

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

This Circular has been reviewed by RHB Investment Bank Berhad, being the Principal Adviser to the Company for the Proposed Bonus Issue (as defined herein).

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FOCUS POINT

FOCUS POINT HOLDINGS BERHAD

(Company No. 884238-U)
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

PROPOSED BONUS ISSUE OF UP TO 55,000,000 NEW ORDINARY SHARES IN FOCUS POINT HOLDINGS BERHAD (“FOCUS POINT SHARE(S)”) (“BONUS SHARE(S)”) ON THE BASIS OF 1 BONUS SHARE FOR EVERY 3 EXISTING FOCUS POINT SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“PROPOSED BONUS ISSUE”)

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Principal Adviser

RHB InvestmentBank

RHB Investment Bank Berhad

(Company No. 19663-P)
(A Participating Organisation of Bursa Malaysia Securities Berhad)

The Notice of the Extraordinary General Meeting (“**EGM**”) of Focus Point Holdings Berhad (“**Company**”) to be held at Greens III Ballroom, Sport Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Monday, 19 August 2019, at 11.00 a.m., or any adjournment thereof, together with the Form of Proxy are enclosed herein.

A member entitled to attend and vote at the EGM is entitled to appoint a proxy or proxies to attend and vote on his/her behalf.

The Form of Proxy should be completed and lodged at the office of the Company’s Share Registrar at Tricor Investor & Issuing House Services Sdn Bhd (11324-H) of Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, not less than 48 hours before the time appointed for holding the EGM, or at any adjournment thereof. The lodging of the Form of Proxy shall not preclude you from attending, speaking and voting in person at the EGM should you subsequently wish to do so.

Last date and time for lodging the Form of Proxy	:	Saturday, 17 August 2019, at 11.00 a.m.
Date and time of the EGM	:	Monday, 19 August 2019, at 11.00 a.m.

This Circular is dated 2 August 2019

DEFINITIONS

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

“Act”	: Companies Act 2016
“Board”	: Board of Directors of Focus Point
“Bonus Share(s)”	: Up to 55,000,000 new Shares to be issued pursuant to the Proposed Bonus Issue
“Bursa Securities”	: Bursa Malaysia Securities Berhad
“Circular”	: This circular to shareholders of the Company dated 2 August 2019 in relation to the Proposed Bonus Issue
“Directors”	: The directors of Focus Point and shall have the meaning given in Section 2(1) of the Act and Section 2(1) of the Capital Markets and Services Act 2007
“EGM”	: Extraordinary general meeting
“Entitled Shareholders”	: Shareholders whose names appear in the Record of Depositors of Focus Point at the close business on the Entitlement Date
“Entitlement Date”	: 5.00 p.m. on a date to be determined and announced later by the Board on which names of shareholders of Focus Point must appear in the Record of Depositors of Focus Point in order to be entitled to the Proposed Bonus Issue
“EPS”	: Earnings per Share
“Focus Point” or the “Company”	: Focus Point Holdings Berhad
“Focus Point Group” or the “Group”	: Focus Point and its subsidiaries, collectively
“Focus Point Share(s)” or “Share(s)”	: Ordinary shares in Focus Point
“FYE”	: Financial year ended/ending, as the case may be
“FPE”	: Financial period ended/ending, as the case may be
“Listing Requirements”	: ACE Market Listing Requirements of Bursa Securities
“LPD”	: 18 July 2019, being the latest practicable date prior to the printing of this Circular
“Market Day”	: Any day on which Bursa Securities is open for securities trading
“NA”	: Net assets
“Proposed Bonus Issue”	: Proposed bonus issue of up to 55,000,000 new Focus Point Shares on the basis of 1 Bonus Share for every 3 existing Focus Point Shares held on the Entitlement Date
“Record of Depositors”	: A record of depositors maintained by Bursa Malaysia Depository Sdn Bhd under the Rules of Bursa Malaysia Depository Sdn Bhd

DEFINITIONS (Cont'd)

“RHB Investment Bank” or “Principal Adviser” : RHB Investment Bank Berhad

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

“VWAMP” : Volume weighted average market price

Words incorporating the singular shall, where applicable, include the plural and vice versa and words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include a corporation, unless otherwise specified.

Any reference in this Circular to any statute is a reference to that statute 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.

Certain figures included in this Circular have been subject to rounding adjustments.

