

## FOCUS POINT HOLDINGS BERHAD (“FOCUS POINT” OR THE “COMPANY”)

(I) PROPOSED BONUS ISSUE OF SHARES;

(II) PROPOSED DRP; AND

(III) PROPOSED SGP,

(COLLECTIVELY REFERRED TO AS THE “PROPOSALS”)

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### 1. INTRODUCTION

On behalf of the Board of Directors of Focus Point (“**Board**”), UOB Kay Hian Securities (M) Sdn Bhd (“**UOBKH**”) wishes to announce that the Company proposes to undertake the following:-

- (i) a bonus issue of up to 153,999,680 new ordinary shares in Focus Point (“**Bonus Share(s)**”) on the basis of 1 Bonus Share for every 3 existing ordinary shares in Focus Point (“**Focus Point Share(s)**” or “**Share(s)**”) held by the shareholders of Focus Point whose names appear in the Company’s record of depositors (“**Entitled Shareholders**”) on an entitlement date to be determined and announced later, upon the receipt of all relevant approvals (“**Entitlement Date**”) (“**Proposed Bonus Issue of Shares**”);
- (ii) the establishment of a dividend reinvestment plan (“**DRP**”), which will provide shareholders of Focus Point (“**Shareholder(s)**”) with an option to elect, in whole or in part, to reinvest their cash dividend as may be declared by Focus Point, which includes any interim, final, special or other types of cash dividend (“**Dividend**”) in new Focus Point Shares (“**Dividend Reinvestment Share(s)**”) (“**Proposed DRP**”); and
- (iii) the establishment of a share grant plan (“**SGP**”) of up to 10% of the total number of issued Focus Point Shares (excluding treasury shares, if any) at any point in time during the duration of the SGP for the eligible executive Directors and employees of Focus Point and its subsidiaries (“**Focus Point Group**” or the “**Group**”) (excluding subsidiaries which are dormant, if any) (“**Eligible Employee(s)**”) (“**Proposed SGP**”).

The Proposed Bonus Issue of Shares reflects the Group’s continuous commitment towards enhancing Shareholders’ value and recognition of the long-term support of the Shareholders, whilst the Proposed DRP is aimed to not only reward the Shareholders but also offer an additional avenue for the Shareholders to increase their equity stake in the Company.

In addition to the above, the Company also intends to cultivate a sense of ownership amongst its employees and foster a motivated workforce through the Proposed SGP. This initiative aims to emphasise on performance excellence and adoption of sustainable practices that contributes to growth and governance as well as to support the Group’s ongoing efforts to attract and retain talent.

Further details of the Proposals are set out in the ensuing sections of this announcement.

### 2. DETAILS OF THE PROPOSED BONUS ISSUE OF SHARES

#### 2.1 Basis and number of Bonus Shares to be issued

The Proposed Bonus Issue of Shares entails the issuance of up to 153,999,680 Bonus Shares on the basis of 1 Bonus Share for every 3 existing Focus Point Shares held by the Entitled Shareholders on the Entitlement Date.

As at 28 February 2025, being the latest practicable date prior to the date of this announcement (“**LPD**”), the Company has an issued share capital of RM40,096,000 comprising 461,999,041 Shares. The Company does not hold any treasury shares and does not have any outstanding convertible securities as at the LPD. The actual number of the Bonus Shares to be issued pursuant to the Proposed Bonus Issue of Shares will depend on the total number of issued Focus Point Shares as at the Entitlement Date.

The entitlement basis for the Proposed Bonus Issue of Shares was determined after taking into consideration the following:-

- (i) the dilutive effects arising from the issuance of the Bonus Shares on the consolidated earnings per Share (“**EPS**”) and net assets (“**NA**”) per Share of the Company; and
- (ii) compliance with Paragraph 6.30(1A) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) (“**Listing Requirements**”) which states that Focus Point must ensure that the share price of the Company after adjusting for the Proposed Bonus Issue of Shares is not less than RM0.50 based on the daily volume weighted average share price (“**VWAP**”) during the 3-month period before the date of the listing application to be submitted to Bursa Securities.

For illustration purposes, based on the 5-day VWAP of Focus Point Shares up to and including the LPD as well as the lowest daily VWAP of Focus Point Shares during the 3-month period before the LPD, the theoretical ex-bonus price (“**TEBP**”) of Focus Point Shares after the Proposed Bonus Issue of Shares are set out as follows:-

	<b>VWAP (RM)</b>	<b>TEBP (RM)</b>
5-day VWAP up to and including the LPD	0.7508	0.5631
Lowest daily VWAP during the 3-month period before the LPD	0.7318	0.5489

(Source: Bloomberg)

Based on the above, the Board confirms that the share price of the Company after adjusting for the Proposed Bonus Issue of Shares is not less than RM0.50 (based on the daily VWAP of Focus Point Shares during the 3-month period before the LPD), thereby complying with Paragraph 6.30(1A) of the Listing Requirements.

Fractional entitlements of the Bonus Shares arising from the Proposed Bonus Issue of Shares, if any, will be disregarded and dealt with in such manner as the Board may in its absolute discretion deem fit, expedient, and in the best interest of the Company.

The Proposed Bonus Issue of Shares will be implemented in a single issuance and not on a staggered basis over a period of time.

## 2.2 Capitalisation of reserves

The Bonus Shares will be issued as fully paid, at no consideration and without capitalisation of the Company’s reserves.

For the avoidance of doubt, the Proposed Bonus Issue of Shares will increase the number of Focus Point Shares in issue but will not increase the value of the share capital of the Company.

## 2.3 Ranking of the Bonus Shares

The Bonus Shares shall, upon allotment and issuance, rank equally in all respects with the existing Focus Point Shares, save and except that the Bonus Shares shall not be entitled to any dividends, rights, allotments and/or any other distributions that may be declared, made or paid prior to the date of allotment and issuance of the Bonus Shares.

## 2.4 Listing of and quotation for the Bonus Shares

An application will be made to Bursa Securities for the listing of and quotation for the Bonus Shares on the Main Market of Bursa Securities. The Bonus Shares shall be listed and quoted on the Main Market of Bursa Securities on the next market day following the Entitlement Date.

## 3. DETAILS OF THE PROPOSED DRP

### 3.1 Overview of the Proposed DRP

The Proposed DRP will provide Shareholders with an opportunity to reinvest their Dividend, in whole or in part, in Dividend Reinvestment Shares, instead of receiving it in cash.

Upon announcing a Dividend, the Board may, at its absolute discretion, determine:-

- (i) whether to offer the Shareholders an option to reinvest all or part of such Dividend in Dividend Reinvestment Shares ("**Reinvestment Option**"); and
- (ii) if the Reinvestment Option is applied, the size of the portion of such Dividend to which the Reinvestment Option applies ("**Electable Portion**").

In this respect, the Electable Portion may encompass the whole or part of the Dividend declared. In the event the Electable Portion is only applicable for part of the Dividend declared, the remaining portion of the Dividend ("**Non-Electable Portion**") will be paid in cash.

In the event the Shareholders do not exercise or do not exercise in whole the Reinvestment Option, the Electable Portion, or any balance of the Electable Portion, if applicable, and the Non-Electable Portion will be paid in cash.

A process flow chart illustrating the administration of the Proposed DRP is set out in **Appendix I** of this announcement for the ease of the Shareholders.

