

**This Circular is important and requires your immediate attention.**

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

**This Circular has been reviewed and approved by OSK Investment Bank Berhad, being the Sponsor of Focus Point. Bursa Malaysia Securities Berhad (“Bursa Securities”) has not perused this Circular prior to its issuance. Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.**



**FOCUS POINT HOLDINGS BERHAD**

(Company No. 884238-U)

(Incorporated in Malaysia under the Companies Act, 1965)

**CIRCULAR TO SHAREHOLDERS**

**IN RELATION TO THE**

- I. PROPOSED SHAREHOLDERS’ RATIFICATION FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE; AND**
  
- II. PROPOSED SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

The Annual General Meeting (“AGM”) of Focus Point Holdings Berhad (“Focus Point or the “Company”) has been scheduled to be held at Greens III Ballroom, Sport Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, Persiaran Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on 8 June 2011 at 10:00 a.m. The Notice of the AGM together with the Form of Proxy are set out in the 2010 Annual Report.

A member entitled to attend and vote at the meeting is entitled to appoint a proxy to vote for and on his/her behalf. In such event, the Form of Proxy should be lodged at the registered office of the Company at Level 18, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, on or before the date and time indicated below. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

Last day and time for lodging the Form of Proxy : 6 June 2011 at 10.00 a.m.

Date and time of the AGM : 8 June 2011 at 10:00 a.m.

This Circular is dated 16 May 2011

## DEFINITIONS

---

Unless otherwise stated, the following definitions shall have the following meanings:

“2010 Annual Report”	:	The annual report of Focus Point for the financial year ended 31 December 2010
“Act”	:	Companies Act, 1965
“AGM”	:	Annual General Meeting
“Board”	:	Board of Directors of Focus Point
“Bursa Securities”	:	Bursa Malaysia Securities Berhad (635998-W)
“Circular”	:	This circular to the shareholders of Focus Point dated 16 May 2011
“CMSA”	:	Capital Markets and Services Act, 2007
“Datin Goh”	:	Datin Goh Poi Eong, a Director of Focus Point and spouse of Dato’ Liaw
“Dato’ Liaw”	:	Dato’ Liaw Choon Liang, a Director of Focus Point and spouse of Datin Goh
“Director(s)”	:	Either an executive director or a non-executive director within the meaning of Section 4 of the Act, and for the purposes of the Proposals, a director shall have the same meaning given in Section 2(1) of the CMSA and includes any person who is or was within the preceding six (6) months from the date on which the terms of the transactions were agreed upon:  (a) a Director of Focus Point or any other company which is its subsidiary or holding company; or  (b) a chief executive officer of Focus Point, its subsidiary or holding company
“Focus Point” or “the Company”	:	Focus Point Holdings Berhad (884238-U)
“Focus Point Group” or “the Group”	:	Focus Point and its subsidiaries
“Focus Point Vision Care”	:	Focus Point Vision Care Group Sdn Bhd (268471-X)
“Focus Point Vision Care (HP)”	:	Focus Point Vision Care Group (HP) Sdn Bhd (375498-H)
“Image NOW”	:	Image Now Branding & Design Sdn Bhd (605690-X)
“Listing Date”	:	23 August 2010, being the date of admission and listing of Focus Point on the ACE Market of Bursa Securities
“Listing Requirements”	:	ACE Market Listing Requirements of Bursa Securities
“LPD”	:	18 April 2011, being the latest practicable date prior to the printing of this Circular

