' mandate in respect of RRPT of the Group at the forthcoming AGM of the Company.

The details of the mandate RRPT transacted during the financial year are as follows:-

Transacting parties		Nature of relationship	Nature of transaction	Actual Value transacted RM'000
Focus Point Group	Related party			
Focus Point Vision Care Group Sdn Bhd ("Focus Point Vision Care")	Focus Point Vision Care (HP) Sdn Bhd ("Focus Point Vision Care (HP)")	Focus Point Vision Care (HP), in which Dato' Liaw Choon Liang's brother, Liaw Choon Kuan has substantial shareholdings, is a 35%-owned associate company of Focus Point Vision Care. Dato' Liaw Choon Liang and Liaw Choon Kuan are directors of Focus Point Vision Care (HP).	Sale of eyewear and eye care products to Focus Point Vision Care (HP).	668

OTHER DISCLOSURE INFORMATION
(CONT'D)

4. Recurrent Related Party Transactions of Revenue or Trading Nature ("RRPT") (Cont'd)

The details of the mandate RRPT transacted during the financial year are as follows:- (Cont'd)

Transacting parties		Nature of relationship	Nature of transaction	Actual Value transacted RM'000
Focus Point Group	Related party			
Focus Point Management Sdn Bhd	Focus Point Vision Care (HP)	Focus Point Vision Care (HP), in which Dato' Liaw Choon Liang's brother, Liaw Choon Kuan has substantial shareholdings, is a 35%-owned associate company of Focus Point Vision Care. Dato' Liaw Choon Liang and Liaw Choon Kuan are directors of Focus Point Vision Care (HP).	Licensing fee received from Focus Point Vision Care (HP) for granting "Focus Point" licensed outlets.	108
Multiple Reward Sdn Bhd	Sejati Serimas Sdn Bhd ("Sejati Serimas")	Datin Goh Poi Eong and Kelvin Liaw Kai Xuan are shareholders and directors of Sejati Serimas. They are also directors and shareholders of Focus Point Holdings Berhad.	Rental of detached factory from Sejati Serimas for central kitchen purpose.	243

STATEMENT OF DIRECTORS' RESPONSIBILITY FOR PREPARING THE ANNUAL FINANCIAL STATEMENTS

The Directors are required by Companies Act 2016 and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements") to prepare the financial statements for each financial year and 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 that the Company keeps its accounting records which discloses the financial position of the Group and the Company with reasonable accuracy and to ensure that the financial statements comply with Companies Act 2016, Listing Requirements and applicable approved accounting standards. The Directors have overall responsibilities in taking reasonable steps to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.



FINANCIAL STATEMENT

FINANCIAL STATEMENTS

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DIRECTORS' REPORT

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 2022.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of the subsidiaries are mainly 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 and provision of food and beverages services. Further details of the subsidiaries are set out in Note 8 to the financial statements.

There have been no significant changes in the nature of these activities of the Company and its subsidiaries during the financial year.

RESULTS

	Group RM'000	Company RM'000
Profit for the financial year	35,855	26,668
<hr/>		
Attributable to:		
Owners of the parent	35,855	26,668
Non-controlling interests	–	–
	<hr/>	<hr/>
	35,855	26,668
	<hr/>	

DIVIDENDS

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

	RM'000	
In respect of the financial year ended 31 December 2022:		
First interim single tier dividend of 1.5 sen per ordinary share, paid on 30 June 2022	4,950	
Second interim single tier dividend of 1.5 sen per ordinary share, paid on 30 December 2022	4,950	
	<hr/>	
	9,900	
	<hr/>	

The Board of Directors does not recommend any final dividend for the financial year ended 31 December 2022.

DIRECTORS' REPORT
(CONT'D)

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 during the financial year and up to the date of this report are as follows:

Dato' Liaw Choon Liang*
Datin Goh Poi Eong*
Datin Sim Swee Yoke
Dr. Haliza binti Abdul Mutalib
Lee Tuan Meng (appointed on 3 January 2022)
Dato' Sri Suriani binti Dato' Ahmad (appointed on 22 July 2022)
Leow Ming Fong @ Leow Min Fong (retired on 25 May 2022)
Dato' Suhaili bin Abdul Rahman (retired on 25 May 2022)

* Directors of the Company and its subsidiaries

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 2022 as recorded in the Register of Directors' Shareholdings kept by the Company under Section 59 of Companies Act 2016 in Malaysia were as follows:

	< ----- Number of ordinary shares ----- >			
	Balance as at 1.1.2022	Addition	Sold	
Shares in the Company				
Direct interests:				
Dato' Liaw Choon Liang	133,948,501	-	(300,000)	133,648,501
Datin Goh Poi Eong	44,429,397	-	-	44,429,397

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.

DIRECTORS' REPORT (CONT'D)

DIRECTORS' INTERESTS (CONT'D)

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 that the Company has an interest.

None of the other Directors holding office at the end of the financial year held any interest in the ordinary shares of the Company and 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 remunerations 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 33 to the financial statements.

There were no arrangements made 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.

DIRECTORS' REMUNERATION

Directors' remuneration of the Group and of the Company for the financial year ended 31 December 2022 were as follows:

	Group RM'000	Company RM'000
Executive:		
Emoluments other than fees	3,351	–
Non-Executive:		
Fees	213	213
Total	3,564	213

Estimated monetary value of benefits-in-kind provided to the Executive Directors/Non-Executive Directors of the Group is RM209,000.

DIRECTORS' REPORT
(CONT'D)

INDEMNITY AND INSURANCE FOR DIRECTORS AND AUDITORS

The Group and the Company effected Directors' liability insurance during the financial year to protect the Directors of the Group and of the Company against potential costs and liabilities arising from claims brought against the Directors. The amount of insurance premium paid by the Group and the Company for the financial year ended 31 December 2022 was RM3,800.

There were no indemnity given to or insurance effected for the auditors of the Group and of the Company during the financial year.

OTHER STATUTORY INFORMATION REGARDING THE GROUP AND THE COMPANY

(I) AS AT THE END OF THE FINANCIAL YEAR

- (a) Before the financial statements of the Group and of the Company were prepared, 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 had satisfied themselves that there are no known bad debts to be 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 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 necessitate the writing off of bad debts or render the amount of the provision for doubtful debts in the financial statements of the Group and of the Company inadequate to any material extent;
 - (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 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.

DIRECTORS' REPORT
(CONT'D)

OTHER STATUTORY INFORMATION REGARDING THE GROUP AND THE COMPANY (CONT'D)

(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 AND SUBSEQUENT TO THE END OF THE REPORTING PERIOD

- (a) On 6 May 2022, the Company proposed to undertake the transfer of the listing and quotation of the entire issued share capital of Focus Point Holdings Berhad ("Focus Point") from the ACE Market to the Main Market of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Proposed Transfer").

The application in relation to the Proposed Transfer was submitted to the Securities Commission Malaysia on 5 August 2022 and 20 December 2022 respectively.

Bursa Securities had approved the Proposed Transfer, under the "Consumer Products & Services" sector, via its letter dated 27 December 2022.

On 5 January 2023, the listing and quotation of the entire issued share capital of the Company was transferred from the ACE Market to the Main Market of Bursa Securities, marking the completion of the Proposed Transfer.

- (b) On 21 February 2023, the Group announced to Bursa Securities the proposed issuance of up to 131,999,790 Bonus Shares on the basis of two (2) Bonus Shares for every five (5) existing Focus Point Shares held on the Entitlement Date ("Proposed Bonus Issue of Shares").

Subsequently on 9 March 2023, the Group announced that Bursa Securities had vide its letter dated 8 March 2023, approved the listing and quotation of up to 131,999,790 Bonus Shares to be issued pursuant to the Proposed Bonus Issue of Shares on the Main Market of Bursa Securities, subject to the conditions set out by Bursa Securities.

The Proposed Bonus Issue of Shares were approved by the shareholders during the Extraordinary General Meeting on 4 April 2023, and will be listed and quoted on the Main Market of Bursa Malaysia Securities Berhad subsequent to the date of this report.

- (c) On 13 February 2023, a subsidiary of the Group, Sound Point Hearing Solution Sdn. Bhd. had entered into a subscription agreement with third parties in respect of the subscription of 560,000 new shares, representing 40% shareholding in the share capital of Phipure Sdn. Bhd. for a consideration of RM1,680,000.

DIRECTORS' REPORT
(CONT'D)

AUDITORS

The auditors, BDO PLT (201906000013 (LLP0018825-LCA) & AF 0206), have expressed their willingness to continue in office.

Auditors' remuneration of the Group and of the Company for the financial year ended 31 December 2022 were as follows:

	Group RM'000	Company RM'000
Statutory audit	174	40
Other services	7	7
	<hr/> 181	<hr/> 47

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

.....
Dato' Liaw Choon Liang
Director

14 April 2023

.....
Datin Goh Poi Eong
Director

STATEMENT BY DIRECTORS

In the opinion of the Directors, the financial statements set out on pages 80 to 137 have been drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the provisions of Companies Act 2016 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 2022 and of the financial performance and cash flows of the Group and of the Company for the financial year then ended.

On behalf of the Board,

.....
Dato' Liaw Choon Liang
Director

.....
Datin Goh Poi Eong
Director

14 April 2023

STATUTORY DECLARATION

I, Soo Zin Chuen (CA 36789), 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 80 to 137 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 the state of
Selangor Darul Ehsan this
14 April 2023

Soo Zin Chuen

Before me:

Commissioner for Oaths

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF FOCUS POINT HOLDINGS BERHAD

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Focus Point Holdings Berhad, which comprise the statements of financial position as at 31 December 2022 of the Group and of the Company, and the statements of profit or loss and other 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 notes to the financial statements, including a summary of significant accounting policies, as set out on pages 80 to 137.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Group and of the Company as at 31 December 2022, and of their financial performance and their cash flows for the financial year then ended in accordance with Malaysian Financial Reporting Standards ("MFRSs"), International Financial Reporting Standards ("IFRSs") and the requirements of the Companies Act 2016 in Malaysia.

Basis for Opinion

We conducted our audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing ("ISAs"). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence and Other Ethical Responsibilities

We are independent of the Group and of the Company in accordance with the By-Laws (on Professional Ethics, Conduct and Practice) of the Malaysian Institute of Accountants ("By-Laws") and the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the By-Laws and the IESBA Code.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the Group and of the Company for the current financial year. These matters were addressed in the context of our audit of the financial statements of the Group and of the Company as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Group

(a) Carrying amount of inventories at lower of cost and net realisable value

As at 31 December 2022, inventories of the Group of RM52,671,000 comprised mainly optical and related products. Details of the inventories have been disclosed in Note 12 to the financial statements.

We have focused on the audit risk that the carrying amount of inventories may not be stated at the lower of cost and net realisable value.

Writing down of inventories to net realisable value is mainly based on management estimates, which has been derived from assessment by management with reference to ageing, specifications and design of inventories, coupled with market knowledge of the merchandising department.

INDEPENDENT AUDITORS' REPORT
(CONT'D)**Key Audit Matters (cont'd)****Group (cont'd)****(a) Carrying amount of inventories at lower of cost and net realisable value (cont'd)****Audit response**

Our audit procedures included the following:

- (i) obtained an understanding of the procedures and controls in relation to the assessment by the management on the identification and write down of slow moving and obsolete inventories;
- (ii) analysed the inventories turnover period and assessed the appropriateness of the write down of inventories by the management by verifying to the latest sales invoices for selected samples from inventory ageing; and
- (iii) verified the actual margins and selling prices from sales invoices for selected samples subsequent to the end of the reporting period.

(b) Recognition of lease liabilities and right-of-use assets

As at 31 December 2022, the Group had recognised right-of-use assets and lease liabilities for leases of the Group with carrying amounts of RM76,053,000 and RM83,022,000 respectively as disclosed in Note 7 to the financial statements.

We have determined this to be a key audit matter because it requires management to exercise significant judgements for specific assumptions applied in determining right-of-use assets and lease liabilities as well as lease reassessments and modifications. The specific assumptions include the determination of appropriate discount rates, variable lease payments and assessment of lease terms, including renewal and termination options of the leases.

Audit response

Our audit procedures included the following:

- (i) assessed the appropriateness of the assumptions applied in determining variable lease payments, lease reassessments and modifications based on the lease contracts and relevant inputs;
- (ii) assessed the appropriateness of the discount rates applied in determining lease liabilities based on the lease contracts and relevant inputs;
- (iii) assessed the appropriateness of the assumptions applied in determining the lease terms of the lease liabilities, including renewal and termination options of the leases; and
- (iv) verified the accuracy of the underlying lease data by agreeing a representative sample of leases to original contracts or other supporting information;

INDEPENDENT AUDITORS' REPORT
(CONT'D)

Key Audit Matters (cont'd)

Company

a) *Impairment assessment of the carrying amount of investments in subsidiaries*

As at 31 December 2022, the carrying amount of investments in subsidiaries of the Company were RM64,465,000 as disclosed in Note 8 to the financial statements.

We have determined this to be a key audit matter because it requires management to exercise significant judgement and estimates about the future results and key assumptions applied to cash flow projections of the subsidiaries. In this instance, the recoverable amount is based on value-in-use. These key assumptions include forecast growth in future revenue and budgeted gross margins, terminal values as well as determining an appropriate pre-tax discount rate used for each subsidiary.

Audit response

Our audit procedures included the following:

- (i) compared cash flow projections against recent performance and assessed the key assumptions used in the projections by comparing to actual gross margins and growth rates to assess reliability of management forecasting process;
- (ii) verified budgeted gross margins, revenue growth rates and terminal values by assessing evidence available to support these key assumptions;
- (iii) verified pre-tax discount rate used by the management for each subsidiary by comparing to weighted average cost of capital of the Group; and
- (iv) performed sensitivity analysis of our own to stress test the key assumptions in the impairment model.

Information Other than the Financial Statements and Auditors' Report Thereon

The Directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements of the Group and of the Company and our auditors' report thereon.

Our opinion on the financial statements of the Group and of the Company does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements of the Group and of the Company, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements of the Group and of the Company or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

INDEPENDENT AUDITORS' REPORT (CONT'D)

Responsibilities of the Directors for the Financial Statements

The Directors of the Company are responsible for the preparation of financial statements of the Group and of the Company that give a true and fair view in accordance with MFRSs, IFRSs and the requirements of the Companies Act 2016 in Malaysia. The Directors are also responsible for such internal control as the Directors determine is necessary to enable the preparation of financial statements of the Group and of the Company that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements of the Group and of the Company, the Directors are responsible for assessing the ability of the Group and of the Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or the Company or to cease operations, or have no realistic alternative but to do so.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements of the Group and of the Company as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with approved standards on auditing in Malaysia and ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit conducted in accordance with approved standards on auditing in Malaysia and ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- (a) Identify and assess the risks of material misstatement of the financial statements of the Group and of the Company, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- (b) Obtain an understanding of internal control relevant to the audit 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 internal control of the Group and of the Company.
- (c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- (d) Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group or of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements of the Group and of the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group or the Company to cease to continue as a going concern.
- (e) Evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements of the Group and of the Company represent the underlying transactions and events in a manner that achieves fair presentation.
- (f) Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial statements of the Group. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

INDEPENDENT AUDITORS' REPORT
(CONT'D)

Auditors' Responsibilities for the Audit of the Financial Statements (cont'd)

We communicate with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the Directors, we determine those matters that were of most significance in the audit of the financial statements of the Group and of the Company for the current financial year and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

This report is made solely to the members of the Company, as a body, in accordance with Section 266 of the Companies Act 2016 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the content of this report.