**Shareholders should note that the Company is not obliged to undertake the Proposed DRP for every Dividend declared. Unless the Board has determined that the Reinvestment Option will apply to a particular Dividend declared (whether in whole or in part), all future Dividend as may be declared by the Board will be paid wholly in cash to the Shareholders in the usual manner.**

### 3.2 Election to reinvest the Dividend in Dividend Reinvestment Shares

The Shareholders shall have the following options in respect of a Reinvestment Option announced by the Board under the Proposed DRP:-

- Option 1:** to elect to participate in the Reinvestment Option by reinvesting the entire Electable Portion in Dividend Reinvestment Shares at an issue price to be determined ("**Issue Price**") on a price-fixing date to be announced later ("**Price-Fixing Date**") and to receive the Non-Electable Portion in cash; or
- Option 2:** to elect to participate in the Reinvestment Option by reinvesting part of the Electable Portion in Dividend Reinvestment Shares at the Issue Price and to receive the balance of the Electable Portion and Non-Electable Portion in cash; or
- Option 3:** to elect not to participate in the Reinvestment Option and thereby receive the entire Dividend entitlement (both Electable Portion and Non-Electable Portion) in cash.

### 3.3 Sequence of events after the establishment of the Proposed DRP

The approval of Bursa Securities will be sought for the listing of and quotation for the Dividend Reinvestment Shares to be issued on the Main Market of Bursa Securities for each and every Dividend to which the Reinvestment Option is made available by the Board. After obtaining the approval of Bursa Securities:-

- (i) an announcement for the entitlement date on which the Shareholders must be registered in the record of depositors of Focus Point to be entitled to participate in the Proposed DRP ("**Books Closure Date**") shall be made by Focus Point; and
- (ii) an announcement for the fixing of the Issue Price shall be made by Focus Point either on the same day as or before the announcement of the Books Closure Date.

Subsequent to the Books Closure Date, a notice of election (together with the dividend reinvestment form ("**DRF**") attached thereto) in relation to the Reinvestment Option ("**Notice of Election**") will be despatched to the Shareholders. The Notice of Election will specify, amongst others, the last day (which will be a date to be fixed and announced by the Board and which shall be at least 14 days from the date of Notice of Election is despatched) by which an election to be made by the Shareholders in relation to the Electable Portion must be received by the share registrar of the Company ("**Share Registrar**") ("**Expiry Date**"). Instructions will be provided in the Notice of Election in respect of the action to be taken by the Shareholders should they wish to exercise the Reinvestment Option.

Shareholders may elect to exercise the Reinvestment Option by either submitting a completed and signed DRF contained in the Notice of Election to the office of the Share Registrar or at such address as may be determined by the Company from time to time or by submitting a completed electronic DRF ("**e-DRF**") via the Share Registrar's online platform ("**TIIH Online**").

After the Expiry Date, the Company shall transfer funds amounting to the total net Dividend (i.e. after the deduction of any applicable tax) from its account to the dividend payment account held in trust for the Shareholders ("**Dividend Payment Account**"). When such funds have been transferred, the Dividend in the Dividend Payment Account will be paid and dealt with in the following manner:-

- (i) in respect of the Shareholders who elect to exercise their Reinvestment Option:-
  - (a) their respective balance of the Electable Portion (where only part of the Electable Portion is reinvested in Dividend Reinvestment Shares) and Non-Electable Portion will be received in cash; and
  - (b) their Electable Portion or part of the Electable Portion which such Shareholders elect to reinvest in Dividend Reinvestment Shares will be paid to, and reinvested in, the Company for Dividend Reinvestment Shares; and
- (ii) in respect of the Shareholders who do not elect to exercise their Reinvestment Option, their entire Dividend entitlement will be received in cash.

In accordance with Paragraph 6.09 of the Listing Requirements, the Company will, within 8 market days from the Expiry Date or such other period as may be prescribed by Bursa Securities, allot and issue the Dividend Reinvestment Shares and despatch the notices of allotment to the Shareholders who had elected to exercise the Reinvestment Option ("**Allotment Date**"). The Dividend Reinvestment Shares to be issued under the Proposed DRP will not be underwritten.

Concurrently on the Allotment Date, the Company will pay the Shareholders the balance of the Electable Portion and Non-Electable Portion in cash. For the avoidance of doubt, the Dividend for the Shareholders who elect not to exercise their Reinvestment Option will also be paid in cash concurrently on the Allotment Date in the usual manner.

Further, in accordance with Paragraphs 8.26(2) and 9.19(2)(a)(ii) of the Listing Requirements, a dividend (by cash, share or both) must be paid within 1 month from the Books Closure Date and in any event, within 3 months from the date of the declaration of the Dividend or the date on which the approval for the Dividend is obtained in a general meeting of the Company, whichever is applicable.

An announcement will also be made in respect of the day on which the Dividend Reinvestment Shares will be listed and quoted on the Main Market of Bursa Securities.

**Shareholders will receive the Electable Portion in cash if they do not expressly elect in writing or by electronic means to exercise the Reinvestment Option in accordance with the instructions set out in the Notice of Election by the Expiry Date. As such, Shareholders who wish to reject the Reinvestment Option or to receive their Dividend wholly in cash need not take any action with regards to the Notice of Election.**

### **3.4 Pricing of the Dividend Reinvestment Shares**

The Issue Price, which will be determined and fixed by the Board at a later date upon the receipt of all relevant approvals on the Price-Fixing Date, shall be at an issue price of not more than 10% discount to the 5-day VWAP of Focus Point Shares immediately prior to the Price-Fixing Date. For the avoidance of doubt, the 5-day VWAP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the Issue Price. An illustration of the indicative Issue Price of the Dividend Reinvestment Shares for the Proposed DRP is set out in **Section 6** of this announcement.

The Dividend Reinvestment Shares will be issued free of any brokerage fees and other related transaction costs to the participating Shareholders, unless otherwise provided by any statute, law or regulation. However, the participating Shareholders are required to pay RM10.00 for stamp duty.

### **3.5 Ranking of the Dividend Reinvestment Shares**

The Dividend Reinvestment Shares shall, upon allotment and issuance, rank equally in all respects with the existing Focus Point Shares, save and except that the holders of the Dividend Reinvestment Shares will not be entitled to any dividends, rights, allotments and/or any other distributions that may be declared, made or paid prior to the date of allotment and issuance of the Dividend Reinvestment Shares.

### **3.6 Listing of and quotation for the Dividend Reinvestment Shares**

An application will be made to Bursa Securities for the listing of and quotation for the Dividend Reinvestment Shares on the Main Market of Bursa Securities pursuant to each Dividend to which the Reinvestment Option is made available by the Board.

The Dividend Reinvestment Shares will be listed on the Main Market of Bursa Securities.

### **3.7 Eligibility to participate in the Proposed DRP**

The right to participate in the Proposed DRP will be granted to all Shareholders. Shareholders are eligible to participate in the Proposed DRP provided that such participation will not result in a breach of any restrictions applicable to such Shareholder's holding of Focus Point Shares which may be imposed by any contractual obligations, statute, law or regulation in force in Malaysia or any other relevant jurisdiction, as the case may be (unless the requisite approvals under the relevant statute, law or regulation or from the relevant authorities are first obtained or the relevant contractual obligation is otherwise waived in accordance with the terms and conditions of the relevant contracts).

**Shareholders who currently do not have a registered address in Malaysia (“Overseas Shareholders”) should take note of the following:-**

The Proposed DRP will only be offered for subscription in Malaysia. No action has been or will be taken to ensure that the Proposed DRP complies with the laws of any countries or jurisdictions other than the laws of Malaysia. Accordingly, the documents relating to the Proposed DRP including the Notice of Election will not be sent to the Overseas Shareholders to avoid any violation on the part of Focus Point of any securities laws applicable outside Malaysia. No Overseas Shareholders shall have any claim whatsoever against the Company, its Directors, employees and advisers as a result of the documents relating to the Proposed DRP not being sent to the Overseas Shareholders.

Overseas Shareholders who wish to participate in the Proposed DRP are strongly advised to provide the Share Registrar with an address in Malaysia no later than 3 market days before the relevant Books Closure Date in respect of any particular Dividend to which the Proposed DRP applies.

