

**THIS CIRCULAR TO SHAREHOLDERS OF FOCUS POINT HOLDINGS BERHAD ("FOCUS POINT" OR THE "COMPANY") ("CIRCULAR") IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

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

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# FOCUS POINT

## FOCUS POINT HOLDINGS BERHAD

(Registration No.: 200901041088 (884238-U))

(Incorporated in Malaysia)

### CIRCULAR TO SHAREHOLDERS IN RELATION TO THE FOLLOWING:-

- (I) **PROPOSED 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 ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER, UPON THE RECEIPT OF ALL RELEVANT APPROVALS ("PROPOSED BONUS ISSUE OF SHARES"); AND**
- (II) **PROPOSED ESTABLISHMENT OF A DIVIDEND REINVESTMENT PLAN ("DRP"), WHICH WILL PROVIDE SHAREHOLDERS OF FOCUS POINT 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 IN NEW FOCUS POINT SHARES ("PROPOSED DRP")**

**AND**

### NOTICE OF EXTRAORDINARY GENERAL MEETING

*Principal Adviser*

# UOBKayHian

## UOB KAY HIAN SECURITIES (M) SDN BHD

(Registration No.: 199001003423 (194990-K))

(A Participating Organisation of Bursa Malaysia Securities Berhad)

The Notice of the Extraordinary General Meeting ("**EGM**") of Focus Point to be held at Training Room, Unit 7-3, Jalan PJU 1/37, Dataran Prima, 47301 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 29 July 2025 at 3.30 p.m., or any adjournment thereof, together with the accompanying Proxy Form are enclosed herein.

A member entitled to attend, speak and vote at the EGM is entitled to appoint a proxy or proxies to attend, speak and vote on his/her behalf. In such event, the Proxy Form must be deposited at our Share Registrar's office at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the drop-in box provided at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, or lodged electronically via TIIH Online at <https://tiih.online> not less than 48 hours before the time stipulated for holding the EGM as indicated below. The lodging of the Proxy Form will not preclude you from attending, speaking and voting in person at the EGM should you subsequently wish to do so.

Last day, date and time for lodging the Proxy Form : Sunday, 27 July 2025 at 3.30 p.m.

Day, date and time of the EGM : Tuesday, 29 July 2025 at 3.30 p.m., or any adjournment thereof

This Circular is dated 30 June 2025

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## DEFINITIONS

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Except where the context otherwise requires, the following definitions shall apply throughout this Circular:-

“Act”	: The Companies Act 2016
“AGM”	: Annual general meeting
“Board”	: The Board of Directors of Focus Point
“Bonus Share(s)”	: New Focus Point Share(s) to be issued pursuant to the Proposed Bonus Issue of Shares
“Books Closure Date”	: The date as at the close of business (to be determined and announced by our Board later) on which the Shareholders’ names shall appear in the Record of Depositors of our Company to be entitled to participate in the DRP applicable to a Dividend
“Bursa Depository”	: Bursa Malaysia Depository Sdn Bhd (Registration No.: 198701006854 (165570-W))
“Bursa Securities”	: Bursa Malaysia Securities Berhad (Registration No.: 200301033577 (635998-W))
“Circular”	: This circular to the Shareholders of Focus Point dated 30 June 2025 in relation to the Proposed Bonus Issue of Shares and Proposed DRP
“Director(s)”	: The director(s) of Focus Point and shall have the same meaning given in Section 2(1) of the Act and Section 2(1) of the Capital Markets and Services Act 2007
“Dividend(s)”	: Cash dividend(s) as may be declared by our Company, which includes any interim, final, special or other types of cash dividend
“Dividend Reinvestment Share(s)”	: New Focus Point Share(s) to be issued pursuant to the Proposed DRP
“DRF”	: Dividend reinvestment form
“DRP”	: Dividend reinvestment plan
“EGM”	: Extraordinary general meeting
“Electable Portion”	: The whole or part of the Dividend(s) to which our Board, at its absolute discretion, determines that the Reinvestment Option applies
“Entitled Shareholder(s)”	: The Shareholder(s) of Focus Point whose name(s) appear in the Record of Depositors of our Company on the Entitlement Date pursuant to the Proposed Bonus Issue of Shares
“Entitlement Date”	: A date (to be determined and announced by our Board later) on which the names of the Entitled Shareholders must appear in the Record of Depositors of our Company in order to be entitled to the Bonus Shares pursuant to the Proposed Bonus Issue of Shares
“EPS”	: Earnings per Share
“ESS”	: Employee Share Scheme

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**DEFINITIONS (Cont'd)**

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“Expiry Date”	:	The last day (which will be a date to be fixed and announced by our Board and which shall be at least 14 days from the date the Notice of Election is despatched or such date as may be prescribed by Bursa Securities) by which an election to be made by the Shareholders in relation to their Electable Portion must be received by the Share Registrar or at such address as may be determined by our Company from time to time
“Focus Point” or our “Company”	:	Focus Point Holdings Berhad (Registration No.: 200901041088 (884238-U))
“Focus Point Group” or our “Group”	:	Focus Point and its subsidiaries, collectively
“Focus Point Share(s)” or “Share(s)”	:	Ordinary share(s) in Focus Point
“FYE”	:	Financial year ended/ending, as the case may be
“Issue Price”	:	The issue price of the Dividend Reinvestment Shares to be determined and fixed by our Board on the Price-Fixing Date, and which shall be an issue price of not more than 10% discount to the 5-day VWAP of Focus Point Shares immediately preceding the Price-Fixing Date, of which the VWAP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price at the material time
“Listing Requirements”	:	Main Market Listing Requirements of Bursa Securities
“LPD”	:	30 May 2025, being the latest practicable date prior to the printing and despatch of this Circular
“Market Day(s)”	:	A day on which the stock market of Bursa Securities is open for trading in securities, which may include a Surprise Holiday
“NA”	:	Net assets
“Non-Electable Portion”	:	The remaining portion of a Dividend, to which our Board, in its absolute discretion, determines that the Reinvestment Option does not apply
“Notice of Election”	:	The notice of election (in such form as our Board may approve) in relation to the Reinvestment Option by which the Shareholders confirm their exercise of the Reinvestment Option
“Overseas Shareholder(s)”	:	Shareholder(s) whose registered address(es) recorded in our Company’s Record of Depositors is/are outside of Malaysia
“Price-Fixing Date”	:	The date on which our Board determines and announces the Issue Price, upon procuring all relevant approvals, either on the same day as or before the announcement of the Books Closure Date in relation to a Dividend to which the Reinvestment Option applies
“Proposals”	:	Collectively, the Proposed Bonus Issue of Shares, Proposed DRP and Proposed ESS
“Proposed Bonus Issue of Shares”	:	Proposed bonus issue 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

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**DEFINITIONS (Cont'd)**

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“Proposed DRP”	:	Proposed establishment of a DRP which will provide the Shareholders with an option to elect, in whole or in part, to reinvest their Dividend in Dividend Reinvestment Shares
“Proposed ESS”	:	Proposed establishment of an ESS, comprising solely a share grant scheme involving existing Focus Point Shares 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 ESS for the eligible executive Directors and employees of Focus Point Group (excluding subsidiaries which are dormant, if any)
“Record of Depositors”	:	A record of depositors established by Bursa Depository under the Rules of Bursa Depository
“Reinvestment Option”	:	The option given to the Shareholders pursuant to the DRP, to reinvest in whole or in part of the Electable Portion in Dividend Reinvestment Shares as our Board may, at its absolute discretion, make available
“RM” and “sen”	:	Ringgit Malaysia and sen, respectively
“Rules on Take-overs”	:	Rules on Take-overs, Mergers and Compulsory Acquisitions issued by the SC
“SC”	:	Securities Commission Malaysia
“Shareholder(s)”	:	Shareholder(s) of Focus Point
“Share Registrar” or “TIH”	:	Tricor Investor & Issuing House Services Sdn Bhd (Registration No.: 197101000970 (11324-H)), being our share registrar
“Surprise Holiday”	:	A day that is declared as a public holiday in the Federal Territory of Kuala Lumpur that has not been gazetted as a public holiday at the beginning of the calendar year
“TEBP”	:	Theoretical ex-bonus price
“UOBKH” or the “Principal Adviser”	:	UOB Kay Hian Securities (M) Sdn Bhd (Registration No.: 199001003423 (194990-K))
“VWAP”	:	Volume weighted average market price

All references to “we”, “us”, “our” and “ourselves” are to Focus Point or Focus Point Group. All references to “you” in this Circular are to the Shareholders of 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 a corporation, 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 day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

Any discrepancies in the tables included in this Circular between the amounts listed, actual figures and the totals thereof are due to rounding.

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# FOCUS POINT

## FOCUS POINT HOLDINGS BERHAD

(Registration No.: 200901041088 (884238-U))  
(Incorporated in Malaysia)

**Registered office**  
E-10-4, Megan Avenue 1  
189, Jalan Tun Razak  
50400 Kuala Lumpur  
Wilayah Persekutuan

30 June 2025

### Board of Directors

Dato' Sri Suriani binti Dato' Ahmad	<i>(Non-Independent Non-Executive Chairman)</i>
Dato' Liaw Choon Liang	<i>(President/Chief Executive Officer)</i>
Datin Goh Poi Eong	<i>(Executive Director)</i>
Datin Sim Swee Yoke	<i>(Senior Independent Non-Executive Director)</i>
Dr. Haliza binti Abdul Mutalib	<i>(Independent Non-Executive Director)</i>
Lee Tuan Meng	<i>(Independent Non-Executive Director)</i>
Ismail bin Abd Halim	<i>(Non-Independent Non-Executive Director)</i>

### To: The Shareholders

Dear Sir/Madam,

- (I) **PROPOSED BONUS ISSUE OF SHARES; AND**
  - (II) **PROPOSED DRP**
- 

### 1. INTRODUCTION

On 17 March 2025, UOBKH had, on behalf of our Board, announced that our Company proposes to undertake the Proposals ("**First Announcement**"). Subsequently, on 21 April 2025, UOBKH had, on behalf of our Board, made an announcement to rectify and enhance the First Announcement in relation to the Proposed ESS (which was previously referred to as the proposed share grant plan) ("**Amended Announcement**"). The amendments and enhancements were made, amongst others, to align the proposal with the definition of "Employee Share Scheme" under Chapter 1 of the Listing Requirements and enhancement on the vesting mechanism and disclosures on the costs and expenses relating to the Proposed ESS. However, after taking into consideration, amongst others, the potential dilutive effect of the Proposed ESS and other related considerations, on 3 June 2025, UOBKH had, on behalf of our Board, announced that the structure of the Proposed ESS had been revised, where our Company intends to only proceed with the share grant scheme (involving only existing Focus Point Shares). Accordingly, our Company will not proceed with the share issuance scheme (involving new Focus Point Shares) under the Proposed ESS. Please refer to the announcement dated 3 June 2025 for further details on the Proposed ESS.

On 12 June 2025, UOBKH had, on behalf of our Board, announced that Bursa Securities had, vide its letter dated 11 June 2025, approved the 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, subject to the conditions as set out in **Section 7** of this Circular.