BDO PLT
201906000013 (LLP0018825-LCA) & AF 0206
Chartered Accountants

Ho Kok Khiaw
03412/02/2025 J
Chartered Accountant

Kuala Lumpur
14 April 2023

STATEMENTS OF FINANCIAL POSITION

AS AT 31 DECEMBER 2022

	Note	Group		Company	
		2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
ASSETS					
Non-current assets					
Property, plant and equipment	6	47,803	36,654	-	-
Right-of-use assets	7	76,053	72,724	-	-
Investments in subsidiaries	8	-	-	64,465	47,531
Investment in an associate	9	992	710	-	-
Other investment	10	210	210	-	-
Trade and other receivables	11	4,431	3,568	-	-
Deferred tax assets	20	30	64	-	-
		129,519	113,930	64,465	47,531
Current assets					
Inventories	12	52,671	46,288	-	-
Trade and other receivables	11	35,001	29,277	588	559
Cash and bank balances	13	53,981	43,001	469	373
Current tax assets		214	103	-	-
		141,867	118,669	1,057	932
TOTAL ASSETS		271,386	232,599	65,522	48,463
EQUITY AND LIABILITIES					
Equity attributable to owners of the parent					
Share capital	21	40,096	40,096	40,096	40,096
Retained earnings		61,613	35,658	24,405	7,637
TOTAL EQUITY		101,709	75,754	64,501	47,733

STATEMENTS OF FINANCIAL POSITION
(CONT'D)

	Note	Group		Company	
		2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
LIABILITIES					
Non-current liabilities					
Borrowings	14	17,106	17,557	-	-
Lease liabilities	7	48,117	45,050	-	-
Deferred tax liabilities	20	1,692	1,158	-	-
Deferred income	19	886	963	-	-
		67,801	64,728	-	-
Current liabilities					
Borrowings	14	21,852	19,293	-	-
Lease liabilities	7	34,905	30,739	-	-
Trade and other payables	18	37,839	39,932	1,021	729
Deferred income	19	1,451	1,131	-	-
Current tax liabilities		5,829	1,022	-	1
		101,876	92,117	1,021	730
TOTAL LIABILITIES		169,677	156,845	1,021	730
TOTAL EQUITY AND LIABILITIES		271,386	232,599	65,522	48,463

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

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

	Note	Group		Company	
		2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Revenue	24	248,822	170,427	31,300	6,600
Cost of sales	25	(86,285)	(57,631)	–	–
Gross profit		162,537	112,796	31,300	6,600
Other operating income		2,220	1,151	7	5
Selling and distribution costs		(41,478)	(31,180)	–	–
Administrative expenses		(70,350)	(57,054)	(4,637)	(681)
Finance costs	26	(5,352)	(4,969)	–	–
Share of profit/(loss) in an associate, net of tax	9(e)	282	(41)	–	–
Profit before tax	27	47,859	20,703	26,670	5,924
Tax expense	29	(12,004)	(6,655)	(2)	(1)
Profit for the financial year		35,855	14,048	26,668	5,923
Other comprehensive income, net of tax		–	–	–	–
Total comprehensive income		35,855	14,048	26,668	5,923
Profit attributable to:					
Owners of the parent		35,855	14,048	26,668	5,923
Non-controlling interests		–	–	–	–
		35,855	14,048	26,668	5,923
Total comprehensive income attributable to:					
Owners of the parent		35,855	14,048	26,668	5,923
Non-controlling interests		–	–	–	–
		35,855	14,048	26,668	5,923
Earnings per ordinary share attributable to owners of the parent (sen):					
- Basic and diluted	30	10.87	4.26		

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

Group	Note	Share capital RM'000	Retained earnings RM'000	Total attributable to owners of the parent RM'000	Total equity RM'000
Balance as at 1 January 2021		40,096	28,210	68,306	68,306
Profit for the financial year		–	14,048	14,048	14,048
Other comprehensive income, net of tax		–	–	–	–
Total comprehensive income		–	14,048	14,048	14,048
Transaction with owners					
Dividends paid	31	–	(6,600)	(6,600)	(6,600)
Total transaction with owners		–	(6,600)	(6,600)	(6,600)
Balance as at 31 December 2021		40,096	35,658	75,754	75,754
Balance as at 1 January 2022		40,096	35,658	75,754	75,754
Profit for the financial year		–	35,855	35,855	35,855
Other comprehensive income, net of tax		–	–	–	–
Total comprehensive income		–	35,855	35,855	35,855
Transaction with owners					
Dividends paid	31	–	(9,900)	(9,900)	(9,900)
Total transaction with owners		–	(9,900)	(9,900)	(9,900)
Balance as at 31 December 2022		40,096	61,613	101,709	101,709

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

STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

Company	Note	Share capital RM'000	Retained earnings RM'000	Total equity RM'000
Balance as at 1 January 2021		40,096	8,314	48,410
Profit for the financial year		-	5,923	5,923
Other comprehensive income, net of tax		-	-	-
Total comprehensive income		-	5,923	5,923
Transaction with owners				
Dividends paid	31	-	(6,600)	(6,600)
Total transaction with owners		-	(6,600)	(6,600)
Balance as at 31 December 2021		40,096	7,637	47,733
Profit for the financial year		-	26,668	26,668
Other comprehensive income, net of tax		-	-	-
Total comprehensive income		-	26,668	26,668
Transaction with owners				
Dividends paid	31	-	(9,900)	(9,900)
Total transaction with owners		-	(9,900)	(9,900)
Balance as at 31 December 2022		40,096	24,405	64,501

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

STATEMENTS OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

	Note	Group		Company	
		2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES					
Profit before tax		47,859	20,703	26,670	5,924
Adjustments for:					
Depreciation of property, plant and equipment	6	8,138	6,599	-	-
Depreciation of right-of-use assets	7	29,120	28,723	-	-
Deposits written-off		--	61	-	-
Dividend income from subsidiaries		-	-	(31,300)	(6,600)
Gain on lease reassessments and modifications	27	(405)	(2)	-	-
Impairment losses on:					
- right-of-use assets	7(d)	-	250	-	-
- investment in a subsidiary	8(c)	-	-	3,316	-
Interest expense on:					
- term loans	26	983	646	-	-
- bankers' acceptances	26	497	402	-	-
- bank overdrafts	26	42	72	-	-
- lease liabilities	26	3,830	3,816	-	-
- others	26	-	33	-	-
Interest income on:					
- fixed deposits		(915)	(418)	(7)	(5)
- finance lease receivables	11(h)	(408)	(387)	-	-
Inventories written down	12(c)	500	500	-	-
Inventories written off	12(c)	467	346	-	-
Rent concessions	7	-	(5,368)	-	-
Net loss on disposal of property, plant and equipment		16	-	-	-
Property, plant and equipment written off		540	302	-	-
Reversal of impairment losses on:					
- property, plant and equipment	6(c)	(140)	(122)	-	-
Share of (profit)/loss in an associate	9(e)	(282)	41	-	-
Operating profit/(loss) before changes in working capital		89,842	56,197	(1,321)	(681)

STATEMENTS OF CASH FLOWS
(CONT'D)

	Note	Group		Company	
		2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES (cont'd)					
Operating profit/(loss) before changes in working capital (continued)		89,842	56,197	(1,321)	(681)
Changes in working capital:					
Inventories		(7,350)	(2,189)	-	-
Trade and other receivables		59	5,146	(15)	(5)
Trade and other payables		(1,498)	5,824	165	31
Deferred income		243	(298)	-	-
Cash generated from/ (used in) operations		81,296	64,680	(1,171)	(655)
Tax paid		(6,744)	(5,942)	(3)	(2)
Tax refunded		4	1	-	-
Net cash from/(used in) operating activities		74,556	58,739	(1,174)	(657)
CASH FLOWS FROM INVESTING ACTIVITIES					
Repayment from/(Advances to) an associate		111	(10)	-	-
Subscription of additional ordinary shares in a subsidiary		-	-	(20,250)	-
(Advances to)/Repayment from subsidiaries		-	-	113	454
Dividends received from subsidiaries		-	-	31,300	6,600
Interest received		915	418	7	5
Proceeds from disposal of property, plant and equipment		65	12	-	-
Purchase of property, plant and equipment	6(b)	(14,421)	(4,159)	-	-
Withdrawal/(Placements) of deposits pledged to licensed banks		2,035	(2,397)	-	-
Net cash (used in)/from investing activities		(11,295)	(6,136)	11,170	7,059

STATEMENTS OF CASH FLOWS
(CONT'D)

		Group		Company	
	Note	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
CASH FLOWS FROM FINANCING ACTIVITIES					
Dividends paid	31	(9,900)	(6,600)	(9,900)	(6,600)
Interest paid		(1,522)	(1,120)	–	–
Net drawdown/(repayments) of bankers' acceptances		1,918	(2,161)	–	–
Drawdown of term loans		9,347	20,000	–	–
Repayments of term loans		(8,093)	(4,891)	–	–
Payments of lease liabilities		(40,932)	(35,159)	–	–
Net cash used in financing activities		(49,182)	(29,931)	(9,900)	(6,600)
Net increase/(decrease) in cash and cash equivalents		14,079	22,672	96	(198)
Cash and cash equivalents at beginning of the financial year		34,797	12,125	373	571
Cash and cash equivalents at end of the financial year	13(d)	48,876	34,797	469	373

STATEMENTS OF CASH FLOWS
(CONT'D)**RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES**

Group	Lease liabilities (Note 7) RM'000	Term loans (Note 14) RM'000	Bankers' acceptances (Note 14) RM'000
At 1 January 2022	75,789	24,862	10,924
Cash flows	(40,932)	1,254	1,918
Non-cash flows:			
- Additions	42,982	-	-
- Lease reassessments and modifications	1,353	-	-
- Unwinding of interest	3,830	-	-
At 31 December 2022	83,022	26,116	12,842
At 1 January 2021	65,585	9,753	13,085
Cash flows	(35,159)	15,109	(2,161)
Non-cash flows:			
- Additions	47,053	-	-
- Lease reassessments and modifications	(138)	-	-
- Rent concessions	(5,368)	-	-
- Unwinding of interest	3,816	-	-
At 31 December 2021	75,789	24,862	10,924

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

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022

1. CORPORATE INFORMATION

Focus Point Holdings Berhad (“the Company”) is a public limited liability company, incorporated and domiciled in Malaysia, and is listed on the Main Market of Bursa Malaysia Securities Berhad. On 5 January 2023, the Company transferred the listing of and quotation for its entire issued shares from the ACE Market to the Main Market of Bursa Malaysia Securities Berhad.

The registered office of the Company is located at Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.

The principal place of business of the Company is located at Unit 1, 3, 5 & 7, Jalan PJU 1/37, Dataran Prima, 47301 Petaling Jaya, Selangor Darul Ehsan.

The consolidated financial statements for the financial year ended 31 December 2022 comprise the Company and its subsidiaries and the interest of the Group in an associate. These financial statements are presented in Ringgit Malaysia (“RM”), which is also the functional currency of the Company. 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 14 April 2023.

2. PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of the subsidiaries are mainly 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 and provision of food and beverages services. Further details of the subsidiaries are set out in Note 8 to the financial statements.

There have been no significant changes in the nature of these activities of the Company and its subsidiaries during the financial year.

3. BASIS OF PREPARATION

The financial statements of the Group and of the Company have been prepared in accordance with Malaysian Financial Reporting Standards (“MFRSs”), International Financial Reporting Standards (“IFRSs”) and the provisions of Companies Act 2016 in Malaysia.

The accounting policies adopted are consistent with those of the previous financial year except for the effects of adoption of new MFRSs during the financial year. The new MFRSs and Amendments to MFRSs adopted during the financial year are disclosed in Note 35.1 to the financial statements.

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.

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

4. OPERATING SEGMENTS

Focus Point Holdings Berhad and its subsidiaries are principally engaged in the 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 and investment holding.

The Group has arrived at three (3) reportable segments that are organised and managed separately according to the nature of the 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

Management of franchised professional eye care centres and food and beverage outlets.

(iii) Food and beverages

Provision of food and beverages services.

Other operating segments comprise investment holding and laser eye surgery treatment activities.

The Group evaluates performance on the basis of profit or loss from operations before tax.

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 and previous financial years.

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's position.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

4. OPERATING SEGMENTS (CONT'D)

2022	Optical related products RM'000	Franchise management RM'000	Food and beverages RM'000	Others RM'000	Total RM'000
Revenue					
Total revenue	202,632	3,948	36,900	36,650	280,130
Inter-segment revenue	4	–	(12)	(31,300)	(31,308)
<hr/>					
Revenue from external customers	202,636	3,948	36,888	5,350	248,822
<hr/>					
Finance income	1,301	–	10	12	1,323
Finance costs	(4,531)	–	(626)	(195)	(5,352)
<hr/>					
Net finance expense	(3,230)	–	(616)	(183)	(4,029)
<hr/>					
Depreciation of property, plant and equipment	6,462	–	1,116	560	8,138
Depreciation of right-of -use assets	25,359	–	3,438	323	29,120
Segment profit before tax	44,561	2,923	1,559	27,332	76,375
Share of profit of an associate, net of tax	282	–	–	–	282
Tax expense	(11,860)	(100)	(4)	(40)	(12,004)
Other material non-cash items:					
Reversal of impairment losses on property, plant and equipment	(140)	–	–	–	(140)
Inventories written down	500	–	–	–	500
Inventories written off	467	–	–	–	467
Gain on lease reassessments and modifications	(405)	–	–	–	(405)
Property, plant and equipment written off	486	–	53	1	540
Investment in an associate	992	–	–	–	992
Additions to non-current assets:					
- property, plant and equipment	13,375	–	1,040	6	14,421
- right-of-use assets	29,553	–	6,839	9	36,401
Segment assets	236,962	293	26,500	7,387	271,142
Segment liabilities	136,739	2,247	17,889	5,281	162,156

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

4. OPERATING SEGMENTS (CONT'D)

2021	Optical related products RM'000	Franchise management RM'000	Food and beverages RM'000	Others RM'000	Total RM'000
Revenue					
Total revenue	139,104	3,143	26,547	8,268	177,062
Inter-segment revenue	(22)	–	(13)	(6,600)	(6,635)
Revenue from external customers	139,082	3,143	26,534	1,668	170,427
Finance income	779	–	20	6	805
Finance costs	(4,435)	–	(511)	(23)	(4,969)
Net finance expense	(3,656)	–	(491)	(17)	(4,164)
Depreciation of property, plant and equipment	5,350	–	1,106	143	6,599
Depreciation of right-of- use assets	25,338	–	3,094	291	28,723
Segment profit/(loss) before tax	20,830	2,310	(1,821)	6,025	27,344
Share of loss of an associate, net of tax	(41)	–	–	–	(41)
Tax expense	(6,375)	(171)	(18)	(91)	(6,655)
Other material non-cash items:					
Reversal of impairment losses on property, plant and equipment	(122)	–	–	–	(122)
Impairment losses on:					
- right-of-use assets	250	–	–	–	250
Inventories written down	500	–	–	–	500
Inventories written off	346	–	–	–	346
Gain on lease reassessments and modifications	(2)	–	–	–	(2)
Rent concessions	(4,902)	–	(394)	(72)	(5,368)
Property, plant and equipment written off	142	–	70	90	302
Investment in an associate	710	–	–	–	710
Additions to non-current assets:					
- property, plant and equipment	1,755	–	1,721	5,285	8,761
- right-of-use assets	37,181	–	5,816	911	43,908
Segment assets	201,728	326	22,444	7,934	232,432
Segment liabilities	129,594	2,342	16,476	6,253	154,665

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

4. OPERATING SEGMENTS (CONT'D)

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

	2022	2021
	RM'000	RM'000
Profit for the financial year		
Total profit for reportable segments	76,375	27,344
Elimination of inter-segment results	(28,516)	(6,641)
Profit before tax	47,859	20,703
Tax expense	(12,004)	(6,655)
Profit for the financial year of the Group per consolidated statement of profit or loss and other comprehensive income	35,855	14,048
Assets		
Total assets for reportable segments	271,142	232,432
Tax assets	244	167
Total assets of the Group per consolidated statement of financial position	271,386	232,599
Liabilities		
Total liabilities for reportable segments	162,156	154,665
Tax liabilities	7,521	2,180
Total liabilities of the Group per consolidated statement of financial position	169,677	156,845

Geographical information

The Group operates predominantly in Malaysia.