Overseas Shareholders will be solely responsible for seeking advice as to the laws of any jurisdiction that they may be subjected to, and participation by the Overseas Shareholders in the Proposed DRP will be on the basis that they may lawfully so participate without the Company, its Directors, employees and advisers being in breach of the laws of any jurisdiction.

**3.8 Odd lots and fractional Shares**

Shareholders who exercise the Reinvestment Option may be allotted Dividend Reinvestment Shares in odd lots depending on his/her entitlement of Dividend Reinvestment Shares. Shareholders who receive odd lots of Dividend Reinvestment Shares and who wish to trade such odd lots may do so via the odd lots market of Bursa Securities, which allows the trading of odd lots with a minimum of 1 Focus Point Share.

A Shareholder who does not wish to receive Dividend Reinvestment Shares in odd lots may round down the number of Dividend Reinvestment Shares elected such that he/she will receive Dividend Reinvestment Shares in multiples of, and not less than 100 Dividend Reinvestment Shares. Where a Shareholder's entitlement of Dividend Reinvestment Shares is less than 100 Shares, the Shareholder can elect to receive his/her entire Dividend entitlement in cash in the usual manner or Dividend Reinvestment Shares in odd lots.

For the avoidance of doubt, fractional Dividend Reinvestment Shares will not be allotted. Any amount of a Dividend payment that is insufficient for the issuance of 1 whole Dividend Reinvestment Share will be received in cash by the Shareholders in the usual manner together with the Non-Electable Portion (if any).

**3.9 Maximum number of Dividend Reinvestment Shares**

The maximum number of Dividend Reinvestment Shares to be issued pursuant to the Proposed DRP will depend on, amongst others:-

- (i) the quantum of the Dividend to be announced by the Board of which the Proposed DRP can be applied with;
- (ii) the Board's decision on the proportion/size of the Electable Portion;
- (iii) the extent to which the Shareholders elect to exercise the Electable Portion;
- (iv) the Issue Price; and
- (v) any necessary downward adjustment by the Board to the final number of Dividend Reinvestment Shares to be allotted and issued to any of the Shareholders as referred to in **Section 3.14.2** of this announcement.

### **3.10 Taxation**

A tax voucher will be issued and despatched to all Shareholders irrespective of whether an election is made by the Shareholders to exercise the Reinvestment Option. For income tax purposes, a Shareholder is regarded as having received a cash dividend equivalent to the amount of the Dividend declared, notwithstanding that the Shareholder may elect to exercise the Reinvestment Option (in whole or in part).

Hence, the election for the Reinvestment Option does not relieve a Shareholder from any income tax obligation (if applicable) and there is no tax advantage to be gained in exercising the Reinvestment Option or otherwise.

### **3.11 Utilisation of proceeds**

The Proposed DRP will potentially result in cash retention for the Company if the Shareholders elect to reinvest their Dividend in Dividend Reinvestment Shares. The amount of cash reinvested into the Company arising from the Proposed DRP can only be ascertained on or after the relevant Expiry Date. Therefore, the time frame for the utilisation of such cash proceeds cannot be determined at this juncture. Nonetheless, the net cash proceeds retained from the Proposed DRP (after the deduction of any related expenses) may be utilised for the general working capital requirements of the Group to be identified at the point when such proceeds are retained.

### **3.12 Modification, suspension and termination of the Proposed DRP**

Subject to any requirement or provision imposed by any statute, law or regulation in force in Malaysia, as the case may be, the Proposed DRP may be modified, suspended (in whole or in part) or terminated at any time by the Board as it deems fit or expedient by giving notice in writing to all Shareholders in such manner as the Board deems fit, notwithstanding any other provision or the terms and conditions of the Proposed DRP stating the contrary and irrespective of whether an election to exercise the Reinvestment Option has been made by a Shareholder.

In the event the Board decides to suspend (in whole or in part) or terminate the Proposed DRP in relation to the Electable Portion, the Shareholders will receive the Electable Portion, in cash, in the usual manner.

### **3.13 General**

Shareholders' approval for the Proposed DRP and the issuance of such number of Dividend Reinvestment Shares pursuant to any Dividend to be declared to which the Proposed DRP applies will be sought at the extraordinary general meeting ("**EGM**") of Focus Point to be convened. Subsequent Shareholders' approvals for any future issuances of Dividend Reinvestment Shares pursuant to the Proposed DRP will be sought at the annual general meeting ("**AGM**") of Focus Point on an annual basis, where applicable.

For the avoidance of doubt, the specific approval to be obtained from the Shareholders for the issuance of Dividend Reinvestment Shares arising from the Proposed DRP is separate from and in addition to the general mandate to allot and issue new Focus Point Shares pursuant to Sections 75 and 76 of the Companies Act 2016 ("**Act**") where the Shareholders' approval is sought at the AGM of Focus Point on an annual basis.

Amendments to the Constitution of Focus Point are not required under the Proposed DRP as the Constitution of Focus Point and the Act do not prohibit the implementation of any DRP.

**The percentage shareholding of a Shareholder in Focus Point may be diluted should he/she decide not to exercise his/her Reinvestment Option. However, the extent of the dilution, if any, will depend on the number of Dividend Reinvestment Shares issued by Focus Point pursuant to the exercise level of the Reinvestment Option by the other Shareholders, which cannot be ascertained at this juncture.**

### **3.14 Implication of the Rules on Take-overs, Mergers and Compulsory Acquisitions issued by the Securities Commission Malaysia (“SC”) (“Rules on Take-overs”) and other shareholding limits**

#### **3.14.1 The Rules on Take-overs**

Under Paragraph 4.01, Part B of the Rules on Take-overs and Sections 217 and 218 of the Capital Markets and Services Act 2007, a Shareholder may be under an obligation to extend a take-over offer for the remaining Focus Point Shares not already owned by him/her and persons acting in concert with him/her (collectively, the “**Affected Party**”), if by participating in the Proposed DRP for the reinvestment of the Electable Portion:-

- (i) the Affected Party has obtained control via the acquisition or holding of, or entitlement to exercise or control the exercise of voting shares or voting rights of 33% or more of the Company or such other amount as may be prescribed in the Rules on Take-overs, however effected; or
- (ii) the Affected Party have acquired more than 2% of the voting shares or voting rights of the Company in any 6-month period, and the Affected Party holds more than 33% but not more than 50% of the voting shares or voting rights of the Company during the said 6-month period.

Thereafter, in the event an obligation to undertake a mandatory offer is expected to arise resulting from a Shareholder’s participation in the Proposed DRP, the Affected Party may wish to consult their professional advisers in relation to:-

- (i) any obligation to make a take-over offer under the Rules on Take-overs as a result of any subscription of Dividend Reinvestment Shares through his/her participation in the Proposed DRP; and
- (ii) whether or not to make an application to the SC to obtain an exemption from undertaking a mandatory offer pursuant to the Rules on Take-overs prior to exercising his/her Reinvestment Option.

**The statements herein do not purport to be a comprehensive or exhaustive description of all relevant provisions of, or all implications that may arise under the Rules on Take-overs or other relevant legislation or regulations.**

#### **3.14.2 Other shareholding limits**

Shareholders are responsible for ensuring that their participation in the Proposed DRP will not result in a breach of any restrictions applicable to such Shareholder’s holding of Focus Point Shares which may be imposed by any contractual obligations, statute, law or regulation in force in Malaysia or any other relevant jurisdiction, as the case may be (unless the requisite approvals under the relevant statute, law or regulation or from the relevant authorities are first obtained or the relevant contractual obligation is otherwise waived in accordance with the terms and conditions of the relevant contracts).