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

**THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION ON THE PROPOSED BONUS ISSUE OF SHARES AND PROPOSED DRP AND TO SEEK YOUR APPROVAL FOR THE RESOLUTIONS PERTAINING TO THE PROPOSED BONUS ISSUE OF SHARES AND PROPOSED DRP TO BE TABLED AT THE FORTHCOMING EGM. THE NOTICE OF THE FORTHCOMING EGM AND THE PROXY FORM ARE ENCLOSED TOGETHER WITH THIS CIRCULAR.**

**YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDICES CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSED BONUS ISSUE OF SHARES AND PROPOSED DRP TO BE TABLED AT THE FORTHCOMING EGM.**

## **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 the LPD, our Company has an issued share capital of RM40,096,000 comprising 461,999,041 Shares. Our Company does not hold any treasury shares and does not have any outstanding convertible securities as at the LPD. The actual number of 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 EPS and NA per Share of our Company; and
- (ii) compliance with Paragraph 6.30(1A) of the Listing Requirements which states that Focus Point must ensure that its share price after adjusting for the Proposed Bonus Issue of Shares is not less than RM0.50 based on the daily VWAP during the 3-month period before the date of the submission of the application to Bursa Securities.

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 our Board may in its absolute discretion deem fit, expedient and in the best interest of our 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 our 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 our Company.

For illustration purposes, on the basis of 1 Bonus Share for every 3 existing Focus Point Shares held and assuming the Entitled Shareholder holds 150 Shares on the Entitlement Date, the number and value of Shares held by the Entitled Shareholder before and after the Proposed Bonus Issue of Shares are set out below:-

	Before the Proposed Bonus Issue of Shares	After the Proposed Bonus Issue of Shares
Number of Shares held	150	200
Value of Shares (RM)	<sup>(1)</sup> 112.83	<sup>(2)</sup> 112.83

**Notes:-**

(1) Based on the 5-day VWAP of our Shares up to and including the LPD of RM0.7522.

(2) Based on the illustrative TEBP of our Shares of RM0.5642.

## 2.3 Adjustment to the reference price of Focus Point Shares

The Proposed Bonus Issue of Shares will result in an adjustment to the reference price of the existing Focus Point Shares, based on the following formula:-

$$T_x = \frac{P \times Y}{Y + X}$$

where:-

$T_x$  = Adjusted reference price of Focus Point Shares or TEBP (RM)

$P$  = Closing price of Focus Point Shares (RM)

$X$  = Bonus Share (unit)

$Y$  = Holding of existing Share (unit)

For illustration purposes, the TEBP of Focus Point Shares based on the respective VWAPs are set out as follows:-

	VWAP (RM)	TEBP (RM)
5-day VWAP up to and including the LPD	0.7522	0.5642
Lowest daily VWAP during the 3-month period up to and including 17 March 2025, being the Market Day immediately prior to the submission of the application to Bursa Securities in respect of the Proposed Bonus Issue of Shares	0.7095	0.5321
Lowest daily VWAP during the 3-month period up to and including the LPD	0.6931	0.5198

(Source: Bloomberg)

Based on the above, our Board confirms that our share price 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 application date in accordance with Paragraph 6.30(1A) of the Listing Requirements), thereby complying with Paragraph 6.30(1A) of the Listing Requirements.

## 2.4 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.



## 2.5 Listing of and quotation for the Bonus Shares

Bursa Securities had, vide its letter dated 11 June 2025, approved the listing of and quotation for the Bonus Shares on the Main Market of Bursa Securities, subject to the conditions as stated under **Section 7** of this Circular.

The Bonus Shares shall be listed and quoted on the Main Market of Bursa Securities on the next Market Day following the Entitlement Date. The notice of allotment for the Bonus Shares will be issued and despatched to the Entitled Shareholders no later than 4 Market Days after the date of listing of and quotation for the Bonus Shares.

## 3. DETAILS OF THE PROPOSED DRP

### 3.1 Overview of the Proposed DRP

The Proposed DRP will provide the 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, our Board may, at its absolute discretion, determine:-

- (i) whether to offer the Shareholders the Reinvestment Option; and
- (ii) if the Reinvestment Option is applied, the size of the 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 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 Circular for the ease of the Shareholders.

**Shareholders should note that our Company is not obliged to undertake the Proposed DRP for every Dividend declared. Unless our 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 our 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 our 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 the Issue Price 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 our Board. After obtaining the approval of Bursa Securities:-

- (i) an announcement for the 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, the Notice of Election (together with the DRF attached thereto) will be despatched to the Shareholders. The Notice of Election will specify, amongst others, the 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 their 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 our Share Registrar or at such address as may be determined by our Company from time to time or by submitting a completed electronic DRF ("**e-DRF**") via our Share Registrar's online platform ("**TIH Online**").

After the Expiry Date, our Company shall transfer funds amounting to the total net Dividend (i.e. after the deduction of any applicable tax) from our account to the dividend payment account held in trust for our 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, our 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, our 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 their Reinvestment Option ("**Allotment Date**"). The Dividend Reinvestment Shares to be issued under the Proposed DRP will not be underwritten.

Concurrently on the Allotment Date, our 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 declaration of the Dividend or the date on which the approval for the Dividend is obtained in a general meeting of our 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, the 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 our 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 of Focus Point Shares 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 5** of this Circular.

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 our Board.

The Dividend Reinvestment Shares will be listed and quoted 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).

### **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 our Company, our Directors and employees, any of our advisers and/or the directors and employees of our 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 advised to provide our Share Registrar with a registered address or a correspondence 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 are allowed to lawfully participate in the Proposed DRP without our Company, our Directors and employees, any of our advisers and/or the directors and employees of our 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, the following:-

- (i) the quantum of the Dividend to be announced by our Board of which the Proposed DRP can be applied with;
- (ii) our Board's decision on the proportion/size of the Electable Portion;
- (iii) the extent to which the Shareholders elect to exercise their Reinvestment Option;
- (iv) the Issue Price; and
- (v) any necessary downward adjustment by our 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 Circular.

### **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 to exercise 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 our Company if our Shareholders elect to reinvest their Dividend in Dividend Reinvestment Shares. The amount of cash reinvested into our Company arising from the Proposed DRP can only be ascertained on or after the relevant Expiry Date. Therefore, the timeframe 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 our 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 our Board as it deems fit or expedient by giving notice in writing to all Shareholders in such manner as our 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 our 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 forthcoming EGM. Subsequent Shareholders' approvals for any future issuances of Dividend Reinvestment Shares pursuant to the Proposed DRP will be sought at our AGM on an annual basis, where applicable.

For the avoidance of doubt, the specific approval to be obtained from our 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 Act where Shareholders' approval is sought at our AGM on an annual basis.

Amendments to our Constitution are not required under the Proposed DRP as our Constitution 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 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 our 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 our 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 our 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 legislations 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 our Board to be reinvested, our Board shall be entitled but not obligated to reduce or limit the number of Dividend Reinvestment Shares to be issued to any Shareholder should our 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 our Board reserves the right to pay the remaining portion of the Electable Portion in cash.**

#### **4. RATIONALE FOR THE PROPOSED BONUS ISSUE OF SHARES AND PROPOSED DRP**

##### **4.1 Proposed Bonus Issue of Shares**

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

- (i) increase their equity participation in our 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 our 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 our Group's continuous commitment towards enhancing Shareholders' value and recognition of the long-term support of our Shareholders.

##### **4.2 Proposed DRP**

The establishment of the Proposed DRP is intended to:-

- (i) provide our Company with flexibility in managing and strengthening our capital position as any cash so retained within our Company, that would otherwise be made payable by way of Dividend, will be preserved as capital to fund the working capital requirements of our Group;
- (ii) provide our Shareholders with an opportunity to enhance and maximise the value of their shareholdings in our 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, our Company wishes to highlight that the Proposed DRP provides our Shareholders with the option and serves as an additional avenue for our Shareholders to increase their equity stake in our Company. It is pertinent to note that our Company does not impose any obligation on our Shareholders to reinvest their Dividend, in whole or in part, in Dividend Reinvestment Shares.

## 5. EFFECTS OF THE PROPOSED BONUS ISSUE OF SHARES AND PROPOSED DRP

The effects of the Proposed DRP are dependent on several factors, which include, amongst others, the quantum of the Dividend, our 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 our 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 Circular.

For illustration purposes, throughout **Section 5** of this Circular, the number of Dividend Reinvestment Shares that our 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) our 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 x 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 RM0.564 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	0.564
Indicative Dividend per Share	(0.013)
Indicative Share price after adjusting for the indicative Dividend	0.551
<b>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>	<b>0.50</b>



## 5.1 Issued share capital

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

For illustration purposes, the pro forma effects of the Proposed Bonus Issue of Shares and Proposed DRP on the issued share capital of our 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>Enlarged issued share capital after the Proposed Bonus Issue of Shares and Proposed DRP</b>	<b>632,014,687</b>	<b>48,103,983</b>

### Notes:-

- (1) The Bonus Shares will be issued as fully paid, at no consideration and without capitalisation of our Company's reserves.
- (2) Calculated based on the indicative Issue Price of RM0.50 per Dividend Reinvestment Share.

## 5.2 NA, NA per Share and gearing

The exercise of the Reinvestment Option under the Proposed DRP by the Shareholders will preserve cash in our Group and result in an increase of our NA and in turn improve our Group's cash position as compared to the NA and cash position of our 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 our 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 our Group based on the audited consolidated financial statements of our Group for the FYE 31 December 2024 are as follows:-

		Pro forma I	Pro forma II
	Audited as at 31 December 2024 (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	48,104
Retained earnings	94,922	(1)94,642	(2)86,634
<b>Total equity/NA</b>	<b>135,018</b>	<b>134,738</b>	<b>134,738</b>
No. of Shares in issue ('000)	461,999	615,998	632,014
<b>NA per Share (RM)</b>	<b>0.29</b>	<b>0.22</b>	<b>0.21</b>
Total borrowings (RM'000)	35,419	35,419	35,419
<b>Gearing ratio (times)</b>	<b>0.26</b>	<b>0.26</b>	<b>0.26</b>

### Notes:-

- (1) After deducting the estimated expenses of approximately RM0.28 million in relation to the Proposed Bonus Issue of Shares and Proposed DRP.
- (2) After recognising the indicative Dividend amounting to approximately RM8.01 million.

### **5.3 Earnings and EPS**

The Proposed Bonus Issue of Shares is not expected to have any effect on the consolidated earnings of our Group for the FYE 31 December 2025, save for the corresponding dilution in the EPS of our 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 our 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 our Group and is expected to contribute positively to the future earnings of our Group.

### **5.4 Convertible securities**

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

### **5.5 Substantial Shareholders' shareholdings**

The Proposed Bonus Issue of Shares will not result in any change to the percentage equity interest of our substantial Shareholders in our Company 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 our 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 our substantial Shareholders' shareholdings until such time as and when the Reinvestment Option pursuant to the Proposed DRP is exercised. The percentage equity interest of our substantial Shareholders in our Company 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 our Company will increase, and vice versa.