Major customers

There are no major customers with revenue equal or more than ten percent (10%) of the Group revenue. As such, information on major customers is not presented.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**5. CAPITAL AND FINANCIAL RISK MANAGEMENT****(a) Capital management**

The primary 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 the financial year ended 31 December 2021.

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 2022 and 31 December 2021.

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

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Borrowings	38,958	36,850	–	–
Lease liabilities	83,022	75,789	–	–
Trade and other payables	37,839	39,932	1,021	729
Total liabilities	159,819	152,571	1,021	729
Less: Cash and bank balances	(53,981)	(43,001)	(469)	(373)
Net debt	105,838	109,570	552	356
Total capital	101,709	75,754	64,501	47,733
Net debt	105,838	109,570	552	356
	207,547	185,324	65,053	48,089
Gearing ratio (%)	51.0	59.1	0.8	0.7

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 of more than the twenty-five percent (25%) of the issued and paid-up capital. The Group has complied with this requirement during the financial year ended 31 December 2022.

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

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

5. CAPITAL AND FINANCIAL RISK MANAGEMENT (CONT'D)

(b) 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 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:

Foreign currency risk

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

The Group is exposed to foreign currency risk when the Company or its subsidiaries enter into transactions that are not denominated in their functional currencies. The Group's foreign currency exposure as at the end of the reporting period related mainly to receivables denominated in United States Dollar ("USD"), Australian Dollar ("AUD"), and Hong Kong Dollar ("HKD") and payables denominated in European Euro ("EURO") and United States Dollar ("USD"). Foreign currency exposures in transactional currencies other than functional currencies of the operating entities.

The sensitivity analysis for foreign currency risk has been disclosed in Notes 11 and 18 to the financial statements.

Interest rate risk

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

The Group's exposure to interest rate risk arises primarily from their fixed deposits with licensed banks, lease receivables, borrowings and lease liabilities. 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.

The interest rate profile and sensitivity analysis of interest rate risk have been disclosed in Notes 7, 11, 13 and 14 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**5. CAPITAL AND FINANCIAL RISK MANAGEMENT (CONT'D)****(b) Financial risk management objectives and policies (cont'd)****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 executing its 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 activities of the Group.

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.

The analysis of financial instruments by remaining contractual maturities has been disclosed in Notes 7, 14 and 18 to the financial statements.

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 primary exposure of the Group and of the Company to credit risk arises through third party receivables and amounts owing by subsidiaries. The trading terms of the Group 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 (2021: 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 department to minimise credit risk. Overdue balances are reviewed regularly by senior management.

The credit risk concentration profiles have been disclosed in Note 11 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

6. PROPERTY, PLANT AND EQUIPMENT

Group	Balance as at 1.1.2022 RM'000	Additions RM'000	Disposals RM'000	Written off RM'000	Reclassi- fications* RM'000	Balance as at 31.12.2022 RM'000
At cost						
Freehold land	5,072	–	–	–	–	5,072
Buildings	9,879	1,980	–	–	–	11,859
Alarm and security system	1,100	141	–	(73)	67	1,235
Computers	6,679	1,168	(20)	(207)	–	7,620
Furniture and fittings	22,810	4,159	(82)	(1,272)	3,704	29,319
Lab tools and equipment	4,924	1	–	–	–	4,925
Motor vehicles	2,126	–	(103)	–	429	2,452
Office equipment	1,657	149	–	(239)	13	1,580
Optical equipment	17,031	2,580	(3)	(2)	1,447	21,053
Renovation and electrical installations	14,044	2,883	(89)	(1,659)	2,613	17,792
Signboards	1,564	183	–	(93)	391	2,045
Bakery equipment	7,963	702	(29)	(588)	(308)	7,740
Capital work-in-progress	304	475	–	–	–	779
	95,153	14,421	(326)	(4,133)	8,356	113,471

* The assets previously acquired under hire purchase arrangements were reclassified from right-of-use assets as the lease liabilities for those assets have been fully settled during the financial year.

Group	Balance as at 1.1.2022 RM'000	Charge for the financial year RM'000	Disposals RM'000	Written off RM'000	Reversal of impairment losses RM'000	Balance Reclassi- fications* RM'000	Balance as at 31.12.2022 RM'000
Accumulated depreciation and impairment losses							
Buildings	1,147	185	–	–	–	–	1,332
Alarm and security system	955	120	–	(73)	–	34	1,036
Computers	6,021	540	(17)	(207)	–	–	6,337
Furniture and fittings	16,632	2,660	(50)	(948)	(135)	1,178	19,337
Lab tools and equipment	252	477	–	–	–	–	729
Motor vehicles	2,112	171	(103)	–	–	262	2,442
Office equipment	1,450	109	–	(238)	–	7	1,328
Optical equipment	11,765	1,309	(2)	(1)	–	367	13,438
Renovation and electrical installations	10,998	1,639	(46)	(1,488)	(1)	968	12,070
Signboards	1,363	191	–	(78)	(4)	193	1,665
Bakery equipment	5,804	737	(27)	(560)	–	–	5,954
	58,499	8,138	(245)	(3,593)	(140)	3,009	65,668

* The assets previously acquired under hire purchase arrangements were reclassified from right-of-use assets as the lease liabilities for those assets have been fully settled during the financial year.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

6. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

Group	Balance as at			Written	Reclassi-	Balance
2021	1.1.2021	Additions	Disposals	off	fications*	as at
	RM'000	RM'000	RM'000	RM'000	RM'000	31.12.2021
						RM'000
At cost						
Freehold land	5,072	-	-	-	-	5,072
Buildings	9,879	-	-	-	-	9,879
Alarm and security system	1,090	22	-	(60)	48	1,100
Computers	6,176	669	(2)	(164)	-	6,679
Furniture and fittings	20,848	821	(39)	(864)	2,044	22,810
Lab tools and equipment	2,448	4,741	(7)	(2,258)	-	4,924
Motor vehicles	2,125	4	(3)	-	-	2,126
Office equipment	2,151	155	-	(26)	(623)	1,657
Optical equipment	15,498	191	-	(39)	1,381	17,031
Renovation and electrical installations	12,857	938	-	(375)	624	14,044
Signboards	1,451	51	-	(27)	89	1,564
Bakery equipment	7,143	865	-	(45)	-	7,963
Capital work-in-progress	-	304	-	-	-	304
	86,738	8,761	(51)	(3,858)	3,563	95,153

* The assets previously acquired under hire purchase arrangements were reclassified from right-of-use assets as the lease liabilities for those assets have been fully settled during the financial year.

Group	Balance	Charge for		Written	(Reversal of	Reclassi-	Balance
2021	as at	the financial	Disposals	off	impairment	fications*	as at
	1.1.2021	year	RM'000	RM'000	losses)/	RM'000	31.12.2021
	RM'000	RM'000			losses		RM'000
Accumulated depreciation and impairment losses							
Buildings	962	185	-	-	-	-	1,147
Alarm and security system	857	125	-	(60)	5	28	955
Computers	5,871	314	-	(164)	-	-	6,021
Furniture and fittings	14,460	2,331	(34)	(708)	(178)	761	16,632
Lab tools and equipment	2,330	120	(2)	(2,196)	-	-	252
Motor vehicles	2,104	11	(3)	-	-	-	2,112
Office equipment	1,279	120	-	(24)	71	4	1,450
Optical equipment	10,261	1,135	-	(36)	-	405	11,765
Renovation and electrical installations	9,484	1,343	-	(310)	(35)	516	10,998
Signboards	1,140	158	-	(22)	15	72	1,363
Bakery equipment	5,083	757	-	(36)	-	-	5,804
	53,831	6,599	(39)	(3,556)	(122)	1,786	58,499

* The assets previously acquired under hire purchase arrangements were reclassified from right-of-use assets as the lease liabilities for those assets have been fully settled during the financial year.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

6. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

	2022 RM'000	Group 2021 RM'000
Carrying amount		
Freehold land	5,072	5,072
Buildings	10,527	8,732
Alarm and security system	199	145
Computers	1,283	658
Furniture and fittings	9,982	6,177
Lab tools and equipment	4,196	4,673
Motor vehicles	10	14
Office equipment	252	207
Optical equipment	7,615	5,266
Renovation and electrical installations	5,722	3,046
Signboards	380	201
Bakery equipment	1,786	2,159
Capital work-in-progress	779	304
	47,803	36,654

- (a) All items of property, plant and equipment are initially measured at cost. After initial recognition, property, plant and equipment except for freehold land are stated at cost less accumulated depreciation and any accumulated impairment losses.

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

Buildings	2%
Alarm and security system	20%
Computers	33.3%
Furniture and fittings	12.5%
Lab tools and equipment	10%
Motor vehicles	10% - 20%
Office equipment	20%
Optical equipment	10%
Renovation and electrical installations	14.3%
Signboards	20%
Bakery equipment	10%

Freehold land has an unlimited useful life and is not depreciated.

Capital work-in-progress included in property, plant, equipment are not depreciated as these assets are not yet available for use.

The useful lives and residual values of property, plant and equipment are also estimated based on common life expectancies and commercial factors applied in the various respective industries.

Changes in expected level of usage and economic development could impact the economic useful lives and the residual values of these assets, and hence future depreciation charges on such assets could be revised.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**6. PROPERTY, PLANT AND EQUIPMENT (CONT'D)**

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

	2022	Group
	RM'000	2021
		RM'000
Purchase of property, plant and equipment	14,421	8,761
Unsettled and remained as other payables	–	(4,602)
<hr/>		
Cash payments on purchase of property, plant and equipment	14,421	4,159
<hr/>		

- (c) The Group assessed whether there were any indicators of impairment of property, plant and equipment during the financial year. In doing this, management considered the current environment and performance of the Cash Generating Units (“CGUs”). Management considered consecutive losses in certain outlets for two (2) financial years as one of the impairment indicators.

Management has made estimates about the future results and key assumptions applied to cash flow projections of the CGUs in determining their recoverable amounts using the value-in-use model. These key assumptions are applied to cash flow projections of the CGUs and include forecast growth in future revenue, as well as determining an appropriate pre-tax discount rate.

During the financial year, the Group has recognised a net reversal of impairment losses on certain property, plant and equipment amounted to RM140,000 (2021: RM122,000).

- (d) The carrying amounts of property, plant and equipment of the Group charged as securities for banking facilities granted to the Group (Notes 15 and 17 to the financial statements) are as follows:

	2022	Group
	RM'000	2021
		RM'000
Freehold land	4,698	4,698
Buildings	10,042	8,234
<hr/>		
	14,740	12,932
<hr/>		

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

7. LEASES

The Group as lessee

Right-of-use assets	Balance as at 1.1.2022 RM'000	Additions RM'000	Reassessments and modifications RM'000	Depreciation RM'000	Reclassif- ications* RM'000	Balance as at 31.12.2022 RM'000
Carrying amount						
Retail spaces	57,562	33,697	1,161	(26,833)	-	65,587
Office, warehouses and hostels	1,595	923	234	(574)	-	2,178
Alarm and security system	93	16	-	(20)	(33)	56
Furniture and fittings	3,718	608	-	(310)	(2,526)	1,490
Motor vehicles	1,399	200	-	(301)	(167)	1,131
Office equipment	642	48	-	(166)	(6)	518
Optical equipment	1,753	-	-	(75)	(1,081)	597
Renovation and electrical installations	4,163	534	-	(556)	(1,645)	2,496
Signboards	308	30	-	(51)	(197)	90
Bakery equipment	1,342	345	-	(216)	308	1,779
Lab tools and equipment	149	-	-	(18)	-	131
	72,724	36,401	1,395	(29,120)	(5,347)	76,053

* The assets previously acquired under hire purchase arrangements were reclassified to property, plant and equipment as the lease liabilities for those assets have been fully settled during the financial year.

Right-of-use assets	Balance as at 1.1.2021 RM'000	Additions RM'000	Reassessments and modifications RM'000	Depreciation RM'000	Impairment losses RM'000	Reclassi- fications* RM'000	Balance as at 31.12.2021 RM'000
Carrying amount							
Retail spaces	44,382	38,917	-	(25,487)	(250)	-	57,562
Office, warehouses and hostels	2,179	188	(30)	(742)	-	-	1,595
Alarm and security system	81	58	-	(26)	-	(20)	93
Furniture and fittings	5,107	514	-	(620)	-	(1,283)	3,718
Motor vehicles	1,024	856	-	(481)	-	-	1,399
Office equipment	92	84	-	(161)	-	627	642
Optical equipment	2,455	480	-	(206)	-	(976)	1,753
Renovation and electrical installations	3,431	1,593	-	(753)	-	(108)	4,163
Signboards	372	58	-	(105)	-	(17)	308
Bakery equipment	305	1,160	-	(123)	-	-	1,342
Lab tools and equipment	168	-	-	(19)	-	-	149
	59,596	43,908	(30)	(28,723)	(250)	(1,777)	72,724

* The assets previously acquired under hire purchase arrangements were reclassified to property, plant and equipment as the lease liabilities for those assets have been fully settled during the financial year.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

7. LEASES (CONT'D)

The Group as lessee (cont'd)

Lease liabilities	Balance as at 1.1.2022 RM'000	Additions RM'000	Reassessments and modifications RM'000	Lease payments RM'000	Interest expense RM'000	Balance as at 31.12.2022 RM'000
Carrying amount						
Retail spaces	65,919	39,675	1,353	(34,390)	3,126	75,683
Office, warehouses and hostels	1,656	923	-	(635)	69	2,013
Alarm and security system	69	22	-	(49)	5	47
Furniture and fittings	1,682	836	-	(1,583)	165	1,100
Motor vehicles	1,063	74	-	(538)	54	653
Office equipment	588	49	-	(317)	36	356
Optical equipment	973	-	-	(665)	75	383
Renovation and electrical installations	2,532	701	-	(1,831)	204	1,606
Signboards	143	49	-	(148)	16	60
Bakery equipment	1,087	653	-	(708)	77	1,109
Lab tools and equipment	77	-	-	(68)	3	12
	75,789	42,982	1,353	(40,932)	3,830	83,022

Represented by:

2022
RM'000

Current liabilities

34,905

Non-current liabilities

48,117

83,022

Lease liabilities owing to
financial institutions

5,326

Lease liabilities owing to
non-financial institutions

77,696

83,022

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**7. LEASES (CONT'D)****The Group as lessee (cont'd)**

- (a) The right-of-use assets represent non-cancellable operating lease agreements entered into by the Group for the use of retail spaces, office, warehouses, hostels and other assets which are acquired under hire purchase agreements.