## DEFINITIONS (Cont'd)

---

- “Major Shareholder(s)” : A person who has an interest or interests in one (1) or more voting shares in Focus Point and the nominal amount of that share, or the aggregate of the nominal amounts of those shares, is:
- (a) ten percent (10%) or more of the aggregate of the nominal amounts of all the voting shares in Focus Point; or
  - (b) five percent (5%) or more of the aggregate of the nominal amounts of all the voting shares in Focus Point where such person is the largest shareholder of Focus Point
- This includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of Focus Point as defined above or any other company which is a subsidiary or holding company of Focus Point.
- For the purpose of this definition, “interest in shares” shall have the meaning given in Section 6A of the Act
- “OSK” : OSK Investment Bank Berhad (14152-V)
- “Proposed Mandate Period” : The period during which the Recurrent Related Party Transactions are to be entered into for which the Proposed Shareholders’ Mandate is being sought. This period shall commence immediately upon the passing of the resolution in respect of the Proposed Shareholders’ Mandate during the forthcoming AGM until:
- (a) the conclusion of the second AGM of the listed company following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
  - (b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 143(1) of the Act (but will not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
  - (c) revoked or varied by resolution passed by the shareholders in general meeting,
- whichever is the earlier
- “Proposed Shareholders’ Mandate” : Proposed shareholders’ mandate for the Focus Point Group to enter into Recurrent Related Party Transactions
- “Proposed Shareholders’ Ratification” : Proposed shareholders’ ratification for the Recurrent Related Party Transactions entered into or to be entered into from the Listing Date until the forthcoming AGM
- “Proposals” : Collectively, the Proposed Shareholders’ Ratification and Proposed Shareholders’ Mandate
- “Recurrent Related Party Transaction(s)” or “RRPT(s)” : Related party transaction(s) which is/are recurrent, of a revenue or trading nature and which is/are necessary for the day-to-day operations of the Focus Point Group
- “Related Party(ies)” : Director(s), Major Shareholder(s) and/or person(s) connected with such Director(s) or Major Shareholder(s)

## DEFINITIONS (Cont'd)

---

“RM” and “sen” : Ringgit Malaysia and sen respectively

“Share(s)” : Ordinary share(s) of RM0.20 each in Focus Point

Words denoting the singular shall, where applicable, include the plural and vice versa. Words denoting the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Any reference to persons shall include corporations, unless otherwise specified.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of a day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

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

## TABLE OF CONTENTS

---

	<b>Page</b>
<b>LETTER TO SHAREHOLDERS OF FOCUS POINT CONTAINING:</b>	
1. INTRODUCTION	1
2. DETAILS OF THE PROPOSALS	2
2.1 Proposals	2
2.2 Validity period for the Proposed Shareholders' Mandate	3
2.3 Principal activities of the Focus Point Group	3
2.4 Nature of Recurrent Related Party Transactions and estimated values	4
2.5 Threshold of authority	5
2.6 Review procedures for Recurrent Related Party Transactions	5
2.7 Disclosure in Annual Report	5
2.8 Audit Committee's statement	6
3. RATIONALE FOR AND BENEFITS OF THE PROPOSALS	6
4. EFFECTS OF THE PROPOSALS	6
5. APPROVAL REQUIRED	7
6. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSON(S) CONNECTED TO THEM	7
7. DIRECTORS' RECOMMENDATION	7
8. AGM	8
9. FURTHER INFORMATION	8
APPENDIX - ADDITIONAL INFORMATION	9
<b>EXTRACTS OF RESOLUTION</b>	<b>Enclosed</b>



**FOCUS POINT HOLDINGS BERHAD**

(Company No. 884238-U)

(Incorporated in Malaysia under the Companies Act, 1965)

**Registered Office:**

Level 18, The Gardens North Tower,  
Mid Valley City, Lingkaran Syed Putra,  
59200 Kuala Lumpur

16 May 2011

**Board of Directors:**

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

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

Datin Goh Poi Eong (*Non-Independent Executive Director*)

Dr Choo Wei Chong (*Non-Independent Non-Executive Director*)

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

**To: The Shareholders of Focus Point Holdings Berhad**

Dear Sir/Madam,

- I. **PROPOSED SHAREHOLDERS' RATIFICATION FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE; AND**
- II. **PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

---

**1. INTRODUCTION**

Bursa Securities had, on 2 July 2010, granted the Company with an extension of time from the Listing Date to the forthcoming second (2<sup>nd</sup>) AGM to obtain the shareholders' ratification for Recurrent Related Party Transaction(s) entered or to be entered into by Focus Point.

On 20 April 2011, the Board announced that the Company proposes to seek its shareholders' approval for the Proposals.

The purpose of this Circular is to provide you with the details and information on the Proposals, together with the Board's recommendation, and to seek your approval for the ordinary resolution to be tabled at the forthcoming AGM of the Company to be held at Greens III Ballroom, Sport Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, Persiaran Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 8 June 2011 at 10:00 a.m. The Notice of AGM together with the Form of Proxy are enclosed in the 2010 Annual Report.