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FOCUS POINT

FOCUS POINT HOLDINGS BERHAD

(Company No. 884238-U)

(Incorporated in Malaysia)

Registered Office

Unit 30-01
Level 30, Tower A
Vertical Business Suite
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur

2 August 2019

Board of Directors

Leow Ming Fong @ Leow Min Fong (*Independent Non-Executive Chairman*)
Dato' Liaw Choon Liang (*President/Chief Executive Officer*)
Datin Goh Poi Eong (*Executive Director*)
Kelvin Liaw Kai Xuan (*Executive Director*)
Datin Sim Swee Yoke (*Independent Non-Executive Director*)
Datuk Md Zubir Ansori Bin Yahaya (*Non-Independent Non-Executive Director*)

To: The shareholders of Focus Point Holdings Berhad

Dear Sir/Madam,

PROPOSED BONUS ISSUE

1. INTRODUCTION

On 9 July 2019, RHB Investment Bank had, on behalf of the Board, announced that the Company proposes to undertake the Proposed Bonus Issue.

On 12 July 2019, RHB Investment Bank had, on behalf of the Board, announced that the listing application in relation to the Proposed Bonus Issue had been submitted to Bursa Securities.

On 18 July 2019, RHB Investment Bank had, on behalf of the Board, announced that Bursa Securities had vide its letter dated 18 July 2019, approved the listing and quotation of up to 55,000,000 Bonus Shares to be issued pursuant to the Proposed Bonus Issue on the ACE Market of Bursa Securities, subject to the conditions as set out in **Section 6** of this Circular.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE DETAILS OF THE PROPOSED BONUS ISSUE AND TO SEEK YOUR APPROVAL ON THE RESOLUTION PERTAINING TO THE PROPOSED BONUS ISSUE TO BE TABLED AT THE FORTHCOMING EGM OF THE COMPANY. THE NOTICE OF THE EGM AND THE FORM OF PROXY ARE ENCLOSED TOGETHER WITH THIS CIRCULAR.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTION BY WAY OF POLL PERTAINING TO THE PROPOSED BONUS ISSUE TO BE TABLED AT THE FORTHCOMING EGM OF THE COMPANY.

2. DETAILS OF THE PROPOSED BONUS ISSUE

2.1 Basis and number of Bonus Shares to be issued

The Proposed Bonus Issue entails the issuance of up to 55,000,000 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.

The basis of the Proposed Bonus Issue of 1 Bonus Share for every 3 existing Focus Point Shares was arrived at after taking into consideration the potential adjustments to the share price of Focus Point Shares arising from the Proposed Bonus Issue.

As at the LPD, the issued share capital of Focus Point is RM40,096,000* comprising 165,000,000 Focus Point Shares and there is no treasury shares held by the Company.

Note:

* *With the introduction of the new Act effective 31 January 2017, the concept of authorised share capital and par value of share capital has been abolished. Consequently, the balance of RM7,096,000 in the share premium account was transferred to the share capital account pursuant to the transitional provisions set out in Section 618(2) of the Act.*

The actual number of the Bonus Shares to be issued will depend on the number of Focus Point Shares in issue on the Entitlement Date.

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

The Proposed Bonus Issue is not intended to be implemented in stages over a period of time.

For illustration purposes, based on the 5-day and 3-month daily VWAMP of Focus Point Shares up to 11 July 2019 (being the date immediately before submission of the application to Bursa Securities on 12 July 2019), the theoretical ex-bonus share price of Focus Point Shares are as follows:

	Before the Proposed Bonus Issue	After the Proposed Bonus Issue
	Market price	Illustrative theoretical ex-bonus price
5-day VWAMP up to 11 July 2019	RM0.49	RM0.37
3-month daily VWAMP up to 11 July 2019	RM0.44	RM0.33
No. of Shares	165,000,000	220,000,000

The Board confirms that the share price adjusted for the Proposed Bonus Issue is not less than RM0.20 based on the daily VWAMP during the past 3-month period up to 11 July 2019, in accordance with Rule 6.31(1A) of the ACE Market Listing Requirements.

2.2 No capitalisation of reserves

The Bonus Shares in respect of the Proposed Bonus Issue will be issued as fully paid, at nil consideration and without capitalisation of the Company's reserves. Hence, Focus Point will not receive any proceeds from the Proposed Bonus Issue.

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

2.3 Ranking of the Bonus Shares

The Bonus Shares will, upon allotment and issuance, rank equally in all respects with the existing Focus Point Shares at the date of allotment of the Bonus Shares, save and except that the Bonus Shares will not be entitled to any dividends, rights, allotment and/or any other forms of distributions ("**Distribution**") that may be declared, made or paid for which the entitlement date for the Distribution precedes the date of allotment and issuance of the Bonus Shares.