The right-of-use assets are initially measured at cost, which comprise the initial amount of the lease liabilities adjusted for any lease payments made at or before the commencement date of the leases.

After initial recognition, right-of-use assets are stated at cost less accumulated depreciation and any accumulated impairment losses, and adjusted for any re-measurement of the lease liabilities.

The right-of-use assets are depreciated on the straight-line basis over the earlier of the estimated useful lives of the right-of-use assets or the end of the lease term. The lease terms of right-of-use assets are as follows:

Retail spaces	1 - 6 years
Office, warehouses and hostels	1 - 5 years
Alarm and security system	3 years
Furniture and fittings	3 years
Motor vehicles	5 years
Office equipment	3 years
Optical equipment	3 years
Renovation and electrical installations	3 years
Signboards	3 years
Bakery equipment	3 years
Lab tools and equipment	3 years

- (b) The Group has certain leases of retail spaces with lease term of 12 months or less and low value leases of office equipment of RM20,000 and below. The Group applies the "short-term lease" and "lease of low-value assets" exemptions for these leases.

- (c) The following are the amounts recognised in profit or loss:

	2022	Group
	RM'000	2021
		RM'000
Depreciation charge of right-of-use assets (included in administration expenses)	29,120	28,723
Impairment losses on right-of-use assets (included in administration expenses)	–	250
Interest expense on lease liabilities (included in finance costs)	3,830	3,816
Expense relating to short-term leases and leases of low-value assets (included in administration expenses)	174	331
Variable lease payments (included in administration expenses)	6,711	5,125
COVID-19 related rent concessions (included in administration expenses)	–	(5,368)
Gain on lease reassessments and modifications (included in other operating income)	(405)	(2)
	39,430	32,875

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

7. LEASES (CONT'D)

The Group as lessee (cont'd)

(c) (cont'd)

Certain lease rentals are subject to variable lease payments, which are determined based on a percentage of sales generated from outlets.

The Group has entered into tenancy agreements for the lease of outlets, which contain variable lease payments based on predetermined revenue thresholds. The Group has determined that these contingent rental features are not embedded derivatives to be separately accounted for due to the economic characteristics and risk of these contingent rental features are closely related to the economic characteristics and risk of the underlying tenancy agreements. There are no leverage features contained within these contingent rental features.

- (d) The Group assessed whether there were any indicators of impairment of right-of-use assets during the financial year. In doing this, management considered the current environment and performance of the Cash Generating Units ("CGUs"). Management considered the losses in certain outlets in the current financial year as impairment indicators.

Management has made estimates about the future results and key assumptions applied to cash flow projections of the CGUs in determining their recoverable amounts using the value-in-use model. These key assumptions are applied to cash flow projections of the CGUs and include forecast growth in future revenue, as well as determining an appropriate pre-tax discount rate.

In the previous financial year, impairment losses on right-of-use assets of the Group of RM250,000 was recognised due to decline in or cessation of certain outlets' operations of a subsidiary of the Group as a result of the COVID-19 pandemic.

- (e) The following are total cash outflows for leases as a lessee:

	2022	Group	2021
	RM'000		RM'000
Included in net cash from operating activities:			
Payment relating to short-term leases and leases of low value assets	174		331
Payment relating to variable lease payments not included in the measurement of lease liabilities	6,711		5,125
Included in net cash from financing activities:			
Payment of lease liabilities	40,932		35,159
	47,817		40,615

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**7. LEASES (CONT'D)****The Group as lessee (cont'd)**

- (f) The Group determines the lease term of a lease as the non-cancellable period of the lease, together with periods covered by an option to extend or to terminate the lease if the Group is reasonably certain to exercise the relevant options. Management exercises significant judgement in determining whether these extension options are reasonably certain to be exercised. Management has considered the relevant facts and circumstances that create an economic incentive for the Group to either exercise the option to extend the lease, or to exercise the option to terminate the lease. Any differences in expectations from the original estimates would impact the carrying amounts of the lease liabilities of the Group.

Management exercises significant judgement in determining the incremental borrowing rate whenever the implicit rate of interest in a lease is not readily determinable as well as the lease term. The incremental borrowing rates used are based on prevailing market borrowing rates over similar lease terms, of similar value as the right-of-use asset in a similar economic environment.

The followings are the undiscounted potential future rental payments that are not included in the lease term:

Group	Within five years RM'000	More than five years RM'000	Total RM'000
2022			
Extension options expected not to be exercised	8,155	1,972	10,127
2021			
Extension options expected not to be exercised	1,472	1,450	2,922

- (g) The following table sets out the carrying amounts, the weighted average incremental borrowing rates and the remaining maturities of the lease liabilities of the Group that are exposed to interest rate risk:

Group	Weighted average incremental borrowing rate per annum %	Within 1 year RM'000	1 - 2 years RM'000	2 - 5 years RM'000	More than 5 years RM'000	Total RM'000
31 December 2022						
Lease liabilities	4.6 - 7.4	34,905	26,410	20,866	841	83,022
31 December 2021						
Lease liabilities	5.5 - 7.6	30,739	20,826	24,116	108	75,789

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

7. LEASES (CONT'D)

The Group as lessee (cont'd)

- (h) The table below summarises the maturity profile of the lease liabilities of the Group at the end of the reporting period based on contractual undiscounted repayment obligations as follows:

Group	On demand or within one year RM'000	One to five years RM'000	Over five years RM'000	Total RM'000
31 December 2022				
Lease liabilities	38,176	49,722	1,152	89,050
31 December 2021				
Lease liabilities	33,581	48,101	109	81,791

8. INVESTMENTS IN SUBSIDIARIES

At cost	Company	
	2022 RM'000	2021 RM'000
Unquoted shares	68,055	47,805
Less: Impairment losses	(3,590)	(274)
	64,465	47,531

- (a) Investments in subsidiaries, which are eliminated on consolidation, are stated in the separate financial statements at cost less impairment losses.
- (b) The Company and/or its subsidiaries review the investments in subsidiaries for impairment when there is an indication of impairment.

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

The value-in-use is the net present value of the projected future cash flows derived from the business operations of the respective subsidiaries discounted at an appropriate pre-tax discount rate. For such discounted cash flow method, it requires management to exercise significant judgement on the use of estimated future results and a set of assumptions to support their income and cash flows. Significant judgement had also been used to determine the pre-tax discount rate for the cash flows.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**8. INVESTMENTS IN SUBSIDIARIES (CONT'D)****(b) (cont'd)****Key assumptions used in value-in-use calculations**

The recoverable amounts of subsidiaries are determined based on value-in-use calculations using cash flow projections based on financial budgets approved by management covering a five-year period and with terminal values. The key assumptions used for value-in-use calculations are:

	Food and beverages
	%
As at 31 December 2022	
Budgeted gross margin	45.0 - 47.0
Revenue growth rate	3.0 - 31.0
Pre-tax discount rate	6.8
<hr/>	
As at 31 December 2021	
Budgeted gross margin	50.0
Revenue growth rate	3.0 - 76.0
Pre-tax discount rate	10.1
<hr/>	

The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of investments in subsidiaries:

(i) Budgeted gross margin

The basis used to determine the value assigned to the budgeted gross margins is the average gross margins achieved in the year immediately before the budgeted year adjusted for expected efficiency improvements or deficiency.

(ii) Revenue growth rate

The revenue growth rate used is determined using a forecast growth rate obtained from financial budgets approved by management. The financial budgets cover a period of five years with no terminal growth rate thereafter.

(iii) Pre-tax discount rate

The discount rate used are pre-tax relating to the relevant segments.

Sensitivity to changes in assumptions

With regard to the assessment of value-in-use, the management is not aware of any reasonably possible change in the above key assumptions that would cause the carrying amount of investments in subsidiaries to materially exceed their recoverable amounts.

- (c) Impairment loss on cost of investment in a subsidiary amounting to RM3,316,000 has been recognised during the financial year due to declining operations of a subsidiary.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

8. INVESTMENTS IN SUBSIDIARIES (CONT'D)

(d) The details of the subsidiaries are as follows:

Name of company	Country of incorporation/ Principal place of business	Effective interest in equity		Principal activities
		2022 %	2021 %	
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	Dormant
Multiple Reward Sdn. Bhd.	Malaysia	100	100	Provision of food and beverages services
Subsidiaries of Focus Point Vision Care Group Sdn. Bhd.				
Anggun Optometrist Sdn. Bhd.	Malaysia	100	100	Dormant
Radiant Attraction Sdn. Bhd.	Malaysia	100	100	Dormant

(e) During the financial year, the Company subscribed for an additional 20,250,000 ordinary shares of RM1.00 each in Multiple Reward Sdn. Bhd. ("MRSB"). Consequently, there was no change in the effective equity interest held by the Company in MRSB.

9. INVESTMENT IN AN ASSOCIATE

At cost	Group	
	2022 RM'000	2021 RM'000
Unquoted equity shares	28	28
Share of post-acquisition reserves, net of Group's dividends	964	682
	992	710

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**9. INVESTMENT IN AN ASSOCIATE (CONT'D)**

- (a) Investment in an associate is accounted for using the equity method in the consolidated financial statements.
- (b) The financial year end of the associate is coterminous with those of the Group.
- (c) The details of the associate are as follows:

Name of company	Country of incorporation/ Principal place of business	Effective interest in equity		Principal activities
		2022 %	2021 %	
Associate of Focus Point Vision Care Group Sdn. Bhd.				
Focus Point Vision Care Group (HP) Sdn. Bhd.*	Malaysia	35	35	Retailing of optical related products

* Associate not audited by BDO PLT

- (d) The summarised financial information of the associate are as follows:

	Individually immaterial associate	
	2022 RM'000	2021 RM'000
Assets and liabilities		
Current assets	2,528	1,523
Non-current assets	1,852	2,163
Total assets	4,380	3,686
Liabilities		
Current liabilities	1,066	1,034
Non-current liabilities	56	199
Total liabilities	1,122	1,233
Results		
Revenue	5,339	2,394
Profit/(Loss) for the financial year	805	(117)
Total comprehensive income/(loss)	805	(117)

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

9. INVESTMENT IN AN ASSOCIATE (CONT'D)

- (e) The reconciliation of net assets of the associate to the carrying amount of the investment in an associate are as follows:

	Individually immaterial associate	
	2022 RM'000	2021 RM'000
Share of net assets	992	710
Share of results of the financial year		
Share of profit/(loss)	282	(41)
Share of other comprehensive income	-	-
Share of total comprehensive income/(loss)	282	(41)

10. OTHER INVESTMENT

	Group	
	2022 RM'000	2021 RM'000
Corporate golf club membership, unquoted	210	210

- (a) The corporate golf club membership is classified as financial assets at fair value through profit or loss pursuant to MFRS 9 *Financial Instruments*.
- (b) A regular way of purchase or sale of financial assets shall be recognised and derecognised, as applicable, using trade date accounting.
- (c) The fair value of corporate golf club membership of the Group is categorised as Level 2 in the fair value hierarchy and determined by reference to the market price. There is no transfer between levels in the hierarchy during the financial year.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

11. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Non-current				
Trade receivables				
Third parties	221	225	-	-
Other receivables				
Third parties	-	-	-	-
Finance lease receivables	4,210	3,343	-	-
	4,210	3,343	-	-
Total non-current receivables	4,431	3,568	-	-
Current				
Trade receivables				
Third parties	10,300	9,774	-	-
Amount owing by an associate	214	85	-	-
	10,514	9,859	-	-
Less: Impairment losses				
- Third parties	(812)	(812)	-	-
- Associate	(3)	(3)	-	-
	9,699	9,044	-	-
Other receivables				
Third parties	4,780	1,968	-	-
Finance lease receivables	4,023	2,922	-	-
Amounts owing by a subsidiary	-	-	721	707
Amount owing by an associate	6	117	-	-
	8,809	5,007	721	707
Less: Impairment losses				
- Subsidiary	-	-	(157)	(157)
	8,809	5,007	564	550
Deposits				
Less : Impairment losses	13,638	12,575	4	4
	(77)	(77)	-	-
	13,561	12,498	4	4
Total current receivables	32,069	26,549	568	554
Prepayments	2,932	2,728	20	5
	35,001	29,277	588	559

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

11. TRADE AND OTHER RECEIVABLES (CONTD)

- (a) Trade and other receivables, net of prepayments are classified as financial assets measured at amortised cost.
- (b) Trade receivables are non-interest bearing and the normal credit terms of trade receivables granted by the Group are 75 days (2021: 75 days), except for amounts owing by franchisees included in trade receivables of the Group for the initial investments and trade transactions amounting to RM543,000 (2021: RM574,000), which bear interest ranging from Nil to 10% (2021: Nil to 10%). They are recognised at their original invoice amounts, which represent their face values on initial recognition.
- (c) Included in other receivables of the Group are amounts owing by trade suppliers of RM2,075,000 (2021: RM1,411,000) after netting of purchase rebates receivable during the financial year, which are unsecured, interest-free and payable within next twelve months in cash and cash equivalents.
- (d) Amounts owing by a subsidiary represent balances arising from non-trade transactions, advances and payments made on behalf, which are unsecured, interest-free and payable within next twelve months in cash and cash equivalents.
- (e) Amount owing by an associate represents balances arising from trade transactions, advances and payments made on behalf, which are unsecured, interest-free and payable within next twelve months in cash and cash equivalents. The trade transactions are subject to normal trade terms.
- (f) Included in deposits of the Group are tenant deposits amounting to RM13,398,000 (2021: RM12,411,000), which are in respect of the rental of business premises in accordance with rental agreements.
- (g) The repayment terms of finance lease receivables are as follows:

	2022 RM'000	Group 2021 RM'000
Finance lease receivables:		
Less than one (1) year	4,383	3,092
One (1) to two (2) years	2,710	1,620
Two (2) to three (3) years	1,037	1,121
Three (3) to four (4) years	429	573
Four (4) to five (5) years	183	298
More than five (5) years	123	20
	8,865	6,724
Less: Unearned interest	(632)	(459)
	8,233	6,265
Representing finance lease receivables:		
Less than one (1) year	4,023	2,922
One (1) to two (2) years	2,548	1,442
Two (2) to three (3) years	971	1,050
Three (3) to four (4) years	400	543
Four (4) to five (5) years	172	289
More than five (5) years	119	19
	8,233	6,265

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**11. TRADE AND OTHER RECEIVABLES (CONTD)**

- (h) The reconciliation of movements in the carrying amount of finance lease receivables are as follows:

	2022 RM'000	Group 2021 RM'000
Finance lease receivables:		
At beginning of financial year	6,265	8,457
Additions	5,987	2,026
Reassessments and modifications	363	(106)
Lease payments received	(4,790)	(4,499)
Interest income	408	387
At end of financial year	8,233	6,265

- (i) The finance lease receivables are in relation to the back-to-back arrangements with its franchisees on the rental of retail spaces, whereby the Group has entered into rental agreements for the retail spaces with third parties and subsequently, sub-leased to franchisees over the entire lease period. These receivables were recognised at an amount equal to the net investment in the lease and were measured at the present value of the lease payments over the sub-lease periods, discounted at 4.40% to 6.00% (2021: 4.50% to 6.00%) based on the discount rate used for the head lease.