**In view of the shareholding limit referred to above, notwithstanding the proportion of Electable Portion which may be determined by the Board to be reinvested, the Board shall be entitled but not obligated to reduce or limit the number of Dividend Reinvestment Shares to be issued to any Shareholder should the Board be aware or be informed in writing of any expected breach of such shareholding limits as a result of the exercise of the Reinvestment Option by such Shareholder, in which case the Board reserves the right to pay the remaining portion of the Electable Portion in cash.**



#### 4. DETAILS OF THE PROPOSED SGP

The Proposed SGP entails the establishment and implementation of a SGP to enable the granting of new Focus Point Shares ("**SGP Grant(s)**"), which are to be vested in the selected Eligible Employees ("**Selected Employee(s)**") in accordance with the by-laws governing the SGP ("**By-Laws**").

The Proposed SGP will be implemented and administered in accordance with the By-Laws by a committee to be appointed from time to time and approved by the Board, comprising of such numbers of Directors and/or senior management of Focus Point Group ("**SGP Committee**"). For the avoidance of doubt, no monetary consideration is required to be paid by the Eligible Employees for the acceptance of and subsequent vesting of the new Focus Point Shares under the Proposed SGP.

The SGP Committee may, at its absolute discretion, decide that the vesting of any Focus Point Shares comprised in a SGP Grant made in writing to the Selected Employees ("**Offer(s)**") who have accepted the SGP Grant ("**Grantee(s)**"), is to be satisfied by any of the following methods:-

- (i) allotment and issuance of new Focus Point Shares;
- (ii) acquisition of existing Focus Point Shares from the Main Market of Bursa Securities by the Trustee (as defined in **Section 4.9** of this announcement) and transfer of such Focus Point Shares to the Grantees;
- (iii) transfer of the Company's treasury shares to the Grantees;
- (iv) any other methods as may be permitted by the Act or any other relevant law, as amended from time to time and any re-enactment thereof;
- (v) payment of cash in lieu of items (i), (ii) or (iii) above; or
- (vi) a combination of any of the above.

In considering the mode of settlement of the SGP Grant as referred to in items (i) to (vi) above, the SGP Committee may take into consideration, amongst others, factors such as the prevailing market price of Focus Point Shares, the dilutive effects on the Company's share capital, the cash flow position of the Group, the potential cost arising from the granting and vesting of the SGP Grants and any applicable laws, regulatory requirements and/or administrative constraints.

The reference price of the Focus Point Shares to be granted will be determined based on the fair value of the Shares, which will take into account, amongst others, the 5-day VWAP of Focus Point Shares prior to the date of the SGP Grant to be awarded ("**Grant Date**"). For the avoidance of doubt, the Proposed SGP will not be extended to the non-executive Directors of the Company.

Further, it should be noted that the Focus Point Shares to be allotted and issued and/or transferred to the Grantees will not require any payment by the Grantees to the Company. As such, no proceeds will be raised by the Company pursuant to the Proposed SGP. However, the Grantees shall be liable to pay any taxes (including individual income tax) and expenses that may be incurred as a result of the receipt of the SGP Grant.

The salient features of the Proposed SGP are set out as follows:-

##### 4.1 Maximum number of Focus Point Shares available under the Proposed SGP

The maximum number of Focus Point Shares which may be made available under the Proposed SGP shall not in aggregate exceed 10% of the total number of issued Focus Point Shares (excluding treasury shares, if any) at any point in time during the duration of the Proposed SGP ("**Maximum SGP Shares**").

Notwithstanding the above or any other provisions contained in the By-Laws, in the event that the aggregate number of Focus Point Shares granted under the Proposed SGP exceeds the Maximum SGP Shares as a result of the Company purchasing its own Shares in accordance with Section 127 of the Act and/or the Company undertaking any other corporate proposal(s) resulting in the reduction of the total number of issued Focus Point Shares and thereby exceeding the Maximum SGP Shares, then:-

- (i) such SGP Grants granted prior to the adjustment of the Company's total number of issued Shares (excluding treasury shares, if any) shall remain valid and exercisable in accordance with the provisions of the By-Laws; and
- (ii) no further SGP Grants shall be offered until such aggregate number of SGP Grants granted under the Proposed SGP falls below the Maximum SGP Shares at any point in time over the duration of the Proposed SGP.

#### **4.2 Basis of allocation and maximum allowable allotment**

The aggregate maximum number of Focus Point Shares that may be offered to the Eligible Employees under the Proposed SGP shall be determined at the sole and absolute discretion of the SGP Committee after taking into consideration, amongst others, the provisions of the Listing Requirements or other applicable regulatory requirements prevailing throughout the duration of the SGP Grants, the Eligible Employees' performance, targets, position, appraised performance, seniority, length of service, contribution, potential for future contribution to the success and development of the Group, category or grade of employment and/or such other criteria which the SGP Committee may in its sole and absolute discretion deem fit, and shall be subject to the following conditions:-

- (i) the total number of Focus Point Shares made available under the Proposed SGP shall not exceed the Maximum SGP Shares set out in **Section 4.1** of this announcement;
- (ii) the Eligible Employees shall not participate in the deliberation or discussion of their respective allocations, as well as the allocations to persons connected with them, if any;
- (iii) the allocation to an Eligible Employee who either singly or collectively, through persons connected to the Eligible Employee, holds 20% or more of the total number of issued Focus Point Shares (excluding treasury shares, if any), shall not exceed 10% of the Maximum SGP Shares; and
- (iv) the maximum number of Focus Point Shares allocated to the executive Directors and senior management of Focus Point Group (excluding subsidiaries which are dormant, if any) who are Eligible Employees shall not, in aggregate, exceed 70% of the Maximum SGP Shares,

provided always that it is in accordance with any prevailing requirements issued by Bursa Securities, including the Listing Requirements or any other relevant authorities as amended from time to time.

For the avoidance of doubt, the SGP Committee shall have sole and absolute discretion in determining, amongst others:-

- (i) whether the granting of the SGP Grants to the Eligible Employees will be based on staggered granting over the duration of the Proposed SGP or in a single grant; and/or
- (ii) whether or not the SGP Grants are subject to any vesting period and if so, the vesting conditions and whether such vesting is subject to performance targets.

As at the LPD, the Company has yet to ascertain any vesting condition, vesting period, performance target and/or criteria, which will take into consideration, amongst others, the Group's financial performance and the Eligible Employee's individual performance over the vesting period that must be achieved prior to the vesting of the SGP Grants. In any event, such vesting condition, vesting period and performance target will be determined by the SGP Committee.

### 4.3 Eligibility

Subject to the discretion of the SGP Committee, only Eligible Employees who fulfil the following conditions on the date on which an Offer is made or deemed made by the SGP Committee shall be eligible to participate in the Proposed SGP:-

- (i) he/she has attained the age of at least 18 years old or older and is not an undischarged bankrupt or subject to any bankruptcy proceedings;
- (ii) he/she is an Eligible Employee or executive Director employed on a full-time basis or is serving in a specific designation under an employment contract for a fixed duration of not less than 1 year and is on the payroll of any corporation (not being dormant) in Focus Point Group and has not served a notice to resign or received a notice of termination;
- (iii) if he/she is an Eligible Employee or executive Director, his/her employment has been confirmed in writing and is not under any probationary period;
- (iv) the Eligible Employee is not participating or entitled to participate in any other employee share grant plan or incentive scheme implemented by any other corporation which is in force for the time being provided that he/she may be eligible for consideration notwithstanding his/her participation or entitlement to participate if the SGP Committee shall so determine; and
- (v) the Eligible Employee has fulfilled other criteria as may be imposed by the SGP Committee from time to time at its sole discretion, whose decision shall be final and binding.

The Eligible Employee must fulfil any other criteria and/or fall within such category/designation of employment as may be determined by the SGP Committee from time to time at its sole discretion, whose decision shall be final and binding. For the avoidance of doubt, the SGP Committee may determine any other eligibility criteria and/or waive any of the eligibility criteria as set out above, for purposes of selecting an Eligible Employee from time to time, at the SGP Committee's discretion.