As the Focus Point Shares are prescribed securities under Section 14(5) of the Securities Industry (Central Depositories) Act, 1991, the Bonus Shares will be credited directly into the respective Central Depository System accounts of the Entitled Shareholders and no physical share certificates will be issued.

2.4 Listing and quotation of the Bonus Shares

Bursa Securities had, vide its letter dated 18 July 2019, approved the listing and quotation of the Bonus Shares on the ACE Market of Bursa Securities, subject to the conditions as set out **Section 6** of this circular.

The Bonus Shares will be listed and quoted on the ACE Market of Bursa Securities on the next market day following the Entitlement Date. The notice of allotment of the Bonus Shares will be issued and despatched to the Entitled Shareholders within 4 market days after the date of listing and quotation of the Bonus Shares, or such other period as may be prescribed by Bursa Securities.

3. RATIONALE AND JUSTIFICATION FOR THE PROPOSED BONUS ISSUE

The Proposed Bonus Issue would enable the Company to achieve the following:

- (i) To provide the shareholders of Focus Point with greater participation in the equity of the Company in terms of number of Focus Point Shares held and maintaining their percentage equity interests;
- (ii) To enhance the marketability and trading liquidity of Focus Point Shares on Bursa Securities by way of increasing the number of Focus Point Shares; and
- (iii) To attract participation by investors given the potential broadening of the shareholder base of the Company.

4. EFFECTS OF THE PROPOSED BONUS ISSUE

The effects of the Proposed Bonus Issue on the issued share capital, substantial shareholders' shareholdings of the Company, NA per Share, gearing and EPS of Focus Point Group are as follows:

4.1 Issued share capital

For illustration purposes, the proforma effects of the Proposed Bonus Issue on the issued share capital of Focus Point are as follows:

	No. of Shares	RM
Issued share capital as at the LPD	165,000,000	40,096,000*
To be issued pursuant to the Proposed Bonus Issue	55,000,000	-
Enlarged issued share capital	220,000,000	40,096,000

Note:

* With the introduction of the Act effective 31 January 2017, the concept of authorised share capital and par value of share capital has been abolished. Consequently, the balance of RM7,096,000 in the share premium account was transferred to the share capital account pursuant to the transitional provisions set out in Section 618(2) of the Act.

4.2 NA per Share and gearing

For illustration purposes, based on the latest audited consolidated statement of financial position of Focus Point Group as at 31 December 2018, the proforma effects of the Proposed Bonus Issue on the NA per Share and gearing of the Group are as follows:

	Audited as at 31 December 2018	After the Proposed Bonus Issue
	RM'000	RM'000
Issued share capital	40,096 ⁽¹⁾	40,096 ⁽¹⁾
Retained earnings	17,184	17,084 ⁽²⁾
Shareholders' funds/NA	57,280	57,180
No. of Shares ('000)	165,000	220,000
NA per Share (RM)	0.35	0.26
Total borrowings (RM'000)	38,982	38,982
Gearing ratio (times)	0.68	0.68

Notes:

(1) With the introduction of the Act effective 31 January 2017, the concept of authorised share capital and par value of share capital has been abolished. Consequently, the balance of RM7,096,000 in the share premium account was transferred to the share capital account pursuant to the transitional provisions set out in Section 618(2) of the Act.

(2) After deducting the estimated expenses in relation to the Proposed Bonus Issue of approximately RM100,000.

4.3 EPS

The Proposed Bonus Issue is not expected to have any material effect on the earnings of the Group for the FYE 31 December 2019, save for the dilution in the EPS of the Group as a result of the increase in the number of Focus Point Shares in issue pursuant to the Proposed Bonus Issue.

4.4 Substantial shareholders' shareholdings

The Proposed Bonus Issue will not have any effect on the percentage shareholdings of the substantial shareholders of Focus Point as the Bonus Shares will be allotted on a pro-rata basis to all the shareholders. However, the number of Focus Point Shares held by the substantial shareholders will increase proportionately pursuant to the Proposed Bonus Issue.