The tenancy agreements for certain sublease of outlets contain variable lease payments, which are determined based on a percentage of sales generated from outlets. The Group has determined that these contingent rental features are not embedded derivatives to be separately accounted for due to the economic characteristics and risk of these contingent rental features are closely related to the economic characteristics and risk of the underlying tenancy agreements. There are no leverage features contained within these contingent rental features.

- (j) Impairment for trade receivables that do not contain a significant financing component are recognised based on the simplified approach using the lifetime expected credit losses ("ECL").

The Group considers credit loss experience and observable data such as current changes and future forecasts in economic conditions of the Group to estimate the amount of expected impairment loss. The methodology and assumptions including any forecasts of future economic conditions are reviewed regularly.

During this process, the probability of non-payment by the trade receivables is adjusted by forward looking information and multiplied by the amount of the expected loss arising from default to determine the lifetime expected credit loss for the trade receivables. The Group has identified the Gross Domestic Product, unemployment rate, inflation rate and consumer price index as the key macroeconomic factors of the forward looking information. For trade receivables, which are reported net, such impairments are recorded in a separate impairment account with the loss being recognised in the statements of profit or loss and other comprehensive income. On confirmation that the trade receivable would not be collectible, the gross carrying value of the asset would be written off against the associated impairment.

It requires management to exercise judgement in determining the probability of default by trade receivables and appropriate forward looking information.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

11. TRADE AND OTHER RECEIVABLES (CONTD)

k) Lifetime expected loss provision for trade receivables of the Group are as follows:

Group 2022	Gross carrying amount RM'000	Lifetime expected credit losses RM'000	Net carrying amount RM'000
Collective assessment			
Current	8,197	–*	8,197
Past due:			
1 - 30 days	1,557	–*	1,557
31 - 60 days	29	–*	29
More than 61 days	821	(684)	137
	2,407	(684)	1,723
Individual assessment	131	(131)	–
	10,735	(815)	9,920
Collective assessment			
Current	7,022	–*	7,022
Past due:			
1 - 30 days	1,957	–*	1,957
31 - 60 days	101	–*	101
More than 61 days	873	(684)	189
	2,931	(684)	2,247
Individual assessment	131	(131)	–
	10,084	(815)	9,269

* The effects of ECL are insignificant.

The collective assessment of impairment of trade receivables shares similar credit risk characteristics, industries and geographical location. The individual assessment of impairment of trade receivables are separately assessed when it is probable that cash due will not be received in full.

(l) As at the end of each reporting period, the credit risks exposures and concentration relating to trade receivables of the Group are summarised in the table below:

	2022 RM'000	Group 2021 RM'000
Maximum exposure	9,920	9,269

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**11. TRADE AND OTHER RECEIVABLES (CONTD)**

- (m) The reconciliation of movements of impairment losses for trade receivables are as follows:

Group	Lifetime ECL allowance RM'000	Credit impaired RM'000	Total allowance RM'000
At 1 January 2022/ 31 December 2022	684	131	815
At 1 January 2021/ 31 December 2021	684	131	815

Credit impaired refer to individually determined debtors who are in significant financial difficulties to be impaired as at the end of the reporting period.

- (n) Impairment for other receivables and deposits are recognised based on the general approach within MFRS 9 using the forward looking expected credit loss model. The methodology used to determine the amount of the impairment is based on whether there has been a significant increase in credit risk since initial recognition of the financial asset. For those in which the credit risk has not increased significantly since initial recognition of the financial asset, twelve month expected credit losses along with gross interest income are recognised. For those in which credit risk has increased significantly, lifetime expected credit losses along with the gross interest income are recognised.

The Group defined significant increase in credit risk based on past due information, i.e. 60 days after credit term, operating performance of the receivables, changes in contractual terms and payment trends.

The probabilities of non-payment by other receivables and deposits are adjusted by forward looking information and multiplied by the amount of the expected loss arising from default to determine the twelve month or lifetime expected credit loss for other receivables. The Group has identified the Gross Domestic Product, unemployment rate, inflation rate and consumer price index as the key macroeconomic factors of the forward looking information.

It requires management to exercise judgement in determining the probabilities of default by other receivables and deposits, appropriate forward looking information and significant increase in credit risk.

- (o) The reconciliation of movements of impairment losses for other receivables are as follows:

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Other receivables				
12-month expected credit loss:				
At 1 January	–	185	157	157
Written off	–	(185)	–	–
At 31 December	–	–	157	157
Deposits				
12-month expected credit loss:				
At 1 January/31 December	77	77	–	–

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

11. TRADE AND OTHER RECEIVABLES (CONTD)

- (p) The currency exposure profile of trade and other receivables, excluding prepayments are as follows:

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
United States Dollar	523	639	–	–
Singapore Dollar	2	1	–	–
Australian Dollar	30	–	–	–
Hong Kong Dollar	25	–	–	–
Japanese Yen	2	–	–	–
Ringgit Malaysia	35,918	29,477	568	554
	36,500	30,117	568	554

Sensitivity analysis for foreign currency risk at the end of each reporting period is not presented as changes in exchange rates would not materially affect the profit or loss of the Group.

- (q) At the end of the reporting period, the interest rate profile of the trade and other receivables are as follows:

	Group	
	2022 RM'000	2021 RM'000
Fixed rate	8,776	6,839

Sensitivity analysis for fixed rate trade and other receivables at the end of the reporting period is not presented as fixed rate instruments are not affected by changes in interest rates.

- (r) At the end of each reporting period, the Group does not have any significant concentration of credit risk related to any individual customer or counterparty, while almost all of the receivables of the Company are amounts owing by a subsidiary.
- (s) The trade and other receivables of the Group as at the end of the reporting period approximately carried at fair values are:

	Group	
	Carrying amount RM'000	Fair value RM'000
2022		
Total receivables		
Third parties - Level 2	221	319
Finance lease receivables - Level 2	4,210	4,072
2021		
Total receivables		
Third parties - Level 2	225	324
Finance lease receivables - Level 2	3,343	3,434

There is no transfer between levels in the hierarchy during the financial year.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**12. INVENTORIES**

	Group	
	2022 RM'000	2021 RM'000
At cost		
Optical and related products	50,758	44,354
Food and beverages	1,761	1,742
Operation consumables	135	181
	52,654	46,277
At net realisable value		
Optical and related products	17	11
	52,671	46,288

- (a) Inventories are stated at the lower of cost and net realisable value. Cost of inventories consists of purchase costs of direct materials. 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 using the first-in, first-out method. 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.
- (b) During the financial year, inventories of the Group recognised as cost of sales amounted to RM82,278,000 (2021: RM55,501,000).
- (c) Inventories are written down to net realisable value when events or changes in circumstances indicate that the carrying amounts may not be recoverable. The management specifically analyses ageing, specifications and design of inventories, coupled with market knowledge of the merchandising department 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.

The Group has written off inventories which amounted to RM467,000 (2021: RM346,000) and has written down slow-moving inventories to their net realisable value which amounted to RM500,000 (2021: RM500,000) during the financial year and are included in cost of sales.

13. CASH AND BANK BALANCES

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Cash and bank balances	12,090	10,158	469	373
Fixed deposits with licensed banks	41,891	32,843	-	-
	53,981	43,001	469	373

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

13. CASH AND BANK BALANCES (CONT'D)

- (a) Cash and bank balances are classified as financial assets measured at amortised cost.
- (b) Fixed deposits with licensed banks of the Group have maturity periods of 30 days to 365 days (2021: 30 days to 365 days) with interest rates ranging from 1.75% to 3.60% (2021: 1.35% to 2.10%) per annum respectively.
- (c) Certain fixed deposits with licensed banks of the Group are pledged to licensed banks as securities for banking facilities granted to the Group as disclosed in Notes 15, 16, 17 and 23 to the financial statements.
- (d) For the purpose of the statements of cash flows, cash and cash equivalents comprise the following as at the end of the reporting period:

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Cash and bank balances	12,090	10,158	469	373
Fixed deposits with licensed banks	41,891	32,843	–	–
As reported in statements of financial position	53,981	43,001	469	373
Bank overdrafts (Note 14)	–	(1,064)	–	–
Fixed deposits pledged to licensed banks	(5,105)	(7,140)	–	–
As reported in statements of cash flows	48,876	34,797	469	373

- (e) At the end of the reporting period, the interest rate profile of the cash and bank balances are as follows:

	Group	
	2022 RM'000	2021 RM'000
Fixed rate	41,891	32,843

Sensitivity analysis for fixed rate cash and bank balances at the end of the reporting period is not presented as fixed rate instruments are not affected by changes in interest rates.

- (f) No expected credit losses were recognised arising from cash and bank balances and deposits with licensed banks because the probability of default by these financial institutions were negligible.
- (g) All cash and bank balances are denominated in RM.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

14. BORROWINGS

	Note	2022 RM'000	Group 2021 RM'000
Non-current liabilities			
Term loans - secured		17,106	17,557
Current liabilities			
Term loans - secured		9,010	7,305
Bank overdrafts - secured		–	1,064
Bankers' acceptances - secured		12,842	10,924
		21,852	19,293
Total borrowings			
Term loans - secured	15	26,116	24,862
Bank overdrafts - secured	13(d), 16	–	1,064
Bankers' acceptances - secured	17	12,842	10,924
		38,958	36,850

- (a) Borrowings are classified as financial liabilities measured at amortised cost.
- (b) The weighted average interest rates per annum of borrowings that were effective as at the end of the reporting period were as follows:

	2022 %	Group 2021 %
Term loans - secured	2.88	3.77
Bank overdrafts - secured	–	6.60
Bankers' acceptances - secured	4.87	3.61

- (c) At the end of the reporting period, the interest rate profile of the borrowings was:

	2022 RM'000	Group 2021 RM'000
Variable rate	38,958	36,850

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

14. BORROWINGS (CONT'D)

(c) (contd)

Sensitivity analysis of interest rate for variable rate instruments at the end of the reporting period, assuming that all other variables remain constant, is as follows:

	2022 RM'000	2021 RM'000
Effects of 100 basis points changes to profit after tax		
Variable rate instruments	±296	±280

The assumed movement in basis points for interest rate sensitivity analysis is based on the currently observable market environment.

(d) The table below summarises the maturity profile of the Group's borrowings at the end of the reporting period based on contractual undiscounted repayment obligations as follows:

Group	On demand or within one year	One to five years	Over five years	Total
2022	RM'000	RM'000	RM'000	RM'000
Financial liabilities				
Term loans	9,905	16,121	4,611	30,637
Bankers' acceptances	12,842	-	-	12,842
	22,747	16,121	4,611	43,479
2021				
Financial liabilities				
Term loans	8,178	13,743	6,316	28,237
Bank overdrafts	1,064	-	-	1,064
Bankers' acceptances	10,924	-	-	10,924
	20,166	13,743	6,316	40,225

(e) The carrying amounts of the current portion of borrowings are reasonable approximation of fair value due to the insignificant impact of discounting.

The fair values of non-current borrowings that carry floating interest rates approximate their carrying amounts as they are repriced to market interest rates on or near the reporting date.

The fair value of borrowings is categorised as Level 2 in the fair value hierarchy. There is no transfer between levels in the hierarchy during the financial year.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**14. BORROWINGS (CONT'D)**

- (f) The following table sets out the carrying amounts as at the end of the reporting period and the remaining maturities of the Group's borrowings that are exposed to interest rate risk:

Group	Note	Within	One to	Two to	Three	Four	More	Total
		one year	two	three	to four	to five	than five	
		RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
At 31 December 2022								
Floating rate								
Term loans	15	(9,010)	(5,833)	(2,428)	(2,536)	(1,816)	(4,493)	(26,116)
Bankers' acceptances	17	(12,842)	-	-	-	-	-	(12,842)
At 31 December 2021								
Floating rate								
Term loans	15	(7,305)	(7,269)	(4,006)	(520)	(543)	(5,219)	(24,862)
Bank overdrafts	16	(1,064)	-	-	-	-	-	(1,064)
Bankers' acceptances	17	(10,924)	-	-	-	-	-	(10,924)

- (g) All borrowings are denominated in RM.

15. TERM LOANS (SECURED)

- (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 and buildings as disclosed in Note 6(d) to the financial statements; and
 - (iii) a pledge over the Group's fixed deposits as disclosed in Note 13(c) to the financial statements.
- (b) The term loans of the Group bear interest ranging from 3.27% to 6.21% (2021: 3.27% to 6.21%) per annum respectively.
- (c) The term loans are repayable by equal monthly instalments ranging from 36 to 215 months (2021: 21 to 240 months).

16. BANK OVERDRAFTS (SECURED)

- (a) In the previous financial year, bank overdrafts of the Group were secured by:
- (i) a corporate guarantee from the Company; and
 - (ii) a pledge over the Group's fixed deposits as disclosed in Note 13(c) to the financial statements.
- (b) In the previous financial year, the bank overdrafts of the Group bore interest at 6.60% per annum.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

17. BANKERS' ACCEPTANCES (SECURED)

- (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 and buildings as disclosed in Note 6(d) to the financial statements; and
 - (iii) a pledge over the Group's fixed deposits as disclosed in Note 13(c) to the financial statements.
- (b) The bankers' acceptances of the Group bear interest ranging from 3.04% to 6.49% (2021: 2.18% to 5.16%) per annum.

18. TRADE AND OTHER PAYABLES

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Trade payables				
Third parties	19,663	20,470	-	-
Other payables				
Third parties	5,078	5,978	37	74
Amount owing to subsidiaries	-	-	757	630
Deposits received	1,440	2,152	-	-
Accruals	10,551	10,230	227	25
Provision for restoration cost	1,107	1,102	-	-
	18,176	19,462	1,021	729
	37,839	39,932	1,021	729

- (a) Trade and other payables are classified as financial liabilities measured at amortised cost.
- (b) Trade payables are non-interest bearing and the normal credit terms granted to the Group by suppliers ranged from 30 to 90 days (2021: 30 to 90 days) from date of invoice.
- (c) Amount owing to subsidiaries represents advances, which are unsecured, interest-free and payable within the next twelve (12) months in cash and cash equivalents.
- (d) Included in deposits received of the Group are tenant deposits received from franchisees and retail customers amounting to RM463,000 (2021: RM1,184,000), which are in respect of the rental of business premises in accordance with rental agreements.
- (e) Included in deposits received of the Group are sinking funds amounting to RM764,000 (2021: RM807,000), which is in respect of funds received from the franchisees for the repair and maintenance of the franchise outlets.
- (f) Provision for restoration cost of the Group is in respect of the obligation to dismantle and remove refurbishments on the outlets and restore them at the end of the lease term to an acceptable condition. The liabilities for restoration are recognised at present value of the compounded future expenditure estimated using current price and discounted using discount rate of 6.9% - 9.3% (2021: 9.3%).

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

18. TRADE AND OTHER PAYABLES (CONT'D)

(g) A reconciliation of the provision for restoration cost is as follows:

	Group	
	2022 RM'000	2021 RM'000
Balance as at 1 January	1,102	1,171
Provision made during the year	41	1,008
Unwinding of discount	1	94
Reversal of provision for restoration cost	(37)	(1,171)
Balance as at 31 December	1,107	1,102

(h) The currency exposure profile of trade and other payables is as follows:

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
European Euro	499	452	-	-
United States Dollar	799	199	-	-
Hong Kong Dollar	2	28	-	-
Chinese Renminbi	1	1	-	-
Ringgit Malaysia	36,538	39,252	1,021	729
	37,839	39,932	1,021	729

Sensitivity analysis for foreign currency risk at the end of each reporting period is not presented as changes in exchange rates would not materially affect the profit or loss of the Group and of the Company.