**SHAREHOLDERS OF FOCUS POINT ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX CONTAINED HEREIN BEFORE VOTING ON THE ORDINARY RESOLUTION TO GIVE EFFECT TO THE PROPOSALS AT THE FORTHCOMING AGM.**

## 2. DETAILS OF THE PROPOSALS

### 2.1 Proposals

Under Rule 10.09(2) of the Listing Requirements, a listed corporation may seek a mandate from its shareholders in respect of Recurrent Related Party Transactions which are necessary for its day-to-day operations subject to, amongst others, the following:

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Party than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the Annual Report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where:
  - (i) the consideration, value of the assets, capital outlay or costs of the Recurrent Related Party transactions is RM1 million or more; or
  - (ii) the percentage ratios of such Recurrent Related Party Transactions is one percent (1%) or more,

whichever is lower;

- (c) in a meeting to obtain shareholders' mandate, the interested Director, interested Major Shareholder or interested person connected with a Director or Major Shareholder; and where it involves the interest of an interested person connected with a Director or Major Shareholder, such Director or Major Shareholder, must not vote on the resolution approving the transactions. An interested Director or interested Major Shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions; and
- (d) the listed corporation immediately announces to Bursa Securities when the actual value of a Recurrent Related Party Transaction entered into by the listed corporation, exceeds the estimated value of the Recurrent Related Party Transaction disclosed in the circular by ten percent (10%) or more and must include the information as may be prescribed by Bursa Securities in its announcement.

Focus Point is principally an investment holding company whilst its subsidiaries are principally involved in the retailing of optical products and provision of professional eye care services through its network of professional eye care centres.

In the ordinary course of its business, the Group has entered into certain Recurrent Related Party Transactions and it is anticipated that the companies within the Focus Point Group would, in the ordinary course of business, continue to enter into such transactions with the Related Parties, details of which are set out in Section 2.4 below. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

In this regard, the Board proposes to seek shareholders' ratification for the RRPT(s) entered/ to be entered into by the Group from the Listing Date to the date of the forthcoming AGM and a general mandate from the shareholders of the Company to enter into arrangements or transactions with the Related Parties, which are necessary for the day-to-day operations of the Focus Point Group and are based on normal commercial terms that are not more favourable to the Related Parties than those generally available to the public.

## 2.2 Validity period for the Proposed Shareholders' Mandate

The Proposed Shareholders' Mandate, if approved by the shareholders of the Company at the forthcoming AGM, will take effect from the date of the passing of the ordinary resolution proposed at the AGM and the authority conferred under the Proposed Shareholders' Mandate shall continue to be in force until:

- (a) the conclusion of the next AGM of the Company following the general meeting at which such mandate was passed, at which time it will lapse, unless the authority is renewed by a resolution passed at the meeting;
- (b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 143(1) of the Act (but will not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in a general meeting,

whichever is the earlier.

Thereafter, the approval of the shareholders of the Company will be sought for the renewal of the shareholders' mandate at each subsequent AGM of the Company.

## 2.3 Principal activities of the Focus Point Group

Focus Point is principally an investment holding company. As at LPD, the principal activities of its subsidiaries are as follows:

<b>Subsidiaries</b>	<b>Effective equity interest held (%)</b>	<b>Principal activities</b>
Excelview Laser Eye Centre Sdn Bhd	100	Provision of medical eye care services.
Focus Point Management Sdn Bhd	100	Management of franchised professional eye care centres.
Focus Point Vision Care	100	Retailing of optical and related products.
Sound Point Hearing Solution Sdn Bhd	100	Trading of hearing aid solutions and related accessories.
<b><u>Subsidiaries of Focus Point Vision Care</u></b>		
Esprit Shoppe Sdn Bhd	100	Retailing of optical and related products.
Focus Point Vision Care Group (OC) Sdn Bhd	100	Ceased operations and has since remained dormant.
Opulence Optometry Sdn Bhd	100	Ceased operations and has since remained dormant.
Multiple Reward Sdn Bhd	100	Ceased operations during the financial year.
Radiant Attraction Sdn Bhd	100	Retailing of optical and related products.
Eye-Zed Sdn Bhd	51	Retailing of optical and related products.