As at the LPD, the public shareholding spread of Focus Point stood at 40.54% comprising 3,388 Shareholders. The pro forma public shareholding spread of Focus Point is expected to remain unchanged at 40.54% comprising 3,388 Shareholders after the completion of the Proposed Bonus Issue of Shares and Proposed DRP, based on the assumption that all Shareholders elect to participate in the Proposed DRP and choose to receive the indicative Dividend wholly in Dividend Reinvestment Shares.

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For illustration purposes, the pro forma effects of the Proposed Bonus Issue of Shares and Proposed DRP on the shareholdings of our substantial Shareholders in our Company are as follows:-

	As at the LPD				Pro forma I			
	Direct		Indirect		After the Proposed Bonus Issue of Shares			
	No. of Shares	(1)%	No. of Shares	(1)%	No. of Shares	(3)%	No. of Shares	(3)%
Dato' Liaw Choon Liang	173,499,301	37.55	(2)62,201,153	13.46	231,332,401	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)176,299,299	38.16	79,201,540	12.86	(2)235,065,732	38.16

	Pro forma II			
	After pro forma I and the Proposed DRP <sup>(4)(5)</sup>			
	Direct		Indirect	
	No. of Shares	(6)%	No. of Shares	(6)%
Dato' Liaw Choon Liang	237,347,043	37.55	(2)85,091,176	13.46
Perbadanan Nasional Berhad	53,332,573	8.44	-	-
Datin Goh Poi Eong	81,260,780	12.86	(2)241,177,441	38.16

**Notes:-**

- (1) Based on our 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.

## 6. HISTORICAL SHARE PRICES

The monthly highest and lowest transacted market prices of Focus Point Shares as traded on Bursa Securities for the past 12 months preceding the date of this Circular from June 2024 to May 2025 are as follows:-

	High (RM)	Low (RM)
<b><u>2024</u></b>		
June	0.808	0.755
July	0.832	0.770
August	0.803	0.669
September	0.765	0.712
October	0.808	0.727
November	0.803	0.731
December	0.803	0.762
<b><u>2025</u></b>		
January	0.840	0.767
February	0.826	0.703
March	0.791	0.689
April	0.786	0.689
May	0.777	0.703
Last transacted market price of Focus Point Shares as at 14 March 2025, being the last trading date prior to the announcement of the Proposals (RM)		0.715
Last transacted market price of Focus Point Shares as at the LPD (RM)		0.762

(Source: Bloomberg)

## 7. APPROVALS REQUIRED/OBTAINED AND CONDITIONALITY

The Proposed Bonus Issue of Shares and Proposed DRP are subject to approvals being obtained from the following:-

- (i) Bursa Securities for the 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.

The approval of Bursa Securities was obtained vide its letter dated 11 June 2025 and is subject to the following conditions:-

Conditions	Status of compliance
(a) Focus Point and UOBKH must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Proposed Bonus Issue of Shares;	To be complied
(b) Focus Point is required to furnish Bursa Securities with a certified true copy of the resolution passed by the Shareholders at the EGM approving the Proposed Bonus Issue of Shares;	To be complied
(c) Focus Point and UOBKH are required to inform Bursa Securities upon completion of the Proposed Bonus Issue of Shares;	To be complied
(d) Focus Point is required to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Proposed Bonus Issue of Shares is completed; and	To be complied

Conditions	Status of compliance
(e) Focus Point and UOBKH are required to make the relevant announcements in accordance with Paragraphs 6.35(2)(a) & (b) and 6.35(4) of the Listing Requirements.	To be complied

- (ii) our Shareholders at the forthcoming EGM for the Proposed Bonus Issue of Shares, Proposed DRP and the issuance of Dividend Reinvestment Shares arising from the Proposed DRP; and
- (iii) any other relevant authorities, if required.

In respect of the implementation of the Proposed DRP for any future Dividend to which the Reinvestment Option applies, the Dividend Reinvestment Shares to be issued pursuant to the exercise of the Reinvestment Option by the Shareholders shall be conditional upon approvals being obtained from the following:-

- (i) our Shareholders at our Company's AGM on an annual basis;
- (ii) Bursa Securities for the 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
- (iii) any other relevant authorities, if required.

The Proposed Bonus Issue of Shares and Proposed DRP are not inter-conditional upon each other and are not conditional upon any other corporate proposals undertaken or to be undertaken by our Company.

#### **8. CORPORATE EXERCISES ANNOUNCED BUT PENDING COMPLETION**

Save for the Proposed Bonus Issue of Shares and Proposed DRP (which are the subject matters of this Circular) and the Proposed ESS, there are no other outstanding corporate exercises announced by us but not yet completed prior to the date of this Circular.

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

None of the Directors, major Shareholders, chief executive of our 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.

#### **10. DIRECTORS' STATEMENT AND RECOMMENDATION**

Our Board having considered all aspects of the Proposed Bonus Issue of Shares and Proposed DRP, including but not limited to the basis, rationale and financial effects of the Proposed Bonus Issue of Shares and Proposed DRP, is of the opinion that the Proposed Bonus Issue of Shares and Proposed DRP are in the best interest of our Company.

Accordingly, our Board recommends that you vote in favour of the resolutions pertaining to the Proposed Bonus Issue of Shares and Proposed DRP to be tabled at the forthcoming EGM.

## 11. ESTIMATED TIMEFRAME FOR COMPLETION

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

The tentative timetable for the implementation of the Proposed Bonus Issue of Shares and Proposed DRP is set out below:-

Timeline	Events
29 July 2025	<ul style="list-style-type: none"><li>Convening of EGM to obtain approval of our Shareholders for the Proposed Bonus Issue of Shares and Proposed DRP</li></ul>
August 2025	<ul style="list-style-type: none"><li>Announcement on the Entitlement Date</li><li>Listing of and quotation for the Bonus Shares on the Main Market of Bursa Securities</li><li>Completion of the Proposed Bonus Issue of Shares</li></ul>
November 2025	<ul style="list-style-type: none"><li>Announcement on the Books Closure Date</li><li>Despatch of Notice of Election to Shareholders</li></ul>
December 2025	<ul style="list-style-type: none"><li>Issuance and allotment of Dividend Reinvestment Shares and payment of cash dividends to Shareholders</li><li>Listing of and quotation for the Dividend Reinvestment Shares on the Main Market of Bursa Securities</li></ul>

## 12. EGM

The EGM, the notice of which is enclosed with this Circular, will be held at Training Room, Unit 7-3, Jalan PJU 1/37, Dataran Prima, 47301 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 29 July 2025 at 3.30 p.m., or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without any modifications to the resolutions to give effect to the Proposed Bonus Issue of Shares and Proposed DRP.

If you are unable to attend, speak and vote in person at the forthcoming EGM, please complete, sign and return the enclosed Proxy Form in accordance with the instructions contained therein, which Proxy Form shall be deposited at our Share Registrar's office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the drop-in box provided at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, or lodged electronically via TIIH Online at <https://tiih.online> not less than 48 hours before the time and date stipulated for the holding of the EGM or any adjournment thereof. The Proxy Form should be completed strictly in accordance with the instructions contained therein. The lodging of the Proxy Form will not preclude you from attending, speaking and voting in person at the EGM should you subsequently wish to do so.

## 13. FURTHER INFORMATION

You are advised to refer to the appendices set out in this Circular for further information.

Yours faithfully,  
For and on behalf of the Board of  
**FOCUS POINT HOLDINGS BERHAD**

**DATO' SRI SURIANI BINTI DATO' AHMAD**  
Non-Independent Non-Executive Chairman

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**DIVIDEND REINVESTMENT PLAN STATEMENT**


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# FOCUS POINT

## FOCUS POINT HOLDINGS BERHAD

(Registration No.: 200901041088 (884238-U))

(Incorporated in Malaysia)

### DIVIDEND REINVESTMENT PLAN STATEMENT

*(Abbreviations and definitions, unless where the context requires otherwise, shall be as set out in Section 2 under “Definitions” governing this Dividend Reinvestment Plan Statement).*

This Dividend Reinvestment Plan Statement contains the Terms and Conditions, as may be amended from time to time, of the Dividend Reinvestment Plan of Focus Point, under which persons appearing in the Record of Depositors of Focus Point as Shareholders on the Books Closure Date may, in relation to any Dividend, be given a Reinvestment Option as the Board may, at its absolute discretion, make available.

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

### SUMMARY OF THE DIVIDEND REINVESTMENT PLAN

The Dividend Reinvestment Plan provides Shareholders with an option to elect to reinvest their Dividend in Dividend Reinvestment Shares, instead of receiving cash.

Whenever a Dividend is announced, the Board may, at its absolute discretion, determine whether to pay such Dividend in cash or to offer the Shareholders the Reinvestment Option and where applicable, the size of the Electable Portion. Shareholders should note that Focus Point is not obliged to undertake the Dividend Reinvestment Plan for every Dividend declared.

In this respect, the Electable Portion may encompass the whole or part of the Dividend. In the event the Electable Portion is not applicable for the whole Dividend, the Non-Electable Portion will be paid in cash.

**Unless the Board has determined that the Reinvestment Option will apply to a particular Dividend (whether in whole or in part), all future Dividend as may be declared by Focus Point will be paid wholly in cash to the Shareholders in the usual manner through the Dividend Payment Account.**

Focus Point will issue and allot the Dividend Reinvestment Shares to Shareholders who elect to exercise the Reinvestment Option under the Dividend Reinvestment Plan. The Issue Price which will be determined and fixed by the Board 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 preceding the Price-Fixing Date. The 5-day VWAP of Focus Point Shares shall be adjusted ex-dividend before applying the aforementioned discount in fixing the Issue Price.

Approval from Bursa Securities will be sought for the listing of and quotation for the Dividend Reinvestment Shares on the Main Market of Bursa Securities pursuant to each and every Dividend to which the Dividend Reinvestment Plan applies. An announcement of the Books Closure Date in relation to a Dividend to which the Reinvestment Option applies will be made after receipt of the approval from Bursa Securities, Shareholders and other relevant authorities, where applicable. The Issue Price shall be announced either on the same day as or before the announcement of the Books Closure Date in relation to a Dividend to which the Reinvestment Option applies, or such other periods as prescribed by the Listing Requirements.

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**DIVIDEND REINVESTMENT PLAN STATEMENT (Cont'd)**


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Subsequent to the Books Closure Date, a Notice of Election will be despatched to Shareholders. 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 their Reinvestment Option. The Notice of Election will also specify, amongst others, the Expiry Date.

The Dividend Reinvestment Plan will allow Shareholders to have the following options in respect of the Reinvestment Option:-

- Option 1:** to elect to participate in the Reinvestment Option by reinvesting the entire Electable Portion in Dividend Reinvestment Shares at the Issue Price and to receive the Non-Selectable 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-Selectable 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-Selectable Portion) in cash.

There are no brokerage fees and other related transaction costs payable by the Participating Shareholders on the Dividend Reinvestment Shares allotted, unless otherwise provided by any statute, law or regulation. However, the Participating Shareholders are required to pay RM10.00 for stamp duty.

Focus Point 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. The Dividend Reinvestment Shares to be issued under the Dividend Reinvestment Plan will not be underwritten.

Concurrently, on the Allotment Date (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 of which the approval for the Dividend is obtained in a general meeting of Focus Point, whichever is applicable), the Non-Selectable Portion and the balance of the Electable Portion not reinvested will be paid in cash to the respective Shareholders in the usual manner through a Dividend Payment Account, where applicable.