For illustrative purposes, the proforma effects of the Proposed Bonus Issue on the substantial shareholders' shareholding of Focus Point are as follows:

Substantial shareholders	Shareholdings as at the LPD			After the Proposed Bonus Issue				
	Direct		Indirect	Direct		Indirect		
	No of Shares	%	No of Shares	%	No of Shares	%		
Dato' Liaw Choon Liang	75,843,001	45.97	22,464,699 ⁽¹⁾	13.61	101,124,001	45.97	29,952,932 ⁽¹⁾	13.61
Perbadanan Nasional Berhad	24,750,000	15.00	-	-	33,000,000	15.00	-	-
Datin Goh Poi Eong	21,464,699	13.01	76,843,001 ⁽²⁾	46.57	28,619,598	13.01	102,457,334 ⁽²⁾	46.57

Notes:

- (1) Deemed interest by virtue of the interest of his spouse, Datin Goh Poi Eong and his son, Kelvin Liaw Kai Xuan pursuant to Section 8 of the Act.
(2) Deemed interest by virtue of the interest of her spouse, Dato' Liaw Choon Liang and her son, Kelvin Liaw Kai Xuan pursuant to Section 8 of the Act.

4.5 Convertible securities

As at the LPD, the Company does not have any existing convertible securities.

5. HISTORICAL SHARE PRICES

The monthly highest and lowest prices of Focus Point Shares as traded on Bursa Securities for the past 12 months up to and including the LPD are set out in the table below:

	High RM	Low RM
<u>2018</u>		
August	0.24	0.19
September	0.21	0.16
October	0.22	0.20
November	0.20	0.19
December		
<u>2019</u>		
January	0.20	0.16
February	0.32	0.20
March	0.45	0.26
April	0.42	0.33
May	0.49	0.39
June	0.49	0.41
July	0.58	0.43
The last transacted price on 8 July 2019 (being the last trading day prior to the announcement of the Proposed Bonus Issue)	RM0.45	
The last transacted price on 31 July 2019 (being the last practicable date prior to printing of the circular)	RM0.54	

(Source: Bloomberg)

6. APPROVALS REQUIRED

The Proposed Bonus Issue is subject to the following approvals being obtained:

- (i) Bursa Securities for the listing and quotation for the Bonus Shares on the ACE Market of Bursa Securities, which was obtained vide its letter dated 18 July 2019, subject to the following conditions:

Conditions	Status of compliance
(a) Focus Point and RHB Investment Bank must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Proposed Bonus Issue.	To be met
(b) Focus Point and RHB Investment Bank to inform Bursa Securities upon the completion of the Proposed Bonus Issue.	To be met
(c) Focus Point 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 is completed.	To be met
(d) Focus Point and RHB Investment Bank are required to make the relevant announcements pursuant to Rule 6.36(2)(a) & (b) and 6.36(4) of the Listing Requirements.	To be met

- (ii) the shareholders of Focus Point for the Proposed Bonus Issue at the forthcoming EGM; and
- (iii) any other relevant authority and/or parties, if required.

The Proposed Bonus Issue is not conditional upon any other corporate exercise undertaken or to be undertaken by the Company.

7. OTHER CORPORATE EXERCISES ANNOUNCED BUT PENDING COMPLETION

Save for the Proposed Bonus Issue, there is no other corporate exercise that has been announced but not yet completed as at the LPD.

8. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

None of the Directors, major shareholders and/or persons connected to them has any interest, either direct or indirect, in the Proposed Bonus Issue, apart from their respective entitlements as shareholders pursuant to the Proposed Bonus Issue, which are also available to all other Entitled Shareholders.

9. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board, having considered all aspects of the Proposed Bonus Issue, including but not limited to the rationale as well as the effects of the Proposed Bonus Issue, is of the opinion that the Proposed Bonus Issue is in the best interest of the Company and its shareholders.

Accordingly, the Board recommends that you vote in favour of the resolution pertaining to the Proposed Bonus Issue to be tabled at the forthcoming EGM of the Company.

10. ESTIMATED TIMEFRAME FOR COMPLETION

Barring any unforeseen circumstances and subject to all requisite approvals being obtained, the Proposed Bonus Issue is expected to be completed by the fourth quarter of calendar year 2019.

The tentative timetable for the implementation of the Proposed Bonus Issue is as follows:

Tentative timing	Events
19 August 2019	EGM
Mid-August 2019	Announcement of Entitlement Date
Early-September 2019	<ul style="list-style-type: none"> • Entitlement Date • Listing and quotation of the Bonus Shares

11. EGM

The EGM, the notice of which is set out in this Circular, will be held at Greens III Ballroom, Sport Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Monday, 19 August 2019 at 11.00 a.m., or any adjournment thereof for the purpose of considering and if thought fit, passing the ordinary resolution to give effect to the Proposed Bonus Issue.