(i) The maturity profile of the Group's trade and other payables at the end of reporting period based on contractual undiscounted repayment obligations is repayable on demand or within one (1) year.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

19. DEFERRED INCOME

	Group	
	2022 RM'000	2021 RM'000
Unfulfilled performance obligations in respect of:		
- Franchise and licensing fees	1,376	1,430
- Rebate and cash vouchers	961	664
	2,337	2,094

Analysed as follows:

Current liabilities:		
- not later than one (1) year	1,451	1,131
Non-current liabilities:		
- later than one (1) year and not later than five (5) years	886	963
	2,337	2,094

(a) Deferred income are the obligations to transfer goods or services to customers for which the Group has received the consideration or has billed the customers. Deferred income are recognised as revenue when performance obligations are satisfied.

(b) Movement of deferred income as at the end of each reporting period are as follows:

	Group	
	2022 RM'000	2021 RM'000
Balance as at 1 January	2,094	2,392
Invoiced during the financial year	2,286	1,536
Recognised as revenue during the financial year	(2,043)	(1,834)
Refunded during the financial year	-	-
	2,337	2,094

(c) Following are the amounts of revenue recognised from:

	Group	
	2022 RM'000	2021 RM'000
Amounts included in deferred income at the beginning of the financial year	1,094	1,186

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**19. DEFERRED INCOME (CONT'D)**

- (d) Revenue expected to be recognised in the future relating to performance obligations that are unsatisfied (or partially unsatisfied) at the end of the reporting period, are as follows:

Group	Within 1 year RM'000	1 - 2 years RM'000	2 - 5 years RM'000	More than 5 years RM'000	Total RM'000
31 December 2022	1,451	378	405	103	2,337
31 December 2021	1,131	348	456	159	2,094

20. DEFERRED TAX

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

	Group	
	2022 RM'000	2021 RM'000
Balance as at 1 January	1,094	637
Recognised in profit or loss (Note 29)	568	457
Balance as at 31 December	1,662	1,094
Presented as:		
Deferred tax assets	(30)	(64)
Deferred tax liabilities	1,692	1,158
	1,662	1,094

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

20. DEFERRED TAX (CONTD)

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

Deferred tax liabilities of the Group	Property, plant and equipment RM'000	Provisions RM'000	Lease liabilities RM'000	Total RM'000
Balance as at 1 January 2022	1,962	(297)	(507)	1,158
Recognised in profit or loss	1,429	(1,016)	121	534
Balance as at 31 December 2022	3,391	(1,313)	(386)	1,692
Balance as at 1 January 2021	1,726	(427)	(547)	752
Recognised in profit or loss	236	130	40	406
Balance as at 31 December 2021	1,962	(297)	(507)	1,158
Deferred tax assets of the Group				Deferred franchise fees RM'000
Balance as at 1 January 2022				(64)
Recognised in profit or loss				34
Balance as at 31 December 2022				(30)
Balance as at 1 January 2021				(115)
Recognised in profit or loss				51
Balance as at 31 December 2021				(64)

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

	2022 RM'000	Group 2021 RM'000
Unused tax losses		
- Expires by 31 December 2028	202	4,768
- Expires by 31 December 2029	6	6
Unabsorbed capital allowances	10,031	8,934
Other temporary differences	794	714
	11,033	14,422

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**20. DEFERRED TAX (CONT'D)**

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

The amount and availability of these items to be carried forward up to the periods as disclosed above are subject to the agreement of the local tax authority. Unutilised tax losses of the subsidiaries incorporated in Malaysia can be carried forward up to ten (10) consecutive years of assessment immediately following the year of assessment under the tax legislation of Inland Revenue Board.

21. SHARE CAPITAL

	Group and Company			
	2022		2021	
	Number of shares	RM'000	Number of shares	RM'000
Issued and fully paid-up				
Balance as at 1 January	329,999,477	40,096	219,999,734	40,096
Issued during the financial year:				
- Bonus issue	-	-	109,999,743	-
Balance as at 31 December	329,999,477	40,096	329,999,477	40,096

- (a) 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 residual assets of the Company.
- (b) On 5 February 2021, the Company increased its number of ordinary shares from 219,999,734 to 329,999,477 by way of bonus issue of 109,999,743 new ordinary shares ("Bonus Shares") on the basis of one (1) new ordinary share for every two (2) existing ordinary shares held in the Company, which was approved by the shareholders during the Extraordinary General Meeting on 19 January 2021. The Bonus Shares were issued as fully paid, at nil consideration and without capitalisation of the Company's reserves.

The new ordinary shares issued rank pari passu in all respects with the existing shares of the Company.

22. CAPITAL COMMITMENTS

	Group	
	2022 RM'000	2021 RM'000
Capital expenditure in respect of purchase of property, plant and equipment:		
Contracted but not provided for	1,665	103

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

23. CONTINGENT LIABILITIES

	Company	
	2022	2021
	RM'000	RM'000
Unsecured corporate guarantees given to licensed banks for facilities granted to subsidiaries:		
- Limit of guarantee	81,785	84,597
- Amount utilised	38,958	36,850

The Company designates corporate guarantees given to banks for credit facilities granted to subsidiaries as insurance contracts as defined in MFRS 4 Insurance Contracts. The Company 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.

The Directors are of the view that the chances of the financial institutions to call upon the corporate guarantees are remote. Accordingly, the fair values of the above corporate guarantees given to subsidiaries for banking facilities are negligible.

24. REVENUE

	Group		Company	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
<i>Revenue from contracts with customers:</i>				
Sale of goods	239,524	165,616	-	-
Services rendered	5,350	1,668	-	-
Franchise fee income	491	488	-	-
Licensing fee income	108	48	-	-
Royalty fee income	3,349	2,607	-	-
<i>Other revenue:</i>				
Dividend income from subsidiaries	-	-	31,300	6,600
	248,822	170,427	31,300	6,600
<i>Timing of revenue recognition:</i>				
- Transferred over time	599	536	-	-
- Transferred at a point in time	248,223	169,891	-	-
	248,822	170,427	-	-

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**24. REVENUE (CONT'D)**

(a) Sale of goods and services rendered

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 services rendered represents the invoiced value arising from laser eye surgery treatment.

Revenue from sale of goods and services rendered is recognised at a point in time when the goods have been transferred or the services have been rendered to the customers and coincide with the delivery of goods and services and acceptance by customers.

There is no material right of return and warranty provided to the customers on the sale of goods and services rendered.

There is no significant financing component in the revenue arising from sale of goods and services rendered as the sales or services are made on the normal credit terms not exceeding twelve months.

(b) Franchise fee income

Franchise fee income is recognised over the period of the respective franchise agreements with the unrecognised portion being recorded as deferred income in the statements of financial position.

(c) Licensing fee income

Licensing fee income is recognised over the period of the respective licensing agreements with the unrecognised portion being recorded as deferred income in the statements of financial position.

(d) Royalty fee income

Royalty fee income is recognised point in time when the right to receive payment is established.

(e) Dividend income

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

(f) Disaggregation of revenue from contracts with customers has been presented in the operating segments as disclosed in Note 4 to the financial statements, which has been organised into business units based on their products and services from which the sales transactions originated.

25. COST OF SALES

	Group	
	2022	2021
	RM'000	RM'000
Inventories sold	83,818	57,116
Services rendered	2,467	515
	86,285	57,631

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

26. FINANCE COSTS

	Group	
	2022	2021
	RM'000	RM'000
Interest expense on:		
- term loans	983	646
- bankers' acceptances	497	402
- bank overdrafts	42	72
- lease liabilities	3,830	3,816
- others	-	33
	5,352	4,969

27. PROFIT BEFORE TAX

Other than those disclosed elsewhere in the financial statements, the profit before tax is arrived at:

	Group		Company	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
After charging:				
Auditors' remuneration:				
- statutory audits				
- current year	174	165	40	38
- other services				
- current year	7	7	7	7
Deposits written off	-	61	-	-
Loss on disposal of property, plant and equipment	58	2	-	-
Property, plant and equipment written off	540	302	-	-
Realised loss on foreign currency transactions	143	139	-	-
Rental of premises	6,885	5,456	-	-
And crediting:				
Gain on disposal of property, plant and equipment	42	2	-	-
Gain on lease reassessments and modifications	405	2	-	-
Dividends received from subsidiaries (unquoted)	-	-	31,300	6,600
Interest income received from:				
- fixed deposits with licensed banks	915	418	7	5
- finance lease receivables	408	387	-	-
Realised gain on foreign currency transactions	67	96	-	-
Rental income	83	52	-	-
Rent concessions	-	5,368	-	-

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**27. PROFIT BEFORE TAX (CONT'D)**

- (a) Interest income is recognised as it accrues, using the effective interest method.
- (b) Rental income is recognised on a straight line basis over the lease term of an ongoing lease.

28. DIRECTORS' REMUNERATION

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Directors of the Company:				
Executive:				
Emoluments other than fees	3,351	3,174	–	–
Non-Executive:				
Fees	213	161	213	161
Total	3,564	3,335	213	161

Estimated monetary value of benefits-in-kind provided to the Executive Directors/Non-Executive Directors of the Group is RM209,000 (2021: RM236,000).

29. TAX EXPENSE

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Current tax expense based on profit for the financial year:				
Current year	11,309	5,975	2	1
Under provision in prior years	127	223	–	–
	11,436	6,198	2	1
Deferred tax (Note 20):				
Relating to origination and reversal of temporary differences	786	247	–	–
(Over)/Under provision in prior years	(218)	210	–	–
	568	457	–	–
	12,004	6,655	2	1

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

29. TAX EXPENSE

- (a) Malaysian income tax is calculated at the statutory tax rate of 24% (2021: 24%) of the estimated taxable profits for the fiscal year.
- (b) 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	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Profit before tax	47,859	20,703	26,670	5,924
Taxation at Malaysian statutory tax rate of 24% (2021: 24%)	11,486	4,969	6,401	1,422
Tax effects in respect of:				
Non-allowable expenses	1,512	1,267	1,113	163
Non-taxable income (Utilisation of previously rerecognised/cognised unrecognized tax assets)/ Deferred tax assets not recognised	(90) (813)	(122) 108	(7,512) -	(1,584) -
Under/(Over) provision in prior years:	12,095	6,222	2	1
- income tax	127	223	-	-
- deferred tax	(218)	210	-	-
	12,004	6,655	2	1

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**30. EARNINGS PER ORDINARY 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	
	2022	2021
Profit attributable to equity holders of the parent (RM'000)	35,855	14,048
Weighted average number of ordinary shares in issue ('000)	330,000	330,000
Basic earnings per ordinary share (sen)	10.87	4.26

(b) Diluted earnings per ordinary share

The diluted earnings per ordinary share for the current and previous financial year equal to the basic earnings per ordinary share as there were no potential dilutive ordinary shares as at the end of the reporting period.

31. DIVIDENDS

	Group and Company			
	2022		2021	
	Dividend per share sen	Amount of dividend RM'000	Dividend per share sen	Amount of dividend RM'000
First interim dividend paid	1.50	4,950	1.00	3,300
Second interim dividend paid	1.50	4,950	1.00	3,300
	3.00	9,900	2.00	6,600

32. EMPLOYEE BENEFITS

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Wages, salaries and bonuses	32,429	24,781	213	161
Defined contribution plan	4,838	3,955	-	-
Social security contributions	533	439	-	-
Other benefits	6,788	3,979	-	-
	44,588	33,154	213	161

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

33. 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 associate 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 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 of the Group.

(b) Significant related party transactions

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

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Subsidiary:				
Dividends received	–	–	31,300	6,600
Associate:				
Sale of goods	668	218	–	–
Licensing fee received/ receivable	108	48	–	–
A company in which certain Directors of the Company have substantial financial interests:				
Rental paid/payable	(243)	(240)	–	–

The related party transactions described above were carried out based on negotiated terms and conditions and mutually agreed with related parties. The licensing fee received/receivable from an associate was charged at 2% (2021: 2%) of monthly gross sales while other licensees of the Group were charged at 5% (2021: 5%) of monthly gross sales.

Information regarding outstanding balances arising from related party transactions as at 31 December 2022 and 2021 are disclosed in Notes 11 and 18 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**33. RELATED PARTY DISCLOSURES (CONT'D)****(c) Compensation of key management personnel**

Key management personnel 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 of the Group.

The remuneration of Directors during the financial year are disclosed in Note 28 to the financial statements.

(d) Material contracts

There were no material contracts, which have been entered into by the Company or its subsidiaries which involved Directors' and major shareholders' interests subsisting at the end of the financial year ended 31 December 2022 or entered into since the end of the previous financial year except as disclosed elsewhere in the financial statements.

34. SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR AND SUBSEQUENT TO THE END OF THE REPORTING PERIOD

- (a) On 6 May 2022, the Company proposed to undertake the transfer of the listing and quotation of the entire issued share capital of Focus Point Holdings Berhad ("Focus Point") from the ACE Market to the Main Market of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Proposed Transfer").

The application in relation to the Proposed Transfer was submitted to the Securities Commission Malaysia on 5 August 2022 and 20 December 2022 respectively.

Bursa Securities had approved the Proposed Transfer, under the "Consumer Products & Services" sector, via its letter dated 27 December 2022.

On 5 January 2023, the listing and quotation of the entire issued share capital of the Company was transferred from the ACE Market to the Main Market of Bursa Securities, marking the completion of the Proposed Transfer.

- (b) On 21 February 2023, the Group announced to Bursa Securities the proposed issuance of up to 131,999,790 Bonus Shares on the basis of two (2) Bonus Shares for every five (5) existing Focus Point Shares held on the Entitlement Date ("Proposed Bonus Issue of Shares").

Subsequently on 9 March 2023, the Group announced that Bursa Securities had vide its letter dated 8 March 2023, approved the listing and quotation of up to 131,999,790 Bonus Shares to be issued pursuant to the Proposed Bonus Issue of Shares on the Main Market of Bursa Securities, subject to the conditions set out by Bursa Securities.

The Proposed Bonus Issue of Shares were approved by the shareholders during the Extraordinary General Meeting on 4 April 2023, and will be listed and quoted on the Main Market of Bursa Malaysia Securities Berhad subsequent to the date of this report.

- (c) On 13 February 2023, a subsidiary of the Group, Sound Point Hearing Solution Sdn. Bhd. had entered into a subscription agreement with third parties in respect of the subscription of 560,000 new shares, representing 40% shareholding in the share capital of Phipure Sdn. Bhd. for a consideration of RM1,680,000.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

35. ADOPTION OF NEW MFRSS AND AMENDMENT TO MFRSS

35.1 New MFRSSs adopted during the 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
<i>Annual Improvements to MFRS Standards 2018 - 2020</i>	1 January 2022
<i>Amendments to MFRS 3 Reference to the Conceptual Framework</i>	1 January 2022
<i>Amendments to MFRS 116 Property, Plant and Equipment - Proceeds before Intended Use</i>	1 January 2022
<i>Amendments to MFRS 137 Onerous Contracts - Cost of Fulfilling a Contract</i>	1 January 2022

The adoption of the above Standards did not have any material effect on the financial performance or position of the Group and of the Company.