Focus Point is required to release an announcement on the Market Day on which the Dividend Reinvestment Shares will be listed and quoted on the Main Market of Bursa Securities.

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.

All Shareholders are eligible to participate in the Dividend Reinvestment Plan subject to the restrictions described in the Terms and Conditions.

## HOW TO PARTICIPATE

Participation in the Dividend Reinvestment Plan is optional and not transferable. A Shareholder wishing to exercise his/her Reinvestment Option in respect of any Electable Portion to which a Notice of Election received by him/her relates:-

- (i) must complete the DRF and submit it to the Share Registrar's office or such address as may be determined by the Company from time to time; or
- (ii) complete and submit the e-DRF via TIIH Online in accordance with the instructions as prescribed therein.



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**DIVIDEND REINVESTMENT PLAN STATEMENT (Cont'd)**


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A Shareholder who receives more than 1 Notice of Election and wishes to reinvest in Dividend Reinvestment Shares in respect of all of his/her entitlement to the Electable Portion arising from his/her entire holding of Focus Point Shares:-

- (i) must complete all the DRFs received by him/her and return the completed DRFs to the Share Registrar's office or such address as may be determined by the Company from time to time; or
- (ii) complete and submit all the e-DRFs via TIIH Online in accordance with the instructions as prescribed therein.

Shareholders should note that they are at liberty to decide which particular Notice of Election they wish to elect for their reinvestment in Dividend Reinvestment Shares. Where any particular Notice of Election is not elected upon, the Dividend relating thereto will be paid in cash by the Company to the Shareholders in the usual manner through a Dividend Payment Account.

To be effective in respect of any Electable Portion to which a Notice of Election relates, such duly completed and signed DRF contained in the Notice of Election (together with the Stamp Certificate issued via Stamp Assessment and Payment System ("**STAMPS**") as proof of payment of stamp duty) must be received by the Share Registrar or at such address as may be determined by the Company from time to time, or by electronic means through TIIH Online in accordance with the instructions as prescribed therein on or before the Expiry Date (which shall be at least 14 days from the date the Notice of Election is despatched) stated in the Notice of Election in respect of that particular Reinvestment Option.

**A stamp duty of RM10.00 will be levied on each DRF submitted by the Participating Shareholders. In addition, Participating Shareholders submitting the e-DRF via TIIH Online will be charged a handling fee of RM7.00 for individual Registered Shareholder and RM4.00 for corporation or institutional Registered Shareholder by the Share Registrar for each e-DRF.**

All Shareholders are eligible to participate in the Dividend Reinvestment Plan, provided that:-

- (i) such participation will not result in a breach of any restrictions on their holding of Focus Point Shares which may be imposed by any of their contractual obligations, or by any statute, law or regulation in force in Malaysia or any other relevant jurisdiction, or by any relevant authorities 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); and
- (ii) there are no restrictions for such participation as prescribed in the Company's Constitution.

Shareholders should however note that 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.

Overseas Shareholders who wish to participate in the Dividend Reinvestment Plan are advised to provide the Share Registrar with a registered address or a correspondence address in Malaysia not less than 3 Market Days before the relevant Books Closure Date in respect of any particular Dividend to which the Reinvestment Option is made available by the Board.

Alternatively, such Overseas Shareholders may collect their Notice of Election and other documents relating to the Dividend Reinvestment Plan from the Share Registrar's office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.

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**DIVIDEND REINVESTMENT PLAN STATEMENT (Cont'd)**

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Shareholders should note that under the Dividend Reinvestment Plan:-

- (i) in exercising the Reinvestment Option, they are at their liberty to reinvest the entire Electable Portion or a part thereof to which a Notice of Election relates; and
- (ii) their rights to exercise the Reinvestment Option are non-transferable.

**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.**

**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 the Company pursuant to the exercise level of the Reinvestment Option by the other Shareholders.**

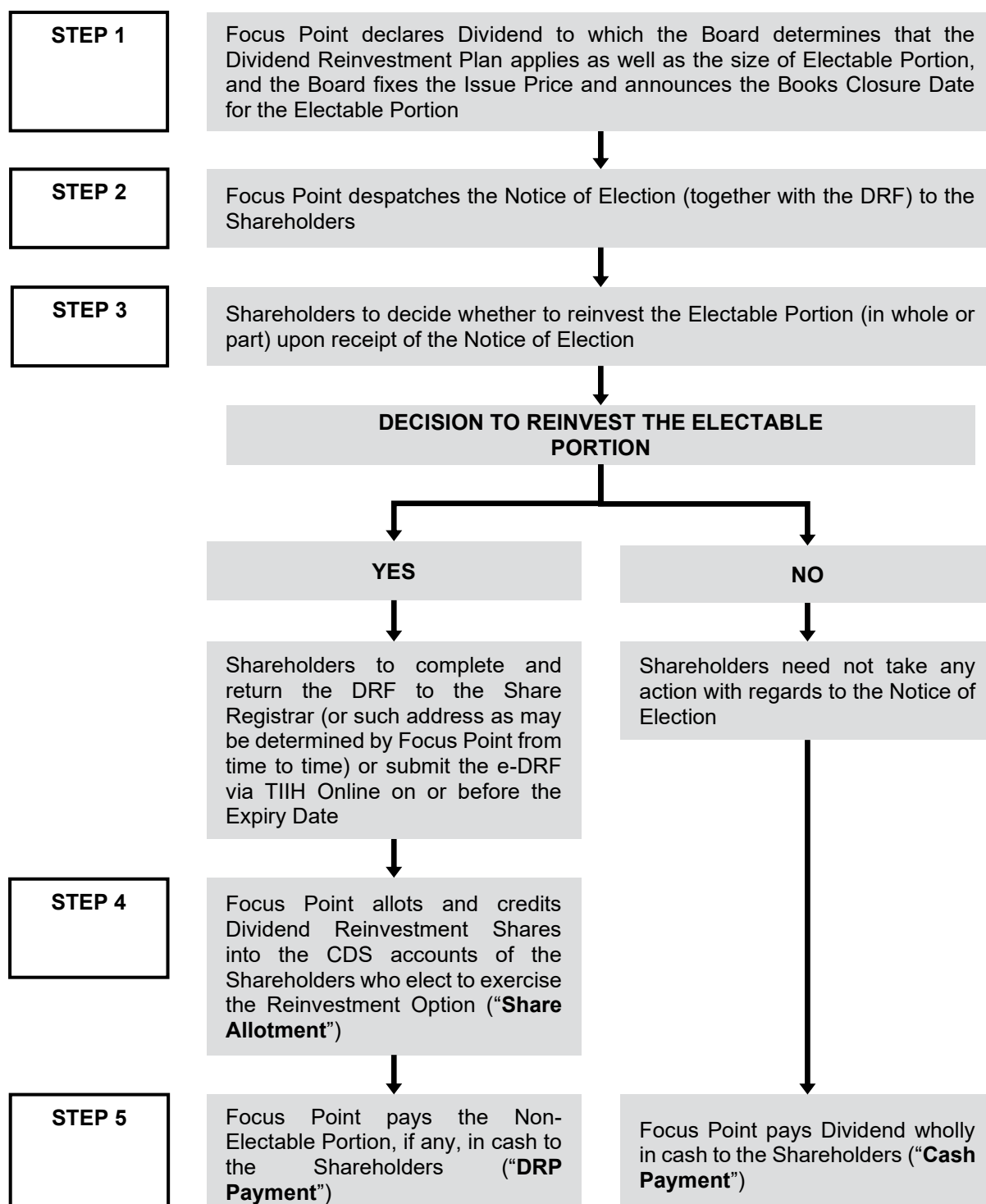
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**DIVIDEND REINVESTMENT PLAN STATEMENT (Cont'd)**


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A brief process flow chart in relation to the administration of the Dividend Reinvestment Plan 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.

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**DIVIDEND REINVESTMENT PLAN STATEMENT (Cont'd)**


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**TERMS AND CONDITIONS OF THE DIVIDEND REINVESTMENT PLAN****1. ESTABLISHMENT**

The Dividend Reinvestment Plan has been established by the Board and the administration of the Dividend Reinvestment Plan, including the Reinvestment Option and the Electable Portion shall be determined by the Board at its absolute discretion.

**2. DEFINITIONS**

In these Terms and Conditions, the following definitions shall apply:-

“Allotment Date”	:	Date of the issuance of Dividend Reinvestment Shares which falls within 8 Market Days from the Expiry Date or such other period as may be prescribed by Bursa Securities
“Board”	:	The Board of Directors of Focus Point
“Books Closure Date”	:	The date as at the close of business (to be determined and announced later by the Board) on which Shareholders’ names shall appear in the Record of Depositors of the Company to be entitled to participate in the Dividend Reinvestment Plan applicable to a Dividend
“Bursa Depository”	:	Bursa Malaysia Depository Sdn Bhd (Registration No.: 198701006854 (165570-W))
“Bursa Securities”	:	Bursa Malaysia Securities Berhad (Registration No.: 200301033577 (635998-W))
“CDS”	:	Central Depository System
“Dividend(s)”	:	Cash dividend(s) as may be declared by the Company, which includes any interim, final, special or other types of cash dividend
“Dividend Payment Account”	:	The non-interest bearing account opened by Focus Point to facilitate the payment of Dividends
“Dividend Reinvestment Plan”	:	The dividend reinvestment plan that provides Shareholders with the Reinvestment Option in accordance with the Terms and Conditions
“Dividend Reinvestment Share(s)”	:	New Focus Point Share(s) to be issued pursuant to the Dividend Reinvestment Plan
“DRF”	:	Dividend reinvestment form issued in connection with the Dividend Reinvestment Plan and contained in the Notice of Election
“e-DRF”	:	The electronic DRF available on TIIH Online
“Electable Portion”	:	The whole or part of the Dividend(s) to which the Board, at its absolute discretion, determines that the Reinvestment Option applies

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**DIVIDEND REINVESTMENT PLAN STATEMENT (Cont'd)**


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“Expiry Date”	:	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 the Notice of Election is despatched or such date as may be prescribed by Bursa Securities) by which an election to be made by the Shareholders in relation to their Electable Portion must be received by the Share Registrar or at such address as may be determined by the Company from time to time
“Focus Point” or the “Company”	:	Focus Point Holdings Berhad (Registration No.: 200901041088 (884238-U))
“Focus Share(s)” or “Share(s)”	:	Ordinary share(s) in Focus Point
“Issue Price”	:	The issue price of the Dividend Reinvestment Shares to be determined and fixed by the Board on the Price-Fixing Date, and which shall be an issue price of not more than 10% discount to the 5-day VWAP of Focus Point Shares immediately preceding the Price-Fixing Date, of which the VWAP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price at the material time
“Listing Requirements”	:	Main Market Listing Requirements of Bursa Securities
“Market Day(s)”	:	A day on which the stock market of Bursa Securities is open for trading in securities, which may include a Surprise Holiday
“Non-Electable Portion”	:	The remaining portion of a Dividend, to which the Board, in its absolute discretion, determines that the Reinvestment Option does not apply
“Notice(s) of Election”	:	The notice(s) of election (in such form as the Board may approve) in relation to the Reinvestment Option by which the Shareholders confirm their exercise of the Reinvestment Option
“Overseas Shareholder(s)”	:	Shareholder(s) whose registered address(es) recorded in the Company’s Record of Depositors is/are outside of Malaysia
“Participating Shareholder(s)”	:	Shareholder(s) who elect to exercise the Reinvestment Option pursuant to the Dividend Reinvestment Plan up to the extent of the Electable Portion in respect of his/her holding of Focus Point Shares as at each Books Closure Date to which each Notice of Election received by him/her relates
“Price-Fixing Date”	:	The date on which the Board determines and announces the Issue Price, upon procuring all the relevant approvals, either on the same day as or before the announcement of the Books Closure Date in relation to a Dividend to which the Reinvestment Option applies