## 2.4 Nature of Recurrent Related Party Transactions and estimated values

The information on the Recurrent Related Party Transactions and their estimated values for which approval is being sought at the forthcoming AGM pursuant to the Proposals are set out in the table below:

	Transacting parties		Nature of relationship	Nature of transaction	Proposed Shareholders' Ratification		Proposed Shareholders' Mandate
	Focus Point Group	Related Party			Actual aggregate value incurred from Listing Date to 31 December 2010 (RM'000)	Estimated aggregate value to be incurred from 1 January 2011 to second (2 <sup>nd</sup> ) AGM* (RM'000)	Estimate aggregate value to be incurred from second (2 <sup>nd</sup> ) AGM to the next AGM* (RM'000)
(i)	Focus Point Vision Care	Focus Point Vision Care (HP)	Focus Point Vision Care (HP) is a 35%-owned associate of Focus Point Vision Care, in which Dato' Liaw's brother, Liaw Choon Kuan has substantial shareholdings. Dato' Liaw and Liaw Choon Kuan are directors of Focus Point Vision Care (HP).	Sales of eyewear and eye care products to Focus Point Vision Care (HP)	517	567	1,360
(ii)	Focus Point Vision Care	Image NOW	Dato' Liaw and Datin Goh have substantial shareholdings and are also directors of Image NOW.	Advertising and ad hoc supporting fees charged to Focus Point Group for the Group's magazines	35	10	10

Note:

\* These estimated values have been arrived at by the Group after taking into account the management's forecasts on transaction values which have been undertaken and anticipated for the Proposed Mandate Period. Nevertheless, the above estimates may vary from the actual amounts and are subject to changes.

## **2.5 Threshold of authority**

There is no specific threshold for approval of the Recurrent Related Party Transactions within the Focus Point Group. However, all Recurrent Related Party Transactions are subject to the approval of the Board. Where any Director has any interest (direct or indirect) in any Recurrent Related Party Transaction, such Director shall abstain from deliberation and voting on the matter. If it is determined that the guidelines and/or procedures stipulated in Section 2.6 of this Circular, are inadequate and to ensure that:

- (a) Recurrent Related Party Transaction(s) will be conducted on an arms' length basis and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- (b) such transaction will not be detrimental to the minority shareholders of the Company or prejudicial to the interests of the shareholders,

the Company will obtain a fresh shareholders' mandate.

## **2.6 Review procedures for Recurrent Related Party Transactions**

Focus Point has internal control systems to ensure that the Recurrent Related Party Transactions are undertaken on an arm's length basis and on normal commercial terms consistent with Focus Point's usual business practices and policies, which are no more favourable to the interested parties than those extended to third parties/public and are not to the detriment of the minority shareholders. The management of Focus Point will ensure that the Recurrent Related Party Transactions with interested parties will only be transacted at the prevailing market rates/prices for the service or product on the usual commercial terms, or otherwise in accordance with applicable industry norms, after taking into account the pricing, level of services, quality of products and other related factors.

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

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

## **2.7 Disclosure in Annual Report**

Disclosure shall be made in the Company's Annual Report pursuant to the Proposed Shareholders' Mandate and in the Annual Reports for subsequent years that the Proposed Shareholders' Mandate continues to be in force in accordance with applicable accounting standards and Rule 3.1.5 of Guidance Note 8 of the Listing Requirements, which requires a breakdown of aggregate value of the Recurrent Related Party Transactions made during the financial year, amongst others, based on the following information:

- (a) the type of Recurrent Related Party Transactions made; and
- (b) the names of the Related Parties involved in each type of the Recurrent Related Party Transactions made and their relationship with the Company.

## **2.8 Audit Committee's statement**

The procedures and processes of Recurrent Related Party Transactions as set out in the Section 2.6 above are reviewed by the Audit Committee of the Company quarterly. The Audit Committee has seen and reviewed the procedures set out in Section 2.6 above and are satisfied that the Group has in place adequate procedures and processes to monitor, track and identify Recurrent Related Party Transactions in a timely and orderly manner as well as to ensure that the Recurrent Related Party Transactions shall be undertaken:

- (a) on arm's length basis;
- (b) under normal commercial terms consistent with the Focus Point Group's business practices and policies;
- (c) on terms no more favourable to the related parties than those generally available to the public; and
- (d) not to the detriment of the minority shareholders of the Company.