If you are unable to attend and vote in person at the EGM, you may complete, sign and return the enclosed Form of Proxy in accordance with the instructions provided thereon as soon as possible, to the office of the Company's Share Registrar at Tricor Investor & Issuing House Services Sdn Bhd (11324-H) at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, not less than 48 hours before the time fixed for holding the EGM. The lodging of the Form of Proxy will not preclude you from attending, speaking and voting in person at the EGM, should you subsequently wish to do so.

12. FURTHER INFORMATION

You are advised to refer to the **Appendix I** set out in this Circular for further information.

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

DATO' LIAW CHOON LIANG
President/Chief Executive Officer

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

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

2. CONSENT AND CONFLICT OF INTEREST**2.1 Consent**

The written consent of RHB Investment Bank for the inclusion of its name in the form and context in which it appears in this Circular has been given and has not been subsequently withdrawn before the issuance of this Circular.

2.2 Declaration of Conflict of Interest

RHB Investment Bank, being the Principal Adviser for the Proposed Bonus Issue confirms that as at the date of this Circular, 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 Focus Point for the Proposed Bonus Issue.

3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

As at the LPD, neither Focus Point nor any of its subsidiaries is engaged in any litigation or arbitration, either as plaintiff or defendant, which has a material effect on the financial position of the Company or any of its subsidiaries and the Directors are not aware of any proceedings pending or threatened, or of any fact likely to give rise to any proceedings, which might materially and adversely affect the position or business of the Company or any of its subsidiaries.

4. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES**4.1 Material commitments**

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

Capital expenditure in respect of purchase of property, plant and equipment

	RM'000
- Contracted but not provided for	250
- Approved but not contracted for	-
	<u>250</u>

FURTHER INFORMATION (CONT'D)

4.2 Contingent liabilities

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

	<u>RM'000</u>
Secured financial guarantee given to landlord for rental of premises by a subsidiary of Focus Point namely, Focus Point Vision Care Group Sdn Bhd	<u>1,562</u>

5. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available for inspection at the Registered Office of Focus Point at Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur during normal business hours from Monday to Friday (except public holidays) from the date of this Circular up to and including the date of the forthcoming EGM;

- (i) The Constitution of Focus Point;
- (ii) The audited consolidated financial statements of Focus Point for the past 2 FYEs 31 December 2017 and 31 December 2018 as well as the latest unaudited quarterly report on consolidated results of the Group for the FPE 31 March 2019; and
- (iii) The letters of consent and declaration of conflict of interest referred to in **Section 2** above.

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FOCUS POINT

FOCUS POINT HOLDINGS BERHAD

(Company No. 884238-U)

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of Focus Point Holdings Berhad (“**Focus Point**” or the “**Company**”) will be held at Greens III Ballroom, Sport Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Monday, 19 August 2019, at 11.00 a.m., or any adjournment thereof for the purpose of considering and if thought fit, passing the following ordinary resolution, with or without modifications the following resolution:

ORDINARY RESOLUTION

PROPOSED BONUS ISSUE OF UP TO 55,000,000 NEW ORDINARY SHARES IN FOCUS POINT HOLDINGS BERHAD (“FOCUS POINT SHARE(S)” OR “SHARE(S)”) (“BONUS SHARE(S)”) ON THE BASIS OF 1 BONUS SHARE FOR EVERY 3 EXISTING FOCUS POINT SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER

“**THAT** subject to the approvals of all relevant regulatory authorities for the listing and quotation of up to 55,000,000 new ordinary shares in the Company (“**Bonus Shares**”) on the ACE Market of Bursa Malaysia Securities Berhad, the Board of Directors (“**Board**”) be and is hereby authorised to issue up to 55,000,000 Bonus Shares on the basis of 1 Bonus Share for every 3 existing Shares held by shareholders of the Company whose names appear in the Record of Depositors of the Company (“**Entitled Shareholders**”) at the close of business on the date to be determined and announced later by the Board (“**Entitlement Date**”) (“**Proposed Bonus Issue**”);

THAT the Bonus Shares shall, upon allotment and issuance, rank equally in all respects with the then existing Shares in the Company, save and except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/or other forms of distributions that may be declared, made or paid prior to the Entitlement Date;

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

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

BY ORDER OF THE BOARD

WONG WAI FOONG (MAICSA 7001358)

WONG PEIR CHYUN (MAICSA 7018710)