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**DIVIDEND REINVESTMENT PLAN STATEMENT (Cont'd)**


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“Record Depositors”	of	:	A record of depositors established by Bursa Depository under the Rules of Bursa Depository
“Registered Participating Shareholder(s)”		:	Shareholder(s) who has successfully registered with TIIH Online as a user and elected to participate in the Dividend Reinvestment Plan to the extent of the Electable Portion in respect of their shareholdings in Focus Point Shares as at the Books Closure Date
“Registered Shareholder(s)”		:	Shareholder(s) who has registered with TIIH Online as a user
“Reinvestment Option”		:	The option given to the Shareholders pursuant to the Dividend Reinvestment Plan, to reinvest in whole or in part of the Electable Portion in Dividend Reinvestment Shares as the Board may, at its absolute discretion, make available
“RM”		:	Ringgit Malaysia being the lawful currency of Malaysia
“Rules on Take-overs”		:	Rules on Take-overs, Mergers and Compulsory Acquisitions issued by the Securities Commission Malaysia and any amendments from time to time
“Shareholder(s)”		:	Shareholder(s) of Focus Point
“Share Registrar” or “TIIH”		:	The share registrar of Focus Point, namely Tricor Investor & Issuing House Services Sdn Bhd (Registration No.: 197101000970 (11324-H)) or such other person, firm or company as for the time being maintaining the share register of Focus Point in Malaysia
“Surprise Holiday”		:	A day that is declared as a public holiday in the Federal Territory of Kuala Lumpur that has not been gazetted as a public holiday at the beginning of the calendar year
“Terms and Conditions”	and	:	The terms and conditions of the Dividend Reinvestment Plan as may be amended, modified and supplemented from time to time
“TIIH Online”		:	TIIH’s online platform at <a href="https://tiih.online">https://tiih.online</a>
“VWAP”		:	Volume weighted average market price

**3. ELIGIBILITY**

All Shareholders are eligible to participate in the Dividend Reinvestment Plan, provided that:-

- (i) such participation will not result in a breach of any restrictions on their 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, or by any relevant authorities, 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); and
- (ii) there are no restrictions for such participation as prescribed in the Company’s Constitution.

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**DIVIDEND REINVESTMENT PLAN STATEMENT (Cont'd)**


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**4. OVERSEAS SHAREHOLDERS**

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

Overseas Shareholders who receive or come to have in their possession a Notice of Election and/or any other documents relating to the Dividend Reinvestment Plan may not treat the same as being applicable to them (except where the Notice of Election and/or documents relating to the Dividend Reinvestment Plan have been collected from the Share Registrar in the manner specified below). In any event, Overseas Shareholders are advised to inform themselves of, and to observe, any prohibitions and restrictions, and to comply with any applicable laws and regulations relating to the Dividend Reinvestment Plan as may be applicable to them.

Overseas Shareholders who wish to participate in the Dividend Reinvestment Plan are advised to provide the Share Registrar with a registered address or a correspondence address in Malaysia not less than 3 Market Days before the relevant Books Closure Date in respect of any particular Dividend to which the Reinvestment Option is made available by the Board.

Alternatively, such Overseas Shareholders may collect their Notice of Election and other documents relating to the Dividend Reinvestment Plan from the Share Registrar's office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.

Overseas Shareholders shall be solely responsible for seeking advice as to the laws of any jurisdiction that they may be subjected to, and participation by Overseas Shareholders in the Dividend Reinvestment Plan will be on the basis of a warranty by them that they are allowed to lawfully participate in the Dividend Reinvestment Plan without the Company, the directors and employees of the Company, any of its advisers and/or the directors and employees of the advisers being in breach of the laws of any jurisdiction.

**5. MODE OF ELECTION TO PARTICIPATE****5.1 Submission of the DRF manually**

Subsequent to the Books Closure Date, the Company will, at its absolute discretion, send to each Shareholder 1 or more Notice(s) of Election in relation to each CDS account held by the Shareholder. The Notice of Election will state the instructions in respect of the action to be taken by the Shareholders should they wish to exercise their respective Reinvestment Option. The Notice of Election will also specify, amongst others, the Expiry Date. For the avoidance of doubt, the Expiry Date shall be at least 14 days from the date the Notice of Election is despatched.

To be effective in respect of any Electable Portion, a Notice of Election must be duly completed and executed by the Shareholder as to the confirmation of his/her election to reinvest the Electable Portion and must be received by the Share Registrar or at such address as may be announced by the Company from time to time, by the Expiry Date.

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**DIVIDEND REINVESTMENT PLAN STATEMENT (Cont'd)**


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Shareholders who receive more than 1 Notice of Election and wish to reinvest in Dividend Reinvestment Shares in respect of all or part of his/her entitlement to the Electable Portion arising from his/her entire holding of Focus Point Shares must complete all Notices of Election received by him/her and return the completed Notices of Election to the Share Registrar or at such address as may be announced by the Company from time to time, by the Expiry Date. Shareholders who receive more than 1 Notice of Election may elect to reinvest in Dividend Reinvestment Shares in respect of his/her entitlement to which 1 or more Notices of Election relates and may decline to reinvest in Dividend Reinvestment Shares in respect of his/her entitlement to which another or any other Notice of Election relates. Shareholders should note that they are at liberty to decide which particular Notice of Election they wish to elect for the reinvestment in Dividend Reinvestment Shares.

Where any particular Notice of Election is not elected upon, the Dividend relating thereto will be paid in cash by the Company in the usual manner through a Dividend Payment Account.

Notwithstanding the date of receipt of the completed Notice of Election by the Share Registrar or at such address as may be announced by the Company from time to time, in accordance with Paragraph 6.09 of the Listing Requirements, the Allotment Date will take place within 8 Market Days from the Expiry Date or such other period as may be prescribed by Bursa Securities, provided that the completed Notice of Election has been received by the Share Registrar or at such address as may be announced by the Company from time to time, by the Expiry Date. A Notice of Election to participate in the Dividend Reinvestment Plan in any other form will not be accepted by the Company.

A Notice of Election in respect of any Electable Portion is irrevocable and shall not be withdrawn or cancelled by the Shareholders (who exercise the Reinvestment Option). The Company has the discretion and right to accept or reject any Notice of Election that is incomplete, contains errors or is otherwise defective. The Company is under no obligation to correct any invalid Notice of Election on behalf of any Shareholder or to provide any reason for rejecting any Notice of Election. Any Notice of Election received after the Expiry Date shall be invalid.

Effective 1 January 2024, the Inland Revenue Board of Malaysia (“IRBM”) has terminated the usage of revenue stamps as a stamping method at all IRBM stamping duty counters and district stamping offices.

In connection thereto, the application and payment of stamp duty of RM10.00 for the Dividend Reinvestment Plan is to be performed online via the IRBM system namely, STAMPS at <https://stamps.hasil.gov.my/stamps/>. Thereafter, a Stamp Certificate will be issued via STAMPS as proof of payment of stamp duty.

**PARTICIPATING SHAREHOLDERS WHO ELECT TO PARTICIPATE IN THE DIVIDEND REINVESTMENT PLAN VIA PHYSICAL SUBMISSIONS OF THE COMPLETED HARDCOPY DRF MUST ATTACH A COPY OF THE STAMP CERTIFICATE TO THE COMPLETED DRF BEFORE SUBMITTING THE COMPLETED DRF TO THE SHARE REGISTRAR.**

## **5.2 Submission of the e-DRF via TIIH Online**

Shareholders who wish to exercise their Electable Portion electronically may do so through TIIH Online at <https://tiih.online>. To use the electronic services to exercise their Electable Portion, Shareholders are required to do a one-time registration (at no charge) as a user with TIIH Online. Registered Shareholder(s) will receive electronic notification via e-mail to notify him/her that the Dividend Reinvestment Plan is available for him/her to exercise his/her Electable Portion electronically via TIIH Online.

Shareholders are advised to read the instructions as well as the terms and conditions of the electronic election before making an election electronically.



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**DIVIDEND REINVESTMENT PLAN STATEMENT (Cont'd)**


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Participating Shareholders who wish to opt for submission of e-DRF via TIIH Online shall take note of the following instructions:-

- (i) any e-DRF received by the Share Registrar after the Expiry Date shall be regarded as null and void and of no legal effect unless the Board, in its absolute discretion, determines otherwise and such Shareholder who is entitled to the Dividend based on his/her entitlement on the Books Closure Date, as the case may be, shall be deemed to have elected to receive the Dividend entitlement in cash. An e-DRF, once received by the Share Registrar from the Participating Shareholder, is irrevocable and shall be binding on him/her;
- (ii) Shareholders are required to register as a user with TIIH Online. Each Registered Shareholder will receive 1 notification to log in to TIIH Online in relation to all CDS accounts held by him/her. Accordingly, for each CDS account, the Shareholder can elect to exercise the Electable Portion in whole or in part thereof as stipulated in his/her entitlement to the Dividend Reinvestment Plan or if the Registered Shareholder does not so elect, he/she will receive the Dividend entitlement wholly in cash;
- (iii) multiple submissions of DRF in relation to the same CDS account, or those appearing to be, or suspected of being multiple submissions in relation to the same CDS account, may be rejected at the discretion of the Board, and such Registered Shareholder shall be treated as having elected to receive their Electable Portion in cash;
- (iv) any e-DRF submitted via TIIH Online must be in accordance with the notes and instructions set out in this statement, the Notice of Election, the e-DRF and TIIH Online. Any e-DRF submitted that does not conform to the terms and conditions of this statement, the Notice of Election, the e-DRF and TIIH Online or which are illegible may not be accepted at the sole discretion of the Company. The Company reserves the right, in its absolute discretion, to accept or reject any electronic election which is incomplete, incorrectly completed, and/or illegible, and such Shareholder shall be treated as having elected to receive their Electable Portion in cash;
- (v) the maximum number of Dividend Reinvestment Shares available under the Electable Portion set out in the Notice of Election has been computed based on the Shareholder's shareholding as stated in the Record of Depositors as at the Books Closure Date, his/her Dividend entitlement as at the Books Closure Date and the Issue Price. A Participating Shareholder is not allowed to enter a number of Dividend Reinvestment Shares higher than the maximum number of Dividend Reinvestment Shares available under the Electable Portion;
- (vi) the Participating Shareholder will need to pay a stamp duty of RM10.00 and a handling fee of RM7.00 for the e-DRF via online payment at the specified payment methods; and
- (vii) the Dividend Reinvestment Shares arising from the Electable Portion will be issued and credited into the Participating Shareholder's CDS account as stated in the Record of Depositors as at the Books Closure Date.