The eligibility under the Proposed SGP however, does not confer an Eligible Employee any claim or right to participate in the Proposed SGP unless an Offer has been made by the SGP Committee to the Eligible Employee and the Eligible Employee has accepted the Offer, and the Focus Point Shares contemplated in the SGP Grant has been vested in accordance with the provisions of the By-Laws.

In the event the Eligible Employee is a Director, major shareholder or chief executive of the Company or its holding company (if any) or a person connected with such Director, major shareholder or chief executive of the Company or its holding company, the specific allocation of Offers and/or SGP Grants granted by the Company under the Proposed SGP to such Eligible Employee must first be approved by the Shareholders at a general meeting of the Company and such Eligible Employee shall not participate in the deliberation and discussion of his/her own participation and/or allocation.

### 4.4 Duration of the Proposed SGP

The Proposed SGP, when implemented, shall take effect on an effective date to be determined by the Board following full compliance with the relevant requirements of the Listing Requirements and By-Laws ("**Effective Date**"). The Proposed SGP shall be in force for a period of 5 years from the Effective Date ("**SGP Period**") and may be extended at the discretion of the Board upon the recommendation of the SGP Committee provided that the SGP Period shall not in aggregate exceed the duration of 10 years from the Effective Date or such longer duration as may from time to time be permitted by the relevant authorities.

Subject to compliance with the Listing Requirements and the By-Laws, the SGP may be terminated by the SGP Committee at any time before its expiry provided that the Company shall make an announcement immediately through Bursa Securities on the following:-

- (i) the effective date of termination of the SGP ("**Termination Date**");
- (ii) the number of Focus Point Shares vested; and
- (iii) the reasons for the termination of the SGP.

In the event of the expiry or termination as stipulated above, the following provisions shall apply:-

- (i) no further Offer(s) shall be made and/or SGP Grant(s) shall be granted by the SGP Committee from the expiry date or Termination Date (as the case may be);
- (ii) all Offers which have yet to be accepted by the Eligible Employees shall automatically lapse on the expiry date or Termination Date (as the case may be); and
- (iii) any SGP Grant(s) which have yet to be vested (whether fully or partially) under the Proposed SGP shall be deemed cancelled and be null and void.

Notwithstanding anything to the contrary, all unvested SGP Grants (whether fully or partially unvested) shall cease to be capable of vesting and the approval or consent of the Shareholders by way of a resolution in an EGM and written consent of the Grantees are not required to effect the termination of the SGP unless otherwise required by the Listing Requirements and/or any other applicable laws.

#### **4.5 Ranking of the new Focus Point Shares upon vesting of the SGP Grant**

The new Focus Point Shares to be allotted and issued upon vesting of the SGP Grants shall, upon allotment and issuance, rank equally in all respects with the existing Focus Point Shares, save and except that the new Focus Point Shares shall not be entitled to any dividends, rights, allotments and/or any other distributions that may be declared, made or paid prior to the date of allotment and issuance of the new Focus Point Shares.

#### **4.6 Retention period**

The new Shares to be allotted and issued or transferred to the Eligible Employees pursuant to the Proposed SGP will not be subjected to any retention period or restriction on transfer, disposal and/or assignment, unless otherwise stipulated in the Offer as determined by the SGP Committee.

#### **4.7 Listing of and quotation for the new Focus Point Shares**

An application will be made to Bursa Securities for the listing of and quotation for the new Focus Point Shares to be issued upon vesting of the SGP Grants on the Main Market of Bursa Securities.

#### **4.8 Amendment and/or modification to the Proposed SGP**

Subject to the By-Laws and compliance with the Listing Requirements and/or any other relevant regulatory requirements, the SGP Committee may at any time recommend to the Board any additions, amendments and/or modifications to and/or deletions of the By-Laws as it shall think fit and the Board shall have the power by resolution to make any additions, amendments, modification, variation and/or remove any part of the provisions of the By-Laws upon such recommendation, provided always that no such amendment and/or modification shall be made which will:-

- (i) prejudice any rights which have been accrued to any Grantees without his/her prior consent or sanction of that Grantee(s) (as the case may be);

- (ii) increase the number of Focus Point Shares available under the Proposed SGP beyond the Maximum SGP Shares;
- (iii) prejudice any rights of the Shareholders without the prior approval of the Shareholders in a general meeting; or
- (iv) modify to the advantage of the Eligible Employees and/or Grantees in accordance with any matters which are required to be contained in the By-Laws through the Listing Requirements, without the prior approval of the Shareholders in a general meeting unless allowed otherwise by the provisions of the Listing Requirements.

Where any amendment and/or modification are made to the By-Laws, Focus Point shall submit to Bursa Securities, the amended By-Laws and a confirmation letter in the form required under the Listing Requirements that the amendments and/or modifications complies with the provision of the guidelines on the Proposed SGP stipulated under the Listing Requirements and the rules of Bursa Malaysia Depository Sdn Bhd no later than 5 market days from the effective date of the said amendments and/or modifications.

#### **4.9 Trust arrangement**

Where existing Focus Point Shares (not being treasury shares) are to be transferred to the Grantees under the Proposed SGP, the Company will establish a trust to be administered by the trustee consisting of such trustee or its authorised nominee appointed by the Company from time to time (“**Trustee**”) for purposes of acquiring existing Focus Point Shares in accordance with the trust deed to be executed between the Company and the Trustee, at such times as the SGP Committee shall instruct to facilitate the implementation of the Proposed SGP. To enable the Trustee to acquire Focus Point Shares for the purpose of the Proposed SGP and to pay expenses in relation to the administration of the trust, the Trustee will, to the extent permitted by law, be entitled from time to time to accept funding and/or assistance, financial or otherwise from the Company. The SGP Committee shall have the sole and absolute discretion to instruct the Trustee to acquire existing Focus Point Shares at any time and from time to time and also to revoke or suspend any such instruction that has earlier been given to the Trustee.

### **5. RATIONALE FOR THE PROPOSALS**

#### **5.1 Proposed Bonus Issue of Shares**

After due consideration of the various options available, the Board is of the view that the Proposed Bonus Issue of Shares is an appropriate avenue to reward the Shareholders for their continuous support as the Proposed Bonus Issue of Shares will:-

- (i) increase their equity participation in the Company in terms of the number of Shares held whilst maintaining their percentage equity shareholding;
- (ii) encourage trading liquidity of Focus Point Shares on the Main Market of Bursa Securities (given the lower adjusted trading price and increased number of Shares in issue) without affecting the market capitalisation of the Company; and
- (iii) encourage greater participation by investors and potentially widen the share spread to a wider pool of investors.

The Proposed Bonus Issue of Shares is part of the Group’s continuous commitment towards enhancing Shareholders’ value and recognition of the long-term support of the Shareholders.

## 5.2 Proposed DRP

The establishment of the Proposed DRP is intended to:-

- (i) provide the Company with flexibility in managing its capital position as well as strengthen its capital position as any cash so retained within the Company, that would otherwise be made payable by way of Dividend, will be preserved as capital to fund the working capital requirements of the Group;
- (ii) provide the Shareholders with an opportunity to enhance and maximise the value of their shareholdings in the Company by investing in Dividend Reinvestment Shares that may be issued at a discount to the prevailing market prices. Further, their subscription of such Dividend Reinvestment Shares will be free from any brokerage fees and other related transaction costs (unless otherwise provided by any statute, law or regulation); and
- (iii) potentially improve the liquidity of Focus Point Shares on the Main Market of Bursa Securities through the issuance of Dividend Reinvestment Shares pursuant to the Proposed DRP resulting in an enlarged share capital base.

Nonetheless, the Company wishes to highlight that the Proposed DRP provides the Shareholders with the option and serves as an additional avenue for the Shareholders to increase their equity stake in the Company. It is pertinent to note that the Company does not impose any obligation on the Shareholders to reinvest their Dividend, in whole or in part, in Dividend Reinvestment Shares.