Company Secretaries

Kuala Lumpur
2 August 2019

Notes:

1. *For the purpose of determining who shall be entitled to attend this General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 9 August 2019. Only a member whose name appears on this Record of Depositors shall be entitled to attend this General Meeting or appoint a proxy to attend, speak and vote on his/her/its behalf.*
 2. *A member entitled to attend and vote at this General Meeting is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.*
 3. *A member of the Company who is entitled to attend and vote at a General Meeting of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the General Meeting.*
 4. *If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.*
 5. *Where a member of the Company is an authorised nominee as defined in the Central Depositories Act, it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.*
 6. *Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act") which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.*
 7. *Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.*
 8. *The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting 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, this proxy form must be deposited at the the office of the Company's Share Registrar at Tricor Investor & Issuing House Services Sdn Bhd (11324-H) at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - (ii) *By electronic means via facsimile*
In the case of an appointment made by facsimile transmission, this proxy form must be received via facsimile at 03-2783 9222.
 - (iii) *By electronic means via email*
In the case of an appointment made via email transmission, this proxy form must be received via email at is.enquiry@my.tricorglobal.com .
- For options (ii) and (iii), the Company may request any member to deposit original executed proxy form to its registered office before or on the day of meeting for verification purpose.*
9. *Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the office of the Company's Share Registrar at Tricor Investor & Issuing House Services Sdn Bhd (11324-H) at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.*
 10. *Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.*
 11. *Last date and time for lodging this proxy form is 11.00 a.m., 17 August 2019 on Saturday.*

12. Please bring an **ORIGINAL** of the following identification papers (where applicable) and present it to the registration staff for verification:
- (a) Identity card (NRIC) (Malaysian), or
 - (b) Police report (for loss of NRIC) / Temporary NRIC (Malaysian), or
 - (c) Passport (Foreigner).
13. For a corporate member who has appointed a representative instead of a proxy to attend this meeting, please bring the **ORIGINAL** certificate of appointment executed in the manner as stated in this proxy form if this has not been lodged at the Company's registered office earlier.

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FOCUS POINT

FOCUS POINT HOLDINGS BERHAD (884238-U)
(Incorporated in Malaysia)

CDS ACCOUNT NO.	
NUMBER OF SHARES HELD	

FORM OF PROXY

I/We NRIC No./Passport No./Company No.

of being (a) member(s) of

Focus Point Holdings Berhad., hereby appoint

NRIC No./Passport No. of

or failing him/her, the Chairman of the Meeting as *my/our proxy to vote for *me/us and on *my/our behalf at the Extraordinary General Meeting of the Company to be held at Greens III Ballroom, Sport Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Monday, 19 August 2019 at 11.00 a.m. and at any adjournment thereof.

My/our proxy is to vote as indicated below:

Item	Ordinary Resolution	For	Against
1.	Proposed Bonus Issue		

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

Signature*
Member

*** Manner of execution:**

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

Notes:

1. For the purpose of determining who shall be entitled to attend this General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 9 August 2019. Only a member whose name appears on this Record of Depositors shall be entitled to attend this General Meeting or appoint a proxy to attend, speak and vote on his/her/its behalf.
2. A member entitled to attend and vote at this General Meeting is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.
3. A member of the Company who is entitled to attend and vote at a General Meeting of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the General Meeting.
4. If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.
5. Where a member of the Company is an authorised nominee as defined in the Central Depositories Act, it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
6. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act") which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
7. Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.



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8. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting 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, this proxy form must be deposited at the office of the Company's Share Registrar at Tricor Investor & Issuing House Services Sdn Bhd (11324-H) at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

(ii) By electronic means via facsimile

In the case of an appointment made by facsimile transmission, this proxy form must be received via facsimile at 03-2783 9222.

(iii) By electronic means via email

In the case of an appointment made via email transmission, this proxy form must be received via email at is.enquiry@my.tricorglobal.com.

For options (ii) and (iii), the Company may request any member to deposit original executed proxy form to its registered office before or on the day of meeting for verification purpose.

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AFFIX
STAMP

The Share Registrar

Tricor Investor & Issuing House Services Sdn Bhd (11324-H)
Unit 32-01, Level 32
Tower A, Vertical Business Suite
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur
Wilayah Persekutuan

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9. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the office of the Company's Share Registrar at Tricor Investor & Issuing House Services Sdn Bhd (11324-H) at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

10. Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.

11. Last date and time for lodging this proxy form is 11.00 a.m., 17 August 2019 on Saturday.

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