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**DIVIDEND REINVESTMENT PLAN STATEMENT (Cont'd)**


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The procedures to exercise the Electable Portion electronically and submit the e-DRF via TIIH Online are set out below:-

**(i) Sign up as a user of TIIH Online**

- (a) Access TIIH Online at <https://tiih.online>.
- (b) Under e-Services, select “**Sign Up**” – “**Create Account by Individual Holder**”, which is applicable for individual Shareholders. For Shareholders who are corporations or institutional shareholders, its authorised or nominated representative are to select “**Create Account by Representative of Corporate Holder**”. The individual Shareholder and the authorised or nominated representative of Shareholders who are corporations or institutional shareholders may refer to the tutorial guide posted on the homepage of TIIH Online for assistance.
- (c) Registration will be verified and the Shareholder will be notified by email within 2 working days.
- (d) Proceed to activate the Shareholder’s account with the temporary password delivered to the registered email and thereafter, the Shareholder is required to re-set the temporary password with their own password.

**Note:-**

*An email address is allowed to be used once to register a user account. The same email address cannot be used to register another user account. If a Shareholder is already a user of TIIH Online, that Shareholder is not required to sign up again. If you are signing up to represent a Corporate Holder Account, please contact the Share Registrar for further details and requirements.*

**(ii) Procedures to exercise the Electable Portion**

**Individual Registered Shareholder**

- (a) Login to TIIH Online at <https://tiih.online>.
- (b) Select the corporate exercise name: “**FOCUS POINT HOLDINGS BERHAD – DIVIDEND REINVESTMENT PLAN**”.
- (c) Read and agree to the terms and conditions and declaration.
- (d) Select the Registered Shareholder’s CDS account that the Registered Shareholder wishes to elect for the Reinvestment Option.
- (e) Review the Registered Shareholder’s election and click “**Confirm**”.
- (f) Review the payment of stamp duty of RM10.00 and handling fee of RM7.00 for each e-DRF.
- (g) Proceed to pay via online payment gateway through Maybank2U or any Financial Process Exchange (FPX) participating bank which the Registered Shareholder has an internet banking account.
- (h) Upon completion of payment, print the payment receipt and e-DRF for the Registered Shareholder’s record.

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**DIVIDEND REINVESTMENT PLAN STATEMENT (Cont'd)**


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**Corporate or Institutional Registered Shareholder**

- (a) Login to TIIH Online at <https://tiih.online>.
- (b) Select the corporate exercise name: "FOCUS POINT HOLDINGS BERHAD – DIVIDEND REINVESTMENT PLAN".
- (c) Read and agree to the terms and conditions and declaration.
- (d) Proceed to download the "e-DRF file of Reinvestment Option".
- (e) Preview the CDS account details and its respective Reinvestment Option.
- (f) Prepare the submission of the Registered Shareholder's election by inserting the required information into the "e-DRF file of Reinvestment Option".
- (g) Proceed to pay stamp duty of RM5.00 and handling fee of RM4.00 for each e-DRF into the Share Registrar's bank account as follows:-

Account Name	:	Tricor Investor & Issuing House Services Sdn Bhd
Bank	:	Malayan Banking Berhad
Bank Account No.	:	514012025081
Bank Swift Code	:	MBBEMYKL

**Note:-**

*The bank account above is solely for payment to be made by **Corporations or Institutional Registered Shareholders** who are subscribing via TIIH Online only.*

- (h) Upon payment of the stamp duty and handling fee, login to TIIH Online, select the corporate exercise name: "FOCUS POINT HOLDINGS BERHAD – DIVIDEND REINVESTMENT PLAN" and proceed to upload the duly completed "e-DRF file of Reinvestment Option".
- (i) Select "Submit" to complete the submission.
- (j) Print the confirmation report of the submission for the Registered Shareholder's record.

The online election made via TIIH Online shall be made based on and subject to the Terms and Conditions and those set out below:-

- (i) by electing to submit the e-DRF, the Registered Participating Shareholder, if successful, requests and authorises Bursa Depository to credit the Dividend Reinvestment Shares allotted and issued to the Participating Shareholder into his/her CDS account as stated in the Record of Depositors of the Company as at the Books Closure Date;
- (ii) this Dividend Reinvestment Plan Statement, the Dividend Reinvestment Plan and the Terms and Conditions shall be governed by, and construed in accordance with the laws of Malaysia. Registered Participating Shareholders shall be deemed to have irrevocably and unconditionally submitted to the exclusive jurisdiction of the Malaysian Courts in respect of any matters in connection with the Dividend Reinvestment Plan;

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**DIVIDEND REINVESTMENT PLAN STATEMENT (Cont'd)**


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- (iii) the Registered Participating Shareholders' confirmation on the number of Dividend Reinvestment Shares elected for under the Reinvestment Option shall signify, and be treated as the Registered Participating Shareholders' acceptance of the Dividend Reinvestment Shares made available to them in respect of their Electable Portion;
- (iv) the Registered Participating Shareholder acknowledges that his/her election made via TIIH Online is subject to the risks of electrical, electronic, technical, transmission, communication and computer-related faults and breakdowns, fires and other events beyond the control of the Company and the Share Registrar, and the Registered Participating Shareholder irrevocably agrees that if the Company or the Share Registrar does not receive the Registered Participating Shareholder's e-DRF submitted via TIIH Online or data relating to his/her elections are wholly or partially lost, corrupted or inaccessible, or not transmitted or communicated to the Company or the Share Registrar by the Expiry Date, the Registered Participating Shareholder shall be deemed not to have made an election and he/she shall not make any claim whatsoever against the Company and the Share Registrar for the Dividend Reinvestment Shares subscribed for or for any compensation, loss or damage relating to the subscription of the Dividend Reinvestment Shares;
- (v) all of the Registered Participating Shareholder's particulars including his/her nationality and place of residence, in the records of the relevant internet participating financial institution at the time of his/her submission of the e-DRF via TIIH Online shall be true and correct, and the Company, Share Registrar, authorised financial institution and Bursa Depository shall be entitled to rely on the accuracy thereof;
- (vi) the Registered Participating Shareholder must inform Bursa Depository promptly of any change in his/her correspondence address, failing which the notice of allotment will be sent to his/her address last maintained with Bursa Depository;
- (vii) the election to reinvest the Electable Portion will not be successfully completed and cannot be recorded as a completed transaction at the screen of TIIH Online unless the Registered Participating Shareholder completes all the steps required. By doing so, the Registered Participating Shareholder shall be deemed to have confirmed agreement and compliance to all the terms and conditions of TIIH Online; and
- (viii) by submitting an e-DRF via TIIH Online, the Registered Participating Shareholder agrees that:-
  - (a) in consideration of the Company agreeing to allow and accept the Participating Shareholder's submission of an e-DRF via TIIH Online, his/her e-DRF submission is irrevocable and cannot be subsequently withdrawn or cancelled;
  - (b) the Company or the Share Registrar shall not be liable for any delays, failures or inaccuracies in the processing of data relating to his/her e-DRF due to a breakdown or failure of transmission or communication facilities, or due to any cause beyond the control of the Company or the Share Registrar;
  - (c) in relation to any legal action, proceedings or dispute arising out of or in relation with the contract between the parties and/or TIIH Online and/or any terms herein, all rights, obligations and liabilities shall be construed and determined in accordance with the laws of Malaysia and with all directives, rules, regulations and notices from regulatory bodies and that the Participating Shareholder irrevocably submits to the exclusive jurisdiction of the Malaysian Courts;
  - (d) the Share Registrar, with the authority of the Company, reserves the right to reject any e-DRF which does not conform to these instructions;
  - (e) any e-DRF submitted via TIIH Online that does not comply with the Terms and Conditions shall be treated as invalid;

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**DIVIDEND REINVESTMENT PLAN STATEMENT (Cont'd)**


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- (f) if the Registered Participating Shareholder fails to meet or comply with the Terms and Conditions stipulated herein or fails to provide the information required accurately, the Company and/or Share Registrar has the absolute right to reject the Registered Participating Shareholder's e-DRF submitted;
- (g) in the event the Company and/or the Share Registrar rejects any e-DRF or exercises their discretion to accept any e-DRF submitted notwithstanding the non-compliance with any or all of the Terms and Conditions, the Company and/or Share Registrar shall be absolved from any or all forms of liabilities, losses, damages, costs and claims that may be incurred or suffered by them as a result thereof;
- (h) the Company and/or Share Registrar reserves the right to accept or reject any e-DRF submitted via TIIH Online, in whole or in part, without assigning any reason therefor;
- (i) any invalid or rejected e-DRF shall be treated as having elected to receive the Electable Portion in cash;
- (j) the Company has not provided the Registered Participating Shareholders with investment advice or any other advice; and
- (k) any e-DRF submitted via TIIH Online received by the Share Registrar after the Expiry Date shall be regarded as null and void and of no legal effect unless the Board at their sole discretion determine otherwise and such Registered Participating Shareholder shall be deemed to have elected to receive his/her Electable Portion in cash.

Focus Point 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.

**Concurrently, on the Allotment Date (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), the Non-Selectable Portion and the balance of the Electable Portion not reinvested will be paid in cash to the respective Shareholders in the usual manner through a Dividend Payment Account, where applicable.**

An announcement will be made on the listing of and quotation for the Dividend Reinvestment Shares to be issued pursuant to the Dividend Reinvestment Plan 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.

## **6. EXTENT OF APPLICATION OF DIVIDEND REINVESTMENT PLAN TO EACH ELECTABLE PORTION**

In relation to any Dividend declared, the Board may, at its absolute discretion, determine in respect of any Dividend, whether the Dividend Reinvestment Plan shall apply and if so, whether the Electable Portion is for the whole or a portion of the Dividend. If, in its absolute discretion, the Board has not determined that the Dividend Reinvestment Plan is to apply to a particular Dividend, such Dividend shall be paid in cash to the Shareholders in the usual manner through a Dividend Payment Account.

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**DIVIDEND REINVESTMENT PLAN STATEMENT (Cont'd)**


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**7. DIVIDEND REINVESTMENT SHARE ENTITLEMENT****Maximum Dividend Reinvestment Share entitlement**

By electing to participate in the Dividend Reinvestment Plan in respect of any Notice of Election received by him/her, a Participating Shareholder elects to reinvest the whole or part of the Electable Portion, to which such Notice of Election relates, in Dividend Reinvestment Shares.

In respect of any Electable Portion, the number of Dividend Reinvestment Shares to be allotted and issued to the Participating Shareholder electing to reinvest the whole or, if applicable, part of the Electable Portion in Dividend Reinvestment Shares in respect of a Notice of Election shall be calculated in accordance with the following formula:-

$$N = \frac{S \times D}{V}$$

where:-

- N : is the maximum number of Dividend Reinvestment Shares to be allotted and issued as fully paid-up to the Participating Shareholder in respect of such Notice of Election
- S : is the number of Focus Point Shares held by the Participating Shareholder as at the Books Closure Date to which a Notice of Election relates
- D : is the Electable Portion or part thereof (after deduction of applicable income tax)
- V : is the Issue Price

Any fractional entitlement of Dividend Reinvestment Shares computed in accordance with the above formula will be paid in cash to the Participating Shareholder in the usual manner through a Dividend Payment Account.