## **3. RATIONALE FOR AND BENEFITS OF THE PROPOSALS**

The Proposed Shareholders' Ratification serves to ratify the Recurrent Related Party Transactions entered into by the Group between the Listing Date up to the date of the forthcoming AGM at which shareholders' ratification is proposed to be obtained. Ratification of the Recurrent Related Party Transactions entered since the listing of the Company has not been sought earlier as it would not be practical to have a separate meeting to be held for this purpose, with a view to reduce expenses associated with convening such meeting to seek ratification.

The rationale for and benefits of the Proposed Shareholders' Mandate for Recurrent Related Party Transactions to the Focus Point Group are as follows:

- (a) the Proposed Shareholders' Mandate for Recurrent Related Party Transactions will empower the Group to enter into transactions with the Related Parties which are necessary in the day-to-day operations of the Group, at arm's length, on normal commercial terms, and are based on terms that are not more favourable to the Related Party than those generally made available to the public and are not detrimental to the minority shareholders;
- (b) the Proposed Shareholders' Mandate for Recurrent Related Party Transactions will substantially reduce the expenses associated with convening of general meetings on an ad hoc basis and hence will reduce the expenses associated therewith;
- (c) the Recurrent Related Party Transactions entered into by the Group are intended to meet business needs at the best possible terms and also enhances the Group's ability to explore beneficial business opportunities and to promote cross-selling within the Focus Point Group and the Related Parties, which will be of benefit to all the companies within the Focus Point Group.

## **4. EFFECTS OF THE PROPOSALS**

The Proposals will not have any material effect on the issued and paid-up share capital, earnings, dividends and shareholdings of Focus Point. It is also not expected to have any material effect on earnings, working capital, gearings and net assets of the Focus Point Group.

## 5. APPROVAL REQUIRED

The Proposals are subject to the approval being obtained from the shareholders of the Company at the forthcoming AGM to be convened.

## 6. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSON(S) CONNECTED TO THEM

The direct and indirect interests of all Directors and Major Shareholders of the Company in respect of the Proposals as at LPD, based on the Register of Directors' Shareholdings and Register of Major Shareholders' Shareholdings of the Company as at LPD are as follows:

	Shareholdings in Focus Point as at LPD			
	< -----Direct----- >		< -----Indirect----- >	
	No. of Shares	%	No. of Shares	%
<b>Interested Directors / Major Shareholders</b>				
Dato' Liaw	94,675,000	57.38	20,277,000 <sup>(1)</sup>	12.29
Datin Goh	20,277,700	12.29	94,675,000 <sup>(1)</sup>	57.38

Note:

(1) Deemed interested by virtue of the interest of his/her spouse, pursuant to Section 6A of the Act.

Accordingly, Dato' Liaw and Datin Goh (collectively referred to as the "**Interested Directors/ Major Shareholders**") have abstained and will continue to abstain from the Board's deliberations. They will also abstain from voting in respect of their direct and/or indirect shareholdings in Focus Point, if any, on the Proposals at the forthcoming AGM.

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

Save as disclosed above, none of the other Directors, Major Shareholders and/or persons connected to them has any interest, whether directly or indirectly, in the Proposals.

## 7. DIRECTORS' RECOMMENDATION

The Board (save for the Interested Directors / Major Shareholders), after having considered all aspects of the Proposals, is of the opinion that the Proposals are fair, reasonable and in the best interest of the Company.

Accordingly, the Board (save for the Interested Directors / Major Shareholders) recommends that you vote in favour of the ordinary resolution in relation to the Proposals to be tabled at the forthcoming AGM.

**THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK**

## **8. AGM**

The ordinary resolution to approve the Proposals is set out as Special Business in the notice of AGM contained in the 2010 Annual Report, which is sent to you together with this Circular. The AGM will be held at Greens III Ballroom, Sport Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, Persiaran Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on 8 June 2011 at 10:00 a.m., for the purpose of considering and, if thought fit, passing the resolution to give effect to the Proposals.

If you are unable to attend or vote in person at the AGM, you are requested to complete, sign and return the Form of Proxy as enclosed in the 2010 Annual Report in accordance with the instructions contained therein, to be deposited at the registered office of the Company at Level 18, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, not less than forty-eight (48) hours before the date and time set for the AGM or any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

## **9. FURTHER INFORMATION**

Shareholders are requested to refer to the enclosed appendix for further information.

