

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT, the Second Annual General Meeting of FOCUS POINT HOLDINGS BERHAD ("the Company") (884238-U) will be held at Greens III Ballroom, Sport Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 8 June 2011 at 10.00 a.m. for the following proposes :

Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2010 and the Reports of the Directors and Auditors thereon. **(Please refer to explanatory note below)**
2. To approve the payment of a Final Single Tier Dividend of 0.5 sen per Ordinary Share of RM0.20 each, in respect of the financial year ended 31 December 2010. **(Resolution 1)**
3. To approve the payment of Directors' fees of RM94,500.00 for the financial year ended 31 December 2010. **(Resolution 2)**
4. To re-elect the following Directors who retire pursuant to Article 85 of the Company's Articles of Association :-
(a) Dato' Liaw Choon Liang **(Resolution 3)**
(b) Dato' Hamzah bin Mohd Salleh **(Resolution 4)**
5. To re-appoint Messrs BDO as the Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **(Resolution 5)**

Special Business

- To consider and, if thought fit, to pass the following Resolutions (with or without modifications) as Ordinary Resolutions of the Company :-
6. **ORDINARY RESOLUTION - AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965** **(Resolution 6)**
"THAT subject always to the Companies Act, 1965, Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad and any other relevant authorities, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Section 132D of the Companies Act, 1965 to issue not more than ten percent (10%) of the total issued capital of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."
 7. **ORDINARY RESOLUTION - PROPOSED SHAREHOLDERS' RATIFICATION AND PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS ("RRPT") OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")** **(Resolution 7)**

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

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

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

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

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

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT, subject to the approval of the shareholders at the Second Annual General Meeting of the Company, a Final Single Tier Dividend of 0.5 sen per Ordinary Share of RM0.20 each in respect of the financial year ended 31 December 2010 will be paid on 1 August 2011 to Depositors registered in the Record of Depositors at the close of business on 5 July 2011.

A Depositor shall qualify for entitlement to the Dividend only in respect of:

- (a) Shares transferred into the Depositors' Securities Account before 5.00 p.m. on 5 July 2011 in respect of ordinary transfers; and
- (b) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

Wong Wai Foong [MAICSA 7001358]
Wong Peir Chyun [MAICSA 7018710]
Lew Nyok Khim [MAICSA 0792279]
Company Secretaries

Kuala Lumpur
16 May 2011

NOTES:

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

EXPLANATORY NOTESItem 1 of the Agenda

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

Item 6 of the Agenda

The proposed Ordinary Resolution 6, if passed, will provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions and/or for issuance of shares as settlement of purchase consideration. This authorisation will expire at the conclusion of the next Annual General Meeting of the Company.

This general mandate sought for issue of securities is a new mandate which the Company wish to seek from its Shareholders at this Annual General Meeting.

Item 7 of the Agenda

The proposed Ordinary Resolution 7, if passed, will ratify all recurrent related party transactions of a revenue or trading nature pursuant to the provisions of the Ace Market Listing Requirements of Bursa Malaysia Securities Berhad, from the listing of the Company on 23 August 2010 up to the date of the Second Annual General Meeting and allow the Company to enter into recurrent related party transactions of a revenue or trading nature pursuant to the provisions of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad until the conclusion of the next Annual General Meeting.

Please refer to the circular to shareholders dated 16 May 2011 for further information.