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.

**Balance of the Electable Portion**

In respect of any Electable Portion, the balance of the Electable Portion in respect of a Notice of Election which is not reinvested in Dividend Reinvestment Shares and/or fractional entitlements of Dividend Reinvestment Shares and/or amounts yielding odd lots in relation to the Electable Portion under the Dividend Reinvestment Plan, whichever is applicable, of which will be paid to the Participating Shareholder in cash in the usual manner ("**Balance of the Electable Portion**") shall be calculated in accordance with the following formula:-

$$B = (S \times D) - (A \times V)$$

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**DIVIDEND REINVESTMENT PLAN STATEMENT (Cont'd)**


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where:-

- B : is the Balance of the Electable Portion to which such Notice of Election relates
- S : is the number of Focus Point Shares held by the Participating Shareholder as at the Books Closure Date to which a Notice of Election relates
- D : is the Electable Portion or part thereof (after deduction of applicable income tax)
- A : is the number of Dividend Reinvestment Shares that the Participating Shareholder elects to subscribe for in respect of the Electable Portion to which such Notice of Election relates
- V : is the Issue Price

The Balance of the Electable Portion will be paid to the Participating Shareholders in cash in the usual manner through a Dividend Payment Account.

## 8. TERMS OF ALLOTMENT

The maximum number of Dividend Reinvestment Shares to be issued under the Dividend Reinvestment Plan will depend on, amongst others, the following:-

- (i) the quantum of the Dividend;
- (ii) the Board's decision on the proportion/size of the Electable Portion;
- (iii) the extent to which the Shareholders elect to exercise their Reinvestment Option;
- (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 14** of this statement.

Unless the Board otherwise determines, all Dividend Reinvestment Shares allotted under the Dividend Reinvestment Plan will be issued as fully paid-up. All such 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 Dividend Reinvestment Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distributions that may be declared, made or paid prior to the date of allotment and issuance of the Dividend Reinvestment Shares.

It should be noted that since fractional Dividend Reinvestment Shares will not be allotted, Participating Shareholders shall receive any amount of the Dividend payment that is insufficient for the issuance of 1 Dividend Reinvestment Share, in cash, in the usual manner through a Dividend Payment Account.

As the Dividend Reinvestment Shares to be issued pursuant to the Dividend Reinvestment Plan are prescribed securities, the Dividend Reinvestment Shares will be credited directly into the respective CDS account(s) of Participating Shareholders and no physical share certificates will be issued.

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**DIVIDEND REINVESTMENT PLAN STATEMENT (Cont'd)**

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**9. ODD LOTS**

Participating Shareholders 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.

Participating 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 Participating Shareholder's entitlement of Dividend Reinvestment Shares is less than 100 Shares, the Participating Shareholder can elect to receive his/her entire Dividend entitlement in cash in the usual manner through a Dividend Payment Account or Dividend Reinvestment Shares in odd lots.

Fractional Dividend Reinvestment Shares will not be allotted. Any amount of a Dividend payment that is insufficient for the issuance of 1 Dividend Reinvestment Share will be received in cash by the Participating Shareholders in the usual manner through a Dividend Payment Account together with the Non-Electable Portion (if any).

**10. COST TO THE PARTICIPATING SHAREHOLDERS**

There are no brokerage fees and other related transaction costs payable by the Participating Shareholders on the Dividend Reinvestment Shares allotted, unless otherwise provided by any statute, law or regulation. However, the Participating Shareholders are required to pay Malaysian Revenue Stamp of RM10.00 for stamp duty, and in respect of the submission of e-DRF, a handling fee is chargeable by the Share Registrar.

**11. CANCELLATION OF APPLICATION OF THE DIVIDEND REINVESTMENT PLAN**

Notwithstanding any other provisions, the Terms and Conditions of the Dividend Reinvestment Plan set out herein and irrespective of whether an election to exercise the Reinvestment Option has been made, if at any time after the Board has determined that the Dividend Reinvestment Plan shall apply to any Dividend and before the allotment and issuance of Dividend Reinvestment Shares in respect of the Electable Portion reinvested, the Board considers that by reason of any event or circumstance (whether arising before or after such determination) it is no longer expedient or appropriate to implement the Dividend Reinvestment Plan in respect of the Electable Portion, the Board may, at its absolute discretion and as it deems fit and in the best interest of the Company and without assigning any reason thereof, cancel the application of the Dividend Reinvestment Plan to the Electable Portion subject to any requirement or provision imposed by any statute, law or regulation in force in Malaysia, as the case may be. In such event, the Electable Portion shall be received in cash by the Shareholders in the usual manner through a Dividend Payment Account.



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**DIVIDEND REINVESTMENT PLAN STATEMENT (Cont'd)**


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**12. MODIFICATION, SUSPENSION AND TERMINATION OF THE DIVIDEND REINVESTMENT PLAN**

Subject to any requirement or provision imposed by any statute, law or regulation in force in Malaysia, as the case may be, the Dividend Reinvestment Plan (including the Terms and Conditions) 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 to Shareholders in such manner as it deems fit notwithstanding any other provisions, Terms and Conditions of the Dividend Reinvestment Plan or otherwise and irrespective of whether an election to exercise the Reinvestment Option has been made.

**In the case of a suspension, the Dividend Reinvestment Plan will be suspended in whole or in part, as the case may be, until such time as the Board resolves to recommence or terminate the Dividend Reinvestment Plan in such manner as the Board deems fit. If the Dividend Reinvestment Plan is recommenced, Participating Shareholders' Notices of Election confirming their participation under the previously suspended Dividend Reinvestment Plan will be valid and have full force and effect in accordance with these Terms and Conditions and any directions and terms and conditions to Shareholders for such commencement of the Dividend Reinvestment Plan which may be notified to all Shareholders.**

**13. GENERAL ADMINISTRATION OF THE DIVIDEND REINVESTMENT PLAN**

The Board may implement the Dividend Reinvestment Plan in the manner as it may deem fit at its absolute discretion. The Board has the power to:-

- (i) determine procedures, rules and regulations for the administration of the Dividend Reinvestment Plan which are consistent with these Terms and Conditions, as may be amended or modified from time to time;
- (ii) settle in such manner as it thinks fit, any difficulty, anomaly or dispute (including relating to the interpretation of any provision, regulation or procedure or as to any rights under the Dividend Reinvestment Plan) which may arise in connection with the Dividend Reinvestment Plan, whether generally or in relation to any Participating Shareholder or any Focus Point Share and the determination of the Board will be conclusive and binding on all Shareholders and other persons to whom the determination relates without giving any reasons for its determination;
- (iii) delegate to any 1 or more persons, for such period and on such conditions as the Board may determine, the exercise of any of its powers or discretion under or in respect of the Dividend Reinvestment Plan and references to a decision, opinion or determination of the Board include a reference to the decision, opinion or determination of the person or persons to whom the Board has delegated its authority to, for the purposes of administering the Dividend Reinvestment Plan; and
- (iv) waive strict compliance by the Company or any Shareholder with any of these Terms and Conditions.

Any matter to be decided, determined, fixed, resolved or waived by the Board in respect of the Dividend Reinvestment Plan, shall be decided, determined, fixed and resolved or waived by the Board at its absolute discretion as it deems fit without assigning any reason.

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**DIVIDEND REINVESTMENT PLAN STATEMENT (Cont'd)**


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**14. IMPLICATIONS OF THE RULES ON TAKE-OVERS AND OTHER SHAREHOLDING LIMITS****14.1 Implications of 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 Dividend Reinvestment Plan 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 Dividend Reinvestment Plan, 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 Dividend Reinvestment Plan; and
- (ii) whether or not to make an application to the Securities Commission Malaysia 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 legislations or regulations. Shareholders who are in doubt as to whether they would incur 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 their participation in the Dividend Reinvestment Plan are advised to consult their professional advisers at the earliest opportunity.**

**14.2 Other shareholding limits**

Shareholders are responsible for ensuring that their participation in the Dividend Reinvestment Plan will not result in a breach of any restrictions applicable to their 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, or by any relevant authorities, 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.**

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**DIVIDEND REINVESTMENT PLAN STATEMENT (Cont'd)**

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**15. DISCLAIMER**

Notwithstanding anything to the contrary, the Board and the Company including any of its subsidiaries, joint venture and joint operations and its respective directors, officers, employees, advisers, agents, affiliates and representatives and the employees of the advisers, agents, affiliates and representatives, shall not, under any circumstance, be held liable for any damages, cost, loss and expense whatsoever and howsoever arising /incurred/ suffered by any person including any Shareholder arising out of or in connection with the Dividend Reinvestment Plan including (but not limited to):-

- (i) any obligation of any Shareholder to undertake a mandatory offer as a result of the Dividend Reinvestment Plan;
- (ii) a breach of any restrictions on any Shareholder's holding of Focus Point Shares which may be imposed by the Shareholder's contractual obligations, or by statute, law or regulation in force in Malaysia or any other relevant jurisdiction, or by any relevant authorities; and
- (iii) any losses suffered by any Shareholders due to changes in the share prices of Focus Point Shares or the quantum of future Dividends after the implementation of the Dividend Reinvestment Plan.

**16. GOVERNING LAW**

This Dividend Reinvestment Plan Statement, the Terms and Conditions and the Dividend Reinvestment Plan shall be governed by, and construed in accordance with the laws of Malaysia.

**17. NOTICES AND STATEMENTS**

Unless otherwise provided in these Terms and Conditions, any notices, documents and statements required to be given by the Company to a Participating Shareholder shall be given in accordance with the applicable provisions of the Company's Constitution.

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**FURTHER INFORMATION**


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**1. DIRECTORS' RESPONSIBILITY STATEMENT**

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

**2. CONSENT**

UOBKH, being the Principal Adviser for the Proposed Bonus Issue of Shares and Proposed DRP, has given and has not subsequently withdrawn its written consent to the inclusion in this Circular of its name and all references thereto in the form and context in which they appear in this Circular.

**3. DECLARATION OF CONFLICT OF INTEREST**

UOBKH has given its written confirmation that there is no situation of conflict of interest that exists or is likely to exist in relation to its role as the Principal Adviser to our Company for the Proposed Bonus Issue of Shares and Proposed DRP.

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

As at the LPD, neither our Company nor our Group is engaged in any other material litigation, claims or arbitration, either as a plaintiff or defendant, which has a material effect on the financial position or the business of our Group, and our Board does not have any knowledge of any proceeding pending or threatened against our Group, or of any fact likely to give rise to any proceeding, which may materially or adversely affect the financial position or business of our Group.

**5. MATERIAL COMMITMENTS**

Save as disclosed below, as at the LPD, our Board, after making all reasonable enquiries, is not aware of any material commitments incurred or known to be incurred by our Group, which upon becoming enforceable, may have a material impact on the financial results or position of our Group:-

	RM'000
<b><u>Property, plant and equipment</u></b>	
- Contracted but not provided for	7,798

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**FURTHER INFORMATION (Cont'd)**

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**6. CONTINGENT LIABILITIES**

As at the LPD, our Board is not aware of any contingent liabilities incurred or known to be incurred, which upon becoming enforceable, may have a material impact on the financial results or position of our Group.