Yours faithfully,  
For and on behalf of the Board of  
**FOCUS POINT HOLDINGS BERHAD (884238-U)**

**DATO' HAMZAH BIN MOHD SALLEH**  
Independent Non-Executive Chairman

## ADDITIONAL INFORMATION

**1. DIRECTORS' RESPONSIBILITY STATEMENT**

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

**2. CONSENT**

The written consent of OSK for the inclusion on this Circular of its name and all references thereto in the form and context in which they appear in this Circular has been given and has not been subsequently withdrawn before the issuance of this Circular.

**3. MATERIAL CONTRACTS**

Save as disclosed below, as at the date of this Circular, neither the Company nor any of its subsidiaries have entered into any material contract (not being contracts entered into in the ordinary course of business) within two (2) years immediately preceding the date of this Circular:

- (a) On 22 October 2009, Focus Point Vision Care entered into a settlement agreement with Berjaya Times Square Sdn Bhd ("BTS") and Dato' Liaw ("Guarantor"), whereby Focus Point Vision Care and the Guarantor have agreed to settle a judgment sum of RM938,752.08 to BTS as full and final settlement sum in twelve (12) monthly instalments;
- (b) On 11 December 2009, Focus Point Vision Care entered into a sale and purchase agreement with Lim Teng Chai and Wong Lee Ling to purchase a shop-office known as Parcel No. I09-L3, Level No. 3rd Floor, Prima Square Phase 1, Petaling Jaya measuring approximately 1,480 square feet in area, erected on part of land held under Master Title Geran 35997, Lot No. 102 (formerly held under Grant 6434) in Mukim Sungai Buloh, Daerah Petaling, Negeri Selangor Darul Ehsan and bearing postal address Unit 5-4, Block I, Jalan PJU 1/37, Dataran Prima, 47301 Petaling Jaya, Selangor Darul Ehsan for a total consideration of RM448,000;
- (c) On 8 March 2010, Focus Point Vision Care made an offer to purchase a shop-office known as Parcel No. I09-L4, Level No. 4th Floor, Block I, Type A-2, Prima Square, Petaling Jaya measuring approximately 1,487 square feet erected on part of land held under Master Title Geran 35997, Lot No. 102 (formerly held under Grant 6434) in Mukim Sungai Buloh, Daerah Petaling, Negeri Selangor Darul Ehsan and bearing postal address Unit 5-5, Block I, Jalan PJU 1/37, Dataran Prima, 47301 Petaling Jaya, Selangor Darul Ehsan from Teng Long Huat (Deceased) and Teng Kim Geok for a total consideration of RM448,000;
- (d) On 14 April 2010, Focus Point entered into a conditional sale and purchase agreement with Dato' Liaw and Datin Goh for the acquisition of the entire issued and paid-up share capital of 10,000,000 ordinary shares of RM1.00 each in Focus Point Vision Care, for a total consideration of RM24,760,395 based on the audited consolidated net assets of Focus Point Vision Care as at 31 December 2009 of RM24,760,395;
- (e) On 14 April 2010, Focus Point entered into a conditional sale and purchase agreement with Focus Point Vision Care for the acquisitions of the following:
  - (i) 50,000 ordinary shares of RM1.00 each, representing the entire issued and paid-up share capital of Focus Point Management Sdn Bhd, for a total consideration of RM3,380,693 based on the audited net assets of Focus Point Management Sdn Bhd as at 31 December 2009 of RM3,380,693; and

- (ii) 300,000 ordinary shares of RM1.00 each, representing the entire issued and paid-up share capital of Excelview Laser Eye Centre Sdn Bhd, for a total consideration of RM793,725 based on the audited net assets of Excelview Laser Eye Centre Sdn Bhd as at 31 December 2009 of RM793,725;
- (f) On 22 June 2010, the Company entered into an underwriting agreement with OSK for the underwriting of 18,250,000 Shares at an underwriting commission of 2.00% of the total value of the underwritten values at the issue price of RM0.39 per Share;
- (g) On 22 June 2010, the Company entered into a placement agent agreement with OSK for the placement of 22,950,000 Shares at the rate of 1.00% and 2.00% of the value of the Shares placed out to investors identified by Dato' Liaw and Datin Goh and OSK respectively, at the issue price of RM0.39 per Share;
- (h) On 22 November 2010, Focus Point Vision Care had entered into a Further & Supplemental Agreement to the Main Lens Supply Agreement dated 1 January 2008 (the "Original Agreement") with Hoya Lens Manufacturing Malaysia Sdn Bhd and Lens Sdn Bhd (formerly known as Focus Preference Sdn Bhd) to vary certain terms in the Original Agreement.