## 5.3 Proposed SGP

The Proposed SGP serves as a long-term incentive plan to motivate and foster a culture of sustained long term value creation by aligning the remuneration of the employees with Shareholders' interests. This alignment is achieved through direct equity participation under the Proposed SGP, ensuring that remuneration is directly tied to long-term growth and profitability of the Group, thereby enhancing Shareholders' value.

The Proposed SGP is intended to achieve the following objectives:-

- (i) promote a culture of long-term value creation by emphasising on performance excellence and adoption of sustainable practices that contributes to growth and governance;
- (ii) align the long-term interest of the Eligible Employees with those of the Shareholders through direct equity participation in Focus Point, ensuring shared commitment to sustainable growth and value creation;
- (iii) motivate and reward the Eligible Employees by giving recognition to their contributions and services which are essential and vital to the operations, sustained growth and profitability of the Group whilst providing them with the opportunity to participate in the Group's profitability;
- (iv) instil a sense of ownership and strengthen the bond between the Eligible Employees and the Group, fostering mutual motivation and commitment towards achieving the Group's long-term strategic goals;
- (v) retention and cultivating greater loyalty, affinity and dedication through equitable sharing of Shareholders' value generated through the Proposed SGP; and
- (vi) attract prospective employees with relevant skills and experience to the Group by enhancing the competitiveness of the total remuneration package.

## 6. EFFECTS OF THE PROPOSALS

The effects of the Proposed DRP are dependent on several factors, which include, amongst others, the quantum of the Dividend, the Board's decision on the proportion/size of the Electable Portion, the extent to which the Shareholders elect to reinvest the Electable Portion, the Issue Price and any necessary downward adjustment by the Board to the final number of Dividend Reinvestment Shares to be allotted and issued to any Shareholder as referred to in **Section 3.14.2** of this announcement.

For illustration purposes, throughout **Section 6** of this announcement, the number of Dividend Reinvestment Shares that the Company could potentially issue pursuant to the Proposed DRP is based on the following parameters/assumptions:-

- (i) indicative Dividend of RM0.013 per Focus Point Share;
- (ii) the Board determines that the Reinvestment Option applies to the entire indicative Dividend;
- (iii) all the Shareholders elect to participate in the Proposed DRP and choose to receive the indicative Dividend wholly in Dividend Reinvestment Shares; and
- (iv) the Dividend Reinvestment Shares pursuant to the Proposed DRP are issued after the completion of the Proposed Bonus Issue of Shares.

No. of Focus Point Shares in issue as at the LPD		461,999,041
Bonus Shares to be issued		153,999,680
Enlarged issued share capital after the Proposed Bonus Issue of Shares	A	615,998,721
Indicative Dividend per Focus Point Share (RM)	B	0.013
Indicative Dividend payout (RM)	$C = A \times B$	8,007,983
Indicative Issue Price per Dividend Reinvestment Share (RM) <sup>(1)</sup>	D	0.50
Indicative number of Dividend Reinvestment Shares to be issued	$E = C / D$	16,015,966
Enlarged issued share capital after the Proposed Bonus Issue of Shares and Proposed DRP	$F = A + E$	632,014,687
Percentage of enlarged issued share capital (%)	$E / F$	2.53%

**Note:-**

- (1) Calculated based on the TEBP of RM0.563 per Share and thereafter deducting the indicative Dividend of RM0.013 per Share and applying the maximum allowable discount of approximately 10%, which is computed as follows:-

	RM
TEBP of Focus Point Shares	0.563
Indicative Dividend per Share	(0.013)
Indicative Share price after adjusting for the indicative Dividend	0.55
Indicative Issue Price of the Dividend Reinvestment Share, after applying the maximum allowable discount of approximately 10% and rounded up to 2 decimal places	<b>0.50</b>

## 6.1 Issued share capital

The Proposed DRP and Proposed SGP will not have an immediate effect on the issued share capital of the Company until such time when new Focus Point Shares are issued pursuant to the Proposed DRP and Proposed SGP. However, the issued share capital of the Company will increase progressively pursuant to any exercise of the Reinvestment Option by the Shareholders whenever the Reinvestment Option is made available by the Board, as well as when new Focus Point Shares are issued and allotted pursuant to the vesting of the SGP Grants under the Proposed SGP.

In the event the SGP Grants are satisfied via the acquisition of existing Focus Point Shares from the Main Market of Bursa Securities and/or transfer of the Company's treasury shares (if any) and/or cash, the Proposed SGP will not have any effect on the issued share capital of the Company.

For illustration purposes, the pro forma effects of the Proposals on the issued share capital of the Company are set out below:-

	No. of Shares	RM
Issued share capital as at the LPD	461,999,041	40,096,000
To be issued pursuant to the Proposed Bonus Issue of Shares	153,999,680	(1)-
	<b>615,998,721</b>	<b>40,096,000</b>
To be issued pursuant to the Proposed DRP	16,015,966	(2)8,007,983
	<b>632,014,687</b>	<b>48,103,983</b>
To be issued pursuant to the Proposed SGP assuming full grant and vesting of the SGP Grants	(3)63,201,468	(4)34,760,807
<b>Enlarged issued share capital after the Proposals</b>	<b>695,216,155</b>	<b>82,864,790</b>

### Notes:-

- (1) The Bonus Shares will be issued as fully paid, at no consideration and without capitalisation of the Company's reserves.
- (2) Calculated based on the indicative Issue Price of RM0.50 per Dividend Reinvestment Share.
- (3) Calculated based on 10% of the total number of issued Focus Point Shares after taking into consideration the Proposed Bonus Issue of Shares and Proposed DRP.
- (4) Calculated based on the indicative theoretical ex-dividend price of RM0.55 per Share.

## 6.2 NA, NA per Share and gearing

Save for the potential impact of the Malaysian Financial Reporting Standards 2 on Share-Based Payment ("MFRS 2") issued by the Malaysian Accounting Standards Board as elaborated in **Section 6.3** below, the Proposed SGP is not expected to have an immediate effect on the NA, NA per Share and gearing of Focus Point Group until such time the new Focus Point Shares are issued pursuant to the Proposed SGP.

Any potential effect on the consolidated NA, NA per Share and gearing of Focus Point Group in the future would depend on factors such as the mode of settlement of the SGP Grants and actual number of new Focus Point Shares to be issued pursuant to the Proposed SGP which can only be determined at the point of the vesting of the SGP Grants.

The exercise of the Reinvestment Option under the Proposed DRP by the Shareholders will preserve cash in the Group and result in an increase of its NA and in turn improve the Group's cash position as compared to the NA and cash position of the Group if the Dividend is paid wholly in cash. This is because the distributed retained earnings from the payment of the Dividend are reinvested into the share capital of the Company to the extent, amongst others, the level of election by the Shareholders to exercise the Reinvestment Option.



For illustration purposes, the pro forma effects of the Proposed Bonus Issue of Shares and Proposed DRP on the consolidated NA, NA per Share and gearing of the Group based on the audited consolidated financial statements of the Group for the financial year ended ("FYE") 31 December 2023 are as follows:-

			Pro forma I	Pro forma II
	Audited as at 31 December 2023 (RM'000)	Adjustments for subsequent (1) events (RM'000)	After the Proposed Bonus Issue of Shares (RM'000)	After pro forma I and the Proposed DRP (RM'000)
Share capital	40,096	40,096	40,096	48,104
Retained earnings	77,903	61,733	(2) 61,453	(3) 53,445
<b>Total equity/NA</b>	<b>117,999</b>	<b>101,829</b>	<b>101,549</b>	<b>101,549</b>
No. of Shares in issue ('000)	461,999	461,999	615,998	632,014
<b>NA per Share (RM)</b>	<b>0.26</b>	<b>0.22</b>	<b>0.16</b>	<b>0.16</b>
Total borrowings (RM'000)	35,011	35,011	35,011	35,011
<b>Gearing ratio (times)</b>	<b>0.30</b>	<b>0.34</b>	<b>0.34</b>	<b>0.34</b>

**Notes:-**

(1) After adjusting for the following:-

- (a) first interim dividend of 1.75 sen per Share in respect of the FYE 31 December 2024 amounting to approximately RM8.08 million which was paid on 28 June 2024; and
- (b) second interim dividend of 1.75 sen per Share in respect of the FYE 31 December 2024 amounting to approximately RM8.08 million which was paid on 27 December 2024.

