

# FOCUS POINT

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Seventh Annual General Meeting of Focus Point Holdings Berhad ("the Company") will be held at Greens II Function Room, Main Wing at Level 1, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Thursday, 26 May 2016 at 10.00 a.m. to transact the following businesses:

### A G E N D A

#### Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2015 and the Reports of the Directors and Auditors thereon. (Please refer to Note 2)
- To approve the payment of Directors' fees of RM128,500 for the financial year ended 31 December 2015. (Resolution 1)
- To re-elect Dato' Liaw Choon Liang who retires pursuant to Article 85 of the Company's Articles of Association. (Resolution 2)
- To re-elect Datin Sim Swee Yoke who retires pursuant to Article 92 of the Company's Articles of Association. (Resolution 3)
- To re-appoint Messrs BDO as the Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 4)

#### Special Business

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

##### 6. ORDINARY RESOLUTION I

###### AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors of the Company be and are hereby empowered to issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company unless revoked or varied by the Company at a general meeting." (Resolution 5)

##### 7. ORDINARY RESOLUTION II

###### PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

"THAT pursuant to Rule 10.09 of the ACE 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 the Circular to Shareholders dated 29 April 2016 ("Related Parties") provided that such transactions and/or arrangements are:-

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

(collectively known as "Proposed Shareholders' Mandate").

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

- the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such mandate was passed, at which time it will lapse, unless by an ordinary resolution passed at such AGM, the authority is renewed; or
- the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("the Act") (but will not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- 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." (Resolution 6)

##### 8. SPECIAL RESOLUTION

###### PROPOSED AMENDMENT TO ARTICLES OF ASSOCIATION OF THE COMPANY

"THAT the following proposed amendment to the Articles of Association of the Company be approved and adopted:-

Article No.	Existing Article	Amended
144	A copy of the reports by the Directors and auditors of the Company, the profit and loss accounts, balance sheets and group accounts (if any) (including all documents required by law to be annexed or attached to all or any of them) shall be sent (not later than 6 months after the close of the financial year and at least 21 days before the general meeting at which they are to be laid) to all Members, holders of debentures and all other persons entitled to receive notices of general meetings under the Act or these Articles. The interval between the close of a financial year of the Company and the issue of the annual audited financial statements, the directors' and auditors' reports shall not exceed four(4) months. A copy of each such documents in printed form or in CD-ROM form or in such other form of electronic media, shall not less than twenty-one(21) days before the date of the meeting be sent to every member of and to every holder of debentures of the Company and to every other person who is entitled to receive notices from the Company under the provision of the Act or of these Articles. The requisite number of copies of each such documents as may be required by the Exchange or other stock exchange(s), if any, upon which the Company's shares may be listed, shall at the same time be likewise sent to the Exchange or other stock exchange(s) provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or outside Malaysia but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office of the Company. In the event that the annual report is sent in CD-ROM form or such form of electronic media and a Member requires a printed form of such documents, the Company shall send such documents to the Member within four(4) market days from the date of receipt of the Members' request or such period as may be prescribed by Bursa Securities.	A copy of the reports by the Directors and auditors of the Company, the profit and loss accounts, balance sheets and group accounts (if any) (including all documents required by law to be annexed or attached to all or any of them) shall be sent (not later than 4 months after the close of the financial year and at least 21 days before the general meeting at which they are to be laid) to all Members, holders of debentures and all other persons entitled to receive notices of general meetings under the Act or these Articles. A copy of each such documents in printed form or in CD-ROM form or in such other form of electronic media, shall not less than twenty-one(21) days before the date of the meeting be sent to every member of and to every holder of debentures of the Company and to every other person who is entitled to receive notices from the Company under the provision of the Act or of these Articles. The requisite number of copies of each such documents as may be required by the Exchange or other stock exchange(s), if any, upon which the Company's shares may be listed, shall at the same time be likewise sent to the Exchange or other stock exchange(s) provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or outside Malaysia but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office of the Company. In the event that the annual report is sent in CD-ROM form or such form of electronic media and a Member requires a printed form of such documents, the Company shall send such documents to the Member within four(4) market days from the date of receipt of the Members' request or such period as may be prescribed by Bursa Securities.

- To consider any other business at which due notice shall be given in accordance with the Companies Act, 1965. (Resolution 7)

#### BY ORDER OF THE BOARD

WONG WAI FOONG (MAICSA 7001358)  
WONG PEIR CHYUN (MAICSA 7018710)  
Secretaries

Kuala Lumpur

Date: 29 April 2016

#### NOTES:

##### 1. Notes on Appointment of Proxy

- A member entitled to attend and vote at the Meeting is entitled to appoint proxy(ies) (or in case of a corporation, a duly authorised representative) to attend and vote in his stead. A proxy need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointer is a corporation, either under the corporation's Seal or under the hand of an officer or attorney duly authorised.
- A member shall be entitled to appoint not more than two(2) proxies to attend and vote at the same meetings and that where the member appoints 2 proxies, such appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- Where a Member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint not more than two(2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- Where a Member of the Company is an exempt authorised nominee as defined under the SICDA which holds ordinary shares in the Company for multiple beneficial owners in one(1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- Where the authorised nominee appoints two(2) proxies or an exempt authorised nominee appoints two(2) or more proxies, the proportion of the shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- The instrument appointing a proxy must be deposited at the Share Registrar of the Company at Tricor Investor Services Sdn Bhd (118401-V), Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight(48) hours before the time for holding the meeting i.e. on or before 10.00 a.m., Tuesday, 24 May 2016. Provided that in the event the Member(s) duly executes the form of proxy but does not name any proxy, such Member(s) shall be deemed to have appointed the Chairman of the meeting as his/his/proxy, Provided Always that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the Member(s).
- Only the member whose names appear on the Record of Depositors as at 18 May 2016 shall be entitled to attend and vote at this meeting or appoint proxy(ies) to attend and vote on their behalf.

##### 2. Audited Financial Statements for the year ended 31 December 2015

The Audited Financial Statement in Agenda 1 is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.

##### 3. Ordinary Resolution 3 - Re-election of Director

The Board had carried out assessment on the contribution and performance as well as the independence of the Independent Director standing for re-election and satisfied that she meets the criteria of independence as prescribed in the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.

##### 4. Explanatory Notes on Special Business

###### (i) Resolution No. 5 – Authority to Issue Shares

The proposed Resolution 5 is prepared for the purpose of granting a renewed general mandate ("General Mandate") and empowering the Directors to issue shares in the Company up to an amount not exceeding in total per centum (10%) of the issued share capital of the Company for such purposes as the Directors consider would be in the interest of the Company.

This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting.

The renewed general mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of bank borrowings acquisitions and/or for issuance of shares as settlement of purchase consideration. This authorisation will expire at the conclusion of the next Annual General Meeting of the Company.

As at the date of this notice, the Company did not issue any shares pursuant to the mandate granted to the Directors at the Sixth Annual General Meeting because there were no investment(s), acquisition(s) or working capital that require fund raising activity.

###### (ii) Resolution No. 6 – Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions ("RRPT") of a Revenue or Trading Nature

The Resolution 6, if passed, will allow the Group to enter into an arm's length basis and on normal commercial terms and which are not detrimental to the interest of the minority shareholders. Please refer to the Circular to Shareholders dated 29 April 2016 enclosed together with the Company's Annual Report 2015.

###### (iii) Resolution No. 7 – Proposed Amendments to the Articles of Association of the Company

The proposed amendments to the Articles of Association of the Company is to bring the Articles of Association of the Company to be in line with the amendments to the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad and to enhance administrative efficiency.