35.2 New MFRSSs that have been issued, but only effective for annual periods beginning on or after 1 January 2023

The following are Standards of the MFRS Framework that have been issued by the MASB but have not been early adopted by the Group and the Company:

Title	Effective Date
<i>MFRS 17 Insurance Contracts</i>	1 January 2023
<i>Amendments to MFRS 17 Insurance Contracts</i>	1 January 2023
<i>Amendments to MFRS 17 Initial Application of MFRS 17 and MFRS 9 - Comparative Information</i>	1 January 2023
<i>Amendments to MFRS 101 Disclosure of Accounting Policies</i>	1 January 2023
<i>Amendments to MFRS 108 Definition of Accounting Estimates</i>	1 January 2023
<i>Amendments to MFRS 112 Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i>	1 January 2023
<i>Amendments to MFRS 16 Lease Liability in a Sale and Leaseback</i>	1 January 2024
<i>Amendments to MFRS 101 Classification of Liabilities as Current or Non-current</i>	1 January 2024
<i>Amendments to MFRS 101 Non-current Liabilities with Covenants</i>	1 January 2024
<i>Amendments to MFRS 10 and MFRS 128 Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i>	Deferred

The Group and the Company are in the process of assessing the impact of implementing these Standards, since the effects would only be observable for future financial years.

LIST OF PROPERTIES

AS AT 31 DECEMBER 2022

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 I, Jalan PJU 1/37, Dataran Prima, 47301 Petaling Jaya	5-storey shop office/ Head office/ Freehold	23	7,216	1,693	23.8.2001	2011
Unit 3, Block I, Jalan PJU 1/37, Dataran Prima, 47301 Petaling Jaya	5-storey shop office/ Head office/ Freehold	23	7,216	1,639	1.8.2000	2016
Unit 5-1, Block I, Jalan PJU 1/37, Dataran Prima, 47301 Petaling Jaya	Ground floor of a 5-storey shop office/ Head office/ Freehold	23	1,282	469	8.8.2007	2016
Unit 5-4, Block I, Jalan PJU 1/37, Dataran Prima, 47301 Petaling Jaya	3rd floor of a 5-storey shop office/ Head office/ Freehold	23	1,480	306	11.12.2009	2011
Unit 5-5, Block I, Jalan PJU 1/37, Dataran Prima, 47301 Petaling Jaya	4th floor of a 5-storey shop office/ Head office/ Freehold	23	1,487	390	15.9.2010	2010
Unit 7, Block I, Jalan PJU 1/37, Dataran Prima, 47301 Petaling Jaya	5-storey shop office/ Head office/ Freehold	23	7,170	3,377	12.5.2016	2016
E-06, Sunsuria Forum, No. 1, Jln Setia Dagang AL U13/AL, Seksyen U13, Setia Alam 40170 Shah Alam	2-storey shop/ Vacant/ Freehold	4	2,460	2,901	12.5.2015 (Vacant Possession : 25.6.2018)	-
R31, Bell Avenue, Jalan Sunsuria Bandar Sunsuria 43900 Sepang	2-storey shop/ Vacant/ Freehold	4	2,110	1,777	25.3.2016 (Vacant Possession : 18.9.2018)	-
Windmill Upon Hills No. WB29-01, Block B, Jalan Permai, Genting Permai Avenue 69000 Genting Highlands, Pahang	Condominium/ Staff quarter/ Freehold	3	1,268	1,067	10.6.2019 (Vacant Possession : 31.12.2019)	-
City of Dreams No. 1A-13-10 Jalan Peter Paul Dason Bandar Tanjong Pinang Daerah Timor Laut 10470 Pulau Pinang	Condominium/ Freehold	3	1,335	1,980	27.06.2022 (Vacant Possession : 15.12.2022)	-

ANALYSIS OF SHAREHOLDINGS

AS AT 27 MARCH 2023

Total number of issued shares	:	329,999,477 ordinary shares
Class of share	:	Ordinary shares
Voting right	:	One vote per ordinary share

ANALYSIS BY SIZE OF HOLDINGS AS AT 27 MARCH 2023

SIZE OF SHAREHOLDINGS	NO. OF HOLDERS	%	NO. OF SHARES	%
1 - 99	273	15.175	15,865	0.004
100 - 1,000	321	17.843	160,288	0.048
1,001 - 10,000	719	39.966	3,403,531	1.031
10,001 - 100,000	368	20.455	12,873,192	3.900
100,001 - 16,499,972 (*)	115	6.392	97,968,703	29.687
16,499,973 and above (**)	3	0.166	215,577,898	65.326
TOTAL :	1,799	100.000	329,999,477	100.000

Remark * - Less than 5% of issued shares

** - 5% and above of issued shares

LIST OF TOP 30 HOLDERS AS AT 27 MARCH 2023

NO.	NAME	NO. OF HOLDINGS	%
1	LIAW CHOON LIANG	124,548,501	37.742
2	PERBADANAN NASIONAL BERHAD	48,600,000	14.727
3	GOH POI EONG	42,429,397	12.857
4	DB (MALAYSIA) NOMINEE (TEMPATAN) SENDIRIAN BERHAD DEUTSCHE TRUSTEES MALAYSIA BERHAD FOR HONG LEONG DIVIDEND FUND	6,800,000	2.060
5	AMANAHRAYA TRUSTEES BERHAD PUBLIC SELECT TREASURES EQUITY FUND	6,328,450	1.917
6	DB (MALAYSIA) NOMINEE (TEMPATAN) SENDIRIAN BERHAD DEUTSCHE TRUSTEES MALAYSIA BERHAD FOR HONG LEONG ASIA-PACIFIC DIVIDEND FUND	6,160,000	1.866
7	DB (MALAYSIA) NOMINEE (TEMPATAN) SENDIRIAN BERHAD DEUTSCHE TRUSTEES MALAYSIA BERHAD FOR HONG LEONG DANA MAKMUR	4,628,100	1.402
8	HSBC NOMINEES (ASING) SDN BHD HSBC-FS I FOR ASEAN GROWTH FUND (MANUFACTURERS L)	3,780,000	1.145
9	CIMB GROUP NOMINEES (TEMPATAN) SDN BHD HONG LEONG ASSET MANAGEMENT BHD FOR HONG LEONG FOUNDATION (ED100)	3,750,000	1.136
10	CIMSEC NOMINEES (TEMPATAN) SDN BHD CIMB FOR NG PAIK PHENG (PB)	3,480,700	1.054
11	CIMB GROUP NOMINEES (TEMPATAN) SDN BHD CIMB COMMERCE TRUSTEE BERHAD FOR KENANGA SHARIAH GROWTH OPPORTUNITES FUND (50156 TR01)	2,789,400	0.845
12	DB (MALAYSIA) NOMINEE (TEMPATAN) SENDIRIAN BERHAD LEMBAGA TABUNG HAJI (AL-WARA')	2,457,000	0.744

ANALYSIS OF SHAREHOLDINGS
(CONT'D)

LIST OF TOP 30 HOLDERS AS AT 27 MARCH 2023 (CONT'D)

NO.	NAME	NO. OF HOLDINGS	%
13	AMANAHRAYA TRUSTEES BERHAD PUBLIC E-ISLAMIC FLEXI ALLOCATION FUND	2,231,000	0.676
14	LIM KIM YEW	2,000,000	0.606
15	KELVIN LIAW KAI XUAN	1,999,999	0.606
16	CIMB GROUP NOMINEES (TEMPATAN) SDN BHD CIMB COMMERCE TRUSTEE BERHAD FOR MAYBANK MALAYSIA SMALLCAP FUND	1,968,500	0.596
17	MAYBANK NOMINEES (TEMPATAN) SDN BHD MTRUSTEE BERHAD FOR PHILLIP PEARL FUND (UT-PM-PPF) (419471)	1,901,450	0.576
18	DB (MALAYSIA) NOMINEE (TEMPATAN) SENDIRIAN BERHAD DEUTSCHE TRUSTEES MALAYSIA BERHAD FOR HONG LEONG STRATEGIC FUND	1,800,000	0.545
19	HSBC NOMINEES (TEMPATAN) SDN BHD HSBC (M) TRUSTEE BHD FOR ZURICH LIFE INSURANCE MALAYSIA BERHAD (VULTURE FUND)	1,790,000	0.542
20	HOH HON BING	1,599,999	0.484
21	MAYBANK SECURITIES NOMINEES (TEMPATAN) SDN BHD CHUA RAY MEN	1,590,100	0.481
22	DB (MALAYSIA) NOMINEE (TEMPATAN) SENDIRIAN BERHAD DEUTSCHE TRUSTEES MALAYSIA BERHAD FOR HONG LEONG DANA MAA'ROF	1,500,000	0.454
23	AMANAHRAYA TRUSTEES BERHAD PUBLIC SELECT MIXED ASSET CONSERVATIVE FUND	1,350,100	0.409
24	HAN LONG CHEN	1,307,799	0.396
25	AMANAHRAYA TRUSTEES BERHAD PB ASIA EMERGING GROWTH FUND	1,291,500	0.391
26	MAYBANK NOMINEES (TEMPATAN) SDN BHD MAYBANK TRUSTEES BERHAD FOR KENANGA ONEPRS GROWTH FUND (420119)	1,112,700	0.337
27	MAYBANK NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR LIM MEI YUEN	1,110,000	0.336
28	CITIGROUP NOMINEES (ASING) SDN BHD EXEMPT AN FOR CITIBANK NEW YORK (NORGES BANK 19)	1,106,000	0.335
29	CIMB ISLAMIC NOMINEES (TEMPATAN) SDN BHD TABUNG WARISAN NEGERI SELANGOR (AL-WARA')	1,049,000	0.317
30	UOBM NOMINEES (TEMPATAN) SDN BHD UOB ASSET MANAGEMENT (MALAYSIA) BERHAD FOR GIBRALTAR BSN AGGRESSIVE FUND	1,000,000	0.303
Total		283,459,695	85.897

ANALYSIS OF SHAREHOLDINGS
(CONT'D)

DIRECTORS' SHAREHOLDING BASED ON THE REGISTER OF DIRECTORS' SHAREHOLDINGS

Name of Directors	No. of Shares held (Direct)	%	No. of Shares held (Indirect)	%
Dato' Liaw Choon Liang	124,548,501	37.742	44,429,397 *	13.463
Datin Goh Poi Eong	42,429,397	12.857	126,548,500 **	38.348
Dato' Sri Suriani Binti Dato' Ahmad	–	–	–	–
Datin Sim Swee Yoke	–	–	–	–
Lee Tuan Meng	–	–	–	–
Dr. Haliza Binti Abdul Mutalib	–	–	–	–

* Deemed interest by virtue of the interest of his spouse, Datin Goh Poi Eong and his son, Kelvin Liaw Kai Xuan pursuant to Section 8 of Companies Act 2016.

** Deemed interest by virtue of the interest of her spouse, Dato' Liaw Choon Liang and her son, Kelvin Liaw Kai Xuan pursuant to Section 8 of Companies Act 2016.

SUBSTANTIAL SHAREHOLDERS BASED ON THE REGISTER OF SUBSTANTIAL SHAREHOLDERS

Name of Shareholders	No. of Shares held (Direct)	%	No. of Shares held (Indirect)	%
Dato' Liaw Choon Liang	124,548,501	37.742	44,429,397 *	13.463
Perbadanan Nasional Berhad	48,600,000	14.727	–	–
Datin Goh Poi Eong	42,429,397	12.857	126,548,500 **	38.348

* Deemed interest by virtue of the interest of his spouse, Datin Goh Poi Eong and his son, Kelvin Liaw Kai Xuan pursuant to Section 8 of Companies Act 2016.

** Deemed interest by virtue of the interest of her spouse, Dato' Liaw Choon Liang and her son, Kelvin Liaw Kai Xuan pursuant to Section 8 of Companies Act 2016.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fourteenth (“14th”) Annual General Meeting (“AGM”) of Focus Point Holdings Berhad (“the Company”) will be held at Ballroom V, Main Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Thursday, 25 May 2023 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 2022 together with the Reports of the Directors and Auditors thereon. | <i>(Please refer to Explanatory Note 1)</i> |
| 2. | To approve the payment of Directors’ fees and benefits up to RM205,000 for the period from this 14th AGM until the next AGM of the Company. | Resolution 1 |
| 3. | To re-elect Datin Sim Swee Yoke who retires pursuant to Clause 76(3) of the Company’s Constitution, as Director of the Company. | Resolution 2 |
| 4. | To re-elect Dato’ Liaw Choon Liang who retires pursuant to Clause 76(3) of the Company’s Constitution, as Director of the Company. | Resolution 3 |
| 5. | To re-elect Dato’ Sri Suriani binti Dato’ Ahmad who retires pursuant to Clause 78 of the Company’s Constitution, as Director of the Company. | Resolution 4 |
| 6. | To re-appoint Messrs BDO PLT as the Auditors of the Company and to authorise the Directors to fix their remuneration. | Resolution 5 |

Special Business

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

- | | | |
|----|---|---------------------|
| 7. | ORDINARY RESOLUTION
PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE | Resolution 6 |
|----|---|---------------------|

“THAT pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company and its subsidiaries be and are hereby authorised to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.3 of Part A of the Circular/Statement to Shareholders dated 26 April 2023 (“Related Parties”) provided that such transactions and/or arrangements are:-

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

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

NOTICE OF ANNUAL GENERAL MEETING
(CONT'D)

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

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

whichever is earlier.

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

8. **ORDINARY RESOLUTION**

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR THE AUTHORITY TO THE COMPANY TO PURCHASE ITS OWN SHARES OF UP TO TEN PER CENTUM (10%) OF THE TOTAL NUMBER OF ISSUED SHARES

Resolution 7

"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such number of issued shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:-

- (i) the aggregate number of issued shares in the Company ("Shares") purchased ("Purchased Shares") and/or held as treasury shares pursuant to this ordinary resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at point of purchase; and
- (ii) the maximum funds to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase,

("Proposed Share Buy-Back").

AND THAT the authority to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this ordinary resolution and will continue to be in force until:-

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

NOTICE OF ANNUAL GENERAL MEETING
(CONT'D)

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

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

- (i) To cancel all or part of the Purchased Shares;
- (ii) To retain all or part of the Purchased Shares as treasury shares as defined in Section 127 of the Act;
- (iii) To distribute all or part of the treasury shares as dividends to the shareholders of the Company;
- (iv) To resell all or part of the treasury shares;
- (v) To transfer all or part of the treasury shares for the purposes of or under the employees' share scheme established by the Company and/or its subsidiaries;
- (vi) To transfer all or part of the treasury shares as purchase consideration;
- (vii) To sell, transfer or otherwise use the shares for such other purposes as the Minister charged with responsibility for companies may by order prescribe; and/or
- (viii) To deal with the treasury shares in any other manners as allowed by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient [including without limitation, the opening and maintaining of central depository account(s) under Securities Industry (Central Depositories) Act, 1991, and the entering into all other agreements, arrangements and guarantee with any party or parties] to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities."