#### **4. MATERIAL LITIGATION, CLAIMS OR ARBITRATION**

As at the date of this Circular, neither the Company nor any of its subsidiaries are engaged in any material litigation, claim or arbitration, either as plaintiff or defendant, and the Board is not aware and do not have any knowledge of any proceedings pending or threatened against the Company and/or its subsidiaries, or of any fact likely to give rise to any proceedings, which might materially and adversely affect the financial position or business of the Company and/or its subsidiaries.

#### **5. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the registered office of the Company at Level 18, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia during normal business hours (except public holiday) for a period from the date of this Circular up to and including the date of the AGM:

- (a) Memorandum and Articles of Association of the Company;
- (b) The audited consolidated financial statements of Focus Point for the past two (2) financial years ended 31 December 2009 and 31 December 2010; and
- (c) The material contracts referred in Section 3 above.

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



**FOCUS POINT HOLDINGS BERHAD**

(Company No. 884238-U)

(Incorporated in Malaysia under the Companies Act, 1965)

**EXTRACTS OF RESOLUTION**

**ORDINARY RESOLUTION**

**PROPOSED SHAREHOLDERS' RATIFICATION AND PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS ("RRPT") OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")**

**"THAT** the RRPT entered into by the Company, its subsidiaries or any of them with the Related Parties from the date of listing of the Company, i.e. 23 August 2010 up to the date of the second (2<sup>nd</sup>) annual general meeting ("AGM") which were undertaken in the ordinary course of business, on arm's length basis, on normal commercial terms which were not more favourable to the related party than those generally available to the public and were not detrimental to the minority shareholders of the Company, particulars of which are set out in Section 2.4 of the Circular to Shareholders dated 16 May 2011 ("Circular"), be and is hereby approved, confirmed and ratified;

**"THAT** authority be and is hereby given in line with Rule 10.09 of the Ace Market Listing Requirements of Bursa Malaysia Securities Berhad, for the Company, its subsidiaries or any of them to enter into any of the transactions falling within the types of the RRPT, particulars of which are set out in Section 2.4 of the Circular, with the Related Parties as described in the Circular, provided that such transactions are of revenue and/or trading nature, which are necessary for the day-to-day operations of the Company and/or its subsidiaries, within the ordinary course of business of the Company and/or its subsidiaries, made on arm's length basis and on normal commercial terms which were not more favourable to the related party than those generally available to the public and are not detrimental to the minority shareholders of the Company;

**AND THAT** such authority shall commence immediately upon passing of this ordinary resolution until:-

- (a) the conclusion of the next AGM of the Company following this annual general meeting at which the ordinary resolution for the Proposed Shareholders' Mandate for RRPT is passed, at which time it will lapse, unless the authority is renewed by a resolution passed at the next AGM; or
- (b) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (c) revoked or varied by resolution passed by the shareholders of the Company at a general meeting of the Company,

whichever occurs first;

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

By Order of the Board

**Wong Wai Foong [MAICSA 7001358]**

**Wong Peir Chyun [MAICSA 7018710]**

**Lew Nyok Khim [MAICSA 0792279]**

Company Secretaries

Kuala Lumpur

16 May 2011



NOTES :

1. *A member entitled to attend and vote at the meeting may appoint a proxy, to attend and vote on his / her behalf.*
2. *A proxy may but need not be a Member or a qualified legal practitioner, or an approved company auditor or a person approved by the Registrar and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.*
3. *The instrument appointing a proxy must be deposited at the Registered Office of the Company at Level 18, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting i.e. on or before **10.00 a.m., Monday, 6 June 2011** Provided That in the event the Member(s) duly executes the form of proxy but does not name any proxy, such Member(s) shall be deemed to have appointed the Chairman of the meeting as his/their proxy, Provided Always that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the Member(s).*
4. *A Member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting and the appointment shall be invalid unless he specifies the proportions of his / her holdings to be represented by each proxy.*
5. *Where a Member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, he/she may appoint at least one (1) proxy in respect of each securities account he/she holds with ordinary shares of the Company standing to the credit of the said securities account.*
6. *If the appointer is a corporation this form must be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised.*