(2) After deducting estimated expenses of approximately RM0.28 million in relation to the Proposals.

(3) After recognising the indicative Dividend amounting to approximately RM8.01 million.

### 6.3 Earnings and EPS

The Proposed Bonus Issue of Shares is not expected to have any effect on the consolidated earnings of the Group for the financial year ending 31 December 2025, save for the corresponding dilution in the EPS of the Group as a result of the increase in the number of Focus Point Shares in issue pursuant to the Proposed Bonus Issue of Shares.

The EPS of the Group will be diluted depending on the extent to which the Shareholders elect to reinvest the Electable Portion in Dividend Reinvestment Shares under the Proposed DRP. However, such reinvested amount will be retained to fund, amongst others, the working capital requirements of the Group and is expected to contribute positively to the future earnings of the Group.

In accordance with MFRS 2, the potential cost arising from the granting of the SGP Grants under the Proposed SGP is required to be measured at fair value on the Grant Date and recognised as an expense in the statement of comprehensive income of the Group over the vesting period of the SGP Grants. However, such expense recognised does not represent a cash outflow and is only an accounting treatment.

The extent of the effect of the Proposed SGP on the earnings and EPS of the Group cannot be determined at this juncture as it would depend on the fair value of Focus Point Shares as at the respective Grant Date.

The Board has taken note of the potential effect of MFRS 2 on the earnings of the Group and will monitor and assess the impact arising from the award of the SGP Grants and/or the vesting of the new Focus Point Shares pursuant to the Proposed SGP on the earnings of the Group.

#### **6.4 Convertible securities**

The Company does not have any convertible securities as at the LPD.

#### **6.5 Substantial shareholders' shareholdings**

The Proposed Bonus Issue of Shares will not result in any change to the percentage equity interest of the substantial shareholders of Focus Point as the Bonus Shares will be allotted on a pro-rata basis to all the Shareholders. However, the number of Focus Point Shares held by the substantial shareholders will increase proportionately as a result of the Proposed Bonus Issue of Shares.

The Proposed DRP is not expected to have any immediate effect on the substantial shareholders' shareholdings until such time as and when the Reinvestment Option pursuant to the Proposed DRP is exercised. The percentage equity interest of the substantial shareholders of Focus Point will not be affected if all Shareholders fully exercise their respective Electable Portion. However, where substantial shareholders elect to reinvest their Electable Portion in full and some or all of the other Shareholders do not elect to reinvest their Electable Portion or elect to reinvest only part of their Electable Portion, the substantial shareholders' shareholdings in the Company will increase, and vice versa.

The Proposed SGP is not expected to have any immediate effect on the shareholdings of the substantial shareholders of the Company until such time the Focus Point Shares arising from the vesting of the SGP Grants are allotted and issued or treasury shares are transferred pursuant to the vesting of Focus Point Shares comprised in the SGP Grants under the Proposed SGP or if such substantial shareholder is a Grantee vested with Focus Point Shares. Any potential effect on the shareholdings of the substantial shareholders of the Company in the future would depend on the number of Focus Point Shares allotted and issued at the relevant point in time.

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For illustration purposes, the pro forma effects of the Proposals on the shareholdings of the substantial shareholders of the Company are as follows:-

	As at the LPD				Pro forma I			
					After the Proposed Bonus Issue of Shares			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	(1)%	No. of Shares	(1)%	No. of Shares	(3)%	No. of Shares	(3)%
Dato' Liaw Choon Liang	173,460,201	37.55	(2)62,201,153	13.46	231,280,268	37.55	(2)82,934,870	13.46
Perbadanan Nasional Berhad	38,985,800	8.44	-	-	51,981,066	8.44	-	-
Datin Goh Poi Eong	59,401,155	12.86	(2)176,260,199	38.15	79,201,540	12.86	(2)235,013,598	38.15

	Pro forma II				Pro forma III			
	After pro forma I and the Proposed DRP <sup>(4)(5)</sup>				After pro forma II and the Proposed SGP <sup>(7)(8)</sup>			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	(6)%	No. of Shares	(6)%	No. of Shares	(9)%	No. of Shares	(9)%
Dato' Liaw Choon Liang	237,293,555	37.55	(2)85,091,176	13.46	(10)243,613,701	35.04	(2)97,731,468	14.06
Perbadanan Nasional Berhad	53,332,573	8.44	-	-	53,332,573	7.67	-	-
Datin Goh Poi Eong	81,260,780	12.86	(2)241,123,951	38.15	(10)87,580,926	12.60	(2)253,764,243	36.50

**Notes:-**

- (1) Based on the existing issued share capital comprising 461,999,041 Shares as at the LPD.
- (2) Deemed interested by virtue of the shareholdings of their spouse and son pursuant to Section 8 of the Act.
- (3) Based on the enlarged issued share capital comprising 615,998,721 Shares after the Proposed Bonus Issue of Shares.
- (4) Assuming the Proposed DRP will only be implemented after the completion of the Proposed Bonus Issue of Shares.
- (5) Assuming all Shareholders elect to participate in the Proposed DRP and choose to receive the indicative Dividend wholly in Dividend Reinvestment Shares.
- (6) Based on the enlarged issued share capital comprising 632,014,687 Shares after the Proposed DRP.
- (7) Assuming the Proposed SGP will only be implemented after the completion of the Proposed DRP.
- (8) Assuming full grant and vesting of the SGP Grants satisfied fully through the allotment and issuance of new Focus Point Shares.
- (9) Based on the enlarged issued share capital comprising 695,216,155 Shares after the Proposed SGP.
- (10) Assuming Dato' Liaw Choon Liang, Datin Goh Poi Eong and their son are each allocated 10% of the Maximum SGP Shares.

## 7. APPROVALS REQUIRED AND CONDITIONALITY

The Proposals are subject to the approvals being obtained from the following:-

- (i) Bursa Securities for the following:-
  - (a) listing of and quotation for the Bonus Shares to be issued pursuant to the Proposed Bonus Issue of Shares on the Main Market of Bursa Securities;
  - (b) listing of and quotation for the Dividend Reinvestment Shares to be issued pursuant to the Proposed DRP on the Main Market of Bursa Securities; and
  - (c) listing of and quotation for the new Focus Point Shares to be issued pursuant to the Proposed SGP on the Main Market of Bursa Securities;
- (ii) the Shareholders at an EGM to be convened; and
- (iii) any other relevant authorities and/or parties, if required.

For the avoidance of doubt, the Shareholders' approval for future issuances of Dividend Reinvestment Shares pursuant to the Proposed DRP will be sought at the Company's AGM on an annual basis, where applicable. This is in addition to any general mandate pursuant to Sections 75 and 76 of the Act, where the Shares to be issued shall not exceed 10% of the total number of issued Shares of the Company.

The Proposals are not inter-conditional upon each other and are not conditional upon any other corporate proposals undertaken or to be undertaken by the Company.

## 8. INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED WITH THEM

None of the Directors, major Shareholders, chief executive of the Company and/or persons connected with them have any interest, whether direct or indirect, in the Proposed Bonus Issue of Shares and Proposed DRP, save for their respective entitlements to the Bonus Shares and Dividend Reinvestment Shares as Shareholders under the Proposed Bonus Issue of Shares and Proposed DRP, to which all other Shareholders are similarly entitled.