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

BY ORDER OF THE BOARD

WONG WAI FOONG (MAICSA 7001358)

(SSM PC NO. 202008001472)

WONG PEIR CHYUN (MAICSA 7018710)

(SSM PC NO. 202008001742)

Company Secretaries

Kuala Lumpur

Date: 26 April 2023

NOTICE OF ANNUAL GENERAL MEETING
(CONT'D)

NOTES:

I Notes on Appointment of Proxy

- (1) For the purpose of determining who shall be entitled to attend this 14th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 17 May 2023. Only a member whose name appears on this Record of Depositors shall be entitled to attend this AGM or appoint a proxy to attend, speak and vote on his/her/its behalf.
- (2) A member entitled to attend and vote at this AGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.
- (3) A member of the Company who is entitled to attend and vote at this AGM of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the general meeting.
- (4) If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements").
- (5) Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- (6) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
- (7) Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- (8) The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned AGM at which the person named in the appointment proposes to vote:

(i) In hard copy form

In the case of an appointment made in hard copy form, the proxy form must be deposited with the Company's Share Registrar at Tricor Investor & Issuing House Services Sdn Bhd [Registration No. 197101000970 (11324-H)] of Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.

(ii) By electronic means

The proxy form can be electronically lodged with the Company's Share Registrar via TIIH Online at <https://tiih.online>.

Please refer to the Administrative Guide for the 14th AGM on the procedures for electronic lodgement of proxy form via TIIH Online.

NOTICE OF ANNUAL GENERAL MEETING
(CONT'D)**NOTES: (cont'd)****I Notes on Appointment of Proxy (cont'd)**

- (9) Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Company's Share Registrar at Tricor Investor & Issuing House Services Sdn Bhd [Registration No. 197101000970 (11324-H)] of Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned AGM at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- (10) Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
- (11) Last date and time for lodging this proxy form is Tuesday, 23 May 2023 at 10:00 a.m.
- (12) Please bring an **ORIGINAL** of the following identification papers (where applicable) and present it to the registration staff for verification:
- Identity card (NRIC) (Malaysian); or
 - Police report (for loss of NRIC) / Temporary NRIC (Malaysian); or
 - Passport (Foreigner).
- (13) For a corporate member who has appointed a representative instead of a proxy to attend this AGM, please deposit the **ORIGINAL** certificate of appointment of authorised representative executed in the manner as stated in the proxy form with the Company's Share Registrar at Tricor Investor & Issuing House Services Sdn. Bhd. [Registration No. 197101000970 (11324-H)] of Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur. Alternatively, please bring the **ORIGINAL** certificate of appointment of authorised representative if it has not been lodged at the Company's Share Registrar earlier.

II Explanatory Notes**Ordinary Business****1. Audited Financial Statements for the financial year ended 31 December 2022**

The Audited Financial Statements in Agenda 1 is meant for discussion only as the approval of the shareholders is not required pursuant to the provisions of Sections 248(2) and 340(1) of the Companies Act 2016. Hence, this Agenda is not put forward for voting by shareholders.

2. Resolution 1 – Directors' Fees and Benefits

Pursuant to Section 230(1) of the Companies Act 2016, the fees of the directors and any benefits payable to the directors shall be approved at a general meeting.

Resolution 1 is to facilitate the payment of Directors' fees and benefits on a current financial year basis, calculated based on the current Board size and number of scheduled Board and Board Committee meetings for the period from this 14th AGM until the next AGM. In the event the proposed amount is insufficient, approval will be sought at the next AGM for the shortfall.

NOTICE OF ANNUAL GENERAL MEETING
(CONT'D)

II Explanatory Notes (cont'd)

Ordinary Business (cont'd)

3. Resolutions 2 to 4 – Re-election of Directors

Datin Sim Swee Yoke, Dato' Liaw Choon Liang, and Dato' Sri Suriani binti Dato' Ahmad ("Retiring Directors") are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at this 14th AGM.

Please refer to the Statement Accompanying Notice of the 14th AGM for further detail.

4. Resolution 5 – Re-appointment of Auditors

The Board has through the Audit Committee assessed the suitability and independence of the External Auditors, Messrs BDO PLT and considered the re-appointment of Messrs BDO PLT as Auditors of the Company. The Board and Audit Committee collectively agreed and satisfied that Messrs BDO PLT has the relevant criteria prescribed by Paragraph 15.21 of the Listing Requirements.

Special Business

5. Resolution 6 – Ordinary Resolution: Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions ("RRPT") of a Revenue or Trading Nature

The proposed Ordinary Resolution 6, if passed, will allow the Group to enter into RRPT 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/Statement to Shareholders dated 26 April 2023 for further information.

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

The proposed Ordinary Resolution 7, if passed, will give the Company the authority to purchase its own shares up to ten per centum (10%) of the total number of issued shares of the Company.

Please refer to the Circular/ Statement to Shareholders dated 26 April 2023 for further information.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

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

Directors Standing for Election

As of the date of this notice, there are no individuals who are standing for election or appointment as Directors at this 14th AGM.

The Directors who are seeking re-election at the 14th AGM are Datin Sim Swee Yoke, Dato' Liaw Choon Liang and Dato' Sri Suriani binti Dato' Ahmad ("Retiring Directors"). The details of the abovenamed Retiring Directors are set out in their respective profiles on pages 16,15 and 14 of the Annual Report 2022. The details of Retiring Directors' interest in the securities of the Company can be found on page 141 of the Annual Report 2022.

The Board had through the Nomination Committee ("NC") carried out the assessment on the Retiring Directors and agreed that they met the criteria as prescribed by Paragraph 2.20A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements") on character, experience, integrity, competence and time to effectively discharge their role as Directors.

The Board had also through the NC carried out assessment on the independence of Datin Sim Swee Yoke and is satisfied that she met the criteria of independence as prescribed in the Listing Requirements.

The Board supports the re-election of the Retiring Directors as it believes that the Retiring Directors have discharged their duties and responsibilities effectively, demonstrated commitment to their role, and will continue to make a strong contribution to the work of the Board and to the long-term sustainable success of the Company.

ADMINISTRATIVE GUIDE

FOR THE 14TH ANNUAL GENERAL MEETING (“AGM”)

Day and Date	:	Thursday, 25 May 2023
Time	:	10.00 a.m.
Venue	:	Ballroom V, Main Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan

1. ELIGIBILITY TO ATTEND BASED ON THE RECORD OF DEPOSITORS

Only a member whose name appears on the Record of Depositors as at **Wednesday, 17 May 2023** shall be entitled to attend or appoint proxy(ies) to attend and/or vote on his/her/its behalf.

2. NO REFRESHMENT, DOOR GIFTS OR FOOD VOUCHERS

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

3. PRE-REGISTRATION TO ATTEND THE AGM

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

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

- Login in to TIIH Online website with your user name (i.e. e-mail address) and password under the “**e-Services**”. If you have not registered as a user of TIIH Online, please refer to the tutorial guide posted on the homepage for assistance to sign up.
- Select the corporate event: “**(REGISTRATION) FOCUSP AGM 2023**”.
- Read and agree to the Terms & Conditions and confirm the Declaration.
- Select “**Register for Physical Attendance at Meeting Venue**”.
- Review your registration and proceed to register.
- System will send an e-mail to notify that your registration for physical attendance at meeting venue is received and will be verified.
- After verification of your registration against the General Meeting Record of Depositors, the system will send you an e-mail after Tuesday, 23 May 2023 to approve or reject your registration to attend physically at the meeting venue.

Please note that only a depositor whose name appears on the Record of Depositors as at, 17 May 2023 shall be entitled to attend or appoint proxies to attend and/or vote on his/her behalf at the AGM.

ADMINISTRATIVE GUIDE (CONT'D)

4. REGISTRATION ON THE DAY OF THE AGM

Registration will start on Thursday, 25 May 2023 at 9.00 am. at Ballroom V, Main Wing, Tropicana Golf & Country Resort Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan

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

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

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

All Attendees will be required to wear face mask prior to entering the meeting venue. All Attendees must practice proper hygiene including the use of hand sanitisers provided at the meeting venue and are required to wear a face mask at all times.

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

5. POLL VOTING

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

6. APPOINTMENT OF PROXY

The appointment of proxy may be made in hard copy form or by electronic form. In case of an appointment made in hard copy form, the proxy form must be deposited with the Company's Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.

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

7. ELECTRONIC LODGMENT OF PROXY FORM

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

Procedure	Action
i. Steps for Individual Shareholders	
Register as a User with TIIH Online	<ul style="list-style-type: none"> Using your computer, please access the website at https://tiih.online. Register as a user under the "e-Services". Please refer to the tutorial guide posted on the homepage for assistance. If you are already a user with TIIH Online, you are not required to register again.
Proceed with Submission of Proxy Form	<ul style="list-style-type: none"> After the release of the Notice of Meeting by the Company, login with your username (i.e. email address) and password. Select the corporate event "FOCUSP 14TH AGM 2023: Submission of Proxy Form". Read and agree to the Terms & Conditions and confirm the Declaration. Insert your CDS account number and indicate the number of shares for your proxy(ies) to vote on your behalf. Appoint your proxy(ies) and insert the required details of your proxy(ies) or appoint the Chairman as your proxy. Indicate your voting instructions – FOR or AGAINST, otherwise your proxy(ies) will decide on your votes. Review and confirm your proxy(ies) appointment. Print the proxy form for your record.
ii. Steps for Corporation or Institutional Shareholders	
Register as a User with TIIH Online	<ul style="list-style-type: none"> Access TIIH Online at https://tiih.online. Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects "Create Account by Representative of Corporate Holder". Complete the registration form and upload the required documents. Registration will be verified, and you will be notified by email within one (1) to two (2) working days. Proceed to activate your account with the temporary password given in the email and re-set your own password. <p>Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact our Share Registrar if you need clarifications on the user registration.</p>

ADMINISTRATIVE GUIDE
(CONT'D)**7. ELECTRONIC LODGMENT OF PROXY FORM (CONT'D)**

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

Procedure	Action
ii. Steps for Corporation or Institutional Shareholders (cont'd)	
Proceed with Submission of Proxy Form	<ul style="list-style-type: none"> ▪ Login to TIIH Online at https://tiih.online. ▪ Select the corporate exercise name "FOCUSP 14TH AGM 2023: Submission of Proxy Form". ▪ Agree to the Terms & Conditions and Declaration. ▪ Proceed to download the file format for "Submission of Proxy Form" in accordance with the Guidance Note set therein. ▪ Prepare the file for the appointment of proxy(ies) by inserting the required data. ▪ Login to TIIH Online, select corporate exercise name "FOCUSP 14TH AGM 2023: Submission of Proxy Form". ▪ Proceed to upload the duly completed proxy appointment file. ▪ Select "Submit" to complete your submission. ▪ Print the confirmation report of your submission for your record.

8. NO RECORDING OR PHOTOGRAPHY

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

9. FURTHER ANNOUNCEMENT

Shareholders are advised to check the Company's website at www.focus-point.com.my and Announcements from time to time for any changes to the administration of the AGM that may be necessitated by changes to the directives, safety and precautionary requirements and guidelines prescribed by the Government of Malaysia, the Ministry of Health, the Malaysian National Security Council, Securities Commission Malaysia and/or other relevant authorities.

We thank you for your continuous support to the Company.

10. ENQUIRY

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

Tricor Investor & Issuing House Services Sdn Bhd

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

FOCUS POINT

FOCUS POINT HOLDINGS BERHAD

[Registration No. 200901041088 (884238-U)]

(Incorporated in Malaysia)

CDS Account No.

No. of Shares held

PROXY FORM

I/We Tel:.....
[Full name in block, NRIC/Passport/Company No.]

of
[Address]

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

Full Name (in Block as per NRIC/Passport)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and / or* (*delete as appropriate)

Full Name (in Block as per NRIC/Passport)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing him, the Chairman of the Meeting, as ^my/our proxy to vote for ^me/us and on ^my/our behalf at the Fourteenth ("14th") Annual General Meeting ("AGM") of the Company to be held at Ballroom V, Main Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Thursday, 25 May 2023 at 10.00 a.m. or any adjournment thereof, and to vote as indicated below:-

Ordinary Resolution		For	Against
1.	Payment of Directors' fees and benefits up to RM205,000 for the period from this 14th AGM until the next AGM of the Company.		
2.	Re-election of Datin Sim Swee Yoke as Director of the Company.		
3.	Re-election of Dato' Liaw Choon Liang as Director of the Company		
4.	Re-election of Dato' Sri Suriani binti Dato' Ahmad as Director of the Company.		
5.	Re-appointment of Messrs BDO PLT as Auditors of the Company.		
6.	Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue of Trading Nature.		
7.	Proposed Renewal of Share Buy-Back Mandate.		

Please indicate with an "X" in the space provided whether you wish your votes to be cast for or against the resolutions. In the absence of specific direction, your proxy will vote or abstain as he thinks fit.

Signed this day of 2023

Signature*
Member

^ Delete whichever is not applicable.

* Manner of execution:

(a) If you are an individual member, please sign where indicated.

(b) If you are a corporate member which has a common seal, this proxy form should be executed under seal in accordance with the constitution of your corporation.

(c) If you are a corporate member which does not have a common seal, this proxy form should be affixed with the rubber stamp of your company (if any) and executed by:

(i) at least two (2) authorised officers, of whom one shall be a director; or

(ii) any director and/or authorised officers in accordance with the laws of the country under which your corporation is incorporated.

Notes:

1. For the purpose of determining who shall be entitled to attend this 14th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 17 May 2023. Only a member whose name appears on this Record of Depositors shall be entitled to attend this AGM or appoint a proxy to attend, speak and vote on his/her/its behalf.

2. A member entitled to attend and vote at this AGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.

3. A member of the Company who is entitled to attend and vote at this AGM of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the general meeting.

4. If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements").

5. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.



Notes: (cont'd)

6. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
7. Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
8. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned AGM at which the person named in the appointment proposes to vote:
 - (i) **In hard copy form**
In the case of an appointment made in hard copy form, the proxy form must be deposited with the Company's Share Registrar at Tricor Investor & Issuing House Services Sdn Bhd [Registration No. 197101000970 (11324-H)] of Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.
 - (ii) **By electronic means**
The proxy form can be electronically lodged with the Company's Share Registrar via TIIH Online at <https://tiih.online>.
Please refer to the Administrative Guide for the 14th AGM on the procedures for electronic lodgement of proxy form via TIIH Online.
9. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Company's Share Registrar at Tricor Investor & Issuing House Services Sdn Bhd [Registration No. 197101000970 (11324-H)] of Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned AGM at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
10. Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
11. Last date and time for lodging this proxy form is Tuesday, 23 May 2023 at 10:00 a.m.
12. Please bring an **ORIGINAL** of the following identification papers (where applicable) and present it to the registration staff for verification:
 - a. Identity card (NRIC) (Malaysian); or
 - b. Police report (for loss of NRIC) / Temporary NRIC (Malaysian); or
 - c. Passport (Foreigner).
13. For a corporate member who has appointed a representative instead of a proxy to attend this AGM, please deposit the **ORIGINAL** certificate of appointment of authorised representative executed in the manner as stated in the proxy form with the Company's Share Registrar at Tricor Investor & Issuing House Services Sdn Bhd. [Registration No. 197101000970 (11324-H)] of Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur. Alternatively, please bring the **ORIGINAL** certificate of appointment of authorised representative if it has not been lodged at the Company's Share Registrar earlier.

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AFFIX
STAMP

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

The Share Registrar
TRICOR INVESTOR & ISSUING HOUSE SERVICES SDN BHD
[Registration No. 197101000970 (11324-H)]
Unit 32-01, Level 32
Tower A, Vertical Business Suite
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur
Malaysia

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www.focus-point.com.my

Focus Point Holdings Berhad

200901041088 (884238-U)

Unit 1, 3, 5 & 7, Jalan PJU 1/37, Dataran Prima
47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia

Tel : +603-7880 5520 Fax : +603-7880 5530