**7. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at our registered office at E-10-4, Megan Avenue 1, 189, Jalan Tun Razak, 50400 Kuala Lumpur, Wilayah Persekutuan, during normal business hours between Mondays and Fridays (except public holidays) from the date of this Circular up to and including the date of the forthcoming EGM:-

- (i) the Constitution of our Company;
- (ii) the audited consolidated financial statements of our Group for the past 2 financial years up to the FYE 31 December 2024 as well as the unaudited 3-month financial period ended 31 March 2025; and
- (iii) the letter of consent and declaration of conflict of interest referred to in **Section 2** and **Section 3** of this **Appendix II**.

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# FOCUS POINT

## FOCUS POINT HOLDINGS BERHAD

(Registration No.: 200901041088 (884238-U))  
(Incorporated in Malaysia)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Extraordinary General Meeting (“**EGM**”) of Focus Point Holdings Berhad (“**Focus Point**” or the “**Company**”) will be held at Training Room, Unit 7-3, Jalan PJU 1/37, Dataran Prima, 47301 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 29 July 2025 at 3.30 p.m., or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modification, the following resolutions:-

#### ORDINARY RESOLUTION 1

**PROPOSED 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 SHAREHOLDER(S)”) ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER, UPON THE RECEIPT OF ALL RELEVANT APPROVALS (“ENTITLEMENT DATE”) (“PROPOSED BONUS ISSUE OF SHARES”)**

“**THAT** subject to the approvals of all relevant authorities and/or parties being obtained for the Proposed Bonus Issue of Shares, approval be and is hereby given to the Board of Directors of the Company (“**Board**”) to issue and allot up to 153,999,680 Bonus Shares, issued as fully paid, at no consideration and without capitalisation of the Company’s reserves, on the basis of 1 Bonus Share for every 3 existing Focus Point Shares held by the Entitled Shareholders on the Entitlement Date;

**THAT** the Board be and is hereby authorised to deal with any fractional entitlements arising from the Proposed Bonus Issue of Shares, if any, including disregarding the fractional entitlements, in such manner at its absolute discretion as the Board may deem fit and expedient and in the best interest of the Company;

**THAT** 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;

**AND THAT** the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Bonus Issue of Shares with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Shares.”

#### ORDINARY RESOLUTION 2

**PROPOSED ESTABLISHMENT OF A DIVIDEND REINVESTMENT PLAN (“DRP”), WHICH WILL PROVIDE SHAREHOLDERS OF FOCUS POINT 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 (“PROPOSED DRP”)**

“**THAT** subject to the approvals of all relevant authorities and/or parties being obtained for the Proposed DRP and to the extent permitted by law:-

- (i) the Proposed DRP which shall upon such terms and conditions as the Board, at its sole and absolute discretion, deem fit be and is hereby approved; and
- (ii) the Board be and is hereby authorised:-
  - (a) to establish and implement the Proposed DRP;

- (b) to determine, at its sole and absolute discretion, whether the Proposed DRP will apply to any Dividend declared and/or approved by the Company; and
- (c) to allot and issue such number of new Focus Point Shares from time to time as may be required to be allotted and issued pursuant to the Proposed DRP (**"Dividend Reinvestment Shares"**) upon the terms and conditions and to such persons as the Board may, in its absolute discretion, deem fit and in the best interest of the Company;

**AND THAT** the Board be and is hereby authorised to do all such acts and enter into all such transactions, arrangements and agreements as may be necessary and expedient in order to give full effect to the Proposed DRP and to implement, finalise and complete the Proposed DRP with full power to assent to any conditions, variations, modifications and/or amendments in any manner, including amendments, modifications, suspension and termination of the Proposed DRP, as the Board may, in its absolute discretion, deem fit and in the best interest of the Company and/or as may be imposed or agreed to by any relevant authorities."

### **ORDINARY RESOLUTION 3**

#### **ISSUANCE OF DIVIDEND REINVESTMENT SHARES PURSUANT TO THE PROPOSED DRP ("ISSUANCE OF DIVIDEND REINVESTMENT SHARES")**

**"THAT** subject to the passing of Ordinary Resolution 2 and the approvals of all relevant regulatory authorities and/or parties being obtained, where required, approval be and is hereby given to the Board to allot and issue such number of Dividend Reinvestment Shares from time to time as may be required to be allotted and issued pursuant to the Proposed DRP until the conclusion of the Company's next annual general meeting, upon such terms and conditions and to such persons as the Board may, in its absolute discretion, deem fit and in the best interest of the Company;

**THAT** the issue price of the said Dividend Reinvestment Shares, which will be determined and fixed by the Board on the price-fixing date to be determined and announced later, shall be at an issue price of not more than 10% discount to the 5-day volume weighted average market price ("**VWAP**") of Focus Point Shares immediately preceding the price-fixing date, of which the VWAP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price at the material time;

**THAT** 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;

**AND THAT** the Board be and is hereby authorised to do all such acts and enter into all such transactions, arrangements and agreements and to execute, sign and deliver for and on behalf of the Company, all such documents and impose such terms and conditions or delegate all or any part of its powers as may be necessary or expedient in order to implement, finalise and give full effect to the Issuance of Dividend Reinvestment Shares pursuant to the Proposed DRP, with full power to assent to any conditions, variations, modifications and/or amendments in any manner, including amendments, modifications, suspension and termination of the Proposed DRP, as the Board may, in its absolute discretion, deem fit and in the best interest of the Company and/or as may be imposed or agreed to by any other relevant authorities."

By Order of the Board,

**CHIN WAI YI (MAICSA 7069783) (SSM PC No. 202008004409)**  
**CHIA SIEW LI (MAICSA 7075719) (SSM PC No. 202208000715)**  
Company Secretaries

Kuala Lumpur  
30 June 2025

**Notes:-**

- (1) For the purpose of determining who shall be entitled to attend this EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 21 July 2025. Only a member whose name appears on this Record of Depositors shall be entitled to attend this EGM or appoint a proxy to attend, speak and vote on his/her/its behalf.
- (2) A member of the Company who is entitled to attend, speak and vote at this EGM may appoint a proxy to attend, speak and vote on his/her behalf. A proxy may but need not be a member of the Company, and a member may appoint any person to be his/her proxy without limitation.
- (3) A member of the Company who is entitled to attend and vote at this EGM may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at this EGM.
- (4) If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Listing Requirements**").
- (5) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("**SICDA**"), he/she may appoint one (1) proxy in respect of each security account it holds with ordinary shares of the Company standing to the credit of the said security account.
- (6) Where a member of the Company is an exempt authorised nominee holding ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("**omnibus account**"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the SICDA who is exempted from compliance with the provisions of subsection 25A(1) of the SICDA.
- (7) Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- (8) The appointment of a proxy may be made in hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding this EGM or adjourned EGM at which the person named in the appointment proposes to vote:
  - (i) **In hard copy form**

In the case of an appointment made in hard copy form, the proxy form must be deposited with the Company's Share Registrar at Tricor Investor & Issuing House Services Sdn Bhd [Registration No. 197101000970 (11324-H)] of Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the drop-in box provided at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.
  - (ii) **By electronic means**

The proxy form can be electronically lodged with the Company's Share Registrar via TIIH Online at <https://tiih.online>.

Please refer to the Administrative Guide for this EGM on the procedures for electronic lodgement of proxy form via TIIH Online.
- (9) Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Company's Share Registrar at Tricor Investor & Issuing House Services Sdn Bhd [Registration No. 197101000970 (11324-H)] of Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the drop-in box provided at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding this EGM or adjourned EGM at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- (10) Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
- (11) Last date and time for lodging the proxy form is Sunday, 27 July 2025 at 3.30 p.m.
- (12) Please bring an ORIGINAL of the following identification papers (where applicable) and present it to the registration staff for verification during this EGM:
  - (a) Identity Card (NRIC) (Malaysian); or
  - (b) Police report (for loss of NRIC) / Temporary NRIC (Malaysian); or
  - (c) Passport (Foreigner).
- (13) For a corporate member who has appointed a representative instead of a proxy to attend this EGM, please deposit the ORIGINAL certificate of appointment of authorised representative executed in the manner as stated in the proxy form with the Company's Share Registrar at Tricor Investor & Issuing House Services Sdn Bhd [Registration No. 197101000970 (11324-H)] of Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the drop-in box provided at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur. Alternatively, please bring the ORIGINAL certificate of appointment of authorised representative if it has not been lodged at the Company's Share Registrar earlier.



**Personal data privacy:**

*By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at this EGM and/or any adjournment thereof, a member of the Company:*

- (i) consents to the collection, use and disclose of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for this EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to this EGM (including any adjournment thereof), and in order for the Company (or its agent) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**");*
- (ii) warrants to the Company (or its agents) that the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the Purposes; and*
- (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses, and damages as a result of the member's breach of warranty.*

**PROXY FORM**

I/We ..... Tel: .....  
[Full name in block, NRIC/Passport/Company No.]

of .....  
[Address]  
being member(s) of **Focus Point Holdings Berhad**, hereby appoint:-

Full Name (in Block as per NRIC/Passport)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and / or\* (\*delete as appropriate)

Full Name (in Block as per NRIC/Passport)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing him, the Chairman of the Meeting, as ^my/our proxy to vote for ^me/us and on ^my/our behalf at the Extraordinary General Meeting ("EGM") of the Company to be held at Training Room, Unit 7-3, Jalan PJU 1/37, Dataran Prima, 47301 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 29 July 2025 at 3.30 p.m., or any adjournment thereof, and to vote as indicated below:-

Ordinary Resolutions		For	Against
1.	Proposed Bonus Issue of Shares		
2.	Proposed DRP		
3.	Issuance of Dividend Reinvestment Shares		

Please indicate with an "X" in the space provided whether you wish your votes to be cast for or against the resolutions. In the absence of specific direction, your proxy will vote or abstain as he thinks fit.

Signed this ..... day of ..... 2025

Signature\*  
Member

^ Delete whichever is not applicable.

\* Manner of execution:

- If you are an individual member, please sign where indicated.
- If you are a corporate member which has a common seal, this proxy form should be executed under seal in accordance with the constitution of your corporation.
- If you are a corporate member which does not have a common seal, this proxy form should be affixed with the rubber stamp of your company (if any) and executed by:
  - at least two (2) authorised officers, of whom one (1) shall be a director; or
  - any director and/or authorised officers in accordance with the laws of the country under which your corporation is incorporated.

**Notes:-**

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AFFIX  
STAMP

**FOCUS POINT HOLDINGS BERHAD**  
**[Registration No. 200901041088 (884238-U)]**

The Share Registrar  
**Tricor Investor & Issuing House Services Sdn Bhd**  
**[Registration No. 197101000970 (11324-H)]**  
Unit 32-01, Level 32  
Tower A, Vertical Business Suite  
Avenue 3, Bangsar South  
No. 8, Jalan Kerinchi  
59200 Kuala Lumpur

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- (ii) warrants to the Company (or its agents) that the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the Purposes; and
- (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses, and damages as a result of the member's breach of warranty.

Fold This Flap For Sealing