All the executive Directors of Focus Point are Eligible Employees under the Proposed SGP ("**Interested Director(s)**"), and are therefore deemed interested to the extent of their respective allocations as well as allocations to persons connected with them under the Proposed SGP.

Accordingly, the Interested Directors have abstained and will continue to abstain from deliberating, expressing an opinion and making any recommendations at all relevant Board meetings in relation to their respective allocations as well as allocations to persons connected with them, if any, under the Proposed SGP. The Interested Directors will also abstain from voting in respect of their respective direct and/or indirect shareholdings in the Company, if any, on the ordinary resolutions pertaining to their respective proposed allocations as well as the respective proposed allocations to persons connected with them, if any, under the Proposed SGP to be tabled at an EGM to be convened.

In addition, the Interested Directors have also undertaken to ensure that persons connected with them, if any, will abstain from voting in respect of their respective direct and/or indirect shareholdings in the Company, if any, on the ordinary resolutions pertaining to their respective proposed allocations as well as the respective proposed allocations to persons connected with them, if any, under the Proposed SGP to be tabled at an EGM to be convened.

The direct and indirect shareholdings of the Interested Directors and major Shareholders of Focus Point in the Company as at the LPD are as follows:-

Interested Directors and major Shareholders	Direct		Indirect	
	No. of Shares	<sup>(1)</sup> %	No. of Shares	<sup>(1)</sup> %
Dato' Liaw Choon Liang	173,460,201	37.55	<sup>(2)</sup> 62,201,153	13.46
Datin Goh Poi Eong	59,401,155	12.86	<sup>(2)</sup> 176,260,199	38.15

**Notes:-**

(1) Based on the existing issued share capital comprising 461,999,041 Shares as at the LPD.

(2) Deemed interested by virtue of the shareholdings of their spouse and son pursuant to Section 8 of the Act.

Save as disclosed above, none of the Directors, major Shareholders, chief executive of the Company and/or persons connected with them have any interest, whether direct or indirect, in the Proposed SGP. All proposed allocation of SGP Grants to the Interested Directors and/or persons connected with them are subject to the approval of the Shareholders at an EGM to be convened.

## 9. DIRECTORS' STATEMENT

The Board, having considered all aspects of the Proposals, including but not limited to the basis, rationale as well as the pro forma effects of the Proposals, is of the opinion that the Proposals are in the best interest of the Company.

However, in view that the Interested Directors are eligible to participate in the Proposed SGP and are deemed interested to the extent of their respective allocations as well as allocations to persons connected with them, if any, under the Proposed SGP, the Interested Directors have abstained from deliberating, expressing an opinion and making any recommendations at all relevant Board meetings in relation to their respective allocations as well as allocations to persons connected with them, if any, under the Proposed SGP.

## 10. APPLICATION TO THE AUTHORITIES

Barring any unforeseen circumstances, the application to the relevant authorities for the Proposals shall be made within 1 month from the date of this announcement.

## 11. ESTIMATED TIMEFRAME FOR COMPLETION

Barring any unforeseen circumstances and subject to all required approvals being obtained, the Proposed Bonus Issue of Shares is expected to be completed by the first half of 2025 and the Proposed DRP and Proposed SGP are expected to be implemented by the second half of 2025.

## 12. ADVISER

UOBKH has been appointed as the Principal Adviser to Focus Point for the Proposals.

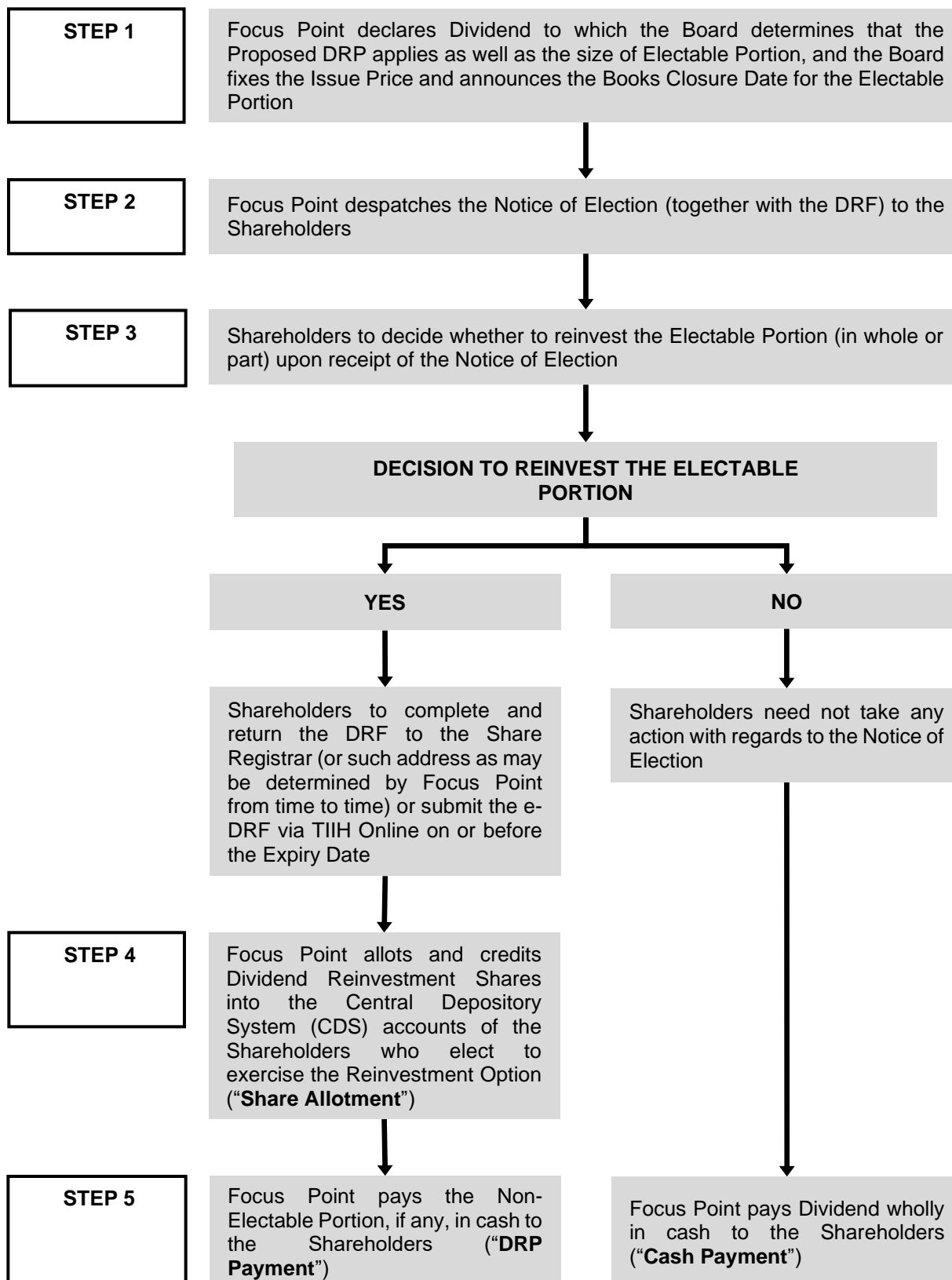
**This announcement is dated 17 March 2025.**

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**PROCESS FLOW CHART IN RELATION TO THE ADMINISTRATION OF THE PROPOSED DRP**


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A brief process flow chart in relation to the administration of the Proposed DRP is illustrated below:-



In respect of Step 4 and Step 5, Shareholders should take note that the Cash Payment, Share Allotment and DRP Payment will occur on the same day, which will be on a date falling within 1 month from the Books Closure Date and in any event, within 3 months from the date of declaration of the Dividend or the date on which the approval for the Dividend is obtained in a general meeting of Focus Point, whichever is applicable.